

TONGANI TEA COMPANY LIMITED

Annual Report 2019-2020

BOARD OF DIRECTORS

Mr. Manoj Kumar Daga, *Chairman & Non-Executive Director*
Mr. Ashok Vardhan Bagree, *Independent Director*
Mr. Ravindra Kumar Murarka, *Independent Director*
Mrs. Sumana Raychaudhuri, *Non-Executive Director*

COMPANY SECRETARY

Mr. Arindam Roy Chowdhury

AUDITORS

M/s. Navin Nayar & Company
Chartered Accountants
Kolkata

BANKER

State Bank of India

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Pvt. Ltd.
CIN : U74140WB1994PTC062636
3A, Auckland Place, 7th Floor, Room No.7A & 7B,
Kolkata - 700017
Telephone: 033 2280-6616/17/18; Fax: 033 2280-6619
E-mail: nichetechpl@nichetechpl.com, Website: www.nichetechpl.com

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742
REGISTERED OFFICE & ADMINISTRATIVE OFFICE
15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001
Phone: 2248 7685, Fax: 2210 0541.
E-mail: info@tonganitea.com, Website : www.tonganitea.com

TONGANI TEA ESTATE

P.O.Dhula, Dist.Darrang,
Pin-784 146, Assam.

TONGANI TEA COMPANY LIMITED
CIN : L01132WB1893PLC000742
NOTICE

NOTICE is hereby given that the 127th Annual General Meeting of the Members of the Company will be held on Friday, the 25th September, 2020, at 10.30 A.M. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2020 together with the Report of Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Manoj Kumar Daga (DIN: 00123386), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Manoj Kumar Daga (DIN: 00123386), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board

Regd.Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata – 700 001

For **TONGANI TEA COMPANY LIMITED**

MANOJ KUMAR DAGA
Chairman

Date: 10th August, 2020.

DIN: 00123386

NOTES:

1. In view of the outbreak of the Covid-19 pandemic and restriction imposed on movement of peoples at several places in the country, the Ministry of Corporate Affairs ("MCA") vide its Circular No.20/2020 dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) have permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive) for annual closing.

3. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this notice.
4. The Company will conduct the AGM through VC/OAVM from its Registered Office i.e 15B Hemanta Basu Sarani 3rd Floor.Kolkata-700001.Which shall be deemed to be venue of the meeting.
5. Corporate members intending to authorize their representative(s) to attend the Meeting are requested to send a scanned copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Board Resolution/Authorization shall be sent to the Company by email through its registered email address to investorcare@tonganitea.com
6. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No.20.
7. Members are requested to note that under section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend if any unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further, all shares in respect of which dividend remain unclaimed for 7 consecutive years or more, are also required to be transferred to the IEPF.

The Company had accordingly transferred final dividend pertaining to the Financial Year 2011-12 to the IEPF within the stipulated time period. The unclaimed final dividend in respect of financial year 2012-13 is due for transfer to the IEPF in October, 2020. Further, no claim shall lie against the Company in respect of any amount of unpaid dividend transferred to IEPF after completion of seven years.

Members who have neither received nor encashed their dividend warrant(s) for the financial year 2012-13 or subsequent years, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
8. Members holding shares in physical form may intimate the Company necessary particulars for ECS credit of the dividend directly to their bank accounts wherever ECS facility is available, or, for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants.
9. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), Niche Technologies Pvt. Ltd. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.

11. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R&T Agent or to the Registered Office of the Company.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his/her re-appointment.
15. Electronic copy of the Notice and Annual Report of the 127th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

In terms of SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Requirement of sending physical/hard copies of full annual report to shareholders has been dispensed with. The members who have not updated their email address are requested to do so immediately since the requirement of sending physical copies of annual report are dispensed with.

16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
17. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them Pursuant to section 72 of the Companies Act 2013. The prescribed Form (Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. Niche Technologies Pvt. Ltd. of 3A, Auckland Place, 7th Floor, Room No.7A & 7B, Kolkata – 700 017 by quoting their respective Folio Numbers.
18. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.tonganitea.com.

19. Members may also note that the Notice of the 127th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.tonganitea.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@tonganitea.com.

20. PROCEDURE & INSTRUCTION FOR E-VOTING AND JOINING THE AGM THROUGH VC/OAVM ARE AS FOLLOWS:

A. Voting at the AGM

Remote Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting ('remote e-voting'), Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2020 (9:00 am) and ends on 24th September, 2020 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> i.e. **Tongani Tea Company Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- II. Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.
- III. Investors who became members of the Company subsequent to the Notice of Annual General Meeting by Email and holds the shares as on the cut-off date i.e. 18th September, 2020, are requested to send the written / email communication to the Company at investorcare@tonganitea.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- IV. Shareholder can also update his/her mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2020. A person who is not a member as on cut off date should treat this notice for information purpose only.
- VI. Agarwal A & Associates, Company Secretaries of Plot No.11D/31/1, Street No. 1111, PS Qube, Unit No. 1015A, 10th Floor, Kolkata- 700135 has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the Annual General Meeting in a fair and transparent manner.
- VII. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- VIII. The Chairman shall declare the result forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.tonganitea.com and on the website of CDSL and communicated to Stock Exchange, immediately.

B. INSTRUCTION FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS FOLLOWS:-

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

If any votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the

votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the meeting.

C. PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

- Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk evoting@cdslindia.com.

Members attending the AGM through VC /OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

D.PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to send their queries 10 days before the date of the AGM i.e Monday, 14th September, 2020 by 5.00 p.m from their registered email ID mentioning their name, demat account number / folio number, mobile number at investorcare@tonganitea.com so as to enable the management to keep the information ready and replied accordingly.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending email 10 days before the date of the AGM i.e Monday, 14th September, 2020 from their registered email ID mentioning their name demat account number / folio number, mobile number to investorcare@tonganitea.com. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Director Identification Number (DIN)	00123386
Name of the Director	Mr. Manoj Kumar Daga
Category	Non-Executive Director
Terms of Appointment	Appointment as NED liable to retire by rotation
Date of Birth	06-01-1963
Nationality	Indian
Date of Appointment on the Board	31-07-1998
Qualifications	B.COM
Expertise in specific functional area	Accounts, Finance
Number of shares held in the Company	43,383
List of the directorships held in other companies*	Norben Tea & Exports Ltd. Joonktollee Tea & Industries Ltd.,
Number of Board Meetings attended during the year 2019-20	8 (eight)
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Chairman in: 1.Stakeholders Relationship Committee 2.Review Committee 3.Share Transfer Committee Member in : 1.Nomination & Remuneration Committee
Relationships between Directors inter-se	None
Remuneration details (Including Sitting Fees & Commission)	Rs.25,000/-

*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

Regd.Office :
15B, Hemanta Basu Sarani, 3rd Floor,
Kolkata – 700 001

By Order of the Board
For **TONGANI TEA COMPANY LIMITED**

Date : 10th August, 2020

MANOJ KUMAR DAGA
Chairman
DIN:00123386

TONGANI TEA COMPANY LIMITED
CIN : L01132WB1893PLC000742
REPORT BY THE BOARD OF DIRECTORS

TO THE MEMBERS

Your Directors present the One Hundred Twenty Seventh Annual Report together with the Company's Audited Accounts for the Financial Year ended 31st March, 2020.

1. FINANCIAL SUMMARY OR HIGHLIGHTS

The financial performance of the Company for the year ended on 31st March, 2020 is summarized below:-

FINANCIAL SUMMARY	(Rupees)	
	Year Ended March 31, 2020	Year Ended March 31, 2019
Total Revenue	77479686	87400688
Profit(Loss) before Finance Cost, Depreciation and Taxation	2135255	7059142
Less : Finance Cost	3644050	3548845
Profit(Loss) before Depreciation and Tax	(1508795)	3510297
Less : Depreciation	2401405	2456878
Profit(Loss) before tax	(3910200)	1053419
Less : Provision for Taxation		
Current Tax	-	167460
MAT Credit	-	-
Deferred Tax	(296241)	(382898)
Income Tax for earlier years	-	-
Profit(Loss) after tax	(3613959)	1268857
Other Comprehensive Income		
Item that will not be reclassified to profit or loss	1114642	1564092
Income tax relating to these items	(289807)	(406664)
Total Comprehensive Income for the period	(2789124)	2426285
Add : Balance brought forward from previous year	9115901	9202738
Surplus available for Appropriation	6326777	11629023

APPROPRIATIONS :

Final Dividend on Equity Shares	1114650	2322188
Corporate Tax on Final Dividend	91666	190934
Transferred to General Reserve	-	-
Balance carried to Balance Sheet	5120461	9115901

2. STATE OF COMPANY'S AFFAIRS

Due to very heavy rains in July 2019 a portion of the plantation remained under heavy water logging for a prolonged period resulting in loss of tea crop.

Further, in the beginning of season 2020 harvest of first flush teas were lost due to lock-down measures for Covid-19.

These two major factors impacted the profitability of the Company in 2019-20.

During April and May 2020 the bushes had to be pruned/skiffed again to get them back in shape after re-opening of lock-down.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY,

There has been no change in the nature of Business of the Company during the reported financial year.

4.DIVIDEND

With a view to conserve resources, your directors do not recommend any dividend for the reported Financial Year.

5.TRANSFER TO GENERAL RESERVE

The Company proposes not to transfer any funds for the financial year to the General Reserve.

6.MATERIAL CHANGES COMMITMENTS

There are no material changes or commitments affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

7. SHARE CAPITAL

During the year under review the Company has not altered its share capital.

8. INTERNAL CONTROL SYSTEM

Your Company has in place, an adequate system of internal controls commensurate with its size, requirements and the nature of operations. These systems are designed keeping in view the nature of activities location and various business operation.

9. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Being a listed entity, the financial statements are passing through the Audit Committee and the processes of Internal and External (Tax, Cost and Statutory) Audits, before being approved at the meeting of the Board of Directors of the Company. The financial statements are regularly updated on the Company's website and available to all stakeholders.

10. NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

As on 31st March, 2020, your company has no subsidiaries, joint ventures or associate Companies.

11. PUBLIC DEPOSITS

The Company has not accepted/renewed any deposits covered under Chapter V of the Companies Act, 2013.

12. AUDITORS' REPORT

The report by the Auditors is self explanatory and has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required.

13. SECRETARIAL AUDIT REPORT

Pursuant to provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed CS Ajay Kumar Agarwal, Proprietor of Agarwal A & Associates, Company Secretaries, Practising Company Secretary as its Secretarial Auditor to undertake Secretarial Audit for the FY 2019-20. The Secretarial Audit Report in specified form MR-3 is annexed herewith as **Annexure A** in the **Annexure forming part of this Report**. The Secretarial Audit Report has no qualification, reservation, adverse remark or disclaimer; hence no explanation or comments by the Board were required.

14. CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014, is given as **Annexure B** in the **Annexure forming part of this Report**.

15. EXTRACT OF THE ANNUAL RETURN

In terms of provisions of Section 92, 134(3), read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure C** in the **Annexure forming part of this Report**.

16. POLICY ON CORPORATE SOCIAL RESPONSIBILITY

The level of operations of the Company is below to the minimum threshold of Corporate Social Responsibility reporting.

17. DIRECTORS

At present your Board is duly constituted comprising of 4 (Four) Directors, Mr. Manoj Kumar Daga (DIN: 00123386), Mr. Ashok Vardhan Bagree (DIN: 00421623), Mr. Ravindra Kumar Murarka (DIN: 00823611) and Mrs. Sumana Raychaudhuri (DIN: 07308451). In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Manoj Kumar Daga, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

18.DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

There has been no change in the composition of the Board of Directors during the financial year.

Mr. Achintya Sekhar Rarhi resigned from the post of Company Secretary with effect from the close of the business hours of 19.01.2020.

Mr. Arindam Roy Chowdhury, was appointed as Company Secretary w.e.f. 5th March, 2020.

19.NO. OF MEETINGS OF THE BOARD

The Board of Directors have met 8 (eight) times on 05-04-2019, 22-05-2019, 05-08-2019, 24-09-2019, 08-11-2019, 11-12-2019, 10-02-2020 and 05-03-2020 during the Financial Year ended 31st March, 2020. The gap between any two consecutive meetings of the Board of the Company was not more than One Hundred and Twenty Days (120 days) as stipulated under SEBI's Listing Requirements, 2015. There was no resolution by circulation passed by the Board during F.Y.2019-20. The details of the number of board meetings and committee meetings attended by each Directors during the financial year 2019-20 is annexed herewith as **Annexure D** in the **Annexure forming part of this Report**.

