



CHAIRMAN & MANAGING DIRECTOR

Hemendra Prasad Barooah

DIRECTORS

Latifur Rahman

Tarun Chandra Dutt

Basant Kumar Goswami

Sudipto Sarkar

Amit Chowdhuri

Anjan Ghosh

Rajkamal Bhuyan

Ranadurjoy Roy Choudhury

Somnath Chatterjee - Managing Director

AUDITORS

P. K.Nandy & Associates

Chartered Accountants

BANKERS

United Bank of India

State Bank of Hyderabad

REGISTRAR AND TRANSFER AGENT

MCS Limited

77/2A, Hazra Road

Ground Floor

Kolkata - 700 029

REGISTERED OFFICE

Indu Bhawan

Mahatma Gandhi Road

Jorhat - 785 001

CORPORATE OFFICE

113, Park Street, 9th Floor

Kolkata - 700 016

Website : www.barooahs.com

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**NOTICE**

Notice is hereby given that the Annual General Meeting of the Members of B & A LIMITED will be held at Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam- 785001 on Monday, 6th August, 2012 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended as on that date together with the reports of the Directors and the Auditors thereon.
2. To declare dividend on the equity shares of the Company.
3. To appoint a Director in place of Mr. B.K. Goswami who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sudipto Sarkar, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Auditor in place of M/s. P.K. Nandy & Associates, Chartered Accountants, Kolkata, who retire by rotation, and being eligible, offer themselves for re-appointment, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board of Directors.

SPECIAL BUSINESS

To pass with or without modification the following Ordinary Resolutions

6. **“RESOLVED THAT** pursuant to Section 257 of the Companies Act, 1956, Mr. Latifur Rahman be and is hereby appointed a Director liable to retire by rotation.”

7. **“RESOLVED THAT** pursuant to Section 257 of the Companies Act, 1956, Mr. Anjan Ghosh be and is hereby appointed a Director liable to retire by rotation.”

To pass with or without modification the following Special Resolutions

8. **“RESOLVED THAT** pursuant to Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the Act, the Company hereby approves the appointment and payment of remuneration of Mr. H.P. Barooah as Chairman and Managing Director of the Company for a period of three years with effect from 1st January, 2012 to 31st December, 2014, upon terms and conditions set out in the Agreement entered into between the Company and Mr. H.P. Barooah on 25th May, 2012, a copy whereof initialed by the Chairman for the purpose of identification has been placed before the meeting, which Agreement be and is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board/ Remuneration Committee of the Company be and is hereby authorized to vary and increase remuneration and perquisites thereof as specified in the said Agreement to the extent the Board/Remuneration Committee may consider appropriate, as may be permitted or authorized in accordance with any provisions under the said Act for the time being in force provided, however, that the remuneration and perquisites to be provided to Mr. H.P. Barooah shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification or statutory re-enactments thereof and/or any rules or regulations framed there under and for the



time being in force and the terms of this aforesaid Agreement between the Company and Mr. H.P. Barooah shall be suitably modified to give effect to such variation or increase as the case may be, without further reference to Shareholders in the General Meeting.”

“**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained in the event of loss or inadequacy of profits in any financial year of the Company during the tenure of office of Mr. H.P. Barooah as “Chairman and Managing Director” the remuneration and perquisites set out in the aforesaid draft agreement be paid or granted to Mr. H.P. Barooah as minimum remuneration and perquisites subject to the ceiling provided in Section II of Part II of the Schedule XIII of the said Act.”

9. “**RESOLVED THAT** pursuant to Section 314 (1-B) of the Companies Act, 1956 read with Directors’ Relatives (Office or Place of Profit) Rules 2003, consent of the Company be and is hereby accorded to the payment of a family pension and maintenance cost of a sum not exceeding Rs. 1,00,000 (One lac) per month to Mrs. Gargi Barooah, wife of Late Amit Barooah, Ex-Managing Director of the Company, with effect from 1st April 2012.”

“**RESOLVED FURTHER THAT** the Company also authorises the Board of Directors to decide from time to time the actual quantum of pension that will be disbursed to Mrs. Barooah within the limits as mentioned above.”

10. “**RESOLVED THAT** pursuant to section 31 and other applicable provisions of the Companies Act’ 1956, the following amendments in the Articles of Association of the Company be and are hereby approved by the Shareholders of

the Company by replacing, substituting the existing Articles and insertion of new Articles here of:

- a. In Article 1, in definition of ‘Register’, the following words be inserted after the word ‘Act’:

“and will include the Register of Beneficial Owner maintained by a Depository under the Depositories Act’ 1996.”

- b. In Article 1, in definition of ‘In writing’ and ‘Written’ the following words be inserted after the word ‘lithography’:

“ data in electronic form” and

The following words be added after the word ‘form’ :

“and communications through electronic mail.”

- c. Existing Articles 40, 41 and 42 be clubbed into single Article 40 and successive Articles be renumbered accordingly.

- d. Existing Article 45 be replaced with the following Article:

“43.(i) On the death of a member including a joint holder, the heirs, executors, administrators or legal representatives of the member (hereinafter called successor or successors) shall be the only persons recognised by the Company as having title to his interest in the shares.

- (ii) On the death of a member who was the first named joint holder on the Register of Members, his successor if he is single or one of his successors, if they are more than one as may be jointly nominated by



his successors, shall be substituted as the first named joint holder in his place. The surviving joint holder or holder shall continue to be recorded as second or subsequent named joint holder or holders after such successor or successors.

- (iii) On the death of a member who was recorded as joint holder after the first named joint holder, his successor or successors shall be substituted and recorded in the same sequence after the first named joint holder.
- (iv) The Register and Index of Beneficial Owners received from a Depository in respect of dematerialised shares shall be maintained and corrected as per the provisions of this Article and the rights and obligations of joint holders as members including voting rights and right to dividends shall be governed by these Articles.
- (v) Nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- (vi) Before recognizing any heir, executor or administrator the Board may require him to obtain a Grant of Probate or other legal representation as the case may be, from some competent court in India and having effect in Assam. Provided nevertheless that in any case where the Board, in its absolute discretion thinks fit shall be lawful for the Board to dispense with the production of Probate or Letters of Administration or such other legal representation

upon such terms as to indemnity or otherwise as the Board, in its absolute discretion, may consider adequate.”

- (e) In existing Article 100, the following words be inserted after the words ‘usual address in India’:

“or at his electronic mail address” and

The following sentence be inserted after the words ‘every other Director.’:

“The notice of the meeting may inform the Directors regarding availability of participation through video conference and provide necessary information to enable directors to access the available facility of videoconferencing.”

- (f) In existing Article 103 the following sentence be inserted after the words ‘section 287 of the Act’:

“When a director participates in a meeting through use of video conference, his presence shall be counted for the purpose of quorum.”

- (g) In existing Article 110 the following sub clause (e) be inserted after sub clause (d) of clause (1):

“Where any meeting was conducted through use of video conference, Chairman of the meeting shall cause preservation of video recording of the meeting for one year of the conclusion of the meeting. Draft Minutes of the meeting shall be circulated in soft copy not later than seven days of the meeting for comments/confirmation to the directors who attended the meeting to dispel all doubts on matters taken up during the meeting. Thereafter the minutes shall be



entered in the minute books as prescribed under section 193 of the Act. The minutes shall also disclose the particulars of the Directors who attended the meeting through electronic mode.”

- (h) The following Article be inserted after existing Article 126 and the successive Articles be renumbered accordingly:

“125. Any dividend including interim dividends declared by the Company and remaining unpaid or unclaimed for periods specified in section 205A of the Act’ will be dealt in accordance with the relevant provisions of section 205A and 205C of the Act’.”

- (i) In existing Article 137 the following sentence be inserted after the words ‘for giving notice to him.’ :

“Provided such notice or documents could be served by electronic mode to any member whose email address is registered with Company.”

and following clause (3) be inserted after clause (2)

“When a notice or other document is sent by electronic mode, the service of notice of document shall be deemed to have been effected through electronic mode if the Company has obtained email address of its members for sending notice or other document through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the company or with the concerned depository.”

By Order of the Board
D.Chowdhury
Company Secretary

Kolkata, May 25, 2012

Notes :

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. The blank proxy form is enclosed with this Annual Report.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from 28th July to 6th August, 2012 (both days inclusive).
3. The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid, subject to the provisions of Section 206A of the Companies Act, 1956 to those member or their mandates whose names stand registered on the Company’s Register of Members :
 - a) as Beneficial owners as at the end of business hours on 27th July, 2012 as per prelist to be furnished by NSDL and CDSL with respect to shares held in Electronic Form.
 - b) as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or the Share Transfer Agents : MCS Limited, 77/2A, Hazra Road, Ground Floor, Kolkata-700 029 on or before 27th July, 2012.
4. Members are requested to notify immediately any change in their address, to their DP in respect of their Electronic Share Accounts and



to the Registrar in respect of their physical shares, as the case may be.

5. The dividend shall be distributed vide ECS or direct credit to the Members' Bank Account. Members are requested to furnish details of ECS Mandate as per details attached at the end of the Annual Report.
6. Shareholders who are interested in making nominations in respect of their shareholding in the Company in physical form as permitted under Section 109-A of the Companies Act, 1956 are requested to submit the form 2B to the Registrar & Transfer Agent of the Company.
7. Queries on Accounts of the Company, if any, may please be sent to the Registered Office of the Company seven days in advance of the meeting, so as the answer may be made available at the Meeting.
8. For the convenience of members and for proper conduct of the meeting entry to the place of the meeting will be regulated by attendance slip. Members are requested to affix their signature at the place provided on the attendance slip and hand it over at the entrance of the venue.
9. Appointment/Reappointment of Directors :
At the ensuing Annual General Meeting Mr. B.K. Goswami and Mr. Sudipto Sarkar, retire by rotation and being eligible, offer themselves for re-appointment. Mr. Latifur Rahman and Mr. Anjan Ghosh, who were appointed Additional Directors, retire at this Annual General Meeting. Mr. H. P. Barooah, Chairman & Managing Director has been re-appointed by the Board of Directors. His re-appointment requires approval of the shareholder in the ensuing Annual General

Meeting. Separate proposals have been received from members to appoint Mr. Latifur Rahman and Mr. Anjan Ghosh as Directors in the ensuing Annual General Meeting.

The information or details pertaining to them pursuant to Clause 49 (IV) (E) & (G) of the Listing Agreement with the Stock Exchange(s) are furnished in the statement on Corporate Governance published in the Annual Report.

10. Pursuant to a direction issued by Ministry of Corporate Affairs vide General Circular No. 2/2011 dated 8th February 2011 under section 212 (8) of the Companies Act, 1956, Annual Report for the financial year 2011-12 is sent to the shareholders without attaching the Balance Sheet and other documents as required under section 212 (1) of the Act, with respect of the Company's subsidiary 'B&A Packaging India Ltd'. Any shareholder seeking detailed information on the abovementioned documents can write to the Company asking hard copy of the same. Published Annual Accounts for the financial year 2011-12 of the subsidiary 'B&A Packaging India Ltd' is available for inspection by any shareholder at the Corporate Office of the Company, 113, Park Street, 9th Floor, Kolkata-700016 between 11 am. to 1 pm. on any working day and is also available in the website of the Company.

**ANNEXURE TO NOTICE****Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956****Item no. 6 & 7. APPOINTMENT OF DIRECTOR**

Mr. Latifur Rahman and Mr. Anjan Ghosh were appointed Additional Directors with effect from 21st November, 2011 and 25th May, 2012 respectively. Mr. Rahman and Mr. Ghosh hold office up to this Annual General Meeting. Pursuant to Section 257 of the Companies Act, 1956 separate notices have been received from the members to re-appoint them as Rotational Directors of the Company.

Mr. Rahman is deemed to be concerned and interested in resolution No. 6 and Mr. Ghosh is deemed to be concerned and interested in resolution No. 7. Your Directors propose these resolutions to be passed by the members in the best interest of the Company.

Item no. 8. RE-APPOINTMENT OF CHAIRMAN AND MANAGING DIRECTOR

Mr. H.P. Barooah (Mr. Barooah) was re-appointed Chairman and Managing Director with effect from 1st January, 2012 by the Board of Directors in its meeting held on 6th February, 2012 upon expiry of his previous tenure of such office on 31st December, 2011. The terms and conditions of his appointment including remuneration payable in the capacity of Chairman and Managing Director which was recommended by the Remuneration Committee in its meeting held on 6th February, 2012, is subject to the approval of the members in this general meeting. An agreement was executed by the Company with Mr. Barooah on 25th May, 2012 which contains the following terms and conditions of his re-appointment including remuneration payable to him:

1. Mr. Barooah's appointment as Chairman and Managing Director will be effective from 1st January, 2012 and remain in force for a period of 3 (Three) years i.e. from 1st January, 2012 to 31st December, 2014.
2. Mr. Barooah will be paid salary of Rs. 2,50,000 (Two Lac Fifty Thousand) per month with

authority to the Board to revise it from time to time upto a maximum limit of Rs. 4,00,000 (Four Lac) per month.

3. Perquisites

Mr. Barooah will be entitled to the following perquisites in addition to the salary as above-

- a. Housing- Free furnished accommodation. In case no accommodation is provided Mr. Barooah will be paid house rent allowance at a rate of 60% of his salary.
- b. Car- Chauffeur driven cars alongwith the cost of running and maintenance.
- c. Medical benefits- Reimbursement of medical expenses on actual cost for self and family including medical insurance.
- d. Personal Accident Policy- As per rules of the Company.
- e. Leave Travel Concession- As per rules of the Company.
- f. Club Fees- Reimbursement of club expenses as per rules of the Company.
- g. Gas, Electricity and Water- Actual Cost will be borne by the Company.
- h. Telephone- Use of Telephone including mobile phones at office and residence.
- i. Leave- As per rules of the Company.

4. Minimum Remuneration- Notwithstanding anything to the contrary herein contained, where, in any financial year during the currency of tenure of Directorship of Mr. Barooah, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above as minimum remuneration so far as such remuneration is within the applicable ceiling limits provided in Schedule-XIII of the Companies Act, 1956.**5. Mr. Barooah will not retire by rotation till he continues to hold office of Chairman and Managing Director; his office will mature if he ceases to be a Director for any reason.**



6. Mr. Barooah will work under the superintendence, control and direction of the Board of Directors of the Company.
7. Mr. Barooah is entrusted with substantial power of the management of the affairs of the Company except those powers exercisable exclusively by the Board in terms of Companies Act' 1956, Listing Agreements, Articles of Association of the Company and any other statutory provisions.
8. The terms and conditions of the said appointment may be altered and varied from time to time by the Remuneration Committee and/or the Board of Directors as it may, in its discretion deem fit, within the maximum amount payable to Whole Time Director in accordance with the Companies Act, or Articles of Association of the Company.

Item No.9 PAYMENT OF PENSION

On 19th August, 2008, the Shareholders approved the payment of a family pension to Mrs. Gargi Barooah, upon death of Mr. Amit Barooah for a sum not exceeding Rs. 50,000 (Fifty Thousand) per mensem. Due to increase in general living costs in these years, the Board of Directors have decided to raise the limit to Rs. 1,00,000 (One lac) subject to the approval of the Shareholders of the Company.

Pursuant to the provisions of Section 314 (1-B) of the Companies Act, 1956, read with the Directors' Relatives (Office or Place of Profit) Rules 2003, any payment and subsequent increase thereto with regards to a office or place of profit to a relative of a director requires prior approval of the Shareholders by means of a Special Resolution. Therefore the instant resolution is proposed for Shareholder's consideration.

None of the Directors except Mr. H.P. Barooah is concerned or interested in this resolution.

Item no. 10 AMENDMENT IN ARTICLES OF ASSOCIATION

The Ministry of Corporate Affairs in its 'Green Initiative in the Corporate Governance' has notified

procedures to conduct meetings of the Board of Directors and its committees through video conference and sending notices and annual reports to shareholders by electronic means in their registered email. These procedures are meant for improved investor service, higher corporate governance and efficient functioning of the Board as well as a big leap towards paperless compliances by the Companies.

The proposed amendments embodied in the accompanying notice are meant to bring the Articles of Association of the Company, in line with the procedures mentioned above.

Further a few Articles are clubbed into a single Article or subdivided into separate clauses for the purpose of rationalization of the Articles of Association.

Your Directors propose the instant resolution to be passed by the members for best interest of the Company. None of the Directors are interested or concerned in the resolution.

Kolkata, May 25, 2012

By Order of the Board
D.Chowdhury
Company Secretary

**DIRECTORS' REPORT**

Your Directors are pleased to present the Annual Report together with the audited accounts of the Company for the year ended March 31, 2012.

FINANCIAL RESULTS**(Rs. In lacs)**

PARTICULARS	Year ended 31st March, 2012	Year ended 31st March, 2011
Profit before Depreciation And Interest	1723.60	1349.88
Less: Interest	541.46	429.35
Profit after Interest	1182.14	920.53
Less: Depreciation	166.36	148.47
Profit before tax	1015.78	772.06
Less: Provision for Tax		
Current Tax	218.00	262.00
Deferred Tax	50.61	40.22
Profit After Tax	747.17	469.84
APPROPRIATIONS		
Proposed Dividend	62.00	46.50
Corporate Dividend Tax	10.06	7.54
Amount carried to General Reserve	56.04	23.49
Balance carried to Balance Sheet	619.07	392.30

PERFORMANCE

Your company achieved operational revenue of Rs. 83.18 cr. from sale of tea this financial year as against Rs. 76.41 cr. for the previous year ended on 31st March, 2011. This being the highest turnover registered by the Company. The profits of your Company before providing for tax were Rs. 10.16 cr. as compared to the Rs. 7.72 cr. in the last financial year ended on 31st March, 2011. Efforts are being made to improve yield and quality of tea produced by the Company. During the year there was a consistent increase of the tea prices of the Company.

The detailed analysis of your Company's operations and industry vis-à-vis company's performance is covered under 'Management Discussion & Analysis Report.'

DIVIDEND

Your Board of Directors is pleased to recommend a dividend of 20% on equity share capital of the Company for the financial year 2011-12. The distribution of dividend will result in payout of Rs. 62 lacs excluding tax on dividend.

**FUTURE PROSPECTS**

Production of Tea in India, has touched 988 million kgs in CY 2011 as against 966 million kgs in the previous year. The growth was led due to the recovery of production in North India. Further, domestic consumption is growing at steady rate 3.5% annually and expected to touch 904 million kgs in CY 2011 from 780 million kgs in CY 2005. With shortfall of production in Kenya and Sri Lanka, the demand of Indian Tea is expected to rise in the coming years, globally.

The average price realization of Company's tea during the period was Rs. 162 per kg, as against Rs. 152 per kg, in the last year and the Company's tea attracted a premium over the auction averages. These indicators support good prospect of the tea industry. However, normal increase in wages and substantial increase in all input costs during peak season had taken the overall cost higher by Rs. 6 per kg. Your Directors feel that better yield in the production and higher price realization by increasing quality will be key factors for sustainable growth.

The Leisure Resort project which the Company initiated last year, has taken its final shape. An 18 hole Champion Golf Course with central resort facility and golf villas has become a major tourist attraction in Assam. Your Directors expect that this venture will further boost the turnover and profitability of the Company.

CORPORATE SOCIAL RESPONSIBILITY

Your Directors are aware of the social responsibilities of the Company and the environment in which it operates. The Company has continued with its welfare activities by improving health, education and culture of its workforce and employees and to improve the standard of living in and around the tea estates. Medical care is provided to the work force through well equipped estate hospital. With the Company's

continued support Kamal Kumari National Award is being felicitated every year. This year awards were conferred on Dr. Amaresh Dutta for Arts and Culture, Prof. Ramesh C. Deka for Science and Technology and Mr. Subir Bhowmik for Journalism. Scholarships were provided to meritorious students from North East and was funded by Kamal Kumari Foundation.

FIXED DEPOSITS

One deposit of Rs. 21,462 remained unclaimed and unpaid as on 31st March, 2011.

AUDITORS REPORT

The Report of the Statutory Auditors pertaining to the Financial Accounts in respect of the year ended 31st March, 2012 read with Notes on Accounts are self explanatory and therefore, do not require any further clarification.

DIRECTORS

By virtue of Section 255 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. B.K. Goswami and Mr. Sudipto Sarkar retire by rotation in the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Latifur Rahman and Mr. Anjan Ghosh were introduced in the directorate as Additional Directors on 21st November, 2011 and 25th May, 2012 respectively. They will be retiring in the ensuing Annual General Meeting. Company has received proposals under section 257 of the Companies Act, 1956 to appoint Mr. Rahman and Mr. Ghosh as Directors of the Company.

A brief resume, expertise, shareholding in your Company and details of other directorship of these directors to be appointed/ reappointed, are given in the Corporate Governance Report. Suitable resolutions for the approval of shareholders are incorporated in the notice convening the Annual General Meeting.

**COST AUDIT**

The Ministry of Corporate Affairs, Government of India by an order directed audit of the Cost Accounts maintained by the Company under section 209(1) (d) of the Companies Act, 1956 with respect to Plantation Products. In terms of the said order Cost Audit is being conducted by a firm of Cost Accountants appointed by the Board of Directors with the approval of the Ministry of Corporate Affairs.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

In terms of the listing agreement with Bombay Stock Exchange Ltd., Report on Management Discussion & Analysis and Report on Corporate Governance along with the Certificate from the Statutory Auditors certifying the compliance of Corporate Governance have been attached and forms part of Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- ii) They have selected such accounting policies and applied them consistently, and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2012 and of the profit of your Company for the financial year ended 31st March, 2012.
- iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities.
- iv) They have prepared the accounts on 'going concern' basis.

AUDITORS

M/s. P. K. Nandy & Associates, Chartered Accountants, Kolkata will retire at the conclusion of the forthcoming Annual General Meeting as Auditors of the Company and being eligible offer themselves for re-appointment.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The reports on conservation of energy, technology absorption and foreign exchange earning and outgo as required under section 217 (1)(e) of the Companies Act, 1956 are enclosed as Annexure-A and forms part of the Directors Report.