20. SEPARATE MEETING OF INDEPENDENT DIRECTORS

A Separate meeting of the Independent Directors was held on 08-11-2019, Mr. Ashok Vardhan Bagree the lead Independent Director presided the meeting. The Independent Directors at said meeting reviewed the performance of the non Independent Directors.

21. DECLARATION BY INDEPENDENT DIRECTORS

Every Independent Director has, at the first meeting of the Board and at the first meeting of the Board after his/her appointment, in the financial year 2019-2020, given a declaration as required u/s.149 (7) of the Companies Act, 2013 that he/she meets the criteria of Independence.

22. AUDIT COMMITTEE AS REQUIRED U/S.177(8) OF COMPANIES ACT, 2013

The Audit Committee of the Board comprises of 3 (three) Directors viz: Mr. Ashok Vardhan Bagree (Independent Director), Mr. Ravindra Kumar Murarka (Independent Director) and Mrs. Sumana Raychaudhuri (Non-Executive Director). Mr. Ashok Vardhan Bagree, Chairman of the Committee, has expert knowledge of finance and accounting.

Further, during the year there was no recommendation of the Audit Committee which had not been accepted by the Board.

23. VIGIL MECHANISM (WHISTLE BLOWER POLICY)

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees of the Company, to report genuine concerns has been established. The Vigil Mechanism (Whistle Blower Policy) has been uploaded on the Company's website at www.tonganitea.com/pdf/vigil_mechanism_tongani_2014.pdf.

24. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION ETC.

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s.178(3) of the Companies Act, 2013 is given as **Annexure E** in the **Annexure forming part of this Report**.

25. RELATED PARTY TRANSACTION

All the related party transaction are entered on arm's length basis and are in compliance with the applicable provisions of the Act and the SEBI (LODR) Regulations, 2015. There are no materially significant related party transactions made by the Company during the year.

26. DETAILS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Pursuant to section 186 of Companies Act, 2013 and Schedule V of the Listing Regulations, disclosure on particulars relating to Loans, Advances, Guarantees and Investments are provided as part of the financial statements.

27. FORMAL ANNUAL EVALUATION OF BOARD

Formal annual evaluation by the Board of its own performance and that of its committees and individual directors had been done during the year in the manner stated in the Criteria for Performance Evaluation of the Directors of the Company as framed by the Nomination and Remuneration Committee of the Company is given as **Annexure F** in the **Annexure forming part of this Report**.

28. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) INDUSTRY STRUCTURE & DEVELOPMENT, OPPORTUNITIES & THREATS AND OUTLOOK

Demand and Supply of tea and fluctuations in tea prices due to shortage or oversupply and carryover stocks have got a new dimension in the near future due to the impact of COVID-19 pandemic. Tea prices are at new levels due to shortage of production as lock down and restrictions were imposed from March 24, 2020. On reopening, tea bushes had to be pruned / skiffed once again and production of season 20 restarted in phased manner.

Further, due to the Cyclone Amphan in mid May 20 stocks of tea at warehouses in Kolkata have been affected and tea auction schedule was disrupted. Tea market should stabilise with the progress of the season.

b) **RISK AND CONCERN**

To maintain the level of operations, while ensuring strict compliance of guidelines issued and adhering to all preventive measures, has been a new challenge. The employees of the Company at all levels have risen to this and there has not been any loss of life or fixed assets.

The plantation industry is largely dependent on the vagaries of nature with factors like rainfall, its distribution, temperature, relative humidity and light intensity having its impact on yield. Since timely information of weather plays a vital role for initiating steps towards application of fertilizers, chemicals and pesticides, steps are taken at the estates to get the weather information well in advance.

c) **COVID-19 PANDEMIC**

1) **Impact of the CoVID-19 pandemic on the business –**

The lockdown and restrictions imposed on various activities due to COVID 19 pandemic have been complied with by the Company. Production and sale of tea was affected due to lock down from 24-03-2020. Typically, about half the quantity of high value first flush teas are produced in the last 10 days in March.

2) **Ability to maintain operations including the factories/units/office spaces functioning and closed down –**

The Company partially resumed operations at its Tea estate from mid April 2020 as per permissions from local authorities ensuring strict compliance to the guidelines issued and also adhering to all preventive measures as per various Government directives.

3) **Schedule, if any, for restarting the operations –**

The operations of the Company restarted in line with the directives of the Central & State Govt and other regulatory authorities. The tea bushes had to be pruned/skiffed once again and will start yielding new leaves in a while.

4) **Steps taken to ensure smooth functioning of operations –**

Strict measures ensuring social distancing, hygiene practices and sanitization to ensure safety of workers / employees at workplace, worker housing, hospital, roads etc are being done. The State administration has also helped in providing masks, gloves etc.

5) **Estimation of the future impact of CoVID-19 on its operations**

Health and hygiene practices have evolved owing to the Pandemic. Regular field practices have resumed and productivity and growth of tea has reached normal levels. There should not be much drop in value of teas produced in the first quarter of F.Y 2020, the prices remaining remunerative due to no carryover stocks in the supply chain or with tea buyers.

6) **Details of impact of CoVID-19 on listed entity's:**

I. capital and financial resources

There has not been any loss of capital and financial resources of the company. Timely financing by Covid line of Credit has helped maintaining flow of working capital for arranging all inputs in time.

- II. profitability
With the progress of the tea growing season the estate of the company shall be able to generate total revenue at normal level. Cost of fuel is lower compare to last few years and the support by Govt. of India by Provident Fund employer Contribution reduction from 12% to 10% should helped as wages constitute a large portion of expenses.
 - III. liquidity position
The liquidity position of the company is comfortable.
 - IV. ability to service debt and other financing arrangements
The Company shall be able to service its debt and other financing arrangements.
 - V. assets
All Fixed assets and current assets of the Company are safe. All employees at all levels are safe.
 - VI. internal financial reporting and control
Internal financial reporting and control are in place and functioning with full connectivity.
 - VII. supply chain
Supply chain has continued as movement of teas and tea garden personnel ware among the first to re start in a phased manner. Manures, fuel oil and all essential inputs for health care of bushes have been available.
 - VIII. demand for its products/services
Demand for the Company's tea is good and vibrant.
- 7) **Existing contracts/agreements where non-fulfilment of the obligations by any party will have significant impact on the listed entity's Business-**
The Company does not enter into forward/future contracts for it's produced as a policy. The loss in production value of first flush teas in season 2020 should be recovered within July 2020 with the present prices and production levels.
 - 8) **Other relevant material updates about the listed entity's business-**
The company has been able to maintain its business relations with its esteemed customers, Govt. authorities and work force at all levels.
- d) **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**
The Company is a Single Business Segment Company.
- e) **INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY**
The Company has adequate internal control system commensurate with the size, scale and complexity of its operations which provides reasonable assurance with regard to safeguarding the Company's assets, promoting operational efficiency by cost control, preventing revenue leakages and ensuring adequate financial and accounting controls and compliance with various statutory provisions.
A qualified and independent Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

f) FINANCIAL & OPERATIONAL PERFORMANCE

The details of Financial Performance and Operational Performance have been provided in the Report of the Directors.

g) HUMAN RESOURCE DEVELOPMENT / INDUSTRIAL RELATIONS

The Company has built its workforce with a diverse background of individuals – essential for the kind of organization what it is. The Company constantly endeavours to provide a platform where people have opportunities to actualize their maximum potential through work which helps to stretch their intellect. Continuous efforts are on for a work-culture which encourages innovation, transparency in communication, trust and amity.

h) CAUTIONARY STATEMENT

The statements made in the Management's Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "Forward Looking Statements" within the meaning of applicable Securities Laws & Regulations and are based on the currently held beliefs and assumptions of our management, which are expressed in good faith and in their opinion, reasonable. Actual results could differ from those expressed and implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. Several factors could make a significant difference to the Company's operations which includes climatic conditions, economic conditions affecting demand and supply, government regulations and taxation, natural calamities, raw material price changes, domestic supply and prices conditions, company's success in attracting and retaining Key Personnel, integration and re-structuring activities, general business and economic conditions over which the Company does not have any direct control.

29. RISK MANAGEMENT POLICY

The Board of Directors of the Company has developed and implemented a risk management policy for the Company including identification therein of elements of risk, which in the opinion of the Board, may threaten the existence of the Company. The Board monitors and reviews periodically various aspects of Risk Management policy. At present no particular risk whose adverse impact may threaten the existence of the Company is visualized.

30. PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE

Your Company is committed to provide a work environment which ensures that every women employee is treated with dignity, respect and equality. There is zero- tolerance towards sexual harassment inviting serious disciplinary action.

The Company has established a policy against sexual harassment for its employee. The policy allows every employee to freely report any such act and promote action thereon. The policy lays down severe punishment for any such act. Further, your Directors state that during the year under review, there were no cases of sexual harassment reported to the Company pursuant to the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNALS

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

32. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of the Section 134(3)(c) & 134(5) of the Companies Act, 2013, your Directors confirm that:

- a) Applicable accounting standards have been followed in the preparation of the Annual Accounts for the year ended 31st March, 2020 with proper explanation relating to material departures, if any.
- b) Accounting policies have been selected and applied consistently and judgments and estimates have been made which are reasonable and prudent and have been applied so as to give a true and fair view of the state of affairs of the Company in respect of the financial year ended 31st March, 2020 and of the loss of the Company for that period.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) Annual Accounts for the year ended 31st March, 2020 have been prepared on the basis of going concern concept.
- e) The Directors have laid down the internal financial controls to be followed by the Company detailing the policies and procedures to be followed and these internal financial controls are adequate and are operating effectively.
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

33. PARTICULARS OF DIRECTORS' REMUNERATION U/S.197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S.No.	Name	Designation	% increase in remuneration	Ratio of the remuneration of each director : median remuneration of the employees
1	Manoj Kumar Daga	Director	NIL	0.21 : 1
2	Ashok Vardhan Bagree	Director	NIL	0.26 : 1
3	Ravindra Kumar Murarka	Director	NIL	0.26 : 1
4	Sumana Raychaudhuri	Director	NIL	0.17 : 1
5	Sukh Pal Singh	CEO	NIL	-
6	Ajay Kumar Agarwala	CFO	12.67	-
7	Arindam Roy Chowdhury #	Company Secretary	NIL	-
8	Achintya Sekhar Rarhi *	Company Secretary	NIL	-

Mr. Arindam Roy Chowdhury, was appointed as Company Secretary w.e.f.5th March, 2020.

* Mr. Achintya Sekhar Rarhi resigned from the post of Company Secretary with effect from the close of the business hours of 19.01.2020.

The Company has 299 employees as on 31st March, 2020.

Percentage increase in the median remuneration of employees in the financial year: NIL%

Average percentile increase in the salaries of employees compared with percentile increase in managerial remuneration is 3.41:1.

Wages of the Tea Garden employees are decided through a Tripartite Agreement between Workers Associations, State Government and Representatives of the Tea Industry. Remuneration paid to other Employees are fixed. No variable remuneration is paid. Remuneration paid is as per the Remuneration Policy of the Company.

34. PARTICULARS OF EMPLOYEES

As on March 31, 2020 the Company did not have any employee in the category specified in Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

35. PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors, employees and other designated persons, who could have access to unpublished price sensitive information of the Company are governed by this code.

The trading window for dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material events as per the code. During the year under review there has been due compliance with the code.

36. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

37. SAFETY, HEALTH & ENVIRONMENT

The Company has committed to maintaining highest standard of safety, health environment protection and has complied with all applicable statutory requirements and prevention of pollution. It always strives to keep the estates greener and cleaner and committed to the safety and health of its employees.

38. LISTING OF SHARES

The Company's shares are listed with The Calcutta Stock Exchange Ltd. and the listing fees for the year 2020-2021 have been paid.

39. APPRECIATION

The Directors wish to place on record their appreciation for the support received from the Local Gram Panchayat, Government Departments, Banks and all others. Special thanks and appreciation are conveyed to State Bank of India, our banker for providing Covid line of credit to tide over difficult times.

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata – 700 001

By Order of the Board
For **TONGANI TEA COMPANY LIMITED**

Date : 26th June, 2020

MANOJ KUMAR DAGA
Chairman
DIN:00123386

ANNEXURE TO REPORT BY BOARD OF DIRECTORS

ANNEXURE A

**FORM No. MR3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2020**

*(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014)*

**To,
The Members,
Tongani Tea Company Limited
15-B, HemantaBasu Sarani,
3rd Floor, Kolkata-700001**

We have been appointed by the Board of Directors of **Tongani Tea Company Limited (L01132WB1893PLC000742)** (hereinafter called the Company) to conduct Secretarial Audit of the Company for the financial year ended 31st March, 2020.

We have conducted the secretarial audit for the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tongani Tea Company Limited** (hereinafter called **the Company**) having its Registered Office at 15-B, HemantaBasu Sarani, 3rd Floor, Kolkata-700001, West Bengal. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, registers, forms, and returns filed and other records maintained by **Tongani Tea Company Limited** ("the company") for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;-
(Not applicable to the Company during the Audit Period)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- (f) The following Acts, over and above other laws are specifically applicable to the Company as per the Management Representation Letter issued by the Company of even date:
 - (i) The Tea Act, 1953 and rules thereunder
 - (ii) The Food Safety and Standards Act, 2006 and Food Safety and Standards Rules 2011
 - (iii) The Tea Waste Control (Order) 1959
 - (iv) The Tea Marketing Control Order, 2003
 - (v) The Assam Plantation Labour Act, 1951

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') which are **not** applicable to the Company during the financial year under report:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

3. We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to the board and general meetings issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited.

4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above. Subject to the following observation

- (i) the Company has appointed Company Secretary w.e.f 05/03/2020 as required under Section 203(1) (ii) of the Companies Act, 2013.

(ii) Mr Ashok Vardhan Bagree, (DIN: 00421623) Independent Director of the Company, whose DIN status was showing with MCA record as disqualified under U/s 164(2) of the Companies Act, 2013 for the period from 01/11/2017 to 31/10/2022 is currently showing as "APPROVED" in MCA record.

(iii) Mr. Ashok Vardhan Bagree and Mr. Ravindra Kumar Murarka, Independent Directors of the Company has been re-appointed as an Independent Director of the Company for the second term of five consecutive years to hold office from the conclusion of 126th Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2024.

5. We further report that:

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the audit period under review.

(ii) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

(iii) All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

6. We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the laws applicable specifically to the Company.

7. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, to the best of our understanding, that during the audit period there are no specific events/ actions which have a major bearing on the Company's affairs.

Place: Kolkata
Date: 24th June, 2020

For AGARWAL A & ASSOCIATES
Company Secretaries

CS Ajay Kumar Agarwal
Proprietor
C.P No.:13493
M.No. : F7604

UDIN: F007604B000375026

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

‘ANNEXURE A’

To,
The Members,
Tongani Tea Company Limited
15-B, Hemanta Basu Sarani,
3rd Floor, Kolkata-700001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Kolkata
Date: 24th June, 2020

For **AGARWAL A & ASSOCIATES**
Company Secretaries

CS Ajay Kumar Agarwal
Proprietor
C.P No.:13493
M.No. : F7604

ANNEXURE “B”

STATEMENT OF PARTICULARS UNDER THE COMPANIES (ACCOUNTS) RULES 2014

A.	Conservation of energy		
i)	The steps taken or impact on conservation of energy;	:	NIL
ii)	The steps taken by the company for utilizing alternate sources of energy;	:	NIL
iii)	The capital investment on energy conservation equipments'	:	NIL
B.	Technology absorption		
i)	The efforts made towards technology absorption;	:	NIL
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	:	NIL
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –		NIL
	a) The details of technology imported;		
	b) The year of import;		
	c) Whether the technology been fully absorbed;		
	d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and		
iv)	The expenditure incurred on Research and Development.	:	NIL
C.	Foreign exchange earnings and Outgo		
	The Foreign Exchange earned in terms of actual inflows during the year	:	NIL
	The Foreign Exchange Outgo during the year in terms of actual outflows	:	NIL

ANNEXURE C

MGT -9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2020

[pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS				
(i)	CIN	:	L01132WB1893PLC000742	
(ii)	Registration Date	:	04-02-1893	
(iii)	Name of the Company	:	TONGANI TEA COMPANY LIMITED	
(iv)	Category/Sub-Category of the Company	:	PUBLIC LIMITED COMPANY	
(v)	Address of the Registered office and contact details	:	15B HEMANTA BASU SARANI, 3 rd Floor, KOLKATA - 700 001, TEL. NO.033 2248-7685	
(vi)	Whether listed Company	:	YES	
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	:	NICHE TECHNOLOGIES PRIVATE LIMITED 3A, AUCKLAND PLACE, 7 TH FLOOR, ROOM NO.7A & 7B, KOLKATA - 700 017, TEL.NO.033 2280-6619 E-mail: nichetechpl@nichetechpl.com	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Tea	1104	

III. PARTICULARS OF HOLDING,SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable Section
	NIL				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1.	Indian									
(g)	Individual/ HUF	138550	0	138550	74.579	138550	0	138550	74.579	0
(h)	Central Government	0	0	0	0	0	0	0	0	0
(i)	State Government(s)	0	0	0	0	0	0	0	0	0
(j)	Bodies Corporate	650	0	650	0.350	650	0	650	0.350	0
(k)	Banks/Financial Institutions	0	0	0	0	0	0	0	0	0
(l)	Any Other (specify)									
	Sub-Total(A)(1)	139200	0	139200	74.929	139200	0	139200	74.929	0
2.	Foreign									
(a)	NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b)	Other - Individuals	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(d)	Banks/Financial	0	0	0	0	0	0	0	0	0

	Institutions									
(e)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total(A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	139200	0	139200	74.929	139200	0	139200	74.929	0
B.	Public Shareholding									
(1)	Institutions									
(a)	Mutual funds	0	0	0	0	0	0	0	0	0
(b)	Banks/ FI	0	0	0	0	0	0	0	0	0
(c)	Central Govt	0	0	0	0	0	0	0	0	0
(d)	State Govt(s)	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0
(g)	FIIIs	0	0	0	0	0	0	0	0	0
(h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i)	Others (specify)									
	Sub-Total (B)(1)	0	0	0	0	0	0	0	0	0
(2)	Non- Institutions									
(a)	Bodies Corp									
	(i) Indian	20400	0	20400	10.981	20400	0	20400	10.981	0
	(ii) Overseas	0	0	0	0	0	0	0	0	0
(b)	Individuals									
	(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	16987	8313	25300	13.619	17787	7513	25300	13.619	0
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	0	0	0	0	0	0	0	0
(c)	Others (specify)									
	Trust	0	375	375	0.202	0	375	375	0.202	0
	IEPF	500	0	500	0.269	500	0	500	0.269	0
	Sub-Total (B)(2)	37887	8688	46575	25.071	38687	7888	46575	25.071	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)	37887	8688	46575	25.071	38687	7888	46575	25.071	0
	TOTAL (A)+(B)	177087	8688	185775	100.000	177887	7888	185775	100.000	0
C.	Shares held by Custodians for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Sub-Total (C)									
	GRAND TOTAL (A)+(B)+(C)	177087	8688	185775	100.000	177887	7888	185775	100.000	0.000

(ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No of Shares	% of total Shares of the company	% of Shares pledged/ encumbered to total shares	No of Shares	% of total Shares of the company	% of Shares pledged/ encumbered to total shares	
1.	Manoj Kumar Daga	43383	23.352	0	43383	23.352	0	0.000
2.	Shanti Devi Daga	42732	23.002	0	42732	23.002	0	0.000
3.	Jyoti Devi Daga	42355	22.799	0	42355	22.799	0	0.000
4.	Aparna Daga	4500	2.422	0	4500	2.422	0	0.000
5.	Pallavi Daga	4500	2.422	0	4500	2.422	0	0.000
6.	Manoj Kumar Daga (HUF)	1080	0.581	0	1080	0.581	0	0.000
7.	Anjum Investments Pvt.Ltd.	650	0.350	0	650	0.350	0	0.000
	Total	139200	74.929		139200	74.929		0.000

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)						
S.No	Particulars	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No.of Shares	% of total Shares of the Company	No.of Shares	% of total Shares of the Company
1	Manoj Kumar Daga					
	At the beginning of the year	01-04-2019	43383	23.352		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus /sweat equity etc.) :	No changes during the year				
	At the End of the year				43383	23.352
2	Shanti Devi Daga					
	At the beginning of the year	01-04-2019	42732	23.002		
	Date wise Increase / Decrease in share holding During the year specifying the reasons for Increase / decrease (e.g.allotment / transfer/ Bonus /sweat equity etc.) :	No changes during the year				
	At the End of the year				42732	23.002
3	Jyoti Devi Daga					
	At the beginning of the year	01-04-2019	42355	22.799		
	Date wise Increase / Decrease in share holding During the year specifying the reasons for Increase / decrease (e.g.allotment / transfer/ Bonus /sweat equity etc.) :	No changes during the year				
	At the end of the year				42355	22.799
4	Aparna Daga					
	At the beginning of the year	01-04-2019	4500	2.422		
	Date wise Increase / Decrease in share holding During the year specifying the reasons for Increase / decrease (e.g.allotment / transfer/ Bonus /sweat equity etc.) :	No changes during the year				
	At the end of the year				4500	2.422
5	Pallavi Daga					
	At the beginning of the year	01-04-2019	4500	2.422		
	Date wise Increase / Decrease in share holding During the year specifying the reasons for Increase / decrease (e.g.allotment / transfer/ Bonus /sweat equity etc.) :	No changes during the year				
	At the end of the year				4500	2.422
6	Manoj Kumar Daga (HUF)					
	At the beginning of the year	01-04-2019	1080	0.581		
	Date wise Increase / Decrease in share holding During the year specifying the reasons for Increase / decrease (e.g.allotment / transfer/ Bonus /sweat equity etc.) :	No changes during the year				
	At the end of the year				1080	0.581
7	Anjum Investments Pvt. Ltd.					
	At the beginning of the year	01-04-2019	650	0.265		
	Date wise Increase / Decrease in share holding During the year specifying the reasons for Increase / decrease (e.g.allotment / transfer/ Bonus /sweat equity etc.) :	No changes during the year				
	At the end of the year				650	0.265

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No.of Shares	% of total Shares of the Company	No.of Shares	% of total Shares of the Company
1	Visioncraft Industries India Pvt Ltd					
	At the beginning of the year		20400	10.981		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				20400	10.981
2.	Asha Agarwal					
	At the beginning of the year		7325	3.943		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease(e.g. allotment/ transfer/bonus /sweat equity etc.) :	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				7325	3.943
3.	Pushpa Bihani					
	At the beginning of the year		6146	3.308		
	Date wise Increase/Decrease during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.) :	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				6146	3.308
4	Vikash Kejriwal					
	At the beginning of the year		1400	0.754		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)				1400	0.754
5	Sharda Devi Lakhotia					
	At the beginning of the year		1183	0.637		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				1183	0.637
6	Sheela Basu					
	At the beginning of the year		550	0.296		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				550	0.296
7	Debanjana Basu					
	At the beginning of the year		544	0.293		
	Date wise Increase/Decrease in Share holding during the year specifying the	No changes during the year				

	reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.)					
	At the End of the year (or on the date of separation, if separated during the year)				544	0.293
8	Sujit Sengupta					
	At the beginning of the year		400	0.215		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.):	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				400	0.215
9	Sushila Devi Bohara					
	At the beginning of the year		300	0.161		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/transfer/bonus /sweat equity etc.):	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				300	0.161
10	Aditya Pugalía					
	At the beginning of the year		300	0.161		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment/ transfer/bonus /sweat equity etc.):	No changes during the year				
	At the End of the year (or on the date of separation, if separated during the year)				300	0.161

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP		No.of Shares	% of total Shares of the Company	No.of Shares	% of total Shares of the Company
1	Manoj Kumar Daga, Director					
	At the beginning of the year		43383	23.352		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.) :					
	At the End of the year				43383	23.352
2	Ashok Vardhan Bagree, Director					
	At the beginning of the year		200	0.108		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.):					
	At the End of the year				200	0.108
3	Ajay Kumar Agarwala, CFO					
	At the beginning of the year		25	0.013		
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.):					
	At the End of the year				25	0.013

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtedness at the beginning of the financial year						
(i)	Principal Amount	43242195	0	0	43242195	
(ii)	Interest due but not paid	0	0	0	0	
(iii)	Interest accrued but not due	9986	0	0	9986	
Total (i+ii+iii)		43252181	0	0	43252181	
Change in Indebtedness during the financial year						
* Addition		-	7191933	-	7191933	
* Reduction		5445753	-	-	5445753	
Net Change		-5445753	7191933	-	1746180	
Indebtedness at the end of the financial year						
(i)	Principal Amount	37806428	7000000	-	44806428	
(ii)	Interest due but not paid	-	-	-	-	
(iii)	Interest accrued but not due	-	191933	-	191933	
Total (i+ii+iii)		37806428	7191933	-	44998361	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount	
	NOT APPLICABLE			

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
3.	Independent Directors	Ashok Vardhan Bagree	Ravindra Kumar Murarka	
	Fee for attending Board/ Committee meetings	31000	31000	62000
	Commission	0	0	0
	Others (please specify)	0	0	0
	Total (1)	31000	31000	62000
4.	Other Non-Executive Directors	Manoj Kumar Daga	Sumana Raychaudhuri	
	Fee for attending Board/ Committee meetings	25000	21000	46000
	Commission	0	0	0
	Others (please specify)	0	0	0
	Total (2)	25000	21000	46000
	Total (B)= (1+2)	56000	52000	108000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

Sl.No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		Sukhpal Singh, CEO	Ajay Kumar Agarwala, CFO	Arindam Roy Chowdhury, CS#	Achintya Sekhar Rarhi, CS *	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1305000	531075	10452	96129	1942656
	(b) Value of perquisites u/s.17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission	0	0	0	0	0
	- as % of profit					
	- others, specify					
5.	Others, please specify	0	0	0	0	0
	Total	1305000	531075	10452	96129	1942656

Mr. Arindam RoyChowdhury, was appointed as Company Secretary w.e.f.5th March, 2020.