EMPLOYEE RELATIONS

The Company has a large work force employed in the tea estates. The welfare and well being of the workers are monitored closely and harmonious relations with its employees are being maintained. The employee relations has remained cordial throughout the year and your Board of Directors wishes to place on record its appreciation for the dedicated services rendered by the executives, staff and workers at all levels.

None of the employees employed throughout the year or part thereof was in receipt of remuneration the aggregate of which exceeds the limit as prescribed under 217 (2A) of the Companies Act, 1956 for disclosure in the report of Board of Directors.

For and on behalf of
the Board of Directors
H. P. Barooah
Chairman

Kolkata, May 25, 2012

**ANNEXURE 'A'
TO THE DIRECTORS' REPORT**

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per section 217 (1) (a) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of Directors) Rules, 1988 for the year ended 31st March, 2012.

1. CONSERVATION OF ENERGY

The Company is committed to and continues its efforts towards conservation of energy. The Audit Committee continued its study into further possible and feasible means and methods by which the Company optimizes the use of energy. The Committee is dedicated towards implementation of strategy for superior energy management with tools and resources to help each step of the way.

a) Energy conservation measures taken:

In addition to the existing measures being practiced, the following steps were taken.

- i) Education of workforce at the Head Office regarding use of various office equipments, especially computers in a manner that use less energy.
- ii) Installation of energy efficient equipments, such as Compact Fluorescent Light Bulbs (CFLs) and Battery Charging Systems at all offices.
- iii) Adoption of policy of having heating and cooling equipment serviced regularly.

b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy :

i) Rationalization of machines to save and optimize use of energy.

ii) Means of conservation of energy currently being utilized in machines is being studied.

c) Energy usage has been controlled due to above mentioned efforts being undertaken.

d) Total energy consumption & energy consumption per unit of production is enclosed in Form-A.

2. TECHNOLOGY ABSORPTION

Technology Absorption is enclosed in Form-B.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Activities relating to export, initiatives taken to increase exports, development of new export markets for products and services and export plans: Company is making serious efforts for marketing of its products in overseas markets. Effective steps have been taken in this regard.

b) **Foreign Exchange Earning and Outgo**

(Rs. In lacs)

	Year ended 31.03.2012	Year ended 31.03.2011
Total Foreign Exchange earned	Nil	Nil
Total Foreign Exchange used	24.11	6.37



FORM – A

Disclosure of particulars with respect to conservation of energy	Unit	Year ended 31.03.2012	Year ended 31.03.2011
A. Power and Fuel Consumption Unit			
1. Electricity			
a) Purchased			
Unit	(KWH)	24,65,335	27,30,951
Total amount	(Rs.)	1,66,45,095	1,71,19,038
Rate/Unit	(Rs./KWH)	6.75	6.27
b) Own Generation (through diesel generator)			
Units	(KWH)	19,28,939	14,29,100
Unit/Ltr. of Diesel Oil	(Rs.)	3.56	2.37
Rate/Unit (Average)	(Rs./KWH)	11.60	11.36
2. Furnace Oil			
Quantity	(K. LTR)	1.65	1.91
Total Amount	(Rs.)	60,382	71,387
Average Rate	(Rs./K.LTR)	36,595	37,336
3. Natural Gas			
Quantity	(CUM)	20,33,425	19,94,204
Total amount	(Rs.)	1,96,70,506	1,61,48,237
B. Consumption per Unit of Production			
Product- Tea (Gross)	(Kgs.)	52,33,657	51,52,265
Electricity	(KWH/KG)	0.84	0.81
Furnace Oil	(LTR/KG)	0.00	0.00
Natural Gas	(Rs./KG)	3.76	3.13

**FORM – B****Disclosure of particulars with respect to technology absorption****RESEARCH & DEVELOPMENT****a) Specific areas in which R & D is carried out by the Company**

The Company subscribes to Tea Research Association (TRA) which is registered under Section 35 (1) (ii) of the Income Tax Act, 1961. TRA's findings are experimentally tried out under local conditions for final adoption by the Company.

b) Benefits derived as a result of R&D

Efficiency and yield improvement, loss reduction, improving quality and modernization programme.

c) Future Plan of Action

Present programmes are proposed to be continued.

d) Expenditure on R&D

	Year ended 31.03.2012	Year ended 31.03.2011
	Rs.	Rs.
Capital	Nil	Nil
Recurring	5,74,043	5,32,720
Total R & D Expenditure	5,74,043	5,32,720
As a percentage of total turnover	0.06	0.06

Technology absorption, adoption and innovation

- a) Efforts, in brief, made towards technology absorption, adoption and innovation : Seminars and training programme were held for the Managerial Staff in addition to periodic discussion with Advisors.
- b) Benefits derived as a result of the above efforts: Increase in productivity and cost reduction by optimisation of input.
- c) No import of technology was carried out during the last 5 years.

For and on behalf of
the Board of Directors
H. P. Barooah
Chairman

Kolkata, May 25, 2012



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. STATE OF INDIAN ECONOMY

India's economic growth is expected to remain robust in 2012 and 2013, despite of likely headwind of double-dip recessions in Europe and the US, according to United Nations' annual economic report. The Indian economy is expected to grow between 7.7 - 7.9 per cent this year, as per the report.

1.1. Tea Industry

Structure: The Tea Industry occupies a place of considerable importance in the Indian Economy, producing a fourth of the world's tea output, accounting for 41% of global production and employing around 1.26 million people at tea plantations and 2 million people indirectly. India is one of the largest consumer of tea globally and domestic consumption accounts for 85% of the Country's total tea output. Tea production in India increased by 2.27% to 988 million kgs in CY 2011 over CY 2010.

Developments: FY 2011-12 has been a challenging year for tea industry. The production could not touch the targeted 1 billion kg mark due lower crops in South India and Doors coupled with dry weather conditions in Assam. Export is expected to be lower than last year and to touch around 190 million kgs. Tea Prices (CTC) registered an increasing trend till June 2011 but weakened thereafter. However due to rising domestic demand and insignificant increase in crop, CY 2012 started with firming prices of CTC. Orthodox prices firmed steadily upto July, 2011 and thereafter affected from the payment crisis in Middle East arising out of U.S. trade sanctions over Iran.

Opportunities: Your Company currently performs in one business segment, manufacture and sale of black tea (CTC). Globally, India, Kenya and Sri Lanka are the main producers of black tea. India is also largest consumer of black tea with a growth rate of 3.5% per annum in consumption pattern. Decrease in production of CTC in the Global front, specially substantial reduction of crop in Kenya, Malawi and Sri Lanka has lead to successive price escalations of black tea, the trend, which is expected to sustain.

Threats: Tea plantations are vulnerable to climatic pressure and requires humid weather and high rainfall for steady production. Adverse weather conditions in Assam has been affecting the expected growth rate of the Company for the last two seasons. Tea industry being largely labour intensive, employee cost is the major input cost for any tea unit and any appreciable rise in the labour cost affects margins. The Industrywide wage agreements, with effect from April 2011 have brought sharp increase in garden cost in this financial year.

2. PRODUCT WISE OPERATIONAL PERFORMANCE

Your Company operates through seven high yield tea estates in Upper Assam. The Saleable production of Black Tea for the current year was 51,26,402 Kgs. as against 50,42,897 Kgs. for the previous financial year ended 31st March, 2011. Sales stood to 51,36,761 Kgs. of tea this year as against 50,27,967 Kgs. for the previous year. Average price realisation of made tea from own leaf has been quite ahead of industry average this year. The comparative chart given below shows how the Company's teas command premium in the market:



(Average Prices Rs/Kg)			
Tea areas	B&A Ltd.	Other Premium Companies	Consolidated Auction
Assam	176.66	135.72	126.81

Note : Moving average till December, 2011

3. OUTLOOK

- 3.1 Tea-** Tea prices (CTC) started firming up from CY 2009 and the trend continued till CY 2011 and declined thereafter from June, 2011. In CY 2011 prices were comparable to the previous tea season but remained selective for better quality. Teas from own leaf of your company attracted a premium over auction averages. However, teas from bought leaf realized in a discount as there was strong preference for quality only. A comparative chart below shows the growth trends of the Company for last four financial years.

Particulars	2008-09	2009-10	2010-11	2011-12
Production (lac kgs)	48.25	48.33	50.42	51.26
Sales (lac kgs)	48.04	47.93	50.27	51.36
Average Price realisation (Rs/Kg)	116	140	152	162

Note- Average Price from own and bought leaf.

Though there is significant growth in the prices of tea, production and sales volume registered minor growth during last four years. This was due to non availability of fresh capacity. The Directors are constantly exploring avenues for negotiated acquisitions. The Company has been undertaking routine re-plantation which has resulted in higher yield. For this purpose, the Company has availed Tea Board's Plantation Development Scheme for replanting / rejuvenation of the old tea bushes and for improvement in irrigation, drainage and transportation facility at gardens. Further, it has also availed

subsidy from Tea Board of India for modernization of factory building and machineries.

- 3.2 Leisure Resort-** The Leisure Resort project which the Company initiated last year, has taken its final shape. An 18 hole Champion Golf Course with Central Resort Facility and Golf Villas have become a major tourist attraction in Assam. Your Directors expect that this hospitality project will boost the turnover and profitability of the Company in coming years.

- 3.3 Subsidiary Company-** B&A Packaging India Ltd, the subsidiary company, is engaged in the production of high quality paper sacks in its manufacturing outfit located in Balasore, Orissa. The saleable production for the FY 12 was 9.48 million paper sacks whereas sales stood at 9.23 million paper sacks. The Company registered a turnover of Rs. 29.33 cr. and achieved a pre tax profit of Rs. 2.50 cr. for the year ended 31st March, 2012. The Company's 2200 MT flexible packaging project has been commissioned on April, 2012 and is expected to boost its revenue.

4. RISKS AND CONCERNS

4.1 Business Risks

Tea Industry is largely dependant on nature. Tea cultivation requires wet and humid weather with high rainfall for better production. With changing climatic conditions across the Globe such dependency poses a serious risk. Further, tea industry being highly labour intensive and subject to stringent labour laws, increasing employee and social commitment costs, as well as high infrastructure cost are becoming a major concern to the Company.

4.2 Risk Mitigation System

Company has established a risk management strategy that comprises of reasonable use of insurance products primarily to



manage its exposure to financial risks resulting from natural calamities and operational adversities. Further, newly introduced electronic auction and payment settlement system in Kolkata and Guwahati auction centres has not only improvised price discovery mechanism in a transparent manner but also completely removed the risk relating to payment defaults by buyers.

5. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Internal Control system continues to be prime focus area for the Company. Currently all the operations of the Company are carried out in conformity with the defined process. The Company conducts periodic internal audits and reviews all business activities viz. purchase, stores, marketing, personnel, production, maintenance, finance and accounts, and IT systems, through independent audit firm of repute. The reports of audit finding and action taken are tabled at each Audit Committee meeting. Further, the newly introduced Enterprise Resource Plan has added stringent system checks in overall operating procedures.

6. FINANCIAL PERFORMANCE & ANALYSIS

6.1 Capital Structure

The total shareholders funds as at 31st March, 2012 aggregated to Rs. 49.80 cr. of which equity capital was Rs. 3.1 cr. comprising of 31,00,000 equity shares of Rs. 10 each.

6.2 Dividend

Board of Directors has recommended equity dividend of 20 % i.e. Rs. 2 per share of Rs. 10 each. The Dividend outflow will aggregate to Rs. 62 lacs excluding dividend tax.

6.3 Revenue and Profits

During the year under review, the Company's gross revenue aggregated to Rs. 83.52 cr. compared to Rs. 76.63 cr. in the previous financial year. Profit before tax and provisions

stood to Rs. 10.15 cr. compared to similar profit of Rs. 7.72 cr. in the previous financial year.

7. HUMAN RESOURCES

The Company being a labour intensive unit, human resource management continues to be the prime thrust area. 3,820 employees including executives and managers were employed during the year. Despite of isolated and remote locations of its gardens, the Company has been able to keep the morale of its managerial personnel as well as its workforce high throughout the year. Garden Managerial Personnel were inspired to undertake participation in various vocational courses and seminars organized by trade bodies, chamber of commerce and management institutions. Group activities like sports, outdoor visits and cultural events were organized in gardens and Kolkata to instigate fellowship and team building. The Management is happy to report that in course of the year there was no major disruption among the workforce and the Company has been able to keep the employee attrition at its minimum level.

8. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws, certain presumptions on which estimates are based and other incidental factors.

**CORPORATE GOVERNANCE REPORT****PHILOSOPHY OF THE COMPANY**

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders including shareholders, employees, lenders and the Government. The Company is committed to achieve and maintain the highest standards of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing overall stakeholder value over a sustained period of time.

I. BOARD OF DIRECTORS

The Board of Directors as on 31st March, 2012 consists of two Whole Time Directors and Seven Non-Executive Directors. Six Non-Executive Directors are also independent Directors. Mr. H.P. Barooah is the Chairman and Managing Director. During the FY 2011-12 seven Board Meetings were held on 28th May, 11th August, 19th September, 12th November, 21st November 2011, 6th February 2012 and 7th March 2012. The composition of the Board of Directors, attendance of the Directors in Board or Annual General Meetings in Financial Year 2011-12 and shareholding details in the Company are summarised below :

Name	Designation	Board Meetings Attended	Whether attended AGM	Directorship in other Companies	Committee Membership & (Chairmanships) in other Indian Companies	No of Shares held in the Company
Mr. H.P. Barooah	Executive Chairman & Managing Director	6	-	1	1	9,47,289
Mr. B.K. Goswami *	Non-Executive Director	2	-	11	8	-
Mr. T.C. Dutt *	Non-Executive Director	7	-	3	1	-
Mr. Sudipto Sarkar *	Non-Executive Director	5	-	8	6	-
Mr. Latifur Rahman *	Non-Executive Director	1	-	-	-	-
Mr. A. Chowdhuri *	Non-Executive Director	6	-	-	-	-
Mr. R. Roy Choudhury	Non-Executive Director	7	-	1	-	-
Mr. R.K. Bhuyan *	Non-Executive Director	6	Yes	1	1	-
Mr. Somnath Chatterjee	Managing Director	7	-	1	-	-

Note : (1) * Mark denotes Independent Directors as defined in Clause 49 of Listing Agreement.

(2) Mr Rahman was appointed on 21st November, 2011.

(3) Directorship/Committee Membership/Chairmanship in other Companies excludes Private Limited Companies, Foreign Companies and section 25 Companies.

**DIRECTORS WITH MATERIALLY SIGNIFICANT, PECUNIARY OR BUSINESS RELATIONSHIP WITH THE COMPANY**

As required under Accounting Standard 18 transactions with related parties are furnished under Note 27, Para 15 to the Notes to the Accounts appended to the Balance Sheet for the year ended 31st March, 2012. There was no transaction in the financial year which are of material nature with the Promoter, Directors or their relatives, etc. that may have potential conflict with the interest of the Company, other than those, disclosed in the said note with regards to payment of remuneration to whole time directors, payment of interest on fixed deposits and pension to a family member of a deceased Director.

II. COMMITTEES OF THE BOARD**1. AUDIT COMMITTEE**

The Company has an Audit Committee constituted in accordance with the requirements of Section 292A of the Companies Act, 1956 and clause 49 of the Listing Agreement entered into with the Stock Exchange. The primary objective of the Audit Committee of the Board of Directors of your Company is to discharge responsibilities relating to accounting and reporting of financial practices adopted by the Company, surveillance of internal controls as well as accounting and audit activities. The terms of reference of the Audit Committee include –

1. Review of the Company's financial reporting process and the disclosure of its financial information.
2. Recommending the appointment and removal of Statutory, Internal and Cost Auditors.
3. Reviewing with the management, the periodical financial statements.
4. Reviewing with the management, Statutory and Internal Auditors, the adequacy of internal

control systems, frequency of internal audit, significant findings by Internal Auditors and follow up there on.

5. Discussion with the Statutory Auditors, on nature and scope of audit and conducting post audit discussions.
6. Reviewing the Company's financial and risk management policies.
7. Reviewing Whistle Blower Mechanism.
8. Reviewing Management Discussion and Analysis Report, Statement of significant Related Party transactions, Internal Audit Reports.
9. Reviewing of financial statements and investments made by the Company.

Composition and Meetings

The Committee comprises of three Directors, two of them are Independent. Mr. T.C. Dutt, Chairman of the Committee is a Non-Executive Independent Director having adequate administrative and management expertise. The Company Secretary acts as the Secretary to the Committee. Audit Committee met four times during FY 2011-12 on 28th May, 11th August, 12th November, 2011 and 6th February, 2012. The composition of the Audit Committee and attendance at Committee meetings are summarised below :

Name	Category	Number of meetings attended
Mr. T.C. Dutt	Non-Executive Independent	4
Mr. B.K. Goswami	Non-Executive Independent	4
Mr. H. P. Barooah	Executive Director	3

Note : Mr Goswami attended 2 meetings through teleconference.



2. REMUNERATION COMMITTEE

The Remuneration Committee of the Board lays down remuneration payable to the Executive Directors of the Company. The purpose of the Committee is to discharge Board's responsibilities relating to compensation of the Company's Executive Directors.

Composition and Meetings

The Committee comprises of three directors, all of them are independent. Mr. T.C. Dutt acts as the Chairman of the Committee. The other members are Mr. A. Chowdhuri and Mr. B.K. Goswami. In the FY 2011-12 one committee meeting was held on 6th February 2012.

Details of Remuneration Paid to the Directors

Currently the Non-Executive Directors of the Company are being paid sitting fees of Rs. 5,000 for attending each meeting of the Board of Directors and Audit Committee and Rs. 2,000 for attending meetings of Investor Grievances Committee and Remuneration Committee. Besides sitting fees, the Non-Executive Directors of the Company were not paid any other remuneration or commission except reimbursement of conveyance expenses. However, Managing Directors and Whole Time Director are being paid remuneration as approved by the shareholders. The details of the payments made to the Directors during the year ended 31st March, 2012 are summarised below-

Name	Designation	Sitting fees (Rs.)	Salary & Perks (Rs.)	Commission (Rs.)	Total (Rs.)
Mr. H.P. Barooah	Executive Chairman & Managing Director	-	22,86,243	-	22,86,243
Mr. T.C. Dutt	Non-Executive Director	57,000	-	-	57,000
Mr. B.K. Goswami	Non-Executive Director	20,000	-	-	20,000
Mr. A. Choudhuri	Non-Executive Director	32,000	-	-	32,000
Mr. Sudipto Sarkar	Non-Executive Director	25,000	-	-	25,000
Mr. R.K. Bhuyan	Non-Executive Director	30,000	-	-	30,000
Mr. Latifur Rahman	Non-Executive Director	-	-	-	-
Mr. R. Roy Choudhury	Non-Executive Director	-	-	-	-
Mrs. Sharmila Shetty	Whole Time Director	-	1,69,000	-	1,69,000
Mr. Somnath Chatterjee	Managing Director	-	13,73,064	-	13,73,064

Note : (i) Mr. R. Roy Choudhury, Managing Director of Subsidiary Company, B&A Packaging India Ltd. did not receive any sitting fees during the year.
(ii) Mrs. Sharmila Shetty was employed during part of the year.
(iii) Mr. Latifur Rahman has waived his sitting fees.

**3. INVESTOR GRIEVANCES COMMITTEE**

Investor Grievances Committee comprises of Mr. A. Chowdhuri (Chairman) and Mr. Somnath Chatterjee (Committee Member). The Committee oversees the performance of the Registrar and Transfer Agent and recommends measures for overall improvement of the quality of investor services. The Committee meets as and when required to look into complaints of the shareholders relating to non-receipt of annual reports, notices, transfer of shares, dematerialization of shares and other grievances. In the financial year 2011-12, no committee meeting was held. During the year no investor complaint was lodged.

4. SHARE TRANSFER COMMITTEE

The Board has delegated the share transfer power to a Committee consisting of Mr. H.P. Barooah and Mr. Somnath Chatterjee, Directors of the Company. The Committee meets once in a fortnight to attend to share transfer formalities.

III. PROFILE OF DIRECTORS REAPPOINTED/ NEWLY APPOINTED

A. Mr. H. P. Barooah, born in 1926, did his MBA from prestigious Harvard Business School, USA in 1949. In 1950 he laid the foundation of B&A Group by taking over Barasali Tea Estate. Apart from promoting Tea Plantation Business through his flagship company B&A Ltd., Mr. Barooah has promoted several business ventures in Tea Broking, Tea and Industrial Packaging and Tourism. During his long entrepreneurship he has remained President of Bengal Chamber of Commerce and Industry, Member of Tea Board, Chairman, Local Board (East) of State Bank of India, Director, Indian Airlines Corporation and Member of Central Advisory Council for Industrial Development, New Delhi. He was also the Chairman of Tea Research Association, Assam Tea Corporation Ltd. for three terms. Currently he is the Executive Chairman and Managing Director of the

Company. Mr. Barooah holds 9,47,289 equity shares in the Company.

- B. Mr. B.K. Goswami, a retired IAS officer held very senior administrative positions like Chief Secretary, Govt. of Jammu & Kashmir, Secretary, Tourism, Director General, Tourism, Govt. of India. Born in 1953, he topped Punjab University in English Masters. Mr. Goswami does not hold any shares in the Company.
- C. Mr. Sudipto Sarkar, senior legal counsel was born in 1946. He did his B. Sc. in Mathematics from Presidency College, Kolkata and B.A. (Law, Tripos) and L.L.M. in International Law from Jesus College, Cambridge University, U.K. and also did his Masters in Law from Cambridge University, U.K. Mr. Sarkar is a barrister from Gray's Inn, London, U.K. He has contributed to several books on legal jurisprudence, namely, Sarkar on Evidence, Sarkar's Law of Civil Procedure, etc. Mr. Sarkar does not hold any shares in the Company.
- D. Mr. Latifur Rahman, Founder Chairman of Transcom Group of Companies, the most successful business venture of Bangladesh, joined the Directorate in November 2011. Mr. Rahman, born in 1945 has been heading the entire Transcom Group which employs over 10,000 persons and turnover exceeding US\$ 500 million. His business ventures includes marketing and distribution of beverages, fast foods, manufacture and marketing of electronic products, tea plantations, media and insurance products. Mr. Rahman is the President of International Chamber of Commerce, Bangladesh and has remained a member of Executive Board of Bangladesh Bank. Mr. Rahman does not hold any shares in the Company.
- E. Mr. Anjan Ghosh, born in 1949, a Chartered Accountant by profession, has been associated with J.Thomas Group of Companies, a reputed tea broking house of Calcutta where he was elevated to Vice Chairman and Managing Director. Currently he works as a corporate consultant. Mr. Ghosh does not hold any shares in the Company.