* Mr. Achintya Sekhar Rarhi resigned from the post of Company Secretary with effect from the close of the business hours of 19.01.2020.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES					
Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment Compounding fees imposed	authority [RD/NCLT/COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment					
Compounding					
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment					
Compounding					

Regd.Office :
15B, Hemanta Basu Sarani, 3rd Floor,
Kolkata – 700 001

By Order of the Board
For TONGANI TEA COMPANY LIMITED

MANOJ KUMAR DAGA
Chairman
DIN:00123386

Date : 26th June, 2020

ANNEXURE “D”

NO. OF MEETINGS OF THE BOARD AND COMMITTEE

The details of the number of board meetings and committee meetings attended by each Directors during the financial year 2019-20 as follows:

Board Meeting

S.No.	Date of Meeting	Attended by
1	05-04-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri
2	22-05-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri
3	05-08-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri
4	24-09-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri
5	08-11-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri
6	11-12-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri
7	10-02-2020	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri
8	05-03-2020	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs.Sumana Raychaudhuri

Audit Committee

S.No.	Date of Meeting	Attended by
1	03-04-2019	Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs. Sumana Raychaudhuri
2	22-05-2019	Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs. Sumana Raychaudhuri
3	05-08-2019	Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs. Sumana Raychaudhuri
4	08-11-2019	Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs. Sumana Raychaudhuri
5	10-02-2020	Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka, Mrs. Sumana Raychaudhuri

Nomination & Remuneration Committee

S.No.	Date of Meeting	Attended by
1	22-05-2019	Mr. Ashok Vardhan Bagree, Mr. Manoj Kumar Daga, Mr. Ravindra Kumar Murarka
2	05-03-2020	Mr. Ashok Vardhan Bagree, Mr. Manoj Kumar Daga, Mr. Ravindra Kumar Murarka

Stakeholders Relationship Committee

S.No.	Date of Meeting	Attended by
1	22-05-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka
2	05-08-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka
3	08-11-2019	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka
4	10-02-2020	Mr. Manoj Kumar Daga, Mr. Ashok Vardhan Bagree, Mr. Ravindra Kumar Murarka

ANNEXURE “E”

REMUNERATION POLICY

Introduction

The Remuneration Policy of Tongani Tea Company Ltd. (the “Company”), is designed to attract, motivate and retain exceptional employees in a competitive market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

Remuneration to Directors, Key Managerial Personnel and other employees involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

APPOINTMENT OF DIRECTORS

Appointment of Director(s) will be done as per the applicable provisions and schedules of the Companies Act, 2013.

BOARD REMUNERATION

Efforts are made to ensure that the remuneration of the Board of Directors matches the level with comparable companies, whilst also taking into consideration board members' required competencies, effort and the scope of the board function, including the number of meetings.

Fixed remuneration

Whole Time Director(s) of the Board of Directors will receive a fixed salary, alongwith basic perquisites which is approved by the shareholders of the Company at a General Meeting.

Sitting Fees

The Board shall fix the sitting fees for the Directors and Members of the various Committees, taking into account the extent of responsibilities and time commitment, the results of the Company keeping in view fees paid by other peer companies, which are similar in size and complexity.

Incentive programme, bonus pay, etc.

Presently, the Company does not have any incentive programme.

Reimbursement of expenses

Expenses in connection with board and committee meetings are reimbursed as per account rendered.

Pension scheme

The Board of Directors is not covered by any pension scheme or a defined benefit pension scheme.

REMUNERATION TO OTHER KEY MANAGERIAL PERSONNEL

The Nomination & Remuneration Committee submits proposals concerning the remuneration of the other Key Managerial Personnel ensures that the remuneration is in line with the conditions in comparable companies.

Other Key Managerial Personnel are entitled to a competitive remuneration package consisting of the following components:

- Fixed salary
- Bonus
- Benefits, e.g. use of company car, telephone, broadband, etc.

Fixed salary

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

Variable components

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

Personal benefits

Other Key Managerial Personnel will have access to a number of work-related benefits, including company car, free telephony, broadband at home, and work-related newspapers and magazines. The extent of individual benefits are not necessarily same for each individual member of the Executive Management.

Other Key Managerial Personnel may be covered by insurance policies:

- Accident insurance
- Health insurance
- Directors and Officers Liability Insurance

Notice of termination

The employment relationship is terminable by giving a months' notice. A member of the Executive Management can terminate the employment relationship with the Company by giving a months' notice.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Managerial Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

Disclosure

The total remuneration of the Key Managerial Personnel is stated in the Annual Report.

REMUNERATION TO OTHER EMPLOYEES

The Nomination & Remuneration Committee submits proposals concerning the remuneration of other employees and ensures that the remuneration is in line with the conditions in comparable companies.

Other Employees entitled to a competitive remuneration package consisting of the following components:

- Fixed salary
- Bonus

Fixed salary

The fixed salary shall be based on the market level and increase therein shall be periodically reviewed based on performance appraisal.

Variable components

Presently, the Company does not have a fixed policy for any incentive based pay or any variable component in the salary structure.

Other benefits

Housing/Housing Repair Allowance.

Notice of termination

As per the prevailing laws of the State Government.

Redundancy pay

As per the prevailing laws of the State Government.

Retirement Benefits

Other Key Managerial Personnel are not covered by any employer administered pension plan or a defined benefit pension scheme. However, pension scheme under provident fund is provided. Gratuity is covered as per the Act.

THE CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTOR OF THE COMPANY

Criteria for determining qualifications, positive attributes and independence of director

The Company will follow the guidelines as mentioned in Schedule IV of the Companies Act, 2013 and under Regulation 19(4) of the Listing Regulation with the Stock Exchange(s) in determining qualifications, positive attributes and independence of director.

ANNEXURE “F”

THE CRITERIA FOR PERFORMANCE EVALUATION OF THE DIRECTORS OF THE COMPANY

The Board will assess its performance each year. The Nomination and Remuneration Committee is responsible to create a process by which this will occur and will report annually to the Board on the results of the assessment process. The purpose of the assessment is to increase the effectiveness of the Board. The various Committees of the Board shall annually conduct a self-assessment of their performance and respective Terms of Reference.

Formal annual evaluation by the Board of its own performance and that of its Committees and Individual Directors shall also be done as outlined below:

The Company will follow a seven step system of the following processes for evaluation:

METHODOLOGY

What the Company hopes to achieve?

Clearly identified objectives will enable the Company to set specific goals for the evaluation and make decisions about the scope of the review. Such issues as the complexity of the performance problem, the size of the board, the stage of organisational life cycle and significant developments in the firm's competitive environment will determine the issues the Company wishes to evaluate.

Who will be evaluated?

With the objectives for the evaluation set, the Company needs to decide whose performance will be reviewed to meet them.

The Company needs to consider three groups: the Board as whole (including board committees), individual directors (including the roles of chairperson and/or lead independent director), and key governance personnel (generally the CFO and company secretary).

What will be evaluated?

Having established the objectives of the evaluation and the people/groups that will be evaluated to achieve those objectives, the next stage involves the evaluation becoming specific. It is now necessary to elaborate these objectives into a number of specific topics to ensure that the evaluation (1) clarifies any potential problems, (2) identifies the root cause(s) of these problems, and (3) tests the practicality of specific governance solutions, wherever possible. This is necessary whether the board is seeking general or specific performance improvements and will suit boards seeking to improve areas as diverse as board processes, director skills, competencies and motivation, or even boardroom relationships.

Who will be asked?

Internally, Board members, the CEO, senior managers and, in some cases, other management personnel and employees may have the necessary information to provide feedback on elements of a company's governance system.

Externally, owners/members and even financial markets can provide valuable data for the review. Similarly, in some situations, government departments, major customers and suppliers may have close links with the board and be in a position to provide useful information on its performance.

What techniques will be used?

Depending on the degree of formality, the objectives of the evaluation, and the resources available, boards may choose between a range of qualitative and quantitative techniques.

Who will do the evaluation?

The next consideration in establishing evaluation framework is to decide who the most appropriate person is to conduct the evaluation. If the review is an internal one, the chairperson commonly conducts the evaluation. However, there are times when it may be more appropriate to delegate either to a non-executive or lead director, or to a board committee. In the case of external evaluations, specialist consultants or other general advisers with expertise in the areas of corporate governance and performance evaluation may lead the process.

What do you do with the results?

Since the Board as a whole is responsible for its performance, the results of the review will be released to the board in all but the most unusual of circumstances. Where the evaluation objectives are focused entirely on the board, board members will simply discuss the results among themselves.



NAVIN NAYAR & COMPANY

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
TONGANI TEA COMPANY LIMITED
CIN: L01132WB1893PLC000742

1. Report on the Audit of the Standalone Financial Statements :

(a) Opinion :

We have audited the accompanying Standalone financial statements of TONGANI TEA COMPANY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit & Loss and the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to Standalone Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020 and its loss and its cash flows for the year ended on that date.

(b) Basis for Opinion :

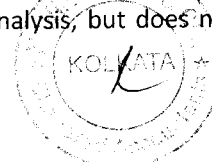
We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the **Auditor's Responsibilities for the Audit of the Standalone Financial Statements** section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of the Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

(c) Key Audit Matters :

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. As per our audit and verification of books and records and fact finding etc. we have determined that there are no separate key audit matters applied to this company which are communicated to the audit's report. Our audit report in unmodified and self-explanatory.

2. Information other than the Standalone Financial Statements and Auditor's Report Thereon :

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Corporate Governance Report, Management Discussion and Analysis, but does not include the standalone financial statements and our auditor's report thereon.



Our opinion on standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that. We have nothing to report in this regard.

3. **Management's Responsibility for the Standalone Financial Statements :**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the **Standalone** financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

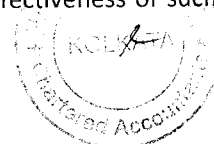
The Board of Directors are responsible for overseeing the Company's financial reporting process.

4. **Auditor's Responsibility for the Audit of the Standalone Financial Statements :**

Our objectives are to obtain reasonable assurance about whether the **Standalone** financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this standalone financial statements.

As a part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also: -

- Identify and assess the risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control systems in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exist related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exist, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represents the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it's probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

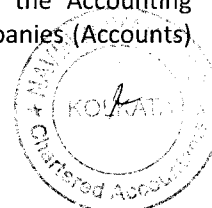
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationship and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We described this matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determined that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

5. Report on Other Legal and Regulatory Requirements

5.1 As required by Section 143(3) of the Act, based on our audit we report:

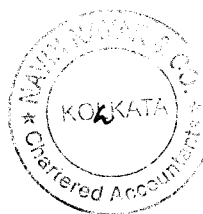
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The **Balance Sheet**, the **Statement of Profit and Loss** and the **Statement of Cash Flow** dealt with by this Report are in agreement with the relevant books of account;
- (d) In our opinion, the aforesaid **Standalone financial statements** comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- (e) On the basis of the written representations received from the directors, as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a directors in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "ANNEXURE – A". Our report expresses an **unmodified opinion** on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with requirement of section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- (i) The Company does not have any pending litigations which impact its financial position in its **Standalone financial statements**;
- (ii) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There was no delay in transferring amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- 5.2 As required by the Companies (Auditors' Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE- B", a statement on the matters specified in paragraph 3 and 4 of the said Order.**

8, Camac Street
Kolkata - 700 017
The 26th day of JUNE, 2020

UDIN: 20053267AAAAAK3829



For NAVIN NAYAR & COMPANY
Firm Registration No. 317117E
Chartered Accountants

NAVIN NAYAR
Membership No: 053267

**"ANNEXURE - A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
STANDALONE FINANCIAL STATEMENTS OF TONGANI TEA COMPANY LIMITED**

Report on the Internal Financial Control under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") - Referred to in paragraph 5.1(f) of our report of even date to the Standalone financial statements of the Company for the year ended March 31, 2020:

We have audited the internal financial controls over financial reporting of **TONGANI TEA COMPANY LIMITED ("the Company")**, as of **March 31, 2020**, in conjunction with our audit of the **Standalone financial statements** of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls Over financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities includes the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

8, Camac Street
Kolkata - 700 017
The 26th day of JUNE, 2020



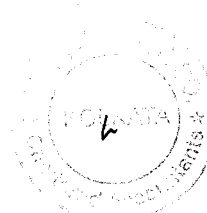
For **NAVIN NAYAR & COMPANY**
Firm Registration No. 317117E
Chartered Accountants

NAVIN NAYAR
Membership No: 053267

"ANNEXURE - B" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 5.2 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the Standalone financial statements of the Company for the year ended March 31, 2020:

1. In respect of the Company's - Property, plant and equipment i.e. Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of the fixed assets has physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us the records examined by us and based on examination of the conveyance deeds/registered sale deeds provided to us, we report that the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date.
2. In respect of its Inventories:
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
3. The Company has not granted any loans, secured or unsecured, to the companies, firms or other Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees and security.
5. The Company has not accepted any deposits from public and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from public are not applicable.
6. We have broadly reviewed the cost records maintained by the Company pursuant to Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment Rules, 2014 prescribed by the Central Government under Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



7. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees State Insurance, Income Tax, Goods and Service Tax and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees State Insurance, Income Tax, Goods and Service Tax and other statutory dues were outstanding at the year end, for a period of more than six months from the date on when they become payable.
- (c) According to the information and explanations given to us and on the basis of the documents and records the disputed statutory dues which have not been deposited with the appropriate authorities are as under:

<u>Serial No</u>	<u>Name of Statute</u>	<u>Nature of Dues</u>	<u>Financial Year to which the matter pertains</u>	<u>Amount in (Rs)</u>	<u>Forum where dispute is pending</u>
1	Department of Income Tax	Income Tax	2012-13	1,09,250/-	C.I.T. (Appeals) - 2
2	Department of Income Tax	Income Tax	2013-14	23,48,130/-	C.I.T. (Appeals) - 2
3	Department of Income Tax	Income Tax	2014-15	57,820/-	C.I.T. (Appeals) - 2

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanation given by the management, we report that no fraud by the Company or on the Company by its Officer or Employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanation given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanation provided by the management, the company has not entered in any non-cash transactions with the directors or persons connected with them as referred in section 192 of the Act.
16. In our opinion, the Company is not required to be registered under section 45 IA of the Reserve bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

8, Camac Street
Kolkata - 700 017
The 26th day of JUNE, 2020



For **NAVIN NAYAR & COMPANY**
Firm Registration No. 317117E
Chartered Accountants

NAVIN NAYAR
Membership No: 053267

TONGANI TEA COMPANY LIMITED

CIN No. L01132WB1893PLC000742

BALANCE SHEET as at 31st March, 2020

	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	5	691,98,273	717,61,135
Financial Assets			
Trade Receivables	6	76,990	77,790
Loans & Advances	7	68,00,000	78,00,000
Other Financial Assets	8	219,07,414	219,07,414
Other Non-Current Assets	9	-	-
Non-Current Tax Asset (Net)	10	26,42,259	26,42,259
		314,26,663	324,27,463
CURRENT ASSETS			
Inventories	11	56,55,436	68,38,859
Biological Assets other than bearer plants	12	72,688	72,688
Financial Assets			
Investments	13	103,00,000	103,00,000
Trade Receivables	6	5,70,741	14,91,076
Cash and Cash Equivalents	14	19,62,229	1,96,583
Bank balances other than Note 14	15	96,326	1,01,798
Loans & Advances	7	490,59,356	457,36,165
Other Financial Assets	8	9,63,260	7,68,774
		629,51,912	585,94,396
Other Current Assets	9	23,72,815	20,34,036
Total Assets		1716,77,787	1717,28,577
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	16	18,57,750	18,57,750
Inter Company Balances		-	-
Other Equity	17	1019,60,476	1059,55,916
		1038,18,226	1078,13,666
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	18	89,39,714	74,39,714
Trade Payables	19	-	-
Other Financial Liabilities	20	1,02,162	1,07,634
		90,41,876	75,47,348
Provisions	21	136,92,588	130,28,746
Deferred Tax Liabilities (Net)	22	32,60,783	32,67,217
Other Liabilities	23	-	-
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	24	358,67,314	358,02,481
Trade Payables	19	17,95,701	18,38,958
Other Financial Liabilities	20	21,04,070	4,16,841
		397,67,085	380,58,280
Provisions	21	18,00,000	18,93,960
Other Liabilities	23	2,97,229	1,19,360
Current Tax Liabilities (Net)	25	-	-
Total Equity and Liabilities		1716,77,787	1717,28,577

Corporate Information 1
Basis of Accounting 2
Significant Accounting Policies 3
Significant Judgements & Estimates 4

The Notes are an integral part of the Financial Statements

As per our Report annexed of even date

For NAVIN NAYAR & CO.

Chartered Accountants

Firm Registration No. 317117E

NAVIN NAYAR
PROPRIETOR
Membership No. 053267
Kolkata

ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602

MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)

ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)

AJAY KUMAR AGARWALA
Chief Financial Officer

The 26th day of June, 2020

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2020

	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
INCOME			
Revenue from Operations	26	745,02,649	847,33,209
Other Income	27	29,77,037	26,67,479
Total Income		774,79,686	874,00,688
EXPENSES			
Goods Purchased from Garden		2,55,710	40,24,289
Cost of Materials Consumed	28	-	-
Changes in Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress	29	1,67,400	4,50,521
Excise Duty on Sales		-	-
Employee Benefits Expense	30	545,68,967	496,26,681
Finance Costs	31	36,44,050	35,48,845
Depreciation and Amortisation Expense	32	24,01,405	24,56,878
Other Expenses	33	203,52,354	262,40,055
Total Expenses		813,89,886	863,47,269
Profit before Tax		-39,10,200	10,53,419
Tax Expense:	34		
Current Tax		-	1,67,460
Mat Credit		-	-
Deferred Tax		-2,96,241	-3,82,898
Income Tax for earlier years			
Profit/(Loss) for the period		-36,13,959	12,68,857
Other Comprehensive Income	35		
A i. Items that will not be reclassified to profit or loss	35 A	11,14,642	15,64,092
ii. Income tax relating to these items		-2,89,807	-4,06,664
Other Comprehensive Income for the Year (Net of Tax)		8,24,835	11,57,428
Total Comprehensive Income for the period		-27,89,124	24,26,285
Earnings Per Share			
Nominal Value of Shares (₹ 10)			
Weighted Average Number of Ordinary Shares outstanding during the year		1,85,775	1,85,775
Basic & Diluted Earnings Per Share		-19.45	6.83

Basis of Accounting	1
Significant Accounting Policies	3
Significant Judgements & Estimates	4

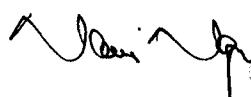
The Notes are an integral part of the Financial Statements

As per our Report annexed of even date

For NAVIN NAYAR & CO.

Chartered Accountants


Firm Registration No. 317117E



NAVIN NAYAR
PROPRIETOR
Membership No. 053267

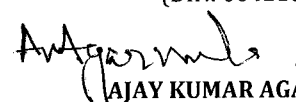
Kolkata

The 26th day of June, 2020


ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602


MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)


ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)


AJAY KUMAR AGARWALA
Chief Financial Officer

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

	For the Year ended 31st March 2020	For the Year ended 31st March 2019
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before tax and extraordinary items	-3910200	1053419
Adjustments for :		
Depreciation & Amortisation Expenses	2401405	2456878
(Gain)/Loss on Disposal of Investments	-	-
(Gain)/Loss on Disposal of Assets	26978	304914
Contribution to Gratuity Fund	1778484	1870975
Finance Cost	3644050	3548845
Interest Received	-2849217	-2395918
Adjustments for earlier year liabilities	-	-145068
Operating Profit before working capital changes	1091500	6694045
Adjustments for :		
(Increase)/Decrease In Trade Receivable	921135	593610
(Increase)/Decrease In Inventories	1183423	586452
(Increase)/Decrease In Other Financial Assets	-2517677	-8407705
(Increase)/Decrease In Other Current Assets	-338779	-306438
Increase/(Decrease) In Trade Payable	-43257	206997
Increase/(Decrease) In Provisions	-167460	-168385
Increase/(Decrease) In Employee Benefit Obligations	73500	-1223116
Increase/(Decrease) In Other Current Liabilities	177869	-185498
Increase/(Decrease) In Other Financial Liabilities	1585431	74784
Cash generated from operations	1965686	-2135254
Direct Tax (paid) / Refund (Net)		-420003
Net Cash from operating activities	(A) 1965686	-2555257
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets including Capital WIP (net of subsidy)	-15521	-2176052
Proceeds from Sale of Investments	0	0
Proceeds from Sale of Assets	150000	39725
Interest Received	2849217	2395918
Net Cash used in investing activities	(B) 2983696	259591
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds/(Repayment) of Borrowings		
Proceeds/(Repayment) of Short Term Borrowings	64833	829599
Proceeds/(Repayment) Long Term borrowing from Bank & Financial Institution	0	0
Proceeds/(Repayment) of Unsecured Loans	1500000	5500000
Buy Back of Shares	0	0
Dividend Paid	-1114650	-2322188
Corporate Dividend Tax paid	-91666	-190934
Interest & Finance Charges	-3644050	-3548845
Net Cash used in Financing Activities	(C) -3285533	267632

Net increase/(Decrease) in cash and cash equivalents (A+B+C)
 Cash and cash equivalents at the beginning of the year
 Cash and cash equivalents at the end of the year
 Earmark Balances with Bank
Cash & Bank Balances at the end of the year

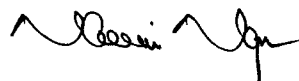
1663849	-2028034
298381	2224617
1962230	196583
96326	101798
2058555	298381

Note : 1. Figures shown in bracket shows cash outflow.

2. Previous year's Figures have been regrouped/rearranged wherever necessary.

This is the Cash Flow Statement referred to in our report of even date.