**List of Companies where the proposed appointee is also a Director/Member of Committee of Directors**

Name	Name of the Company	Directorship	Committee Membership	
Mr. H. P. Barooah	1. B&A Packaging India Ltd.	Director	Audit and Remuneration Committee	
	2. Heritage North East Pvt. Ltd.	Director		
	3. Kaziranga Gulf Club Pvt. Ltd.	Director		
Mr. B.K. Goswami	1. Jai Prakash Associates Ltd	Director	Audit and Remuneration Committee	
	2. Global Trust Capital F Ltd	Director		
	3. Mata Secutiries (P) Ltd	Director	Audit Committee	
	4. New Kennilworth Hotels Ltd	Director		
	5. L.H. Sugar Factories Ltd	Director		
	6. J P Infratech Ltd	Director		
	7. Nectar Life Sciences Ltd	Director		
	8. Blue Coast Hotels Ltd	Director		
	9. Conservation Corp. of India Ltd	Director		Audit, Remuneration and Investor Grievnace Committee
	10. Naturich Labs Pvt. Ltd	Director		
	11. Jaypee Dev. Corp. Ltd	Director		
	12. Simbhaoli Sugars Ltd	Director		
	13. Naturis Cosmetics Pvt. Ltd	Director		
Mr. Sudipto Sarkar	1. B & A Packaging India Ltd	Director	Audit Committee Audit Committee and Investor Grievnace Committee	
	2. JSW Steel Ltd	Director		
	3. Vesuvius India Ltd	Director		
	4. Descon Ltd	Director	Audit Committee and Investor Grievnace Committee Audit Committee	
	5. EIH Associates Hotels Ltd	Director		
	6. Eveready Industries Ltd	Director		
	7. Insland Hotel Maharaj Ltd	Director		
	8. Mcnally Bharat Eng. Co. Ltd	Director		
Mr. Latifur Rahman	1. Transcom Ltd	Director		
	2. Transcom Beverages Ltd	Director		
	3. Tanscom Foods Ltd	Director		
	4. Transcom Distribution Co. Ltd	Director		
	5. Transcom Electronics Ltd	Director		
	6. Bangladesh Lamps Ltd	Director		
	7. Eskayes Bangladesh Ltd	Director		
	8. Media Star Ltd	Director		
	9. Ayna Broadcasting Co. Ltd	Director		
	10. Transcraft Ltd	Director		
	11. Transcom Mobile Ltd	Director		
Mr. Anjan Ghosh	B & A Packaging India Ltd	Director	Audit Committee	

Note : All Directorships held by Mr. Rahman are in foreign companies.

**IV. DISCLOSURES****i) Disclosures on materially significant related party transactions**

There were no transactions of material nature with the promoters, the directors or the management or their subsidiaries or relatives during the period, which would have potential conflict with the interest of the Company at large.

ii) Details of noncompliance

No penalties/strictures have been imposed on the Company by Stock Exchange or SEBI or any other authority, on any matter related to capital markets, during the last three years.

iii) The Company has adopted a 'Whistle Blower Policy' which has been communicated to all the employees at all level along with Code of Conduct. The Whistle Blower Policy is the

mechanism to help the employees to raise their concerns about any malpractice, impropriety, abuse or wrongdoing at an early stage and in the right way, without fear of victimization, subsequent discrimination or disadvantage. The employees can directly contact the Managing Director or report directly to the Audit Committee of any concern in this regard.

iv) The Company has complied with the entire mandatory requirement to Clause 49 of the Listing Agreement executed with Bombay Stock Exchange Ltd. Comments on adoption of non-mandatory requirements are given at the end of this report.

v) The CEO/CFO certificate as required under clause 49(V) of the Listing Agreement was laid before the Board of Directors and was taken on record by the Board.

V. GENERAL SHAREHOLDERS INFORMATION**i) Details of last three Annual General Meetings**

Date	Location	Time	Special Resolutions Passed
14th August 2009	Indu Bahawan, Mahatma Gandhi Road, Jorhat- 785001	10 am	Appointment of Executive Chairman & Managing Director
30th July 2010	Indu Bahawan, Mahatma Gandhi Road, Jorhat- 785001	10.30 am	No Special Resolution was passed
14th July 2011	Indu Bahawan, Mahatma Gandhi Road, Jorhat- 785001	10.30 am	No Special Resolution was passed

ii) Postal Ballot

No Special resolution was passed through Postal Ballot during the financial year ended 31st March, 2012, as per the procedures prescribed in the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

Special Resolution proposed through Postal Ballot : No Special Resolution is proposed to be passed through postal ballot.

iii) Means of Communication

- Quarterly Financial Results are published in English in Business Standard, Kolkata Edition, and in Assamese, namely Dainik Agrodoot.
- Management Discussion & Analysis is a part of Annual Report.

**iv) Implementation of Code of Conduct**

The Company has adopted the 'Code of Conduct' for its employees at all levels including Senior Management and Directors. The code has been circulated among all employees. As required under clause 49 of the listing agreement, the affirmation as regards compliance with the Code from Directors and Senior Management personnel has been obtained for FY 2011-12.

v) Compliance with SEBI (Prohibition of Insider Trading) Regulations, 2002

In pursuance of these regulations, the Company has formulated Insider Trading Code for its employees and directors for dealing in shares of the Company. Various forms have been designed for the purpose of receiving information from the employees and directors of the Company. Further, the Trading Window for dealing in shares of the Company has been closed for the Directors and employees of the Company as per the Insider Trading Code.

vi) Annual General Meeting

Day, Date -	Monday, 6th August, 2012.
Time -	10.30 A.M.
Venue-	Registered office of the company at Indu Bhawan, Mahatma Gandhi Road, Jorhat-785 001.

vii) Financial Calendar for FY 2012-13

First Quarter Results: Within 2nd Week August, 2012.

Half yearly Results : Within 2nd Week of November, 2012.

Third Quarter Results: Within 2nd Week of February 2013.

Fourth Quarter/
Annual Results: End of May 2013.

viii) Book Closure Dates: 28th July, 2012 to 6th August, 2012. (Both days inclusive)

ix) Dividend Payment Dates : The dividend as recommended by the Board of Directors, if declared in the Annual General Meeting, will be paid on or after 11th August, 2012.

x) Listing of shares on Stock Exchanges

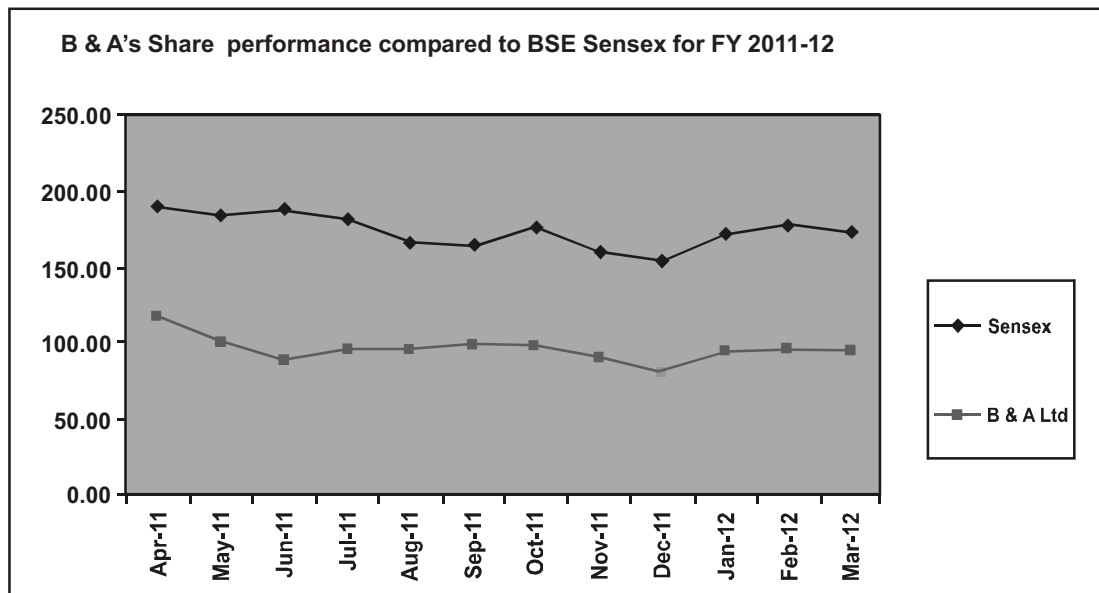
The equity shares of the Company is listed on Bombay Stock Exchange Limited (BSE). Listing fees for the FY 2012-13 have been paid to the stock exchange. The stock code of the Company is 508136. The shares are regularly traded in B segment of the exchange. The monthly volume of turnover of stocks in BSE remained around 53 thousand on an average.

**xi) Stock Price Data**

Stock Price data for the Financial Year 2011-2012 are summarised below-

Month	Monthly high (Rs.)	Monthly low (Rs.)	Month	Monthly high (Rs.)	Monthly low (Rs.)
April 11	126.00	102.55	Oct 11	101.90	91.70
May 11	123.00	100.00	Nov 11	106.00	82.00
June 11	105.95	88.50	Dec 11	98.55	71.10
July 11	110.40	89.80	Jan 12	106.00	78.00
Aug 11	107.90	88.10	Feb 12	109.00	90.15
Sept 11	117.00	95.30	Mar 12	104.00	90.00

Note : Data Compiled from BSE official website.

xii) Stock Performance versus the Sensex

Note: Both Sensex and B & A Share price are indexed to 100 at the beginning of the year.



xiii) Distribution of Shareholding as at 31st March, 2012 :

Share Range	No. of shareholders	% As to total No. of holders	No. of shares held	% As to total No. of shares
1-500	3089	89.69	4,60,236	14.84
501-1000	184	5.35	1,45,707	4.70
1001-2000	85	2.46	1,27,525	4.11
2001-3000	27	0.79	64,207	2.08
3001-4000	13	0.37	48,052	1.56
4001-5000	6	0.18	27,276	0.87
5001-10000	16	0.47	1,10,252	3.55
10001-50000	17	0.49	3,31,100	10.68
50001-100000	3	0.09	2,39,597	7.73
100001 & above	4	0.11	15,46,048	49.88
Total	3444	100.00	31,00,000	100.00

xiv) Equity Shareholding pattern as at 31st March, 2012 :

Category	No of Shares	%
A) Promoter		
(i) Individuals/HUF	15,06,719	48.60
(ii) Bodies Corporate and trust	1,91,100	6.17
B) Public Shareholding		
(i) Mutual funds/UTI	115	0.01
(ii) FI/Banks/Insurance Cos'.	1,200	0.03
(iii) Bodies Corporate	2,50,845	8.09
(iv) Others	14,509	0.48
(v) Individuals		
a) Holding upto Rs.1 lac	8,75,917	28.25
b) Rs. 1 lac & above	2,59,595	8.37
Total	31,00,000	100.00

**xv) Dematerialization of Shares and Liquidity**

The Company's equity shares are compulsorily traded in the electronic form. As on March, 31, 2012, 28,72,331 shares representing 92.65% of total equity capital was held in electronic form. The shareholders can hold the shares in demat form either through NSDL or CDSL. The ISIN number allotted to the Company is INE489D01011.

is fully computerized to ensure timely settlement. It normally takes 15 days from the date of receipt of the complaint for disposal of investor grievances.

Further any kind of grievances may be specifically addressed to Company Secretary and sent to the corporate office of the company at 113, Park Street, 9th Floor, Kolkata- 700016 for speedy redress.

xvi) Investor Grievance Redressal System

The Investor grievances against the company are handled by the Company's Registrar and Transfer Agent, M/s.MCS Ltd, Kolkata, in consultation with the Secretarial Department of the Company. The Registrars have adequate skilled staff with professional qualifications and advanced computer systems for speedy redressal of the investor grievances. The total process of settlement of a complaint right from its receipt to disposal

xvii) Registrar & Transfer Agent:

M/s. MCS Limited (Unit B&A Ltd.)
77/2A, HAZRA ROAD, KOLKATA-700029
Ph: 033-2454-1892/93, Fax: 033-2454-1961
email: mcs@cal2.vsnl.net.in

xviii) Registered Office: Indu Bhawan, Mahatma Gandhi Road, Jorhat, Assam-785001**xix) Tea Estates:** The Company owns seven tea estates, all situated in Upper Assam as follows

Salkathoni Tea Estate P.O. Sapekhathi Dist. Sibsagar Assam	Mokrung Tea Estate P.O. Furkating Assam	Samaguri Tea Estate P.O. Gatonga Assam	Gatoonga Tea Estate P.O. Gatonga Assam
Barasali Tea Estate P.O. Borhat Dist. Sibsagar, Assam	Kuhum Tea Estate P.O. Titabar Assam	Sangsua Tea Estate P.O. Gatonga Assam	

xx) Non-mandatory requirements of Corporate Governance

As required under non-mandatory requirements the Company has constituted Remuneration Committee. The Company's policies as regards to adoption of other non-mandatory requirements shall be disclosed in this report from time to time.

xxi) Declaration

As provided under Clause 49 of the Listing Agreement of the Stock Exchange, all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company during the year ended March 31, 2012.

Kolkata, May 25, 2012

For B & A Ltd.
H.P. Barooah
Chairman & Managing Director



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
B&A LIMITED

We have examined the compliance of conditions of Corporate Governance by **B&A Limited**, for the year ended 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Limited.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For P. K. Nandy & Associates
Chartered Accountants
Registration No. 307043E
P. K. Nandy
Proprietor
Membership No. 11505

Kolkata, The 25th May, 2012



AUDITORS' REPORT

To
The Members of
B&A Limited

1. We have audited the attached Balance Sheet of **B&A Limited** as at 31st March, 2012 and also the statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law, have been kept by the Company, so far as appears from our examination of those books ;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account ;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956 ;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the Accounting Policies, Notes to the accounts and annexed thereto, give the information required by the Companies Act, 1956, in the manner so



required, and give a true and fair view in conformity with the accounting principles generally accepted in India :

- (i) in so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 ;
- (ii) in so far as it relates to the Statement of Profit and Loss Account, of the profit of the Company for the year ended on that date; and
- (iii) in so far as it relates to the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For P. K. Nandy & Associates

Chartered Accountants

Registration No. 307043E

P. K. Nandy

Proprietor

Membership No. 11505

Kolkata, The 25th May, 2012

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 3 of our report of even date)

1.
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets on the basis of available information.
 - (b) As represented by the Management to us, the Fixed assets have been physically verified by the Management during the year in a phased manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - (c) In our opinion, the fixed assets dis-posed of during the year, do not constitute a substantial part of the fixed assets of the Company and such disposal has not affected the going concern status of the Company.
2.
 - (a) As explained to us, inventories have been physically verified by the Management at reasonable intervals during the year.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.



3. The Company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 and as such clauses (iii) (b) to (iii) (d) of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods.
5. In respect of contracts and arrangements entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956
 - (a) To the best of our knowledge and belief and according to the information and explanations given to us, particulars of contracts or arrangement that needed to be entered into the register maintained under the said section have been so entered.
 - (b) According to the information and explanations given to us, where the transactions made in pursuance of such contracts of arrangements during the year are in excess of Rs. 5,00,000.00, they have been made at prices, which are, *prima facie*, reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA of the Companies Act, 1956 and the rules framed there-under, to the extent applicable, have been complied with.
7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the Order made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that *prima facie* the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.
9.
 - a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion the company is generally regular in depositing with the appropriate authorities undisputed statutory dues such as Provident Fund, Investor Education and Protection Fund, Central Sales Tax, Wealth Tax, Customs Duty, Value Added Tax, Service Tax, Cess and other statutory dues applicable to it.
 - b) According to the information and explanations given to us there was no disputed dues of Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty and Cess as on 31st March, 2012 except an amount of Rs 11,27,944/- (Previous Year Rs 11,27,944/-) on account of CENVAT credit disallowed by the excise authority, for which an appeal is pending before the Central Excise Appellate Tribunal.



Interest of Rs 71,36,198/- and Rs 1,00,61,000/- on accounts of Green Leaf Cess and Provident Fund respectively claimed by the respective authorities have been provided in the accounts under Contingent Liabilities but not paid since the same are under negotiation for waiver.

10. The Company earned cash profit in this financial year and in the immediately preceding financial year and there is no accumulated losses at the end of the financial year.
11. The Company has not defaulted in re-payment of dues to any financial institutions or banks.
12. The Company has not granted loans and advances on the basis of security by way of pledge of equity shares and other securities.
13. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / societies.
14. The Company is not dealing or trading in equity shares, securities and other investments.
15. During the period under audit, the company has not given any guarantee for loan taken by others from bank or financial institutions.
16. In our opinion, the term loans have been applied for the purpose for which they were raised.
17. According to the information and ex-planations given to us and on an overall examination of the Balance Sheet of the Company, we report that the Company has not used funds raised on short-term basis for long-term investment.
18. The Company has not made any preferential allotment of shares to parties or companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed and information and explanations given by the Management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For P. K. Nandy & Associates

Chartered Accountants

Registration No. 307043E

P. K. Nandy

Proprietor

Membership No. 11505

Kolkata, The 25th May, 2012

**BALANCE SHEET AS AT 31ST MARCH, 2012**

	Note No.	As at 31st March, 2012		As at 31st March, 2011	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
Share Capital	1	3,10,00,000		3,10,00,000	
Reserves and Surplus	2	<u>46,70,70,597</u>		<u>40,26,43,459</u>	
			49,80,70,597		43,36,43,459
(2) Non-Current Liabilities					
Long-term Borrowings	3	16,38,14,149		16,53,20,292	
Deferred tax Liabilities (Net)	4	1,34,90,785		84,28,625	
Other Long Term Liabilities	5	10,67,984		10,67,984	
Long-term Provisions	6	<u>6,00,85,263</u>		<u>6,05,85,259</u>	
			23,84,58,181		23,54,02,160
(3) Current Liabilities					
Short-term Borrowings	7	19,07,36,108		13,02,63,705	
Trade Payables	8	10,92,36,136		7,60,64,758	
Other current Liabilities	9	1,06,88,840		2,52,14,261	
Short-term Provisions	10	<u>7,77,06,788</u>		<u>5,63,59,168</u>	
			38,83,67,872		28,79,01,892
TOTAL		<u>1,12,48,96,650</u>		<u>95,69,47,511</u>	
II. ASSETS					
(1) Non-current assets					
Fixed Assets					
Tangible Assets	11	75,55,85,068		68,74,62,468	
Intangible Assets	11	<u>10,82,398</u>		<u>10,01,437</u>	
		75,66,67,466		68,84,63,905	
Non-current Investments	12	3,81,45,480		3,81,45,480	
Long Term Loans and Advances	13	<u>10,75,08,003</u>		<u>4,25,21,797</u>	
			90,23,20,949		76,91,31,182
(2) Current Assets					
Inventories	14	5,97,54,242		5,77,05,103	
Trade Receivables	15	1,18,59,826		1,54,68,649	
Cash and Cash Equivalents	16	5,76,79,086		2,28,65,696	
Short-term Loans and Advances	17	8,17,44,716		7,93,47,905	
Other Current Assets	18	<u>1,01,02,491</u>		<u>1,01,02,491</u>	
			22,11,40,361		18,54,89,844
(3) Deferred Revenue Expenditure					
			14,35,340		23,26,485
TOTAL		<u>1,12,48,96,650</u>		<u>95,69,47,511</u>	
Significant Accounting Policies and Notes to the Accounts	27				

The Notes to the Accounts referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

For P.K. NANDY & ASSOCIATES

Chartered Accountants

Registration No. 307043E

P.K. Nandy

Proprietor

Membership No. 11505

Kolkata

25th May, 2012

D. Chowdhury
Company Secretary

Anjan Ghosh
Director

For and on behalf of the Board

H.P. Barooah

Chairman & Managing Director

Somnath Chatterjee
Managing Director

**STATEMENT OF PROFIT AND LOSS**

	Note No.	For the year ended 31.03.2012	For the year ended 31.03.2011
		Rs.	Rs.
Revenue from Operations	19	83,18,67,060	76,41,30,551
Other Income	20	33,60,714	22,43,346
Total Revenue		83,52,27,774	76,63,73,897
Expenses			
Cost of Material Consumed	21	14,91,36,367	16,21,45,273
Change in Inventories (Stock of Tea)	22	65,764	(31,00,536)
Employee Benefit Expenses	23	25,94,54,450	23,94,88,996
Financial Cost	24	5,41,46,222	4,29,35,530
Depreciation and Amortization Expenses	25	1,66,35,681	1,48,48,491
Other Expenses	26	25,42,09,358	23,28,50,177
		73,36,47,842	68,91,67,931
Profit/(Loss) before Taxation		10,15,79,932	7,72,05,966
Provision for Income Tax		(2,18,00,000)	(2,62,00,000)
Provision for Deferred Taxation		(50,62,160)	(40,22,384)
Profit/(Loss) after Taxation Carried Forward		7,47,17,772	4,69,83,582
Earnings per Share(Basic & Diluted)		24.10	15.16

Significant Accounting Policies
and Notes to the Accounts

27

The Notes to the Accounts referred to above form an integral part of the Statement of Profit & Loss

This is the Statement of Profit and Loss referred to in our Report of even date.