For NAVIN NAYAR & CO.
Chartered Accountants
 Firm Registration No. 317117E



NAVIN NAYAR
 PROPRIETOR
 Membership No. 053267
 Kolkata

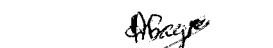


ARINDAM ROYCHOWDHURY
 Company Secretary
 Membership No.A37602

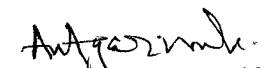
The 26th day of June, 2020



MANOJ KUMAR DAGA
 CHAIRMAN
 (DIN: 00123386)



ASHOK VARDHAN BAGREE
 Independent Director
 (DIN: 00421623)



AJAY KUMAR AGARWALA
 Chief Financial Officer

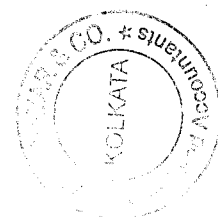
TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Statement of Change in Equity for the year ended 31st March, 2020

a Equity Share Capital

Balance as at 1st April 2019	18,57,750
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 31st March 2020	<u>18,57,750</u>

b Other Equity

	General Reserve	Securities Premium Reserve	Capital Redemption Reserve	Capital Reserve	Retained Earnings	Other Comprehensive Income	Total
						Equity Instrument through Other Comprehensive Income	
						Remeasurement of Defined Benefit Plans	
Balance as at 1st April, 2018	438,06,761	-	6,00,000	60,000	615,75,992		1060,42,753
Profit for the Year	-	-	-	-	24,26,285		24,26,285
Transfer from Retained Earnings	-	-	-	-	-		-
Mark to market Gain/(Loss)	-	-	-	-	-		-
Remeasurement Gain/(Loss)	-	-	-	-	-		-
Impact of Tax	-	-	-	-	-		-
Total Comprehensive Income	438,06,761	-	6,00,000	60,000	640,02,277		1084,69,038
Final Dividend Paid	-	-	-	-	23,22,188		23,22,188
Dividend Distribution Tax on Final Dividend	-	-	-	-	1,90,934		1,90,934
Adjustments Regarding Buy Back	-	-	-	-	-		-
Transfer to General Reserve	-	-	-	-	-		-
Balance as at 31st March, 2019	438,06,761	-	6,00,000	60,000	614,89,155		25,13,122
							1059,55,916



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Statement of Change in Equity for the year ended 31st March, 2020

	General Reserve	Securities Premium Reserve	Capital Redemption Reserve	Capital Reserve	Retained Earnings	Other Comprehensive Income		Total
						Equity Instrument through Other Comprehensive Income	Remeasurement of Defined Benefit Plans	
Balance as at 31st March, 2019	438,06,761	-	6,00,000	60,000	614,89,155			1059,55,916
Profit for the Year					(27,89,124)			(27,89,124)
Transfer from Retained Earnings								
Mark to market Gain/(Loss)								
Remeasurement Gain/(Loss)								
Impact of Tax								
Total Comprehensive Income	438,06,761	-	6,00,000	60,000	587,00,031			1031,66,792
Final Dividend Paid					11,14,650			11,14,650
Dividend Distribution Tax on Final Dividend					91,666			91,666
Adjustments Regarding Buy Back								
Transfer to General Reserve								
Balance as at 31st March, 2020	438,06,761	-	6,00,000	60,000	12,06,316			12,06,316
					574,93,715			1019,60,476

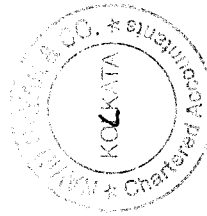
The Notes are an integral part of the Financial Statements

As per our Report annexed of even date

For **NAVIN NAYAR & CO.**

Chartered Accountants

Firm Registration No. 317117E



Navin Nayar

NAVIN NAYAR

PROPRIETOR

Membership No. 053267

Kolkata

The 26th day of June, 2020

Manoj Kumar Daga

MANOJ KUMAR DAGA

CHAIRMAN

(DIN: 00123386)

Arindam Roy Chowdhury

ARINDAM ROYCHOWDHURY

Company Secretary

Membership No. A37602

Ashok Vardhan Bagree

ASHOK VARDHAN BAGREE

Independent Director

(DIN: 00421623)

Ajay Kumar Agarwala

AJAY KUMAR AGARWALA

Chief Financial Officer

TONGANI TEA COMPANY LIMITED AR 2019-20
NOTES TO THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED
31ST MARCH, 2020

1. CORPORATE INFORMATION

Tongani Tea Company Limited ("the Company") is a listed entity incorporated in India having CIN No. L01132WB1893PLC000742. The company is a mid-sized company manufacturing tea. The company manufactures various types of Tea. As per Section 148 of the Companies Act, 2013 read with Companies (Cost records and Audit) Rules, 2014, the company is not required to maintain cost records.

2. Basis of Preparation of Financial Statements and Presentation

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind As) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act.

Company's financial statements are presented in Indian Rupees, which is also its functional currency.

The standalone Ind AS financial statements have been prepared on historical cost basis except the following items:

- a) Financial Assets – Current Investments in Shares – Valued at book value instead of market.
- b) Deferred Tax Assets/Liabilities – Valued at fair value on Balance Sheet approach.
- c) Unrealised Gain/Loss on Current Investments – The management is of the opinion that the investment is long term and strategic in nature. The management does not foresee any diminution in value of these investments; hence no provision is required to be made.

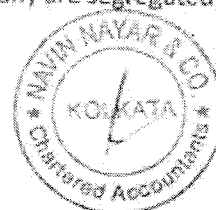
3. SIGNIFICANT ACCOUNTING POLICIES

3.1. Measurement of Fair Values

The company has financial assets: a) Investment in Quoted Shares, b) Investment in unquoted Shares, - at purchase cost c) Loans & Advances, d) Trade Receivables – at fair value. Financial Liabilities - Trade Payables at fair value. Impact of fair value changes, if any as on the date of transition, is recognised in the opening reserves and changes thereafter are recognised in the Statement of Profit & Loss during the period.

3.2. Cash Flow Statement and Cash & Cash Equivalents

Cash Flow Statements are reported using indirect method, where profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.



Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk or changes in value.

3.3. Property, Plant & Equipment and Depreciation

Property, Plant and Equipment, i.e. Tangible Fixed Assets are stated at cost less allowable net recoverable taxes, trade discounts and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, overheads directly attributable to bringing the assets to working condition for its intended use. Depreciation on such tangible assets have been provided on straight line method as per the useful life estimated by the management. The management estimates the useful lives of the fixed assets as follows:

SERIAL NUMBER	DESCRIPTION OF ASSETS	USEFUL LIFE (In Years)
1.	Non – Factory Buildings & Bridges	60
2.	Machinery*, Electric Installations and Factory Buildings	30
3.	Furniture & Fittings*, Laboratory & Other Equipment* & Tubewell	20
4.	Motor Vehicles	15
5.	Computer*	6
6.	Bearer Plants*	50

*For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the management believes that the useful lives as given above best represent the period over which management expects to use these assets.

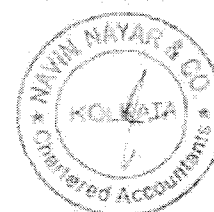
Hence the useful lives for the assets is different from the useful lives as prescribed under Part C of the schedule of the Companies Act, 2013. Freehold and Leasehold land are not depreciated.

3.4. Impairment of Assets

The carrying amount of the property, plant & equipment, i.e. Tangible Fixed Assets are reviewed at each balance sheet date. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised. An impairment loss is charged to the Depreciation Schedule and Statement of Profit & Loss in the year in which the asset is identified as impaired.

3.5. Deferred Tax Assets/Liabilities and Provision for Deferred Tax

Deferred Tax Assets/Liabilities valued on Balance Sheet approach on availability of future taxable profit against which tax losses and tax benefit carried forward can be used. Provision for deferred tax recognised on timing differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods enacted as at the reporting date.



3.6. Inventories

Items of inventories are measured as per "Valuation of Inventories" guidelines issued by the Institute of Chartered Accountants of India and Institute of Cost Accountants of India. The details are as follows:

- a) Stock of Raw Materials, Stock of Spares & consumables are valued at Cost on FIFO (First In First Out) basis (excluding the amount of Cenvat/ITC of Excise/Custom/Service Tax/GST/State Tax Allowable).
- b) Stock of Finished Goods are valued at lower of Cost (excluding the amount of Cenvat/State VAT/IGST/CGST/SGST credit allowable) or net realizeable value.
- c) There is no deviation in method of valuation of stock as prescribed under section 142A of the Income Tax Act, 1961, similarly there are no changes in the method of accounting since previous years under Excise/Service Tax/State Vat regime and thereafter GST regime and/or previous Indian GAAP accounting method and thereafter Ind AS accounting method.

3.7. Financial Assets and Financial Liabilities

Financial Assets and Liabilities are valued at fair market value. The details are as below:

1. Investments in companies are valued at book value. Unrealised Loss and their deferred tax assets/liabilities are not provided in the Statement of Profit & Loss as per Ind AS method of presentation as the management is of the opinion that the unrealised loss is not permanent in nature and that the investment is strategic in nature.
2. Trade Payables and Trade Receivables are valued at fair market value.

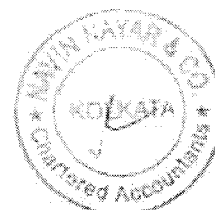
3.8. Provisions and Contingencies

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions (excluding retirement benefits) are not discontinued to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

However as per implementation of Ind AS there are no provision made for proposed dividend and their dividend taxes, which will be approved in the forthcoming Annual General Meeting. Only the actual declaration of dividend and their taxes will be provided on the date Annual General Meeting.

3.9. Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control managerial involvement with the goods, and the amount of revenue can be measured reliably.



TONGANI TEA COMPANY LIMITED AR 2019-20

Revenue from operations is measured at the fair value of the consideration received or receivable, taking into account defined terms of payment and excluding taxes or duties collected on behalf of the government.

Other Income & Expenditure

- a) Investment Income on actual transaction are recognized on actual basis.
- b) Unrealised gain on Investment Income is recognized based on the basis of fair market value at the prevailing Balance Sheet date as per Implementation of Ind AS.
- c) Interest Income are recognized on accrual basis.
- d) Other Expenses (other than Borrowing Cost and Employee benefits (which are shown separately) are recognized on accrual basis.

3.10. Finance Cost

Finance Cost includes interest, amortization and other ancillary costs incurred in regards to borrowings. All the borrowing costs are charged to the Statement of Profit & Loss for the period for which they are incurred.

3.11. Employee Benefit Cost

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Long Term Employee Benefits

a) Defined Contribution Plans

The Company's contribution to provident fund are considered as defined contribution plans and the charges as an expense as they fall due based on the amount of contribution required to be made. The Company makes regular contribution to Recognised Provident Fund which are fully funded and administered by the Central Government.

b) Defined Benefit Plans

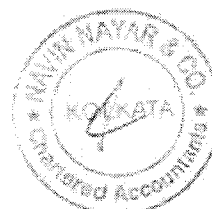
The company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of salary as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is directly paid by the Company to the retiring or leaving employees out of their own funds instead of Group Gratuity Fund.

Re-measurement of Defined Benefit Plans in respect of post - employment are charged to Other Comprehensive Income.

3.12. GST Input Credit:

Goods and Services Tax payment elements on purchase/reverse charge/services received, whichever applied, covered and allowable as IGST/SGST/CGST credit are accounted for in the books in the period in which the underlying service received is accounted.



3.13. Taxes on Income

The provision for current income tax is the amount of tax payable on taxable income for the year as determined in accordance with the current provisions of Income Tax Act, 1961. Provision for deferred tax assets/liabilities charged to Statement of Profit and Loss measured on differences of Valuation of Deferred Tax Assets/Liabilities from one Balance Sheet date to the next Balance Sheet date.

3.14. Earnings Per Share

The basic earnings per share is computed by dividing the Net Profit/(Loss) after Tax including Other Comprehensive Income, i.e. Total Comprehensive Income, by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the Net Profit/(Loss) after tax including other comprehensive income, i.e. Total Comprehensive Income as adjusted for dividend, interest and other charges to expense or income relating to dilutive potential equity shares, by weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. The Company has not issued any shares during the year and no extraordinary expenses incurred, hence the basic and diluted earnings per shares are same.

3.15. Dividend and Dividend Tax

As per Ind AS presentation the Dividend and their taxed appropriates are reflected from Profit and Loss on actual dividend declaration basis. There are no provisions made for proposed dividend and their taxes, which will be approved in the forthcoming Annual General Meeting.

3.16. Segment Reporting

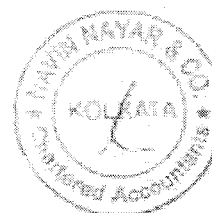
The company has only one line primary segment, i.e. manufacturing of tea.

Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

4. Use of Estimates and Judgments

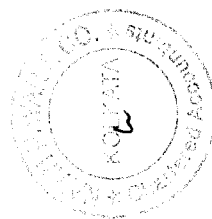
In preparation of these Standalone Ind AS Financial Statements, the management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.



CIN No. L01132WB1893PLC000742

Notes to Financial Statements as on and for the year ended 31st March, 2020

PROPERTY, PLANT AND EQUIPMENT									
Year Ended 31st March 2020									
Particulars	Gross Block			Accumulated Depreciation				Net Carrying Amount	
	As at 1st April, 2019	Additions	Disposals	Other Adjustments	As at 31st March 2020	For the Year	Deductions		Other Adjustments
Land Freehold	3,73,039				3,73,039				3,73,039
Buildings & Water Supply Installation	248,45,204				248,45,204	7,90,489			215,23,853
Plant & Equipments	109,53,766	4,800			109,58,566	3,55,581			92,95,474
Furniture and Fixtures	1,96,975	-			1,96,975	8,351			1,63,571
Motor Vehicles	62,40,060	-	5,30,366		57,09,694	4,69,786	3,53,388		43,15,830
Office Equipments	6,48,406	10,721			6,59,127	93,209			2,63,046
Bearer Plants	359,99,416				359,99,416	6,83,989			332,63,460
Total	792,56,866	15,521	5,30,366	-	787,42,021	24,01,405	3,53,388	-	691,98,273



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Notes to Financial Statements as on and for the year ended 31st March, 2020

Refer Note No.	Long Term		Short Term	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
6 TRADE RECEIVABLES				
Trade Receivables	76,990	77,790	5,70,741	14,91,076
Less: Provision for doubtful receivables	-	-	-	-
Total Trade Receivables	76,990	77,790	5,70,741	14,91,076
Break Up of Security Details				
Secured, considered good	-	-	-	-
Unsecured, considered good	76,990	77,790	5,70,741	14,91,076
Doubtful	-	-	-	-
Total	76,990	77,790	5,70,741	14,91,076
Less: Provision for doubtful receivables	-	-	-	-
Total Trade Receivables	76,990	77,790	5,70,741	14,91,076

6.1 Trade receivables are non-interest bearing.

6.2 No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

7 LOANS & ADVANCES

Security Deposits

Unsecured, considered good

Loans & Advances to Related Parties

Unsecured, considered good

Other Loans and Advances

Advance to Other Parties

Advances to others

Advance to Employees

Total Loans

7.1 & 7.2

	-	-	-	-
	-	-	134,00,000	198,00,000
			155,00,000	65,00,000
	68,00,000	78,00,000	173,45,864	166,98,913
	-	-	28,13,492	27,37,252
	68,00,000	78,00,000	490,59,356	457,36,165

7.1 No Loans are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member.

7.2 Details of loans and advances to related parties as required by sec. 186 of the Companies Act, 2013

	Balance Outstanding		Maximum Outstanding	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
i Norben Tea & Exports Limited	134,00,000	198,00,000	213,00,000	198,00,000
ii. Purpose for which the loan was provided				
Financial assistance to enterprise over which KMP have significant influence	134,00,000	198,00,000	213,00,000	198,00,000

Refer Note No.	Long Term		Short Term	
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020	As at 31st March 2019
8 OTHERS FINANCIAL ASSETS				
Security & Other Deposits	1,27,680	1,27,680		
Unbilled Revenue	900	900		
Investments in Equity Instruments (Valued at Cost)				
Other than Trade				
Quoted Investment (Fully paid up)				
22,60,650 (22,60,650) Equity Shares of Norben Tea & Exports Ltd. of Rs.10/- each	217,77,834	217,77,834		
Other non-current investments				
National Defence Certificates	1,000	1,000		
Interest Receivable			9,63,260	7,68,774
	219,07,414	219,07,414	9,63,260	7,68,774
Book Value of Quoted Investments	217,77,834	217,77,834		
Market Value of Quoted Investments	119,81,445	119,81,445		

*The investment is long term and strategic in nature. The management does not foresee any diminution in value of these investments ; hence no provision is required to be made

8.1 Include Rs.1000/- marked lien in favour of Government Authorities.



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Notes to Financial Statements as on and for the year ended 31st March, 2020

		As at 31st March 2020	As at 31st March 2019
9 OTHER ASSETS			
Advances other than Capital Advances			
Advance against supply of Goods & Services		-	-
Less : Provision for Doubtful Advances		-	-
Prepaid Expenses		2,62,882	2,13,211
Amount Paid Under Protest		3,16,016	1,48,661
 Balances with Government & Statutory Authorities		 17,93,917	 16,72,164
Less : Provision for Doubtful Advances		-	-
Security Deposits		-	-
Other Receivables		-	-
Total Other Assets		23,72,815	20,34,036
10 NON CURRENT TAX ASSETS (NET)			
		As at 31st March 2020	As at 31st March 2019
Mat Credit Entitlements		26,42,259	26,42,259
Less: Provision for Taxation		-	-
		26,42,259	26,42,259
		As at 31st March 2020	As at 31st March 2019
11 INVENTORIES			
(As valued and certified by the Management)			
Finished Goods		17,90,600	19,58,000
Stores and Spares etc.		38,64,836	48,80,859
		56,55,436	68,38,859
11.1	Refer note no. 37 for information on inventories pledged as securities by the Company.		
12 BIOLOGICAL ASSETS OTHER THAN BEARER PLANTS			
Fair Value of Biological Assets Other than Bearer Plants (Unharvested Tea Leaves)		72,688	72,688
		72,688	72,688
12.1	Unharvested tea leaves on bushes as on 31st March 2020 was 4537 kgs (31.03.2019 - 5839 kgs)		
13 CURRENT INVESTMENTS			
	Face Value	As at 31st March 2020 Qty Amount	As at 31st March 2019 Qty Amount
13.1 INVESTMENT AT FAIR VALUE THROUGH PROFIT OR LOSS			
Investments in Unquoted Shares			
Equity Shares of Newar Securities Pvt Ltd	10	50,000 25,00,000	50,000 25,00,000
Equity Shares of Kanpur Agra Transport P. Ltd	10	50,000 5,00,000	50,000 5,00,000
Equity Shares of Satyam Ores Pvt Ltd	10	16,500 33,00,000	16,500 33,00,000
Equity Shares of Auckland Trading Pvt Ltd	10	20,000 10,00,000	20,000 10,00,000
Equity Shares of Rhea Tradecom Pvt Ltd	10	3,00,000 30,00,000	3,00,000 30,00,000
TOTAL CURRENT INVESTMENTS		103,00,000	103,00,000
Aggregate Book Value of the Unquoted Investment		103,00,000	103,00,000
		As at 31st March 2020	As at 31st March 2019
14 CASH AND CASH EQUIVALENTS			
Balances With Banks :			
In Current Account - with Scheduled Banks		9,98,091	90,067
Cash in Hand		9,64,138	1,06,516
		19,62,229	1,96,583
15 BANK BALANCES (OTHER THAN NOTE: 14)			
Unpaid Dividend Account			
BOB Dividend A/c		944	17,474
BOB Unclaimed Dividend A/c		345	345
HDFC Dividend A/c - 2016		10,088	10,088
HDFC (Dividend - 2014)		3,932	3,932
HDFC (Interim Dividend - 2014)		7,900	7,900
HDFC (Interim Dividend - 2015)		4,540	4,540
HDFC (Final Dividend - 2013)		8,280	8,280
HDFC (Final Dividend - 2015)		4,572	4,572
HDFC (Interim Dividend - 2016)		5,715	5,715
HDFC (Interim Dividend - 2017)		20,105	20,105
HDFC (Final Dividend - 2017)		8,184	8,184
HDFC (Final Dividend - 2018)		10,663	10,663
HDFC (Final Dividend - 2019)		11,058	-
		96,326	1,01,798

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742

Notes to Financial Statements as on and for the year ended 31st March, 2020

Refer Note No.	As at 31st March 2020		As at 31st March 2019	
	No. of Shares	Amount	No. of Shares	Amount
16 EQUITY SHARE CAPITAL				
16.1 Authorised Share Capital				
Equity Share Capital of Rs 10 each	8,00,000	80,00,000	8,00,000	80,00,000
Preference Shares of `100/- each	20,000	20,00,000	20,000	20,00,000
	8,20,000	100,00,000	8,20,000	100,00,000
16.2 Issued Share Capital				
Ordinary Shares of `10/- each	1,85,775	18,57,750	1,85,775	18,57,750
	1,85,775	18,57,750	1,85,775	18,57,750
16.3 Subscribed and Paid-up Share Capital				
Ordinary Shares of `10/- each fully paid-up	1,85,775	18,57,750	1,85,775	18,57,750
	1,85,775	18,57,750	1,85,775	18,57,750

16.4 Reconciliation of the number of shares at the beginning and at the end of the year

Opening Number of Shares as on 01/04/2019	1,85,775
Add: Change during the year	-
Closing as on 31/3/2020	<u>1,85,775</u>

There has been no change/ movements in number of shares outstanding at the beginning and at the end of the year.

16.5 Terms/ Rights attached to Equity Shares :

The Company has only one class of Ordinary shares having a face value of Rs.10 per share and each holder of Ordinary shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meetings. The claim of Ordinary Shareholders on earnings and on assets in the event of liquidation, follows all others, in proportion to their shareholding.

16.6 Shareholding Pattern with respect of Holding or Ultimate Holding Company

The Company does not have any Holding Company or Ultimate Holding Company.

16.7 Details of Equity Shareholders holding more than 5% shares in the Company

	As at 31st March 2020		As at 31st March 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Ordinary Shares of Rs.10/- each fully paid				
Manoj Kumar Daga	43,383	23.35%	43,383	23.35%
Shanti Devi Daga	42,732	23.00%	42,732	23.00%
Jyoti Devi Daga	42,355	22.80%	42,355	22.80%
Visioncraft Industries (India) Private Limited	20,400	10.98%	20,400	10.98%

No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

16.8 The Company has not allotted any equity shares against consideration other than cash nor has allotted any shares as fully paid up by way of bonus shares. The company bought back 60,000 equity shares @ 500 per share during the year ended 31.03.2018

16.9 No securities convertible into Equity/ Preference shares have been issued by the Company during the year.

16.10 No calls are unpaid by any Director or Officer of the Company during the year.



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Notes to Financial Statements as on and for the year ended 31st March, 2020

		As at 31st March 2020	As at 31st March 2019
17 OTHER EQUITY			
General Reserve		438,06,761	438,06,761
Retained Earnings		574,93,715	614,89,155
Other Reserves		6,60,000	6,60,000
		1019,60,476	1059,55,916
	Refer Note No.	As at 31st March 2020	As at 31st March 2019
17.1 General Reserve			
Balance at the beginning of the year		438,06,761	438,06,761
Add: Transferred from Retained Earnings		-	-
Less: Other Adjustments		-	-
Balance at the end of the year		438,06,761	438,06,761
		As at 31st March 2020	As at 31st March 2019
17.2 Retained Earnings			
Balance at the beginning of the year		614,89,155	615,75,992
Add: Profit for the year		(27,89,124)	24,26,285
Add: Reclassification of financial instruments from OCI to Retained Earnings		-	-
		587,00,031	640,02,277
Less: Appropriation			
Final Dividend		11,14,650	23,22,188
Corporate Dividend Tax on Final Dividend		91,666	1,90,934
		12,06,316	25,13,122
		(12,06,316)	(25,13,122)
Balance at the end of the year		574,93,715	614,89,155
17.3 Other Reserves			
Capital Reserves			
Balance at the end of the year		60,000	60,000
Capital Redemption Reserve			
Balance at the beginning of the year		6,00,000	6,00,000
Add/(Less): Created on buyback of shares		-	-
Balance at the end of the year		6,00,000	6,00,000
Securities Premium Reserve			
Balance at the beginning of the year		-	-
Add/(Less): Adjusted with premium on buyback		-	-
Balance at the end of the year		-	-
Total Other Reserve		6,60,000	6,60,000
Total Reserve & Surplus		1019,60,476	1059,55,916
18 BORROWINGS	Refer Note No.	Non-Current Portion As at 31st March 2020	Current Maturities As at 31st March 2019
18.1 Term Loans			
From Banks:			
		-	-
From Others:			
Rupee Loans		-	-
Machinery under Tea Board Hire Purchase Scheme (Secured by Hypothecation of the related assets (The entire Principal amount is overdue)		19,39,714	19,39,714
From Body Corporates		70,00,000	55,00,000
		89,39,714	74,39,714
Total		89,39,714	74,39,714
Amount disclosed under the head "Other Financial Liability"		89,39,714	74,39,714
Break Up of Security Details			
Secured		19,39,714	19,39,714
Unsecured		70,00,000	55,00,000
Total		89,39,714	74,39,714

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742

Notes to Financial Statements as on and for the year ended 31st March, 2020

19	TRADE PAYABLES	Refer Note No.	Long-term		Short-term	
			As at	As at	As at	As at
			31st March 2020	31st March 2019	31st March 2020	31st March 2019
			-	-	-	-
	Dues to Micro and Small Enterprises	19.1				
	Dues to Creditors other than Micro & Small Enterprises		-	-	-	-
	For Goods		-	-	-	-
	For Services & Others		-	-	17,95,701	18,38,958
			-	-	17,95,701	18,38,958

- 19.1** Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained, and as per notification number GSR 679 (E) dated 4th September, 2015. The Company has compiled this information based on intimation received from the suppliers of their status as Micro or Small Enterprises and/or its registration with appropriate authority under the Micro, Small and Medium Enterprises Act, 2006 ("MSMED Act").