For P.K. NANDY & ASSOCIATES

Chartered Accountants

Registration No. 307043E

P.K. Nandy

Proprietor

Membership No. 11505

Kolkata

25th May, 2012

D. Chowdhury
Company Secretary

Anjan Ghosh
Director

For and on behalf of the Board

H.P. Barooah

Chairman & Managing Director

Somnath Chatterjee
Managing Director

**NOTES TO THE ACCOUNTS**

As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
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1. SHARE CAPITAL**Authorised**

50,00,000 Equity Shares of Rs. 10/- each	5,00,00,000	5,00,00,000
5,00,000 Redeemable Cumulative Preference, Shares of Rs 100/- each	5,00,00,000	5,00,00,000
	<u>10,00,00,000</u>	<u>10,00,00,000</u>

Issued, Subscribed and Fully Paid-up

31,00,000 Equity Shares of Rs. 10/- each fully Subscribed and paid up	3,10,00,000	<u>3,10,00,000</u>
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Of the above Shares-

- (1) Shares in the Company held by each Shareholder holding more than 5 percent Shares:
 - 9,47,289 Shares by Mr H.P Barooah
 - 3,16,200 Shares by Mrs S.Shetty
 - 2,42,430 Shares by Mrs Gargi Barooah
- (2) 1,43,210 Equity Shares of Rs. 10/- each fully paid up have been allotted as Bonus shares by Capitalisation of Reserves. (Previous Year -Same)
- (3) Final Call on 30,000 Equity Shares amounting to Rs.1,48,425/- were fully paid up by way of Capitalisation of Reserves. (Previous Year -Same)
- (4) 6,47,763 Equity Shares of Rs. 10/-each fully paid up have been allotted for consideration other than cash pursuant to Schemes of Amalgamation (Previous Year- Same)
- (5) There is no change in Share Capital during the year

2. RESERVES AND SURPLUS

	Balance as at 01.04.2011 Rs.	Additions Rs.	Deductions Rs.	Balance as at 31.03.2012 Rs.
Capital Reserve	1,24,27,906	-	-	1,24,27,906
Securities Premium Reserve	10,01,49,818	-	-	10,01,49,818
Revaluation Reserve	23,98,47,682	-	30,84,839	23,67,62,843
General Reserve	57,19,179	56,04,000	-	1,13,23,179
Surplus in Profit & Loss Statement	4,44,98,874	6,19,07,977	-	10,64,06,851
(See note below)	40,26,43,459	6,75,11,977	30,84,839	46,70,70,597

	31.03.2011	31.03.2012
Note:- Opening Surplus	52,68,817	4,44,98,874
Surplus as per Profit & Loss Statement	4,69,83,582	7,47,17,772
Less: Proposed Dividend on Equity Shares	(46,50,000)	(62,00,000)
Provision for Tax on Proposed Dividend	(7,54,346)	(10,05,795)
Transfer to General Reserve	(23,49,179)	(56,04,000)
	4,44,98,874	10,64,06,851



NOTES TO THE ACCOUNTS	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
3. LONG TERM BORROWINGS		
SECURED		
Term Loans		
From United Bank of India	8,24,81,627	10,99,11,002
Secured by hypothecation of existing and future tangible assets (Excluding the assets purchased under hire purchase Scheme of Tea Board) including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates and at Kolkata (2/C,Hastiings Park Road,Kolkata-27) of the Company, besides the personal guarantee of a director. (Re-payable within, 2019)		
From Tea Board	1,25,10,870	1,91,26,635
Secured / to be secured by assets purchased under the Tea Board Hire Purchase Scheme. (Re-payable within December, 2014)		
Loan from Companies	5,19,35,017	3,05,46,520
Secured by mortgage of certain immovable properties situated at Kolkata (113, Park Street Kolkata -16)		
UNSECURED		
From Public	1,68,86,635	57,36,135
By way of Fixed Deposits		
	<u>16,38,14,149</u>	<u>16,53,20,292</u>
4. DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liabilities	3,36,22,537	2,98,32,097
Being Tax Impact on difference between W D V of Block of Assets as per Income Tax Laws and book W D V of Fixed Assets.		
Deferred Tax Assets		
Expenses charged in the books but allowance deferred under Income tax laws	2,01,31,752	2,14,03,472
Net Deferred Tax Liability	<u>1,34,90,785</u>	<u>84,28,625</u>



NOTES TO THE ACCOUNTS	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
5. OTHER LONG TERM LIABILITIES		
Trade Payable	<u>10,67,984</u>	<u>10,67,984</u>
	10,67,984	10,67,984
6. LONG TERM-PROVISIONS		
Provision for Gratuity	<u>6,00,85,263</u>	<u>6,05,85,259</u>
	6,00,85,263	6,05,85,259
7. SHORT-TERM BORROWINGS		
Working Capital Loan		
United Bank of India (Cash Credit Accounts) Secured by hypothecation of existing and future current assets including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates, besides personal guarantee of a director.	<u>19,07,36,108</u>	<u>13,02,63,705</u>
	19,07,36,108	13,02,63,705
8. TRADE PAYABLES		
Short Term Liabilities [including micro,small and medium enterprises Rs.1,80,432 (P. Year Rs. 49,565)]	<u>10,54,30,275</u>	<u>7,55,91,436</u>
Other payable	<u>38,05,861</u>	<u>4,73,322</u>
	10,92,36,136	7,60,64,758
9. OTHER CURRENT LIABILITIES		
Loan From Others	<u>10,801</u>	<u>1,12,17,164</u>
Loan For Vehicles (Instalments not yet due)	<u>1,03,87,194</u>	<u>1,37,19,225</u>
Unclaimed Dividend	<u>2,90,845</u>	<u>2,77,872</u>
	1,06,88,840	2,52,14,261
10.SHORT TERM-PROVISIONS		
Provision for Gratuity	<u>49,01,993</u>	<u>71,55,822</u>
Provision for Income Tax	<u>6,55,99,000</u>	<u>4,37,99,000</u>
Proposed Dividend	<u>62,00,000</u>	<u>46,50,000</u>
Provision for tax on Proposed Dividend	<u>10,05,795</u>	<u>7,54,346</u>
	7,77,06,788	5,63,59,168



NOTES TO THE ACCOUNTS

11. FIXED ASSETS

Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	Original/ Revalued Cost as at 01.04.2011 Rs.	Additions during the year Rs.	Sale/ Adjustment during the year Rs.	Total as at 31.03.2012 Rs.	Up to 31.03.2011 Rs.	For the year Rs.	Disposal/ Adjustment during the year Rs.	Total as at 31.03.2012 Rs.	As at 31.03.2011 Rs.	As at 31.03.2012 Rs.
TANGIBLE ASSETS										
FREE HOLD LAND	33,14,431	-	-	33,14,431	-	-	-	-	33,14,431	33,14,431
LEASE HOLD LAND & PLANTATIONS	33,97,04,769	1,79,62,611	-	35,76,67,380	-	-	-	-	35,76,67,380	33,97,04,769
BUILDINGS	27,97,73,743	4,50,69,457	5,55,368	32,42,87,832	7,20,20,195	59,74,370	87,317	7,79,07,248	24,63,80,584	20,77,53,548
PLANT & MACHINERY	16,78,14,557	1,87,80,546	-	18,65,95,103	8,54,29,771	70,30,205	-	9,24,59,976	9,41,35,127	8,23,84,786
ELECTRICAL INSTALLATION	3,48,01,979	14,93,923	1,87,366	3,61,08,536	1,82,31,546	16,94,552	1,44,710	1,97,81,388	1,63,27,148	1,65,70,433
VEHICLES	4,98,52,285	13,11,925	5,34,612	5,06,29,598	2,51,99,724	33,13,688	5,07,881	2,80,05,511	2,26,24,087	2,46,52,561
OFFICE EQUIPMENT	26,36,329	1,61,490	-	27,97,819	15,45,789	96,765	-	16,42,554	11,55,265	10,90,540
COMPUTER	40,94,563	3,50,998	-	44,45,561	24,51,275	5,86,273	-	30,37,548	14,08,013	16,43,297
FURNITURE & FITTINGS	1,94,00,954	32,47,369	-	2,26,48,323	90,52,851	10,22,439	-	1,00,75,290	1,25,73,033	1,03,48,103
INTANGIBLE ASSETS										
COMPUTER SOFTWARE	13,47,489	83,200	-	14,30,689	3,46,043	2,248	-	3,48,291	10,82,398	10,01,437
TOTAL	90,27,41,099	8,84,61,519	12,77,346	98,99,25,272	21,42,77,194	1,97,20,520	7,39,908	23,32,57,806	75,66,67,466	68,84,63,905
Previous Year	81,64,25,527	10,37,02,358	1,73,86,786	90,27,41,099	21,24,56,279	1,79,33,330	1,61,12,415	21,42,77,194	68,84,63,905	

Notes :

- Additions during the year to Lease Hold Land & Plantations include Rs. 1,54,48,251/- (Previous year Rs.1,15,23,989/-) on account of Replanting & Replacement.
- Furniture & Fittings includes Silverware, Original Cost Rs. 5,13,430/- on which no depreciation has been Charged.
- A Revaluation (at net of replacement cost) of Land and Plantations, certain Buildings, Plant & Machinery, Electrical Installations and Vehicles situated at Company's Tea Estates carried out by an approved valuer as at 31st December 1993 has resulted in an increase in value by Rs.21,34.64 lacs(Land & Plantations Rs.13,25,55,536/-,Buildings Rs.5,32,34,797/-,Plant & Machinery Rs.1,66,74,540/-, Electrical Installations Rs.75,70,432/-, and Vehicles Rs.34,28,697/-) over and above Rs.335.28 lacs increase which had arisen as a result of a revaluation of the Company's Land & Plantations, Buildings and Plant & Machinery at Tea Estate on 1.4.85 at net of replacement basis.
- Land & Plantation, Buildings, Plant & Machinery, Vehicles, Electrical Installation, Furniture & Fittings and Office Equipments include Rs.31,700,411, Rs.38,64,169 Rs.1,29,35,125 Rs. 4,27,720, Rs.7,37,938, Rs 52,220 and Rs.12,17,845 respectively on account of development of land and other assets to be used for golf game.

**NOTES TO THE ACCOUNTS****As at
31.03.2012
Rs.****As at
31.03.2011
Rs.****12. NON CURRENT INVESTMENTS****LONG TERM INVESTMENTS****Other Investments****Shares (Quoted at Cost)**

91 Equity Shares of Rs.10/-each fully paid up in ICICI Bank Ltd. (Previous year same)	4,980	4,980
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Shares (Unquoted at Cost)

250 Equity Shares of Rs.100/-each fully paid up in Assam Financial Corporation (P.Year same)	25,000	25,000
18,000 Equity Shares of Rs.10/-each fully paid up in Heritage North East Pvt. Ltd (P.Year same)	3,60,000	3,60,000
National Savings Certificate (VI Issue) (Lodged With Excise Authorities) (P.year same)	1,000	1,000
9,800 Equity Shares of Rs.10/-each fully paid up in Kaziranga Golf Club Pvt. Ltd. (P.Year same)	98,000	98,000

Investments in Subsidiary Company**Shares (Quoted at Cost)**

35,54,829 Equity Shares of Rs.10/-each fully paid up in B & A Packaging India Ltd. (P.Year same)	3,76,56,500	3,76,56,500
	<u>3,81,45,480</u>	<u>3,81,45,480</u>

Quoted Investments - Market value of Rs.6,40,64,822/- (Previous Year Rs. 1,21,73,097/-)	3,76,61,480	3,76,61,480
--	--------------------	-------------

Other Unquoted Investments	4,84,000	4,84,000
	<u>3,81,45,480</u>	<u>3,81,45,480</u>

13. LONG-TERM LOANS AND ADVANCES

(Unsecured, Considered good)

Advance Income Tax	4,12,71,003	2,23,17,469
Other Loans and Advances	6,25,49,067	1,69,23,176
Security Deposits	36,87,933	32,81,152
	<u>10,75,08,003</u>	<u>4,25,21,797</u>



NOTES TO THE ACCOUNTS	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
14. INVENTORIES		
[For valuation of Inventories refer to note 1(e) on Note No.27]		
Stock of Tea	2,13,59,876	2,14,25,640
Stock of Stores at Garden	3,83,94,366	3,62,79,463
	<u>5,97,54,242</u>	<u>5,77,05,103</u>
15. TRADE RECEIVABLES		
(Unsecured, Considered good)		
Outstanding for a period exceeding six months	79,42,621	79,42,621
Other	39,17,205	75,26,028
	<u>1,18,59,826</u>	<u>1,54,68,649</u>
16. CASH AND CASH EQUIVALENTS		
Cash on Hand	6,94,270	6,02,020
Balance with Scheduled Banks- In Current Accounts	3,54,29,101	1,43,75,142
In Marginal Deposit Accounts	1,55,676	1,55,672
Remittance in Transit	–	21,44,837
In Unpaid Dividend Accounts	4,01,523	2,77,872
Other Bank Balances- In Fixed Deposits(incl accrued int.) less than three months maturity	1,56,62,603	–
In Fixed Deposits(incl accrued int.) more than twelve months maturity	45,34,569	45,34,569
In Other Term Deposit Account	8,01,344	7,75,584
	<u>5,76,79,086</u>	<u>2,28,65,696</u>
17. SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
Other Loans and Advances	8,17,44,716	7,93,47,905
	<u>8,17,44,716</u>	<u>7,93,47,905</u>
18. OTHER CURRENT ASSETS		
Subsidies Receivable from Government	65,47,010	65,47,010
Balance with Central Excise Authorities (Duty Drawback)	35,55,481	35,55,481
	<u>1,01,02,491</u>	<u>1,01,02,491</u>



NOTES TO THE ACCOUNTS	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
19. REVENUE FROM OPERATION		
Sales-(Gross)	83,18,67,060	76,41,30,551
	<u>83,18,67,060</u>	<u>76,41,30,551</u>
20. OTHER INCOME		
Interest Received	8,34,057	4,23,269
Sundry Receipts	6,77,475	4,22,708
Insurance Claims	11,01,776	9,79,533
Profit on sale of assets	5,41,562	–
Liabilities no longer required written back	2,05,844	4,17,836
	<u>33,60,714</u>	<u>22,43,346</u>
21. COST OF MATERIAL CONSUMED		
Purchase of Green Leaf	14,91,36,367	16,21,45,273
	<u>14,91,36,367</u>	<u>16,21,45,273</u>
22. CHANGE IN INVENTORIES		
Opening Stock of Tea	2,14,25,640	1,83,25,104
Less: Closing Stock of Tea	(2,13,59,876)	(2,14,25,640)
	<u>65,764</u>	<u>(31,00,536)</u>
23. EMPLOYEE BENEFITS		
Salaries,Wages, Bonus and Gratuity	21,04,95,248	19,53,25,966
Contribution to Provident & Other Fund	1,84,04,496	1,54,14,604
Labour and Staff Welfare	3,05,54,706	2,87,48,426
	<u>25,94,54,450</u>	<u>23,94,88,996</u>
24. FINANCIAL COST		
Interest and Financial Charges	5,41,46,222	4,29,35,530
	<u>5,41,46,222</u>	<u>4,29,35,530</u>



NOTES TO THE ACCOUNTS	For the year ended 31.03.2012		For the year ended 31.03.2011	
	Rs.	Rs.	Rs.	Rs.
25. DEPRECIATION & AMORTIZATION EXPENSES				
Depreciation		1,97,20,520		1,79,33,330
Less: Transferred from Revaluation Reserve		(30,84,839)		(30,84,839)
		<u>1,66,35,681</u>		<u>1,48,48,491</u>
26. OTHER EXPENSES				
Manufacturing Expenses-				
Consumption of Stores and Spares parts	3,89,88,065		3,30,36,871	
Repairs to Buildings	93,46,096		84,25,034	
Repairs to Machinery	1,14,61,174		96,55,902	
Power and Fuel	6,08,34,157		5,08,89,094	
Cess on Tea	24,89,477		<u>17,32,973</u>	
		12,31,18,969		10,37,39,874
Selling and Distribution Expenses-				
Freight, Brokerage & Selling Expenses		5,97,01,731		6,23,14,198
Establishment Expenses-				
Rent,Hire & Service Charges	22,08,970		19,32,149	
Rates,Taxes & Association Subscription	86,28,051		97,93,493	
Travelling & Conveyance	1,11,11,643		77,60,488	
Professional Charges	77,12,016		38,03,277	
Vehicle Running & Maintenance	1,29,74,148		1,21,00,251	
Insurance	29,57,350		24,55,406	
Miscellaneous Expenses	2,54,32,480		2,25,16,512	
Directors Fees and Expenses	1,64,000		1,81,000	
Auditors Remuneration	2,00,000		1,50,000	
Loss on Sale/Scrapping of Assets	–		11,01,499	
Advance written off	–		<u>50,02,030</u>	
		<u>7,13,88,658</u>		<u>6,67,96,105</u>
		<u>25,42,09,358</u>		<u>23,28,50,177</u>

**NOTE NO. 27****SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS****1. SIGNIFICANT ACCOUNTING POLICIES****a) Fixed Assets****Tangible assets:-**

- i) Free-hold Land, Lease-Hold Land & Plantations, Buildings, Plant & Machinery, Electrical Installations and Vehicles situated at the Company's tea estates were revalued as at 31st December, 1993, at net of replacement cost by approved valuers appointed for the purpose. The resultant incremental effect in the value of the related fixed assets arising from the aforesaid revaluation over and above the increase which had arisen as a result of prior revaluation of the Company's Free-Hold Land and lease-hold Land & Plantations, Buildings and Plant and Machinery at the tea estates on 1.4.85 at net of replacement cost was transferred to Revaluation Reserve.
- ii) Other Fixed Assets items [i.e. items not covered by revaluation referred to in (i) above] are stated at cost.
- iii) Additions to assets [referred to in (i) above] subsequent to the date of revaluation are stated at cost.
- iv) Assets acquired on hire purchase are capitalised at cash cost.
- v) Expenditure on Replanting and Replacement are capitalised under Lease-Hold Land & Plantations as per consistent policy of the Company and Tea Board Replanting and Extension Planting Subsidy are deducted from the value of Lease-hold Land & Plantations as and when received.
- vi) Capital subsidy received from Statutory Authorities is treated as capital receipt and shown under Capital Reserve.
- vii) Loss on account of Impairment of Assets is to be recognised if and when the carrying amount of Fixed Assets exceeds the recoverable amount i.e higher of net selling price and value in use.

Intangible assets :-

The expenses of computer software installed at the company's gardens, corporate office and head office have been capitalised.

b) Capital work-in-progress

These are stated at cost which includes payments for availing facilities in connection with the work -in-progress.- Nil

c) Depreciation

- i) Depreciation on Fixed Assets upto 31.3.85 has been provided for on Written Down Value Method.
- ii) From 1.4.85, depreciation on Fixed Assets covered by revaluation referred to in a(i) above is calculated at their revalued amounts on the Straight Line Method at rates specified in Schedule XIV to the Companies Act, 1956 and accordingly includes additional depreciation charge. An amount equivalent to the aforesaid additional depreciation charge is transferred to the credit of the year's Profit & Loss Account from Revaluation Reserve.

**NOTES TO THE ACCOUNTS (Contd.)**

- iii) From 1.4.85, depreciation on other assets items [i.e. not covered by revaluation referred to in (a)(i)above] is calculated on Straight Line Method at rates specified in Schedule XIV to the Companies Act,1956
- iv) Depreciation on Lease-Hold Land used for Tea Plantation has not been provided since on expiry of Lease period when lease rent is paid the Lease-Hold Land is renewed for similar period on which lease was granted. During the year under audit the free-hold and lease- hold land and plantation have been seperately shown.

d) Investments

Investments in Shares are stated at cost less adjustment for permanent diminution in value thereof to the extent determined. Profit /Loss on disposals of such investment are recognised as income/ expenditure.

e) Inventories

Inventories are valued as under:

- Stores and Spare Parts : At lower of cost (determined under weighted average method) and net realisable value.
- Stock of tea : Valued at average cost or net realisable value, whichever is lower.

f) Foreign Currency Transactions

Sales and expenditure in foreign currency are translated at rupee value at rates ruling on the date of transactions.

g) Retirement Benefits

- i) Gratuity is accounted for on the basis of actuarial valuation.
- ii) Provident funds are accounted for on accrual basis with contribution to recognised funds.

h) Sales

Sales are inclusive of excise duty,other than export sales, and recognised on passing of property in goods i.e. delivery as per terms of sale or on completion of auction in case of auction sale.

i) Recognition of Income and Expenditure

- i) Items of Income are recognised on accrual basis except Dividend,refund of government dues, Taxes and sundry receipts which are treated on cash basis.
- ii) Items of Expenditure are recognised on accrual basis.

j) Research and Development

Contribution made to approved Research & Development Associations is charged as revenue on accrual basis.

**NOTES TO THE ACCOUNTS (Contd.)**

2. Other liabilities in Note No. 9 include Rs.2,90,845 (Previous year Rs.2,77,872) in respect of unclaimed dividends.

	<u>31.03.2012</u>	<u>31.03.2011</u>
	Rs.	Rs.
3. Disclosure regarding Micro, Small and Medium Enterprises		
i) The principal amount and interest due thereon remaining unpaid to any supplier as at the end of the year:		
Principal	1,80,432	49,565
Interest	Nil	Nil
ii) The amount of interest accrued and remaining unpaid at the end of the year	Nil	Nil
iii) The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond appointed day during the year:		
Principal	Nil	Nil
Interest	Nil	Nil
iv) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises	Nil	Nil
4. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous year Rs.Nil)		
5. The Company has only one business segment of manufacture and sale of black tea, hence AS 17 of Companies accounting Rules, 2006 do not apply.		

	<u>Current Year</u>	<u>Previous Year</u>
	Rs.	Rs.
6. Amount paid and /or payable to Auditors:		
Audit fees	1,50,000	1,20,000
Tax Audit fees	50,000	30,000
Other Services	1,31,500	89,000
	<u>3,31,500</u>	<u>2,39,000</u>
7. Contingent Liabilities		
– Liability for Excise Duty	11,27,944	11,27,944
– Liability for Provident Fund (for ration to employees)	29,68,948	11,83,069
– Liability for arrear Land revenue	14,20,304	14,20,304
– Liability for Interest on Green Leaf Cess	71,36,198	–
– Liability for Interest on Employees Provident Fund	1,00,61,000	–

**NOTES TO THE ACCOUNTS (Contd.)**

8. Quantitative information in respect of tea	<u>Current Year</u>	<u>Previous Year</u>
	Rs.	Rs.
i) Capacity		
a) Licensed	Not Applicable	Not Applicable
b) Installed (As certified by Management)	Not Applicable	80 lac Kg.
	Kgs.	Kgs.
ii) Production	52,33,657	51,52,265
iii) Staff & Labour Tea	59,255	48,868
iv) Tea Waste	48,000	60,500
v) Saleable Production	51,26,402	50,42,897
vi) Opening Stock	1,78,547	1,63,617
vii) Sales	51,36,761	50,27,967
viii) Closing Stock	1,68,188	1,78,547
ix) Green Leaf Plucked, Purchased & Consumed	2,33,86,786	2,33,74,444
9. a) Value of stores and spare parts consumed:	<u>Current Year</u>	<u>Previous Year</u>
	Value (Rs.)	Percentage
i) Indigenous	3,89,88,065	100%
ii) Imported	Nil	Nil
b) Raw Materials		
i) Green leaf plucked (Value cannot be attributed as the same is produced in the Company's own gardens)		
	Rs.	Rs.
ii) Green leaf purchased (inclusive of Carrying charges)	14,91,36,367	16,21,45,273
10. Earning in Foreign exchange		
– Value of Export at F.O.B (Net)	Nil	Nil
11. Expenditure in Foreign Currency		
– Foreign Travel	24,11,028	6,37,052
12. Directors Remunerations	<u>Current Year</u>	<u>Previous Year</u>
	Rs.	Rs.
a) Salary	Not Applicable	27,70,092
b) Provident fund	--do--	86,400
c) Perquisites	--do--	13,66,489
		<u>42,22,981</u>

**NOTES TO THE ACCOUNTS (Contd.)**

13. Company's Long Term benefit Scheme presently consist of Gratuity only. Following are the details of amount recognised in the Financial Statements in respect of gratuity as per actuarial valuation:

TABLE-1

Actuarial calculation for AS 15 (Rev,2005) for the purpose of Net Assets/Liability, Recognised in the Balance Sheet . (Rs in Lac)

Sl.	Description	1st April,2011	31st March,2012
i)	Present Value of Defined Benefit Obligation	677.51	649.87
ii)	Fair value of Plan Assets	0.00	0.00
iii)	Fund Status[Surplus/(Defecit)]	(677.51)	(649.87)
iv)	Net Assets/(Liability) recognized in the Balance Sheet	(677.51)	(649.87)

REVISED SCHEDULE VI OF THE COMPANIES ACT

Sl.	Description	31.03.2011	31.03.2012
a)	Current Liability		
	i) Current Liability on Retirement	163.46	63.96
	ii) Current Liability on Attrition	15.42	17.58
	Total Current Liability	<u>178.88</u>	<u>81.54</u>
b)	Non Current Liability	498.63	568.33

TABLE-2**GRATUITY FUND**

Actuarial calculation for AS 15 (Rev,2005) for the purpose of Disclosure of Employer Expense for the period ending 31st March,2012 (Rs in Lac)

SL.	Description	Year 2011-2012
i)	Current Service Cost (including risk permium for fully insured benefits)	37.15
ii)	Interest Cost	53.10
iii)	Expected Return of Assets (-)	0.00
iv)	Curtailement Cost (+)	0.00
v)	Settlement Cost(+)	0.00
vi)	Past Service Cost	0.00
vii)	Actuarial Gains(-)/Loss(+)	- 41.30
viii)	Appreciation/Depreciation of Plain Assets	0.00
	Total	48.95

Total employer expenses recognized in P & L

48.95

**NOTES TO THE ACCOUNTS (Contd.)****TABLE-3****GRATUITY FUND**

Actuarial calculation for AS 15 (Rev,2005) for the purpose change in obligation/assets in the year ending 31.03.2012. (Rs in Lac)

A. Change in Obligation in the year ended 31.03.2012

SL.	Description	Year 2011-2012
i)	Present value of Defined Benefit Obligation at the beginning of the year	677.51
ii)	Employee Service Cost (+)	37.15
iii)	Interest Cost (+)	53.10
iv)	Curtailment Cost (+)	0.00
v)	Settlement Cost(+)	0.00
vi)	Plan Amendments	0.00
vii)	Acquisitions	0.00
viii)	Actuarial Gains(-)/Loss(+)	- 41.30
ix)	Benefit Payments (-)	- 76.59
x)	Present Value of DB obligations at the end of the year	649.87

B. Change in Assets

SL.	Change in Assets	Year 2011-2012
i)	Fair value of Plan Assets at the beginning of the year	0.00
ii)	Acquisition adjustments	0.00
iii)	Actual return of Plan Assets (+)	0.00
iv)	Actual Company Contribution (+)	76.59
v)	Benefit Payments (-)	(76.59)
vi)	Appreciation/Depreciation of Plan Assets	0.00
vii)	Fair value Plan Assets at the end of the period	0.00
viii)	Actuarial Gains(-)/Loss(+)	0.00
ix)	Benefit Payments (-)	0.00

**NOTES TO THE ACCOUNTS (Contd.)****TABLE-4****GRATUITY FUND****Reconciliation of Net Assets / (Liability) recognised in the Balance Sheet as at 31st March, 2012**

SL.	Change in Assets	Year 2011-2012 (Rs in Lac)
i)	Net Assets /(Liability) recognised in the Balance Sheet at the beginning of the year	(677.51)
ii)	Employer Expenses	48.95
iii)	Employer Contribution	76.59
iv)	Acquisitions	0.00
v)	Net Assets /(Liability) recognised in the Balance Sheet at the end of the year	(649.87)

Summary of Membership Date

Active Members	31st March 2011	31st March 2012
Number of Employees	3820	3556
Total Monthly Salaries (Rs.)	20,15,237.00	23,21,201.00
Total Daily Salaries (Rs.)	2,25,568.00	2,25,583.00
Avg. Monthly Salary per employees (Rs.)	4,709.00	5,789.00
Avg. Daily Salary Per employees (Rs)	66.50	71.50
Average Past Services (yrs.)	17.90	16.94
Average Future Services (yrs.)	15.96	16.76
Average age at valuation date (yrs.)	42.27	41.24

14. Earnings Per Share as per AS 20 of Companies (Accounting Standards) Rules 2006.:

	As on 31.03.2012	As on 31.03.2011
(1) Basic		
(a) Numbers of Equity Shares at the beginning of the year	31,00,000	31,00,000
(b) Numbers of Equity Shares at the end of the year	31,00,000	31,00,000
(c) Weighted average number of Equity Shares outstanding during the year	31,00,000	31,00,000
(d) Face Value of each Equity Shares	10	10
(e) Profit /(Loss) for the year	7,47,17,772	4,69,83,582
(f) Basic Earnings per Share	24.10	15.16
(2) Diluted		
(a) Dilutive Potential Equity Shares	31,00,000	31,00,000
(b) Diluted Earnings per Share-[Same as (l)(f) above]	24.10	15.16

**NOTES TO THE ACCOUNTS (Contd.)****15. Related Party Disclosures - pursuant to AS 18 of Companies (Accounting Standards) Rules 2006:****(a) Where control exists:**

Related Parties

Name:

B & A Packaging India Ltd.

Relationship:

Subsidiary Company

(b) Others

Mr. H.P.Barooah

Key Management Personnel

Mr. Somnath Chatterjee

Key Management Personnel

Mrs. Sarmila Shetty

Key Management Personnel

Mrs. Gargi Barooah

Relative of Key Management Personnel

Heritage North East Pvt.Ltd.

Associate Company

Particulars of transaction during the year ended 31st March, 2012:

Particulars	Subsidiary Company Rs.	Keymanagement Personnel Rs.	Relatives of Key Management Personnel Rs.	Associate Company
(a) Purchase of Paper Sacks	58,81,176	–	–	–
(b) Interest on Fixed Deposits	–	15,91,939	–	–
(c) Directors Remuneration	–	38,28,307	–	–
(d) Pension	–	–	4,75,000	–
(e) Advance Given	–	–	–	–
(f) Rent Received	36,000	–	–	2,33,333
(g) Balance outstanding at the year end				
i) Sundry Creditors	14,12,462	–	–	–
ii) Receivable	–	–	–	2,10,000
iii) Loan from Others	–	10,801	–	–

**NOTES TO THE ACCOUNTS****16. Information pursuant to Part IV of Schedule VI to the Companies Act, 1956**

- i) Registration Details
- | | | | |
|--------------------|------------|------------|----|
| Registration No. | 200 | State code | 02 |
| Balance Sheet Date | 31.03.2012 | | |
- ii) Capital raised during the year
- | | | | |
|--------------|-----|-------------------|-----|
| Public Issue | Nil | Right Issue | Nil |
| Bonus Issue | Nil | Private Placement | Nil |
- iii) Position of Mobilisation and Deployment of funds (Amount in Rs.'000)
- | | | | |
|-------------------------|-----------|--------------------|-----------|
| Total Liabilities | 11,24,897 | Total Assets | 11,24,897 |
| Paid up Capital | 31,000 | Non-Current Assets | 9,02,321 |
| Reserve and Surplus | 4,67,071 | Current Assets | 2,21,140 |
| Non Current Liabilities | 2,38,458 | Deferred Revenue | |
| Current Liabilities | 3,88,368 | Expenditure | 1,435 |
- iv) Performance of the Company (Amount in Rs. '000)
- | | |
|---------------------------|----------|
| Turnover | 8,35,228 |
| Total Expenditure | 7,33,648 |
| Profit before Tax | 1,01,580 |
| Profit after Tax | 74,718 |
| Earnings per Share in Rs. | 24.10 |
| Dividend Rate | 20% |
- v) Generic names of three Principal Products/Services of the Company (as per monetary term)
- | | | | |
|--------------------------|---------|---------------------|-----------|
| Item code No. (ITC Code) | 0902400 | Product Description | Black Tea |
|--------------------------|---------|---------------------|-----------|
17. Value of Green Leaf produced in the Company's own tea estates is not ascertainable. However, cost of material consumed represents only cost of green leaf purchased from other tea growers.
18. Green leaf purchased and consumed during the year 86,04,224 kgs. (P.Year - 87,94,981 Kgs.)
19. Previous year's figures have been regrouped and rearranged, wherever considered necessary.

For P.K. NANDY & ASSOCIATES

Chartered Accountants

Registration No. 307043E

P.K. Nandy

Proprietor

Membership No. 11505

Kolkata
25th May, 2012**D. Chowdhury**
Company Secretary**Anjan Ghosh**
Director**For and on behalf of the Board****H.P. Barooah**

Chairman & Managing Director

Somnath Chatterjee
Managing Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

	For the Year ended 31.03.2012	For the Year ended 31.03.2011
	Rs.	Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	10,15,79,932	7,72,05,966
Adjustments for:		
Depreciation	1,66,35,681	1,48,48,492
Profit/Loss on Sale of Fixed Assets	5,41,562	11,01,498
Interest Received	(8,34,057)	(4,23,269)
Deferred Revenue Expenditure written off	10,50,072	10,60,884
Liabilities no longer required written back	(2,05,844)	(4,17,836)
Interest Paid / Payable	5,41,46,222	4,29,35,530
Operating Profit before Working Capital Changes	17,29,13,568	13,63,11,265
Adjustments for:		
Trade and other Receivables	(6,37,74,194)	2,29,39,179
Inventories	(20,49,139)	(1,10,50,169)
Trade Payable	2,52,19,051	57,78,592
Cash Generated from Operations	13,23,09,286	15,39,78,867
Interest Paid	5,41,46,222	4,29,35,530
Cash flow before extraordinary items	7,81,63,064	11,10,43,337
Extraordinary Items	-	-
Net Cash from Operating activities	<u>7,81,63,064</u>	<u>11,10,43,337</u>
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(8,84,61,519)	(10,09,55,015)
Sale of Fixed Assets	(4,124)	1,72,873
Interest Received	8,34,057	4,23,269
Net cash used in Investing Activities	<u>(8,76,31,586)</u>	<u>(10,03,58,873)</u>
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowing	(15,06,143)	1,46,56,712
Proceeds from Short term borrowing	4,59,46,982	(1,61,12,481)
Increase in Deferred Revenue Expenses	(1,58,927)	(22,70,199)
Net Cash used in Financing Activities	<u>4,42,81,912</u>	<u>(37,25,968)</u>
Net increase in Cash and Cash Equivalents (A+B+C)	3,48,13,390	69,58,496
Cash and Cash Equivalents (Opening)	2,28,65,696	1,59,07,200
Cash and Cash Equivalents (Closing)	5,76,79,086	2,28,65,696

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

For P.K. NANDY & ASSOCIATES

Chartered Accountants

Registration No. 307043E

P.K. Nandy

Proprietor

Membership No. 11505

Kolkata

25th May, 2012

D. Chowdhury
Company Secretary

Anjan Ghosh
Director

For and on behalf of the Board

H.P. Barooah

Chairman & Managing Director

Somnath Chatterjee
Managing Director

**AUDITORS' REPORT****TO****THE BOARD OF DIRECTORS OF B&A LIMITED****ON THE CONSOLIDATED FINANCIAL STATEMENTS OF B&A LIMITED AND ITS SUBSIDIARY**

1. We have examined the attached **Consolidated** Balance Sheet of **B&A LIMITED as at 31st March, 2012** and its **subsidiary as at 31st March, 2012** and also the Consolidated Statement of Profit & Loss and the Consolidated Cash Flow Statement of the Company for the year ended 31st March, 2012 and its subsidiary for the year ended 31st March, 2012 annexed thereto. These financial statements are the responsibility of the Company's Management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. The financial statements of the subsidiary which in aggregate represent total assets as at **31st March, 2012** of Rs. 3,039.43 lakh and total revenues of Rs. 2,955.49 lakh for the year ended on that date and whose financial statements reflect the subsidiary's profit for the year ended on 31st March, 2012 after provision for taxation of Rs. 176.80 lakh have been audited by other auditors and we have relied upon such audited financial statements for the purpose of our examination of the consolidated financial statements.
4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21, "Consolidated Financial Statements", issued by The Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of B&A Limited and its subsidiary included in the consolidated financial statements.



5. On the basis of the information and explanations given to us and on consideration of the separate audit reports on individual audited financial statements of the Company and its subsidiary, in our opinion the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India :
- (a) in the case of the consolidated balance sheet, of the consolidated state of affairs of the **Company and its subsidiary as at 31st March, 2012;**
 - (b) in the case of the consolidated statement of profit and loss, of the consolidated results of operations of the Company and its subsidiary for the year ended on that date ;
- and
- (c) in the case of Consolidated Cash Flow Statement, of the consolidated cash flows of the Company and its subsidiary for the year ended on that date.

For P. K. Nandy & Associates

Chartered Accountants

Registration No. 307043E

P. K. Nandy

Proprietor

Membership No. 11505

Kolkata, 25h May, 2012

**BALANCE SHEET AS AT 31ST MARCH, 2012**

	Note No.	As at		As at	
		31st March, 2012		31st March, 2011	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
Share Capital	1	3,10,00,000		3,10,00,000	
Reserves and Surplus	2	50,48,47,426		42,79,92,258	
Forfeited Shares			53,58,47,426		45,89,92,258
			1,97,500		1,97,500
(2) Non-Current Liabilities					
Long-Term Borrowings	3	23,31,06,780		18,49,64,251	
Deferred Tax Liabilities (Net)	4	1,63,43,959		1,11,36,482	
Other Long Term Liability	5	10,67,984		10,67,984	
Long-Term Provisions	6	6,16,43,329		6,18,88,442	
			31,21,62,052		25,90,57,159
(3) Current Liabilities					
Short-term Borrowings	7	25,74,51,834		18,24,68,502	
Trade Payables	8	13,99,72,717		10,64,87,898	
Other Current Liabilities	9	2,72,68,425		2,73,37,400	
Short-term Provisions	10	9,39,75,838		6,51,72,801	
			51,86,68,814		38,14,66,601
			2,78,61,231		2,28,22,790
(4) Minority Interest					
TOTAL		1,39,47,37,023		1,12,25,36,308	
II. ASSETS					
(1) Non-current Assets					
Fixed Assets					
Tangible Assets	11	79,42,26,094		72,56,08,787	
Intangible Assets	11	10,82,398		10,01,437	
		79,53,08,492		72,66,10,224	
Capital work-in-progress		10,96,96,039		73,351	
Non-current Investments	12	4,88,980		4,88,980	
Long Term Loans and Advances	13	10,75,08,003		4,25,21,769	
			1,01,30,01,514		76,96,94,324
(2) Current Assets					
Inventories	14	12,32,88,990		12,39,44,077	
Trade Receivables	15	6,75,75,735		5,98,24,080	
Cash and Cash Equivalents	16	6,61,28,954		3,17,46,620	
Short-Term Loans and Advances	17	11,06,63,988		12,08,53,514	
Other Current Assets	18	1,26,42,502		1,41,47,208	
			38,03,00,169		35,05,15,499
(3) Deferred Revenue Expenditure					
			14,35,340		23,26,485
TOTAL		1,39,47,37,023		1,12,25,36,308	

Significant Accounting Policies and Notes to the Accounts

27

The Schedules referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

For P.K. NANDY & ASSOCIATES

Chartered Accountants

Registration No. 307043E

P.K. Nandy (Proprietor)

Membership No. 11505

Kolkata, 25th May, 2012

D. Chowdhury
Company Secretary

Anjan Ghosh
Director

For and on behalf of the Board

H.P. Barooah

Chairman & Managing Director

Somnath Chatterjee

Managing Director

**STATEMENT OF PROFIT AND LOSS**

	Note No.	For the year ended 31.03.12 Rs.	For the year ended 31.03.11 Rs.
Revenue from Operations	19	1,11,93,21,021	1,02,87,11,411
Other Income	20	53,50,792	35,32,754
Total Revenue		1,12,46,71,813	1,03,22,44,165
Expenses			
Cost of Material Consumed	21	40,67,04,657	38,09,60,451
Change in Inventories of Finished Goods and work - in Progress	22	(89,75,631)	(67,76,734)
Employee Benefit Expenses	23	27,52,36,830	25,61,96,438
Financial Cost	24	6,58,39,134	5,34,78,020
Depreciation and Amortization Expenses	25	1,82,68,264	1,67,95,188
Other Expense	26	24,09,31,916	23,20,71,585
		99,80,05,170	93,27,24,948
Profit/(Loss) before Taxation		12,66,66,643	9,95,19,217
Provision for Income Tax		(2,96,00,000)	(3,36,10,000)
Tax Adjustment for Earlier Years		5,38,859	–
Provision for Deferred Taxation		(52,07,477)	(43,81,781)
Profit/(Loss) after Taxation		9,23,98,025	6,15,27,436
Add/(Less) Minority Interest		(50,38,441)	(41,21,333)
Less: Stock Reserve		(2,13,782)	68,978
		8,71,45,802	5,74,75,081
Earnings per Share(Basic & Diluted)		28.11	18.54

Significant Accounting Policies and Notes to the Accounts 27

The Notes to Accounts referred to above form an integral part of the Statement of Profit & Loss

This is the Statement of Profit and Loss referred to in our Report of even date.