Sl. No.	Particulars	As at 31 st March 2020	As at 31 st March 2019
1	Principal Amount Due and remaining unpaid	-	-
2	Interest due on (1) above and unpaid interest	-	-
3	Interest paid on all delayed payments under MSMED Act	-	-
4	Payment made beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay other than (3) above	-	-
6	Interest Accrued and remaining unpaid	-	-
7	Amount of further Interest remaining due and payable in succeeding years	-	-

x

20	OTHER FINANCIAL LIABILITIES	Refer Note No.	Long-term		Short-term	
			As at	As at	As at	As at
			31st March 2020	31st March 2019	31st March 2020	31st March 2019
	Unpaid and unclaimed dividends	20.1	95,037	1,00,509		
	Employees related Liabilities				19,12,137	4,06,855
	Amount payable for Capital Goods				-	-
	Other Payables		7,125	7,125	1,91,933	9,986
			1,02,162	1,07,634	21,04,070	4,16,841

- 20.1** There are no amounts due for payment to the Investor Education and Protection Fund at the year end.

21	PROVISIONS		Long-term		Short-term	
			As at	As at	As at	As at
			31st March 2020	31st March 2019	31st March 2020	31st March 2019
	Provision for Employee Benefits		136,92,588	130,28,746	18,00,000	17,26,500
	Provision for Current Tax		-	-	-	1,67,460
			136,92,588	130,28,746	18,00,000	18,93,960
	Contingent Liability (acquired from Business Combinations, if any)		-	-	-	-
	As per AS 15 - Provision for gratuity					



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Notes to Financial Statements as on and for the year ended 31st March, 2020

22	DEFERRED TAX LIABILITIES (NET)					As at 31st March 2020	As at 31st March 2019
	Deferred Tax Liabilities						
	Arising on account of :						
	Property, Plant & Equipment					61,66,560	61,52,194
	Financial Assets					61,66,560	61,52,194
	Less: Deferred Tax Assets						
	Arising on account of :						
	Section 43B of Income-tax Act					29,05,777	28,84,977
	Provision for doubtful debts						
	Brought Forward Unabsorbed Losses						
	Others					29,05,777	28,84,977
	Deferred Tax Liabilities (Net)					32,60,783	32,67,217

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Notes to Financial Statements as on and for the year ended 31st March, 2020

	For the year ended 31st March 2020	For the year ended 31st March 2019
27 OTHER INCOME		
Interest Income	-	-
On Loans	28,49,217	23,95,918
Rent	84,000	84,000
Excess Liabilities Written Back	-	1,45,068
Other Miscellaneous Income	43,820	42,493
	<u>29,77,037</u>	<u>26,67,479</u>
28 COST OF MATERIALS CONSUMED		
Value of Consumption of Raw Materials represents only Green Leaf purchased from third parties.	-	-
29 (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS		
Finished Goods		
Opening Inventories	19,58,000	24,08,521
Closing Inventories	17,90,600	19,58,000
Total changes in inventories of work-in- progress, stock-in-trade and finished goods	<u>1,67,400</u>	<u>4,50,521</u>
30 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	361,58,653	346,12,635
Contribution to Provident and Other Funds	40,21,008	33,80,610
Staff Welfare Expenses	126,10,822	97,62,461
Gratuity Provided	17,78,484	18,70,975
	<u>545,68,967</u>	<u>496,26,681</u>
Less: Amount Capitalised	-	-
	<u>545,68,967</u>	<u>496,26,681</u>
31 FINANCE COST		
Interest Expenses		
To Banks on Term Loans		
" Banks On Working Capital Loans	27,99,809	32,60,179
" Others	6,95,703	1,84,638
Other Borrowing Costs		
Other Financial Charges	1,48,538	1,04,028
	<u>36,44,050</u>	<u>35,48,845</u>
Less: Amount Capitalised	-	-
	<u>36,44,050</u>	<u>35,48,845</u>
32 DEPRECIATION AND AMORTIZATION EXPENSES		
On Tangible Assets	24,01,405	24,56,878
	<u>24,01,405</u>	<u>24,56,878</u>
33 OTHER EXPENSES		
manure manufacture & cultivation		
Consumed	37,89,513	70,88,175
Change in fair valuation of biological assets		-
Power & Fuel	91,14,570	97,39,573
Repairs to Buildings	5,30,026	1,29,021
Repairs to Machinery	8,52,992	6,68,952
Repairs to Other Assets	17,964	-
Cess - On green leaf		7,17,998
Freight, Shipping, Delivery Charges & Selling Expenses	13,52,256	14,88,935
Commission & Brokerages	12,13,619	14,93,902
Auditors' Remuneration	1,50,000	1,50,000
Rent, Rates & Taxes	2,00,039	2,65,168
Insurance	38,652	86,059
Loss on Sale of Investments		-
Loss on Sale of Asset	26,978	3,04,914
Donation	15,000	15,000
Directors' Fees & Commission	1,08,000	89,000
Legal and Professional Charges	2,09,838	2,46,399
Travelling & Conveyance Expenses	5,32,568	2,66,029
Other Expenses	22,00,339	34,90,930
	<u>203,52,354</u>	<u>262,40,055</u>
Less: Amount Capitalised	-	-
	<u>203,52,354</u>	<u>262,40,055</u>

TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742

Notes to Financial Statements as on and for the year ended 31st March, 2020

Auditors' Remuneration

33.1	Statutory Auditors		
	Audit Fees	70,000	70,000
	Tax Audit Fees	30,000	30,000
	Others	50,000	50,000
		1,50,000	1,50,000

	For the year ended 31st March 2020	For the year ended 31st March 2019
34 TAX EXPENSE		
Current Tax	-	1,67,460
Mat Credit	-	-
Deferred Tax	(2,96,241)	(3,82,898)
	(2,96,241)	(2,15,438)
Income Tax for earlier years	-	-

35 OTHER COMPREHENSIVE INCOME

35.1 Items that will be not be reclassified to profit or loss

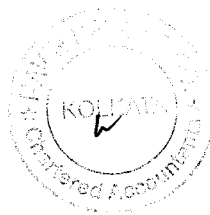
Remeasurement of the defined benefit plans	11,14,642	15,64,092
Less: Tax expense on the above	(2,89,807)	(4,06,664)
	8,24,835	11,57,428

Items that will be reclassified to profit or loss

35.2	Others	-	-
	Less: Tax expense on the above	-	-
		-	-

Total

8,24,835 11,57,428



36 Contingent Liabilities and Contingent Assets:


Sl. No.	NAME OF STATUTE	NATURE OF DUES	PERIOD	FORUM	As at 31st March 2020	As at 31st March 2019
a	Department of Income Tax	Income Tax	2012-13	C.I.T (APPEALS) - 2	1,09,250	1,09,250
b	Department of Income Tax	Income Tax	2013-14	C.I.T (APPEALS) - 2	24,71,730	24,71,730
c	Department of Income Tax	Income Tax	2014-15	C.I.T (APPEALS) - 2	57,820	57,820

37 Assets pledged as security

Particulars	Refer Note No.	As at 31st March 2020	As at 31st March 2019
Current			
Financial assets		6,47,731	15,68,866
First charge			
Trade Receivables		6,47,731	15,68,866
Floating charge			
Cash and cash equivalents		-	-
Receivables		-	-
Non-financial assets		56,55,436	68,38,859
First charge			
Inventories		56,55,436	68,38,859
Total current assets pledged as security		63,03,167	84,07,725
Non-current			
First charge			
Freehold land		2,31,605	2,31,605
Freehold buildings		215,23,853	223,14,342
Furniture, fittings and equipment acquired under finance lease		473,01,381	490,73,754
Total non-currents assets pledged as security		690,56,839	716,19,701
Total assets pledged as security		753,60,006	800,27,426

38.1	Particulars	Amount
	Gross Amount Required to be spent by the company during the year	N.A
	Related Party transactions as per Ind AS 24 in relation to CSR Expenditure	N.A
	Provision made in relation to CSR expenditure	N.A

Sl. No.	Particulars	In Cash	Yet to be paid in cash	Total
i	Construction/ Acquisition of any asset			-
ii	On purpose other above			-



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742
Notes to Financial Statements as on and for the year ended 31st March, 2020

40 Related Party Disclosures

40.1 Other related parties with whom transactions have taken place during the year and previous year are:

Nature	Name of the Company	
Name of the Company in which Directors/ Key Managerial Personnel and their relatives have significant influence	NORBEN TEA & EXPORTS LIMITED	
Nature	Name	Designation
Key Management Personnels	MANOJ KUMAR DAGA	DIRECTOR
	AHSOK VARDHAN BAGREE	DIRECTOR
	RAVINDRA KUMAR MURARKA	DIRECTOR
	SUMANA RAYCHAUDHURI	DIRECTOR
	ARINDAM ROYCHOWDHURY	COMPANY SECRETARY
Nature	Name	
INDIVIDUALS HAVING SIGNIFICANT INFLUENCE OVER REPORTING ENTITY	JYOTI DEVI DAGA	
	SHANTI DEVI DAGA	

40.2 Transactions during the year

Particulars	2019-20			2018-19		
	KMP	Relatives of KMP	Companies in which KMP are interested	KMP	Relatives of KMP	Companies in which KMP are interested
Agricultural Purchases	-	-	15,12,000.00	-	-	15,12,000.00
Directors Sitting Fees	1,08,000.00	-	-	89,000.00	-	-
Dividend Paid	2,61,648.00	5,77,602.00	-	5,30,413.00	11,71,775.00	-

40.3 Balance Outstanding as at the balance sheet date

Particulars	As at 31st March 2020	As at 31st March 2019	
Agricultural Purchases	NIL	NIL	
Directors Sitting Fees	NIL	NIL	

40.4 Terms and Conditions of transaction with Related Parties

No specific terms & conditions.

- 41** No undisputed statutory dues remained outstanding as on 31.03.2020 for the period more than six months from the date from which they became payable. Provision for expenses relating to municipal taxes payable to local municipal office since 01-04-2013 to 31-03-2020 has not been made as the amount is unidentifiable.
- 42** During the Financial Year 2015-16 ITAT passed an order vide ITA No. 1122/KOL/2012 dated 24-11-2015 in favour of the Company, whereby the Hon'ble Authority allowed Rs 58,40,526/- as total unabsorbed depreciation loss to be carried forward which comprises:

Serial No.	Nature Of Loss	Assessment Year	Amount (Rs)
1	Unabsorbed Depreciation Loss	1986-87	8,07,133.00
2	Unabsorbed Depreciation Loss	1987-88	12,02,080.00
3	Unabsorbed Depreciation Loss	1988-89	20,08,075.00
4	Unabsorbed Depreciation Loss	1998-99	18,23,238.00



TONGANI TEA COMPANY LIMITED
CIN No. L01132WB1893PLC000742

Notes to Financial Statements as on and for the year ended 31st March, 2020

- 43 Tax Expenses every year are reckoned after taking into account deduction u/s 80IE of the Income Tax Act, 1962, due to substantial expansion in the value of plant & machinery in the Financial Year -2011-2012. In view of the same, the company has to provide Central Income Tax on Book profits u/s 115JB and Agriculture Income Tax as per Assam Agriculture Income Tax Act. However, in view of the loss in the current year no provision for taxation has been made.
- 44 Due to the unforeseen situation of the ongoing COVID 19 pandemic, the company recorded no sales in the last few days of the relevant Financial Year. The company made an all out effort to help it's workers at the tea estate in fighting the said disease by distributing sanitisation kits to all its workers which increased the staff welfare expenses. The company has recorded a sharp decline in it's profitability and has resulted in a loss for the company partially due to the combined effect of the said scenarios.
- 45 The company has sufficient liquidity for continuing its business operations. The company is also confident about its ability to service its debt and other financial liabilities.
- 46 The previous year figures have been rearranged/regrouped to confirm with the presentation requirements under Ind AS.

The Notes are an integral part of the Financial Statements
As per our Report annexed of even date
For NAVIN NAYAR & CO.
Chartered Accountants
Firm Registration No. 317117E

NAVIN NAYAR
PROPRIETOR
Membership No. 053267
Kolkata

The 26th day of June, 2020



Arindam Roy Chowdhury

ARINDAM ROYCHOWDHURY
Company Secretary
Membership No.A37602

MANOJ KUMAR DAGA
CHAIRMAN
(DIN: 00123386)

Ashok Vardhan Bagree
ASHOK VARDHAN BAGREE
Independent Director
(DIN: 00421623)

Anil Kumar Agarwala
ANIL KUMAR AGARWALA
Chief Financial Officer