For P.K. NANDY & ASSOCIATESChartered Accountants
Registration No. 307043E**P.K. Nandy (Proprietor)**
Membership No. 11505
Kolkata, 25th May, 2012**D. Chowdhury**
Company Secretary**Anjan Ghosh**
Director**For and on behalf of the Board****H.P. Barooah**
Chairman & Managing Director**Somnath Chatterjee**
Managing Director



NOTES TO THE ACCOUNTS	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.
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1. SHARE CAPITAL**Authorised**

50,00,000	Equity Shares of Rs. 10/- each	5,00,00,000	5,00,00,000
5,00,000	Redeemable Cumulative Preference Shares of 100/- each	5,00,00,000	5,00,00,000
		10,00,00,000	10,00,00,000

Issued, Subscribed and Fully Paid

31,00,000	Equity Shares of Rs. 10/- each fully Subscribed and paid up	3,10,00,000	3,10,00,000
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2. RESERVES AND SURPLUS

	Balance as at 01.04.2011 Rs.	Additions Rs.	Deductions Rs.	Balance as at 31.03.2012 Rs.
Capital Reserve	1,24,27,906	-	-	1,24,27,906
Securities Premium	10,01,49,818	-	-	10,01,49,818
Revaluation Reserve	23,98,47,682	-	30,84,839	23,67,62,843
General Reserve	57,19,179	56,04,000	-	1,13,23,179
Profit & Loss Account (See Note below)	6,98,47,673	7,43,36,007	-	14,41,83,680
	42,79,92,258	7,99,40,007	30,84,839	50,48,47,426

Note:-	31.03.2011 Rs.	31.03.2012 Rs.
Opening Surplus	2,01,26,117	6,98,47,673
Surplus as per Profit & Loss Statement	5,74,75,081	8,71,45,802
Less: Proposed Dividend	(46,50,000)	(62,00,000)
Provision for Tax on Proposed Dividend	(7,54,346)	(10,05,795)
Transfer to General Reserve	(23,49,179)	(56,04,000)
	6,98,47,673	14,41,83,680



NOTES TO THE ACCOUNTS	As at 31.03.12 Rs.	As at 31.03.11 Rs.
3. LONG TERM BORROWINGS		
SECURED		
Term Loans		
From United Bank of India	8,24,81,627	10,99,11,002
Secured by hypothecation of existing and future current assets including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates and at Kolkata (2/C, Hatsings Park Road, Kolkata-27) of the Company, besides the personal guarantee of a director. (Re-payable within, 2019)		
State Bank of India	4,33,13,384	–
(1) Secured by 1st charge over the entire Plant and Machinery and other Fixed Assets pertaining to the Flexi Packaging Material project and also collaterally secured by :		
a) Extension of charge over Factory Land, Building, Plant & Machinery		
b) Equitable mortgage of Flat No.1 & 2 (3rd Floor) at 55/24 Bimannagar, Rajarhat, North 24 Parganas in the name of Barooahs & Associates Pvt.Ltd.		
c) Personal guarantee of Shri H.P.Barooah, Director & Corporate Guarantee of Barooahs & Associates Pvt.Ltd.		
ii) Term of Repayment in Quarterly Instalments each of 34.50 Lac		
From Tea Board	1,25,10,870	1,91,26,635
Secured / to be secured by assets purchased under the Tea Board Hire Purchase Scheme. (Re-payable within December, 2014)		
Auto Loans	1,79,247	2,43,959
Secured by hypothecation of vehicles purchased.		
Loan from Companies	7,23,35,017	4,45,46,520
Secured by mortgage of certain immovable properties situated at Kolkata (113, Park Street, Kolkata-16)		
UNSECURED		
From Public by way of Fixed Deposits	1,68,86,635	57,36,135
From a Director	54,00,000	54,00,000
	23,31,06,780	18,49,64,251



NOTES TO THE ACCOUNTS	As at 31.03.12 Rs.	As at 31.03.11 Rs.
4. DEFERRED TAX (LIABILITY)		
Deferred Tax (Liabilities)	3,75,62,768	3,34,29,348
Being tax impect etc.		
Deferred Tax (Assets)		
Being Tax Impect etc.	(2,12,18,809)	(2,22,92,866)
Net Deferred Tax Liability -	<u>1,63,43,959</u>	<u>1,11,36,482</u>
5. OTHER LONG TERM LIABILITIES		
Trade Payable	<u>10,67,984</u>	<u>10,67,984</u>
	<u>10,67,984</u>	<u>10,67,984</u>
6. LONG TERM PROVISIONS		
Provision for Gratuity	<u>6,16,43,329</u>	<u>6,18,88,442</u>
	<u>6,16,43,329</u>	<u>6,18,88,442</u>
7. SHORT-TERM BORROWINGS		
Working Capital Loan-		
United Bank of India (Cash Credit and O.D Accounts)	19,07,36,108	13,02,63,705
Secured by hypothecation of existing and future current assets including tea crop, with United Bank of India and additionally secured by Equitable Mortgage of Fixed Assets situated at the Tea Estates, besides personal guarantee of a director.		
State Bank of India :	6,67,15,726	5,22,04,797
(Secured by hypothecation of Company's entire stocks and book debts.)	<u>25,74,51,834</u>	<u>18,24,68,502</u>

**NOTES TO THE ACCOUNTS**

	As at 31.03.12 Rs.	As at 31.03.11 Rs.
8. TRADE PAYABLES		
Short Term Liabilities	12,42,58,032	9,95,47,869
Other Payable	1,57,14,685	69,40,029
	<u>13,99,72,717</u>	<u>10,64,87,898</u>
9. OTHER CURRENT LIABILITIES		
Loan From Others	10,801	1,12,17,164
From State Bank of India	1,38,00,000	25,532
Deferred Sales Tax	8,23,134	8,23,134
Other Statutory Dues	17,83,037	12,74,473
Loan For Vehicles (Instalments not yet due)	1,05,60,608	1,37,19,225
Unclaimed Dividend	2,90,845	2,77,872
	<u>2,72,68,425</u>	<u>2,73,37,400</u>
10. SHORT TERM-PROVISIONS		
Provision for Gratuity	60,38,779	79,07,808
Provision for Income Tax	8,07,31,264	5,18,60,647
Proposed Dividend	62,00,000	46,50,000
Provision for tax on Proposed Dividend	10,05,795	7,54,346
	<u>9,39,75,838</u>	<u>6,51,72,801</u>



NOTES TO THE ACCOUNTS

11. FIXED ASSETS

Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Original/ Revalued Cost as at 01.04.2011 Rs.	Additions during the year Rs.	Sale/ Adjustments during the year Rs.	Total as at 31.03.2012 Rs.	Up to 01.04.2011 Rs.	For the year Rs.	Disposal/ Adjustments during the year Rs.	Total as at 31.03.2012 Rs.	As at 31.03.2011 Rs.
TANGIBLE ASSETS									
GOODWILL	66,37,551	-	-	66,37,551	-	-	-	66,37,551	66,37,551
LEASEHOLD LAND	33,14,431	-	-	33,14,431	-	-	-	33,14,431	33,14,431
LAND & PLANTATIONS	34,09,00,625	1,79,62,611	-	35,88,63,236	-	-	-	35,88,63,236	34,09,00,625
BUILDINGS	28,86,67,692	4,63,34,200	5,55,368	33,44,46,524	7,62,45,503	63,08,508	87,317	25,19,79,830	21,24,22,189
PLANT & MACHINERY	28,83,70,050	1,89,69,502	-	30,73,39,552	18,32,41,870	80,47,478	-	11,60,50,204	10,51,28,180
ELECTRICAL INSTALLATION	3,73,38,599	14,93,923	1,87,366	3,86,45,156	1,91,21,230	17,79,208	1,44,710	1,78,89,428	1,82,17,369
VEHICLES	5,04,11,899	17,21,567	5,34,612	5,15,98,854	2,53,07,895	33,85,888	5,07,881	2,34,12,952	2,51,04,004
OFFICE EQUIPMENT	42,05,514	3,72,349	-	45,77,863	26,37,492	1,95,529	-	17,44,842	15,68,022
COMPUTER	40,94,563	3,50,998	-	44,45,561	24,51,275	5,86,273	-	14,08,013	16,43,297
FURNITURE & FITTINGS	1,99,56,892	33,00,459	-	2,32,57,351	92,83,773	10,47,971	-	1,29,25,607	1,06,73,119
INTANGIBLE ASSETS									
COMPUTER SOFTWARE	13,47,489	83,200	-	14,30,689	3,46,043	2,248	-	10,82,398	10,01,437
TOTAL	1,04,52,45,305	9,05,88,809	12,77,346	1,13,45,56,768	31,86,35,081	2,13,53,103	7,39,908	79,53,08,492	72,66,10,224
Previous Year	95,64,05,316	10,62,26,775	1,73,86,786	1,04,52,45,305	31,48,67,470	1,98,80,026	1,61,12,415	72,66,10,224	

Note : Accounting Policies of Depreciation refer to Note 27 [11(c)]



NOTES TO THE ACCOUNTS	As at 31.03.12 Rs.	As at 31.03.11 Rs.
12. NON CURRENT INVESTMENTS		
Other Investments		
Shares (Quoted at Cost)		
91 Equity shares of Rs.10/-each fully paid up in ICICI Bank Ltd.	4,980	4,980
Shares (Unquoted at Cost)		
250 Shares of Rs.100/-each fully paid up in Assam Financial Corporation	25,000	25,000
18,000 Equity Shares of Rs.10/-each fully paid up in Heritage North East P. Ltd.	3,60,000	3,60,000
9,800 Equity Shares of Rs.10/-each fully paid up in Kaziranga Golf Club Pvt.Ltd.	98,000	98,000
National Savings Certificate (VI Issue) (Lodged With Excise Authorities)	1,000	1,000
	4,88,980	4,88,980
Quoted Investments -Market value of Rs. 1,00,928/- (Previous Year Rs. 86,638/-)	4,980	4,980
Other Unquoted Investments	4,84,000	4,84,000
	4,88,980	4,88,980
13. LONG-TERM LOANS AND ADVANCES (Unsecured, Considered good)		
Advance Income Tax	4,12,71,003	2,23,17,469
Other Loans and Advances	6,25,49,067	1,60,43,665
Security Deposits	36,87,933	41,60,635
	10,75,08,003	4,25,21,769
14. INVENTORIES [For valuation of Inventories refer to note 11(e) on Schedule 27]		
Stock of Tea	2,13,59,876	2,14,25,640
Stock of Stores at Garden	4,20,59,315	3,88,34,923
Raw Materials (Paper)	3,63,71,465	4,92,26,575
Finished Goods (Paper Sacks)	1,67,25,619	80,95,648
Work In Progress	67,72,715	63,61,291
	12,32,88,990	12,39,44,077



NOTES TO THE ACCOUNTS	As at 31.03.12 Rs.	As at 31.03.11 Rs.
15. TRADE RECEIVABLES		
(Unsecured, Considered good)		
Outstanding for a period exceeding six months	90,39,429	91,55,453
Other	5,85,36,306	5,06,68,627
	<u>6,75,75,735</u>	<u>5,98,24,080</u>
16. CASH AND CASH EQUIVALENTS		
Cash on Hand	7,42,293	6,32,289
Balance with Scheduled Banks		
In Current Accounts	3,58,63,462	1,58,93,585
In Marginal Deposit Accounts	1,55,676	1,55,676
Remittance in Transit	–	21,44,837
In Unpaid Dividend Accounts	4,01,523	2,77,872
Other Bank Balances-		
In Fixed Deposits(incl. accrued int.) less than three months maturity	1,56,62,603	–
In Fixed Deposits(incl. accrued int.) more than twelve months maturity	45,34,569	45,34,569
In Other Term Deposit Accounts	8,01,344	7,75,584
LC & BG Margin Money with SBI	79,67,484	73,32,208
	<u>6,61,28,954</u>	<u>3,17,46,620</u>
17. SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered good)		
Other Loans and Advances	11,06,63,988	12,08,53,514
	<u>11,06,63,988</u>	<u>12,08,53,514</u>
18. OTHER CURRENT ASSETS		
Subsidies receivable from Government	65,47,010	65,47,010
Balance with Central Excise Authorities (Duty Drawback)	35,55,481	35,55,481
Miscellaneous Deposits	25,40,011	40,44,717
	<u>1,26,42,502</u>	<u>1,41,47,208</u>



NOTES TO THE ACCOUNTS	For the Year ended 31.03.2012		For the Year ended 31.03.2011	
	Rs.	Rs.	Rs.	Rs.
19. REVENUE FROM OPERATION				
Sales - Tea- Gross		83,18,67,060		76,41,30,551
Sale Paper Sacks -Gross	31,65,77,373		29,18,29,793	
Less: Excise Duty	<u>2,91,23,412</u>		<u>2,72,48,933</u>	
Sale Paper Sacks -Net		<u>28,74,53,961</u>		<u>26,45,80,860</u>
		<u>1,11,93,21,021</u>		<u>1,02,87,11,411</u>
20. OTHER INCOME				
Interest Received		12,66,199		9,52,078
Sundry Receipts		22,35,411		11,83,307
Insurance Claims		11,01,776		9,79,533
Profit on sale of assets		5,41,562		–
Liabilities no longer required written back		<u>2,05,844</u>		<u>4,17,836</u>
		<u>53,50,792</u>		<u>35,32,754</u>
21. COST OF MATERIAL CONSUMED				
Purchase of Green Leaf		14,91,36,367		16,21,45,273
Raw Materials Consumption- Paper		<u>25,75,68,290</u>		<u>21,88,15,178</u>
		<u>40,67,04,657</u>		<u>38,09,60,451</u>
22. CHANGE IN INVENTORIES				
(Decrease)/Increase in stock-Tea		(65,764)		(31,00,536)
(Decrease)/Increase in stock-Paper		<u>90,41,395</u>		<u>(36,76,198)</u>
		<u>89,75,631</u>		<u>(67,76,734)</u>
23. EMPLOYEE BENEFITS				
Salaries, Wages, Bonus and Gratuity		22,39,88,539		20,97,91,216
Contribution to Provident & Other Fund		1,92,20,061		1,60,11,322
Labour and Staff Welfare		<u>3,20,28,230</u>		<u>3,03,93,900</u>
		<u>27,52,36,830</u>		<u>25,61,96,438</u>
24. FINANCIAL COST				
Interest and Financial Charges		<u>6,58,39,134</u>		<u>5,34,78,020</u>
		<u>6,58,39,134</u>		<u>5,34,78,020</u>



NOTES TO THE ACCOUNTS

	For the Year ended 31.03.2012		For the Year ended 31.03.2011	
	Rs.	Rs.	Rs.	Rs.
25. DEPRECIATION & AMORTIZATION EXPENSES				
Depreciation		2,13,53,103		1,98,80,027
Less: Transferred from Revaluation Reserve		(30,84,839)		(30,84,839)
		<u>1,82,68,264</u>		<u>1,67,95,188</u>
26. OTHER EXPENSES				
Manufacturing Expenses:-				
Consumption of Stores and Spares parts		27,67,160		33,70,943
Repairs to Buildings		93,46,096		85,61,369
Repairs to Machinery		1,17,63,170		1,01,61,262
Power and Fuel		6,36,63,939		5,32,81,101
Cess on Tea		24,89,477		17,32,973
		<u>9,00,29,842</u>		<u>7,71,07,648</u>
Selling and Distribution Expenses:-				
Freight, Brokerage & Selling Expenses		5,98,51,021		6,26,09,833
Establishment Expenses:-				
Rent,Hire & Service Charges		19,85,552		19,32,149
Rates,Taxes & Association Subscription		90,73,558		1,01,14,152
Travelling & Conveyance		1,44,64,729		1,22,30,050
Professional Charges		77,12,016		38,03,277
Vehicle Running & Maintenance		1,29,74,148		1,21,00,251
Insurance		35,03,325		29,06,217
Miscellaneous Expenses		3,05,66,651		2,80,27,071
Directors Fees and expenses		2,36,000		2,61,000
Auditors Remuneration		2,00,000		2,74,795
Carriage Inward & Outward		23,27,106		26,62,818
Sales Tax		75,81,580		76,27,395
Loss on Sale/Scrapping of Assets		—		11,01,498
Bad Debt written off		4,26,388		43,11,401
Advance written off		—		50,02,030
		<u>8,90,65,501</u>		<u>9,04,21,955</u>
		<u>24,09,31,916</u>		<u>23,20,71,585</u>

**NOTE NO.27****SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS**

1. Principles of consolidation of financial statements:
 - a) The Subsidiary Company considered in the financial statements is as follows:

Name	:	B&A Packaging India Limited
%age	:	71.66%
 - b) The Consolidated financial statements of the Company and its subsidiary are combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenditure, after fully eliminating intra group balances, intra group transaction and any unrealised profit included therein.
 - c) The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and are presented , to the extent possible, in the same manner as the Parent Company's separate financial state-ments except as described in Note No.1.
2. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. NIL (Previous year Rs. NIL).

	<u>Current year</u>	<u>Previous year</u>
	Rs.	Rs.
3. Contingent Liabilities		
– For Bank Guarantee	81,600	81,600
– For Sales Tax	75,79,566	64,02,197
– Liability for Excise Duty	11,27,944	11,27,944
– Liability for Bill discounting	–	5,61,466
– Liability for Prvident Fund (for ration to employees)	29,68,948	11,83,069
– Liability for Interest on Green Leaf Cess	71,36,198	–
– Liability for Interest on Employees Proviident Fund	1,00,61,000	–
4. Value of Stores & Spare parts consumed		
– Indeginous	13,84,33,534	11,98,41,912
– Imported	12,50,15,933	10,66,83,907
5. Earning in Foreign exchange		
Value of Export at F.O.B (Net)	94,22,668	7,82,336
6. Expenditure in Foreign Currency		
Foreign Travel	26,89,253	15,22,652
Import of Raw Materials (CIF basis)	10,46,87,094	10,24,83,013

**NOTES TO THE ACCOUNTS (Contd.)**

7. In terms of Industrial policies of 1986 and 1989 declared by the Govt. of Orissa, B&A Packaging India Limited had opted for Sales Tax Deferment Scheme upto 30.11.1996 and the deferred Sales Tax balance stands at Rs.8,23,134 (As on 31.03.2011 Rs. 8,23,134)

8. Earnings Per Share as per AS 20 issued by the Companies Accounting Standard Rule, 2006.

Profit after taxation (Rs.)	8,71,45,802
No. of Equity Shares	31,00,000
Earnings per Share (Rs.) (Basic & Diluted)	28.11

9. Minority Interest	<u>As on 31.03.2012</u>	<u>As on 31.03.2011</u>
	Rs.	Rs.
Interest in Share Capital	1,40,56,710	1,40,56,710
Add:		
Interest in Reserve & Surplus	55,21,435	55,21,435
Interest in P L Cr Balance	21,45,924	(19,75,409)
Interest in Revenue Reserve	10,98,721	10,98,721
Share of Profit /(Loss)	50,38,441	41,21,333
	<u>2,78,61,231</u>	<u>2,28,22,790</u>

10. Previous Year's figures have been regrouped and rearranged, wherever considered necessary.

11. ACCOUNTING POLICIES**a) FIXED ASSETS****Tangible assets:-**

- i) Land & Plantations, Buildings, Plant & Machinery, Electrical Installations and Vehicles situated at the B & A Ltd's tea estates were revalued as at 31st December, 1993, at net replacement cost by approved valuers appointed for the purpose. The resultant incremental effect in the value of the related fixed assets arising from the aforesaid revaluation over and above the increase which had arisen as a result of prior revaluation of the Company's Land and Plantations, Buildings and Plant & Machinery at the tea estates on 1.4.85 at net replacement cost was transferred to Revaluation Reserve.
- ii) Fixed Assets of B&A Packaging India Limited have not been revalued.
- iii) Other Fixed Assets items [i.e. items not covered by revaluation referred to in (i) above] are stated at cost.
- iv) Additions to assets [referred to in (i) above] subsequent to the date of revaluation are stated at cost.
- v) Assets acquired on hire purchase are capitalised at cash cost.
- vi) Expenditure on Replanting and Re-placement are capitalised under Land & Plantations as per consistent policy of the Company.

Intangible Assets :-

The expenses of computer software installed at the company's gardens, corporate office and head office have been capitalised.

**NOTES TO THE ACCOUNTS (Contd.)****b) CAPITAL WORK-IN-PROGRESS**

These are stated at cost which includes payments for availing facilities in connection with the Work-in-progress.

c) DEPRECIATION

- i) Depreciation on Fixed Assets of B & A Ltd, upto 31.3.85 has been provided for on Written Down Value Method.
- ii) From 1.4.85, depreciation on Fixed Assets covered by revaluation referred to in a(i) above is calculated on their revalued amounts on the Straight Line Method at rates specified in Schedule XIV to the Companies Act, 1956 and accordingly includes additional depreciation charge. An amount equivalent to the aforesaid additional depreciation charge is transferred to the credit of the year's Profit and Loss Account from Revaluation Reserve.
- iii) Depreciation on other assets [i.e. items not covered by revaluation referred to in a (i) above] is calculated on Straight Line Method at rates specified in Schedule XIV to the Companies Act, 1956.

d) INVESTMENTS

Investments in Shares are stated at cost less adjustment for permanent diminution in value thereof to the extent determined. Profit /Loss on disposals of such investment are recognised as income/ expenditure.

e) INVENTORIES

Inventories are valued as under:

- **Stores and Spare Parts** : At lower of cost (determined under weighted average method) and net realisable value.
- **Work-in-Progress** : Valued at a percentage of the cost or realisable price whichever is lower.
- **Finished Goods** : Valued at cost or realisable price whichever is lower.

f) FOREIGN CURRENCY TRANSACTIONS

Sales and expenditure in foreign currency are translated at rupee value at rates ruling on the date of transactions.

g) RETIREMENT BENEFITS

- i) Gratuity accounted for on the basis of actuarial valuation.
- ii) Provident funds payments are accounted for on accrual basis with contribution to recognised funds.

h) SALES

Gross Sales are inclusive of excise duty and sales tax and recognised on passing of property in goods i.e. delivery as per terms of sale or on completion of auction in case of auction sales.

i) RECOGNITION OF INCOME AND EXPENDITURE IN CONSOLIDATED ACCOUNTS

- i) Items of Income are recognised on accrual basis except Dividend, Refund of Government dues, Taxes and sundry receipts which are treated on cash basis.
- ii) Items of Expenditure are recognised on accrual basis.

j) RESEARCH AND DEVELOPMENT

Contribution made to approved Research & Development Associations are charged on accrual basis.

For P.K. NANDY & ASSOCIATES

Chartered Accountants
Registration No. 307043E
P.K. Nandy (Proprietor)
Membership No. 11505
Kolkata, 25th May, 2012

D. Chowdhury
Company Secretary

Anjan Ghosh
Director

For and on behalf of the Board

H.P. Barooah
Chairman & Managing Director

Somnath Chatterjee
Managing Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

	For the Year ended 31.03.2012	For the Year ended 31.03.2011
	Rs.	Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	12,66,66,643	9,95,19,217
Adjustments for:		
Depreciation	1,82,68,264	1,67,95,188
Profit/Loss on Sale of Fixed Assets	5,41,562	11,01,498
Interest Received	(12,66,199)	(9,52,078)
Deferred Revenue Expenditure written off	10,50,072	10,60,884
Liabilities no longer required written Back	(2,05,844)	(4,17,836)
Interest Paid / Payable	6,58,39,134	5,34,78,020
Operating Profit before Working Capital Changes	21,08,93,632	17,05,84,893
Adjustments for:		
Trade and other Receivables	(6,10,43,657)	(2,07,67,672)
Inventories	4,41,305	(2,38,25,849)
Trade Payable	2,59,81,651	1,89,63,695
Cash Generated from Operations	17,62,72,931	14,49,55,067
Interest Paid	6,58,39,134	5,34,78,020
Cash flow before extraordinary items	11,04,33,797	9,14,77,047
Extraordinary Items	-	-
Net Cash from Operating activities	<u>11,04,33,797</u>	<u>9,14,77,047</u>
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(20,02,11,497)	(10,32,45,717)
Sale of Fixed Assets	(4,124)	1,72,873
Purchase of Investments	-	-
Interest Received	12,66,199	9,52,078
Net cash used in Investing Activities	<u>(19,89,49,422)</u>	<u>(10,21,20,766)</u>
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowing	4,81,42,529	2,84,66,984
Proceeds from Short term Borrowing	7,49,14,357	(90,55,785)
Increase in Deferred Revenue Expenses	(1,58,927)	(22,70,172)
Net Cash used in Financing Activities	<u>12,28,97,959</u>	<u>1,71,41,027</u>
Net increase in Cash and Cash Equivalents (A+B+C)	3,43,82,334	64,97,308
Cash and Cash Equivalents (Opening)	3,17,46,620	2,52,49,313
Cash and Cash Equivalents (Closing)	6,61,28,954	3,17,46,621

For P.K. NANDY & ASSOCIATES

Chartered Accountants
Registration No. 307043E

P.K. Nandy (Proprietor)

Membership No. 11505

Kolkata, 25th May, 2012

D. Chowdhury
Company SecretaryAnjan Ghosh
Director

For and on behalf of the Board

H.P. Barooah

Chairman & Managing Director

Somnath Chatterjee
Managing Director

**SUBSIDIARY COMPANY****STATEMENT REGARDING SUBSIDIARY COMPANY PURSUANT TO
SECTION 212 OF THE COMPANIES ACT, 1956**

1. Name of Subsidiary Company	B&A Packaging India Limited
2. Holding Company's Interest	
i) Number of Shares and face value	35,54,829 Equity Shares of Rs. 10/- each
ii) Extent of Holding	71.66%
3. Net aggregate amount of Subsidiary's Profit/(Loss) dealt in the Holding Company's Account :	
i) Profit/(Loss) for subsidiary's financial year ended 31st March, 2012	Rs. 1,26,69,669
ii) Profit/(Loss) for its previous financial year since it become a Subsidiary	Rs. 2,87,21,108
	<u>Rs. 4,13,90,777</u>
4. Net aggregate amount of Subsidiary's Profit/(Loss) not dealt in the Holding Company's Accounts:	
i) For the Subsidiary's financial year ended 31st March, 2012	NIL
ii) Profit / (Loss) for its previous financial Period since it became a Subsidiary.	NIL

STATEMENT PURSUANT TO DIRECTION UNDER SECTION 212(8) OF THE
COMPANIES ACT, 1956 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS
VIDE GENERAL CIRCULAR NO. 2/2011 DATED 8TH FEBRUARY, 2011

Name of the Subsidiary Company :	B&A Packaging India Limited		
a) Share Capital :	Rs. 4,98,02,500	f) Turnover :	Rs. 32,16,53,922
b) Reserves :	Rs. 4,68,85,480	g) Profit before Tax :	Rs. 2,50,86,710
c) Total Assets :	Rs. 30,39,42,583	h) Provision for Tax :	Rs. 74,06,458
d) Total Liabilities :	Rs. 20,72,54,603	i) Profit after Tax :	Rs. 1,76,80,252
e) Detail of investments :	Rs. NIL	j) Proposed Dividend :	Rs. 14,88,150

(Except in case of investment in subsidiaries)

For and on behalf of the Board

H.P. Barooah

Chairman & Managing Director

Kolkata
25th May, 2012

D. Chowdhury
Company Secretary

Anjan Ghosh
Director

Somnath Chatterjee
Managing Director



ECS MANDATE FORM

To
MCS Limited
(Unit : B&A Limited)
77/2A, Hazra Road (Gr. Floor)
Kolkata – 700 029, Phone : 033-2454-1892/93
Fax : 033-2454-1961, email : mcs@cal2.vsnl.net.in

Ref : Payment of Dividend

Please Tick One :

- I wish to participate in the Electronic Clearing Service (ECS) introduced by Reserve Bank of India.
- I do not wish to participate in the ECS. However, kindly print the bank particulars given below on the Dividend Warrant being send to me.

1) Name of the Holder (in block letter) :

2) Ref. Folio No. :

3) Particulars of Bank :

a) Name of the Bank :

b) Branch Address :

c) 9 digit Code Number of the Bank & Branch as appearing in the MICR

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Cheque issued by the Bank
(Please attach a photocopy or blank cancelled cheque issued by your Bank relating to your above account for verifying accuracy of the Code No.)

d) Account Type (Please Tick) : Savings Current Cash Credit

e) Ledger Folio No. of your Bank Account (if any) :

f) Account No. :

I hereby declare that the particulars above given are correct and complete. I undertake to inform any subsequent changes in my above particulars before the relevant book closure dates. If the payment is delayed or not effected at all for any reason(s) beyond the control of the Company, I would not hold the Company responsible.

Place :

Date :

Signature of the First Holder

NOTES :

- 1) Please ensure that the details submitted by you are correct as any error therein could result in the dividend payment to be credited to a wrong account.
- 2) Attach a xerox copy of a cheque or blank cancelled cheque of your bank for ensuring accuracy of the banks name, branch name and code number.
- 3) The 9 digit code number of your bank and branch is mentioned on the MICR band next to the Cheque number.
- 4) Members desirous to participate in ECS/to get bank particulars printed in the dividend warrant are requested to complete this form and send to registrar at the above mentioned address on or before 27th July, 2012.
- 5) Member should note that ECS instructions will supersede the instructions regarding Bank details given by the members earlier.

TEAR HERE

Corporate Information as on 31st March, 2012

BOARD OF DIRECTORS	: Mr. Hemendra Prasad Barooah <i>Wholetime Director & Executive Chairman</i> Mr. Ranadurjoy Roy Choudhury, <i>Managing Director</i> Mr. Panchkari Banerjee Mr. Tarun Chandra Dutt Mr. Vijay Raghuram Shetty Mrs. Gargi Barooah Mr. Anjan Ghosh Mr. Sudipto Sarkar
REGISTERED OFFICE	: 1185/1186, Tankapani Road Bhubaneswar - 751 018
CORPORATE OFFICE	: 113, Park Street, 9th Floor Kolkata - 700 016
FACTORY	: 22, Balgopalpur Industrial Area Balasore - 756 020, Odisha
AUDITORS	: APS Associates Chartered Accountants 3C Madan Street, Kolkata - 700 072
BANKER	: State Bank of India Industrial Finance Branch 11, Dr. U. N. Brahmachari Street Kolkata - 700 017
SHARE TRANSFER AGENT	: MCS Limited 77/2A, Hazra Road Kolkata - 700 029

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of B & A Packaging India Limited will be held on Thursday, 28th June, 2012 at 12:00 noon at the Registered Office of the Company at 1185/1186, Tankapani Road, Bhubaneswar – 751 018 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at March 31, 2012, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Panchkari Banerjee, who retires by rotation and being eligible offers himself for re -appointment.
4. To appoint a Director in place of Mr. Vijay Raghuram Shetty, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. APS Associates, Chartered Accountants (Registration No. 306015E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS

6. To re-appoint Mr. Hemendra Prasad Barooah as a Whole Time Director and Chairman and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 198,269,309 and 317 , read with Schedule XIII and all other applicable provisions, if any, of the Companies, Act 1956 or any statutory modification(s) or re-enactment thereof, approval of members be and is hereby accorded

Annual Report 2011-12

B & A PACKAGING INDIA LIMITED
(Formerly B&A Multiwall Packaging Limited)



to the re- appointment of Mr. Hemendra Prasad Barooah as the Whole-Time Director and Chairman of the Company for a period of 5 (five) years with effect from 1st November, 2011 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date : 23rd May, 2012

Place : Kolkata

Regd. Office:

1185/1186, Tankapani Road

Bhubaneswar – 751 018, Odisha

By Order of the Board of Directors

Rajiv Gupta
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE AT LEAST FORTY-EIGHT HOURS BEFORE THE MEETING.
2. Corporate Members are requested to send to the Company's Share Department, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
3. Members are requested to inform changes, if any, in their mailing address immediately to the Company or to the Registrar and Share Transfer Agent M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 029.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday 19th June, 2012 to Thursday 28th June, 2012 (both days inclusive).
5. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
6. As required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Directors retiring by rotation and seeking re-appointment under item No. 3 and Item No. 4 of the Notice respectively, are annexed herewith.
7. Members desirous of obtaining any information concerning the accounts of the Company are requested to send their queries to the Company at least seven days before the meeting so that the information required by the members may be made available at the meeting.
8. Members / Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly completed for admission to the meeting hall.
9. Members can avail the nomination facility by submitting Form No.2B of the Companies (Central Government's) General Rules and Forms, 1956 with the Company or its Registrar & Share Transfer Agents. Blank forms will be made available on request.
10. Members are requested to carry the copy of this Annual Report at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Mr. Hemendra Prasad Barooah , (Mr. H.P Barooah) was appointed as Whole-Time Director & Executive Chairman of the Company effective 1st November,2011 at the meeting of Board of Directors held on 25th October, 2011 for a period of five years.

Mr. Hemendra Prasad Barooah , was born on 1st April, 1926 after obtaining his M.B.A from the Harvard Business School, U.S.A (Class of '49) the first person from the North East to get this Degree, Mr. Barooah joined the family Tea Plantation Business in 1950. He is also having major interest in Tea Broking, Packaging and Tourism Industry. Further, he is Executive Chairman of B & A Limited, the holding Company.

Being the Chairman of Indian Tea Association (ITA) from 1991 – 1994 Mr. Barooah had a substantial contribution in setting up Assam Cultural Centre in Guwahati.

In 1996, Mr. Barooah was elected President of the Bengal Chamber of Commerce & Industry. Thereafter, Mr. Barooah had taken the initiative to open an Independent Chamber of Commerce in Guwahati named North East Chamber of Commerce & Industry with the founder members like Tata Group, Williamson Magor & Co. Ltd, Oil India Limited, Oil & Natural Gas Corporation Limited, Indian Oil Corporation , Numaligarh Refinery Limited etc.

Mr. Barooah's managerial capacity had been recognized by all and from all sectors – from the Tea Industry to Banking and Management. Mr. Barooah had a string of high positions – Member of Tea Board for 3 terms and Vice Chairman for one term, Director of Indian Airlines, Director of State Bank of India, Assam Industrial Development Corporation and Chairman of Tea Research Association.

Mr. Hemendra Prasad Barooah is presently holding Directorship in B & A Limited, Kaziranga Golf Club Private Limited & Heritage North East Private Limited.

That apart, he is also associated with the National Committee of Indian Tea Association as permanent invitee.

Principal Terms and Condition of the proposed Agreement :

- i) Period – 1st November, 2011 to 31st October, 2016
- ii) Remuneration Rs. 80,000/- per month.

None of the Directors except Mr. H.P. Barooah, Mrs. Gargi Barooah and Mr. V. R. Shetty are concerned or interested in this resolution.

Your Board recommends the resolution for your approval.

Information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, relating to Code of Corporate Governance, regarding Directors seeking appointment and re-appointment. (Item 3 and 4)

Item No 3

Mr. Panchkari Banerjee

Mr. Panchkari Banerjee is about 84 years old and have Rich Experience in Tea and Packaging Industry.

He is having an I.A Qualification.

He presently holds Directorship in Rockland Realty Private Limited & Assam Tea Brokers Private Limited.

He is not related to any of the Directors. He holds 110 Equity Shares of the Company.

Item No 4

Mr. Vijay Raghuram Shetty,

Mr. Vijay Raghuram Shetty, aged 48 years is a Bachelor of Engineering in Production. Mr. Shetty is on Board since 25th Feburary, 2008. He holds directorship in Buxton Holdings Private Limited, Cavel Investment and Trading Company Private Limited, Smyl Aviation Private Limited, Nuhart Hair Clinics (INDIA) Private Limited.

None of the Directors, except Mr. Shetty and Mr. Hemendra Prasad Barooah, Chairman of the Company are concerned or interested in this resolution.

By Order of the Board of Directors

Date : 23rd May, 2012

Place : Kolkata

Regd. Office:

1185/1186, Tankapani Road

Bhubaneswar – 751 018, Odisha

Rajiv Gupta
Company Secretary

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twenty Sixth Annual Report of the Company together with the audited accounts for the year ended 31st March, 2012.

OPERATING RESULTS

(₹ In Lakh)

Particulars	Period ended 31st March, 2012 consisting of 12 months (From 01.04.2011 to 31.3.2012)	Period ended 31st March, 2011 consisting of 15th months (From 1.1.2010 to 31.03.2011)
Net Sales and Other Income	2955.48	2745.34
Less : Total Expenditure	2571.36	2397.32
Profit before Interest, Depreciation and Tax	384.12	348.02
Less: Interest	116.93	105.42
Profit before Depreciation and Taxation	267.19	242.60
Less: Depreciation	16.33	19.47
Profit before Tax	250.86	223.13
Less: Current Taxation	78.00	74.10
Tax for earlier Years	(5.39)	NIL
Deferred Taxation	1.45	3.60
Profit after Tax (PAT) available for appropriation	176.80	145.43
Proposed Dividend	(14.88)	NIL
Corporate Dividend Tax	(2.41)	NIL
Add: Balance of Profit / (Loss) brought forward	75.72	(69.71)
Balance of Profit carried to Balance Sheet	235.23	75.72

YEAR IN RETROSPECT

The net sales and other income for the period under review were ₹ 2,955.48 lakhs as against ₹ 2,745.34 lakhs during the previous financial year ended 31st March, 2011 comprising of 15 months from 01.01.2010 to 31.03.2011. Profit after tax for the period under review registered an increase of approximately 22 %.

DIVIDEND

Your Board of Directors are pleased to recommend a dividend of 3% (30 paise) on equity share capital of the Company for the financial year 2011-12. The distribution of dividend will result in payout of ₹ 14.88 lakh excluding tax on dividend.

DIRECTORS

Mr. Panchkari Banerjee and Mr. Vijay Raghuram Shetty, Directors, retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Hemendra Prasad Barooah has been re-appointed as the Chairman-cum-Wholetime Director of the Company, subject to your approval in the ensuing Annual General Meeting, for a period of five years commencing 1st November, 2011 to 31st October, 2016.

The proposals regarding the appointment/re-appointment of the aforesaid Directors are placed for your approval.

CHANGE IN COMPANY SECRETARY

During the year under review Ms. Nabagataa Choudhury resigned w.e.f 15th February, 2012 and the place was filled by appointment of Mr. Rajiv Gupta as Company Secretary w.e.f 8th May 2012.

AUDITORS

M/s. APS Associates, Chartered Accountants, the Statutory Auditors of the Company will retire at the ensuing Annual General Meeting and are eligible for re-appointment. The Audit Committee at its meeting dated 23rd May, 2012 has recommended their re-appointment and they also confirm that their re-appointment, if made, would be in conformity with the limits specified under section 224(1B) of the Companies Act, 1956.

FIXED DEPOSITS

No deposit has been accepted from the public during the year under review.

CHANGE IN FINANCIAL YEAR

The Directors of your Company has decided to change the financial year of your Company to commence from the month of April every year and end on March of the succeeding year.

Accordingly, in order to give effect to the change, the previous period for comparing is of 15 months commencing from 1st January 2010 and ending on 31st March 2011.

CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement with the Stock Exchange, a separate report on Corporate Governance forms part of the Annual Report. A certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance is annexed to this report.

NEW PROJECT

2200 MT Flexible Packaging project has been taken in hand and is well on its way towards completion. The plant has been commissioned from 1st April 2012.

The plant is expected to reach 70% of its rated capacity by 2013 leading to an additional turnover of ₹ 25 Cr.

QUALITY SYSTEMS CERTIFICATION

Your Company is recipient of ISO 9001:2008 Quality System Certification. Additionally the Company has also achieved certification to ISO 22000:2005, standard for Food Safety Management. Your Company's focus on sustainable development will continue to be reinforced by improving standards of safety and environmental protection. Various proactive measures have been adopted and implemented which inter alia include conservation of resources, adoption of cleaner technology, training of employees and others.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- In the preparation of Annual Accounts for the year ended 31st March, 2012, the applicable accounting standards issued by The Institute of Chartered Accountants of India had been followed and in case of material departures, proper explanations has been given in the accounts and notes thereon.
- The accounting policies adopted in the preparation of the annual accounts have been applied consistently and reasonable and prudent judgements and estimates have been made so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2012 and of the Profit or Loss on that date.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and detecting fraud and other irregularities.
- The Annual Accounts for the year ended 31st March, 2012 have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**A) Conservation of Energy**

Electricity is the only form of energy being used in the existing production process which is also very minimal. As the whole manufacturing process is not power intensive, the details required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not given. However, continuous efforts are being put to conserve energy at its maximum possible level. The Flexible Packaging unit will also be using HSD besides electricity. Superior quality boiler has been chosen to make most efficient consumption of fuel.

B) Foreign Exchange Earnings and outgo:

(₹ In Lakh)

PARTICULARS	31.03.2012	31.03.2011
Earnings in Foreign Currency	94.23	7.82
Expenditure in Foreign Currency	1049.65	1033.69

SAFETY, HEALTH AND ENVIRONMENT PROTECTION

Paper sacks and its manufacturing process are both eco friendly and do not generate pollution. Your Company accords highest priority towards environment, occupational health and safety. Recipient of ISO 22,000:2005 food grade certification, your Company is committed towards highest degree of safety, health and environment protection.

To maintain our safety leadership so as to help our customers for export to European countries the Company is also in the process of implementing OHSAS 18001- Occupational Health & Safety Standard and ISO 14001- Environment Management System Certification.

PARTICULARS OF EMPLOYEES

None of the employees employed throughout the year or part of the year was in receipt of remuneration the aggregate of which exceeds the limits as prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, for disclosure in the report of the Board of Directors.

Annual Report 2011-12

B & A PACKAGING INDIA LIMITED
(Formerly B&A Multiwall Packaging Limited)



ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the continuous assistance and co-operation received from Bank, Government Authorities, Customers, Shareholders, Vendors and other business associates during the year under review.

Your Directors place on record their deep appreciation for the dedicated efforts and contribution of the employees at all levels and look forward to their continued support in the future as well.

Your Directors look forward to the future with confidence.

For and on behalf of the Board of Directors

P. Banerjee
Director

R. Roy Choudhury
Managing Director

Place: Kolkata

Date : 23rd May, 2012

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. Industry Structure and Development

During the year 2012 tea industry continued to do well buoyed by the domestic demand growth and soaring prices. For tea sacks we could achieve a growth of 25.65% by turnover on 2011 (year to year basis). This has been accomplished through intense retail push at Jorhat and Cochin, tapping Nepal and Siliguri market and adding new customers. The tea market overview for 2012 is good so far and maintaining this trend we envisage considerable growth in our tea sack business during this year. We have established a distribution centre at Coimbatore to support this business growth.

Carbon Black Industry has not done well due to global recession and threat imposed by imported cheaper carbon black from China. Big projects that are on the anvil get stalled due to unfavourable market condition.

We planned to take a closer look this year in Chemicals market for speciality sacks which apparently is growing in India. We could successfully capture the market through import substitution of some specialized paper sacks

2. Opportunity and Threats

- Growing quality consciousness of tea producers resulting in growth in volume.
- The growth of 2 ply paper sack in tea is slower amongst agency houses where it is getting popularized among small and medium buyer. In that way 50% of paper sacks that we supply to tea industry can be changed. The change to 2 ply paper sacks in carbon black industry is gaining momentum and by end of the year 30-40% of the total consumption will be converted to 2 ply.
- This stringent specification will definitely increase the qualitative gap with our competitors and discourage manufacturers in unorganized sector.
- We have already received the order from Kenya. Initial order quantity 1,20,000 pcs value \$1,26,600 which is a miniscule part of the total order of 3.5 million Full Size Tea Sack. Upon completion of this our target is to complete at least half the quantity of the total order during this year.
- We are poised on the verge of entering flexible packaging market which shows double digit growth for decades.

- Sri Lankan paper sack import in the country continues unabated piggy-backing on the advantage of exemption of 10% Customs duty due to Indo Sri Lankan Trade Agreement.
- Carbon Black Industry is under serious threat from the cheap import from China. Gradual conversion to bulk bags from paper bag is also to be considered as threat.

3. Outlook

Based on the projected GDP growth and predicted normal monsoon, our outlook for the business in 2012-13 remains quite positive. Utilizing successfully our market-share expansion programme, capacity development for flexible packaging and efficient cost-conscious operations, the Company plans to realize sustainable growth and profitability.

4. Internal Control System and Their Adequacy

Your Company has an adequate internal audit and control system commensurate with the size and nature of business.

The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board of Directors.

5. Financial Performance

The Company has registered a Net Sales of ₹ 29.55 Cr as against the turnover achieved for the Fifteen month Financial period ended 31.03.2011 has been ₹ 27.32 Crore, a growth of approximately 8% over the previous financial year. Profit after tax has been ₹ 176.80 lakh as against ₹ 145.43 lakhs, an increase of approximately 22%.

Cautionary Statement : *Statement in the Directors Report and Management Discussion & Analysis describing the Company's expectations may be forward-looking within the meaning of applicable securities laws & regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demands and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their costs, changes in government policies and tax laws, economic development of the country and such other factors which are material to the business of the Company.*

REPORT ON CORPORATE GOVERNANCE**Company's Philosophy:**

Being a responsible corporate citizen, the Company ensures continuous adherence to the prescribed corporate practices as per various clause including clause 49 of the Listing Agreement ensuring accountability, transparency, fairness in all its transactions with shareholders, bankers, customers and other stakeholders.

Details of compliances under Clause 41 are given below:

Board of Directors**A) Composition as on 31st March, 2012**

The Board comprises 8 (eight) Directors of which 6 (six) are non-executives. The Chairman of the Company is an executive director.

B) Board Meetings held during the last Financial Year ended 31st March, 2012

The Board met 4 (Four) times on following dates:

21.05.2011, 13.08.2011, 25.10.2011 and 04.02.2012.

C) Composition, Other Directorships/Committee memberships held as on 31st March, 2012

Name of the Directors	Category	Number of other Directorship & Committee Membership*		
		Other Directorship	Committee Membership	Committee Chairmanship
Mr. Hemendra Prasad Barooah	Promoter & Executive Chairman	1	1	–
Mr. Ranadurjoy Roy Choudhury	Managing Director	3	–	–
Mr. Panchkari Banerjee	Non-Executive & Independent	–	–	–
Mr. Tarun Chandra Dutt	Non-Executive & Independent	3	–	–
Mr. Vijay Raghuram Shetty	Non-Executive & Non-independent	–	–	–

Name of the Directors	Category	Number of other Directorship & Committee Membership*		
		Other Directorship	Committee Membership	Committee Chairmanship
Mrs. Gargi Barooah	Non-Executive & Non-independent	–	–	–
Mr. Anjan Ghosh	Non-Executive & Independent	1	–	–
Mr. Sudipto Sarkar	Non-Executive & Independent	8	6	–

*Excludes directorships held in Private Limited Companies; only membership/chairmanship of Audit Committee and Shareholders'/Investors' Grievance Committee have been considered.

D) Particulars of change in directorship during the period under review

Name of Director	Category	Appointment/Cessation	Remarks
Mr. Hemendra Prasad Barooah	Whole-Time Director & Executive Chairman	1st November 2011*	For a period of 5 years from the date of appointment

* This is a re-appointment and is subject to the approval of the members in the forthcoming Annual General Meeting scheduled to be held on 28th June, 2012.

E) Attendance of Directors at Board Meetings during the Financial year ending 31st March, 2012 and last Annual General Meeting

Name of the Directors	Attendance Particular		Name of the Directors	Attendance Particular	
	Board Meeting	Last AGM		Board Meeting	Last AGM
Mr. Hemendra Prasad Barooah	3	Yes	Mr. Tarun Chandra Dutt	4	Yes
Mr. Ranadurjoy Roy Choudhury	4	Yes	Mr. Vijay Raghuram Shetty	–	No
Mr. Panchkari Banerjee	4	No	Mr. Anjan Ghosh	1	No
Mrs. Gargi Barooah	-	No	Mr. Sudipto Sarkar	4	No

- F) Particulars of Directors retiring by rotation and seeking re-appointment have been given in the Notice convening the 26th Annual General Meeting and Explanatory Statement, attached thereto.

Audit Committee

The composition and terms of reference of Audit Committee is in compliance with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchange. During the year under review, four meetings of the Committee were held on 21.05.2011, 13.08.2011, 25.10.2011 and 04.02.2012.

Composition of Audit Committee as on 31.03.2012 together with number of meetings attended by its members is given as under:

Name of the Members	Category	No. of Meetings attended
Mr. Tarun Chandra Dutt	Chairman	4
Mr. Panchkari Banerjee	Member	4
Mr. Hemendra Prasad Barooah	Member	3
Mr. Anjan Ghosh	Member	1

The brief terms of reference of Audit Committee includes:

- a) Reviewing internal control and internal audit function and their adequacy with the management/ internal auditors.
- b) Reviewing the quarterly, half yearly and annual accounts of the Company before submission to the Board for approval.
- c) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- d) Investigate any matter referred to it by the Board or within its terms of reference.
- e) Recommending the appointment, replacement, removal of statutory auditors and fixation of their audit fees and fees for other services.
- f) In general, all the items mentioned in Clause 49(II)(d) of the Listing Agreement.

Remuneration Committee

Remuneration Committee comprises three Directors of which two are non-executive and independent. Scope of the Committee extends to recommending to the Board, the appointment and compensation terms of the Executive Directors.

During the year under review, one meeting was held on 25th October, 2011 by the Committee. All the members were present.

The composition of Remuneration Committee is as under:

Name of the Members	Designation
Mr. Tarun Chandra Dutt	Chairman
Mr. Hemendra Prasad Barooah	Member
Mr. Panchkari Banerjee	Member

Remuneration of Whole-time Directors

As required by Clause 49(IV) of the Listing Agreement with the Stock Exchange, the details of remuneration of Managing Director and Whole-time Director along with sitting fees paid to Non-executive Directors during the financial year ended 31st March, 2012 are stated as under:

Name of Director	Salary	Perquisites/ Re-imbusement	Sitting Fees	Total
Mr. Hemendra Prasad Barooah	8,90,000	—	—	8,90,000
Mr. Ranadurjoy Roy Choudhury	12,66,250	3,66,101	—	16,32,351
Mr. Panchkari Banerjee	—	—	25,000	25,000
Mr. Tarun Chandra Dutt	—	—	25,000	25,000
Mr. Vijay Raghuram Shetty	—	—	—	—
Mrs. Gargi Barooah	—	—	—	—
Mr. Anjan Ghosh	—	—	8,000	8,000
Mr. Sudipto Sarkar	—	—	14,000	14,000

No Severance Fee is payable.

Investors' Grievance Committee

The Investors' Grievance Committee, as a sub-committee of the Board, inter-alia, reviews shareholders / investors grievances and overviews the activities of Registrar and Share Transfer Agent. During the year under review no complaints were received from the shareholders of the Company. The Committee ordinarily meet when there is any issue relating to non-disposal of Investors' grievance.

The composition of the Committee is as under:

Name of the Members	Status
Mr. Panchkari Banerjee	Chairman
Mr. Ranadurjoy Roy Choudhury	Member

Share Transfer Committee

The Share Transfer Committee was constituted with the objective of giving approval for allotment, transfer & transmission of Shares/Debentures or any other securities including issue of duplicate certificates and new certificates on mutilation/split/consolidation/renewal etc.

The Committee met 11 (eleven) times during the year under review on 15.04.2011, 16.05.2011, 30.06.2011, 16.08.2011, 19.08.2011, 11.11.2011, 30.11.2011, 15.12.2011, 30.01.2012, 28.02.2012, & 30.03.2012. The details of meeting attended by each member of the Committee are given as under :

Name of the Members	Status	No. of Meetings attended
Mr. Panchkari Banerjee	Chairman	11
Mr. Tarun Chandra Dutt	Member	11
Mr. Hemendra Prasad Barooah	Member	10

General Body Meeting

The details of the last 3 General Meetings are held as under :

Financial Year ended	Type of Meeting	Date	Venue	Special Resolutions
31st December, 2011	AGM	08.07.2011	Regd. Office: 1185/1186, Tankapani Road, Bhubneswar - 751 018	NIL

Financial Year ended	Type of Meeting	Date	Venue	Special Resolutions
31st December, 2009	AGM	14.06.2010	-do-	Special resolution u/s 21 of the Companies Act, 1956 for change of name of the Company from B & A Multiwall Packaging Limited to "B & A Packaging India Limited"
31st December, 2008	AGM	26.05.2009	- Do -	NIL

Code of Conduct

The Code of Conduct and ethics for directors and management personnel ("the Code"), as laid down by the Board is a comprehensive code applicable to all directors and management personnel. A copy of the Code has been put on the Company's website www.bampl.com. The members of the Board and senior management of the Company have submitted their affirmation on compliance with the Code of Conduct for the effective period. A declaration signed by the Managing Director of the Company to that effect forms part of this Report.

Disclosure

A periodical report on compliances of various relevant laws is placed before the meeting of the Board on every quarter in order to facilitate periodical review by the Board members and for taking steps to rectify non-compliances, if any.

There were no instances of material non-compliance and no strictures or penalties were imposed on the Company either by SEBI, Stock Exchanges or any statutory authorities on any matter related to capital market.

No such materially significant related party transactions have been entered into between the Company and its promoters, the directors or the management or their relatives etc., which may have potential conflict with the interest of the Company at large. A separate report on related party transactions have been furnished in the Notes to Annual Accounts of the Company.

Means of Communication

As an usual practice, the quarterly, half yearly and annual financial results, audited/unaudited, were submitted to the stock exchange soon after these were approved in the Board meeting and the same were also published in two newspapers, viz., "Sambad" in vernacular language having circulation in the state of Odisha, where the Registered Office of the Company is situated and "Business Standard" in English having nationwide circulation as per the requirements of Clause 41 of the Listing Agreement with the stock exchange.

General Shareholder Information

Day, date and time of 26th Annual General Meeting	:	Thursday, the 28th day of June 2012 at 12.00 noon
Venue	:	Registered Office of the Company, 1185/1186, Tankapani Road, Bhubneswar – 751 018.
Financial calendar (tentative) for the year 2012-2013	:	April to March
Date of Book Closure	:	Tuesday, 19th June, 2012 to Thursday, 28th June, 2012 (both days inclusive)
Dividend payment date	:	The Dividend as recommended by the Board of Directors, if declared in the Annual General Meeting, will be paid on or after 3rd July, 2012
Listing of Equity Shares on Stock Exchange	:	Bombay Stock Exchange Limited. Listing Fees for FY 2012-2013 have been paid to stock exchange
Stock Code / ID	:	523186.
Stock price data	:	The shares of the Company are in physical form and there was no trading during the period under review through stock exchange. Hence the data relating to stock price are not available.
Registrar and Share Transfer Agent	:	MCS Limited, 77/2A, Hazra Road, Kolkata – 700 029.
Share Transfer System	:	To expedite the transfer of shares, the power to authorise the transfers have been delegated to Share Transfer Committee of the Board. The transfers are processed within the reasonable time from the date of receipt, if the documents are completed in all respect.

Distribution of Shareholdings as on 31st March, 2012

Range of shares held	Shares		Shareholders	
	Nos.	% total	Nos.	% total
1 to 500	4,55,571	9.1840	2671	95.5635
501 to 1000	61,500	1.2398	76	2.7191
1001 to 2000	43,900	0.8850	28	1.0018
2001 to 3000	15,200	0.3064	6	0.2147
3001 to 4000	15,100	0.3044	4	0.1431
4001 to 5000	5,100	0.1028	1	0.0358
5001 to 10000	15,400	0.3105	2	0.0716
10001 to 50000	32,400	0.6532	2	0.0716
50001 to 100000	1,00,000	2.0159	1	0.0358
100000 and above	42,16,329	84.9981	4	0.1431
TOTAL	49,60,500	100.00	2,795	100.00

Shareholding Pattern as on 31st March, 2012

Sl.	Category of Shareholders	No. of Shareholders	No. of Shares	% to total paid up capital
A.	Promoters' holding			
1.	Indian Promoters	8	35,90,129	72.37
	Foreign Promoters	1	1,00,000	2.02
2.	Persons acting in concert	—	—	—
	Sub-total	9	36,90,129	74.39
B.	Non-promoters holding			
3.	Institutional Investors Mutual Funds, Banks, Financial Institutions Insurance Companies (Central/ State Govt. Institution/Non-Govt. Institutions) and FIs.	2	5,41,000	10.91
	Sub-total	2	5,41,000	10.91
4.	Others			
	Private Corporate Bodies	7	1,24,300	2.50
	Indian Public	2777	6,05,071	12.20
	NRIs/OCBs	—	—	—
	Any other	—	—	—
	Sub-total	2,784	7,29,371	14.70
	Grand total	2,795	49,60,500	100.00

Location of Manufacturing Division

The manufacturing division of the Company is located at 22, Balgopalpur Industrial Area, Balasore – 756 020.

Non-mandatory Requirements

- **Chairman's Office (Non-executive)**

The Chairman of the Company is Executive, hence this provision is not applicable.

- **Remuneration Committee**

The details about the composition and terms of reference of remuneration committee have been provided separately in this Corporate Governance Report.

- **Audit Qualification**

No audit qualification is given by the Statutory Auditors in their Audit report.

- **Whistle Blower Policy**

The Company has not adopted any Whistle Blower Policy as yet but promoted an ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour.

- **Others**

The other non-mandatory requirements as laid down in Annexure – ID of Clause 49 of the Listing Agreement will be introduced as and when the circumstance warrants.

For and on behalf of the Board of Directors

P. Banerjee
Director

R. Roy Choudhury
Managing Director

Place : Kolkata

Date : 23rd May, 2012

CEO / CFO CERTIFICATION

The Board of Directors,
B & A Packaging India Limited
Kolkata

Dear Sirs,

I do hereby certify that:-

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March, 2012 and that to the best of my knowledge and belief:-
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control system of the Company and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take rectify these deficiencies.
- d) I have indicated to the auditors and Audit Committee regarding
 - i) non-occurrence of any significant changes in internal control during the year;
 - ii) non-occurrence of any significant changes in accounting policies during the year; and
 - iii) non-existence of any significant fraud of which I have become aware and the involvement there, if any, of the management or an employee having a significant role in the Company's internal control system.

Date: 23rd May, 2012
Place: Kolkata

Ranadurjoy Roy Choudhury
Managing Director

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Members of B & A Packaging India Limited:
(Formerly B&A Multiwall Packaging Limited)

We have examined the compliance of the conditions of Corporate Governance by B & A PACKAGING INDIA LIMITED for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that there are no shareholders' grievances remaining unattended / pending for a period exceeding one month as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For APS ASSOCIATES
CHARTERED ACCOUNTANTS
(Registration No. 306015E)

(A. DUTTA)

Partner

Membership No. 017693

Kolkata,
Dated the 23rd May, 2012

Annual Report 2011-12

B & A PACKAGING INDIA LIMITED
(Formerly B&A Multiwall Packaging Limited)



To

The Shareholders,

Affirmation of Compliance with Code of Conduct

I, Ranadurjoy Roy Choudhury, Managing Director, declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors in respect of the the Financial Year ended 31st March, 2012.

Ranadurjoy Roy Choudhury
Managing Director

Date: 23rd May, 2012
Place: Kolkata

AUDITORS' REPORT

To

The Members of B&A Packaging India Limited
(Formerly B&A Multiwall Packaging Limited)

1. We have audited the attached Balance Sheet of B & A PACKAGING INDIA LIMITED as at 31st March, 2012, the Statement of Profit & Loss for the year ended on that date and also the Cash Flow Statement for the said year annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - iv) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the applicable accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v) On the basis of written representations received from all the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - vi) in our opinion and to the best of our information and according to the explanations given to us, the accounts read with Notes annexed thereto, give the information

required by the Companies Act, 1956, in the manner so required and also give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 ;
- b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;
- and
- c) in the case of the Cash Flow Statement, of the cash flow of the Company for the year ended on that date.

For APS ASSOCIATES

Chartered Accountants

(Registration No. 306015E)

A. Dutta

Partner

Membership No. 017693

Place : Kolkata

Dated : the 23rd May, 2012

ANNEXURE TO AUDITORS' REPORT

To

The members of B & A PACKAGING INDIA LIMITED
(Formerly B&A Multiwall Packaging Limited)

Refer Paragraph 3 of our report of even date

1. i) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - ii) During the year the fixed assets were physically verified by the management.
 - iii) No part of the fixed assets of the Company was disposed off during the year.
2. i) During the year, inventories were physically verified by the management at reasonable intervals.
 - ii) In our opinion, the procedure of physical verification of inventories followed by the management is adequate considering the size of the Company and the nature of its business.
 - iii) Based on examination of records, we are of opinion that, the Company is maintaining proper records of inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
3. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. However, the Company has taken interest free loans from a Private Limited Company and a Director, who are covered in the register maintained under Section 301 of the Companies Act, 1956. In our opinion the terms and conditions of these loans are prima facie not prejudicial to the interest of the Company and the repayments were not due during the year under audit.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods. During the course of our audit, we have not come across any instance of major weakness in the internal controls.
5. a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
b) In our opinion and according to information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for manufacture of paper sacks and are of the opinion that prime facie, the prescribed accounts and records have been made and maintained.
9. i) According to the records of Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, customs duty and excise duty have generally been regularly deposited with the appropriate authorities.
ii) According to the information and explanations given to us, the following are the particulars of disputed dues on account of sales tax and employees' state insurance matters which have not been deposited by the Company :-

Name of the Statute	Nature of dues	Amount (Rs.)	Relevant Period	Forum where dispute is pending
Central Sales Tax Act.	Sales Tax	64,515	1995-1996	Asst. Commissioner of Sales Tax, (Appeal) Balasore Range
Central Sales Tax Act.	Sales Tax	27,54,267	1998-1999	Sales Tax, Tribunal Cuttack
Central Sales Tax Act	Sales Tax	7,83,904	2002-2003	Sales Tax, Tribunal Cuttack
Central Sales Tax Act.	Sales Tax	7,72,449	2003-2004	Sales Tax, Tribunal Cuttack
Central Sales Tax Act.	Sales Tax	22,72,291	2005-2006	Commissioner of Sales Tax, Cuttack
Central Sales Tax Act.	Sales Tax	28,46,586	2006-2007 & 2007-2008	Commissioner of Sales Tax, Cuttack

Name of the Statute	Nature of dues	Amount (Rs.)	Relevant Period	Forum where dispute is pending
Central Sales Tax Act.	Sales Tax	17,47,350	2008-2009 & 2009-2010	Commissioner of Sales Tax, Cuttack
Orissa Value Added Tax Act	VAT	1,38,204	2006-2007 & 2007-2008	Commissioner of Sales Tax, Cuttack
Employees' State Insurance Act	E.S.I	61,398	2002-2003	Employees' Insurance Court, Kolkata

- 10) The Company has no accumulated loss as on 31st March, 2012. Further, the Company has not incurred cash loss during the year ended 31st March, 2012 or in the immediately preceding financial year ended 31st December 2011.
- 11) According to the records of the Company and the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers.
- 12) According to the information given to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion and according to the information and explanations given to us, the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company.
- 14) In our opinion, the Company does not deal or trade in shares, securities, debentures or other investments.
- 15) According to the information given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the period.
- 16) The term loan obtained by the Company during the year from its banker is being utilised for the purpose for which the said loan was received.
- 17) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no fund raised on short term basis were used for long term investment.
- 18) The Company has not made any preferential allotment of shares during the period.
- 19) The Company has not issued any debentures during the period.
- 20) The Company has not raised any money by way of public issue during the period.
- 21) In our opinion and according to the information and explanations given to us no fraud on or by the Company was reported during the period.

For APS ASSOCIATES**Chartered Accountants**

(Registration No. 306015E)

A. Dutta

Partner

Membership No. 17693

Place : Kolkata

Dated : 23rd May, 2012

Annual Report 2011-12**B & A PACKAGING INDIA LIMITED**
(Formerly B&A Multiwall Packaging Limited)**BALANCE SHEET AS AT MARCH 31st, 2012****EQUITY AND LIABILITIES**

(Figures in ₹ except share data)

	Note	2012	2011
SHAREHOLDERS' FUNDS			
Share Capital	2.01	4,98,02,500	4,98,02,500
Reserves and Surplus	2.02	4,68,85,480	3,09,34,793
		9,66,87,980	8,07,37,293
NON-CURRENT LIABILITIES			
Long-term borrowings	2.03	6,92,92,631	1,95,35,429
Deferred tax liabilities (Net)	2.04	28,53,174	27,07,857
Long term provisions	2.05	15,58,066	13,03,183
		7,37,03,871	2,35,46,469
CURRENT LIABILITIES			
Short-term borrowings	2.06	6,67,15,726	5,22,04,797
Trade payables	2.07	3,22,56,806	3,04,23,140
Other current liabilities	2.08	1,65,79,585	22,31,669
Short-term provisions	2.09	1,79,98,615	88,13,633
		13,35,50,732	9,36,73,239
		30,39,42,583	19,79,57,001
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	2.10	3,20,03,475	3,15,08,768
Capital work-in-progress		10,96,96,039	73,351
Deposits	2.11	25,40,011	4,59,483
		14,42,39,525	3,20,41,602
CURRENT ASSETS			
Inventories	2.12	6,38,49,885	6,63,40,329
Trade receivables	2.13	5,72,36,134	4,43,55,431
Cash and cash equivalents	2.14	84,49,868	88,80,924
Short-term loans and advances	2.15	3,01,67,171	4,63,38,715
		15,97,03,058	16,59,15,399
		30,39,42,583	19,79,57,001
Significant Accounting Policies and Notes on Accounts	1 & 2		

In terms of our report of even date

For **APS ASSOCIATES**

Chartered Accountants

A. Dutta

Partner

Membership No. 17693

Kolkata, 23rd May, 2012

For and on behalf of the Board

P. Banerjee

Director

R. Roy Choudhury

Managing Director

Rajiv Gupta

Company Secretary & Manager (Finance)

Annual Report 2011-12**B & A PACKAGING INDIA LIMITED**
(Formerly B&A Multiwall Packaging Limited)**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD**

(Figures in ₹ except share data)

	Note	12 months period Apr'11-Mar'12	15 months period Jan'10-Mar'11
Revenue from operations	2.16	29,33,35,137	27,38,63,774
Other Income	2.17	22,13,496	6,70,360
Total Revenue		29,55,48,633	27,45,34,134
Expenses			
Cost of materials consumed	2.18	21,94,71,754	19,16,96,521
Changes in inventories of finished goods and work-in-progress	2.19	(90,41,395)	(36,76,198)
Employee benefit expense	2.20	2,07,72,027	1,94,53,094
Financial costs	2.21	1,16,92,912	1,05,42,490
Depreciation and amortization expense	2.10	16,32,583	19,46,696
Other expenses	2.22	2,59,34,042	3,22,58,280
Total Expenses		27,04,61,923	25,22,20,883
Profit before taxation		2,50,86,710	2,23,13,251
Tax expense:			
Current tax	2.09	78,00,000	74,10,000
Deferred tax	2.04	1,45,317	3,59,397
Tax adjustment for Earlier Years		(5,38,859)	–
Profit/(Loss) for the period		1,76,80,252	1,45,43,854
Significant Accounting Policies and Notes on Accounts	1 & 2		
Earning per equity share:			
Basic & Diluted		3.58	2.93

In terms of our report of even date

For **APS ASSOCIATES**

Chartered Accountants

A. Dutta

Partner

Membership No. 17693

Kolkata, 23rd May, 2012

For and on behalf of the Board

P. Banerjee

Director

R. Roy Choudhury

Managing Director

Rajiv Gupta

Company Secretary & Manager (Finance)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**1. SIGNIFICANT ACCOUNTING POLICIES :-****1.1 Accounting System**

These financial statements have been prepared on going concern assumptions under the historical cost convention on an accrual basis and in conformity with the relevant accounting standards as notified under the Companies (Accounting Standards) Rules, 2006 and the Companies Act, 1956.

1.2 Fixed assets

Fixed Assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment, if any. The cost of acquisition comprises purchase price inclusive of duties (net of Cenvat), taxes, incidental expenses, erection / commissioning / trial run expenses and interest etc, up to the date the assets are ready for intended use. Capital Work-in-Progress comprises of the Cost of fixed assets that are not yet ready for their intended use at the reporting date.

1.3 Inventories

Raw Materials and Stores and Spares - Valued at cost.

Finished Goods - Valued at cost or realisable price whichever is lower.

Materials-in-process - Valued at a percentage of cost or realisable price whichever is lower.

1.4 Depreciation and Amortization

Depreciation is provided on Straight Line Method in accordance with the provision of Schedule XIV to the Companies Act, 1956 effecting writing off upto ninety-five percent of original cost of individual Fixed Assets.

1.5 Sales

Gross Sales include Excise Duty and Central Sales Tax but does not include Value Added Tax.

Export sales are accounted for on the basis of actual Rupee realisation.

1.6 Import of Raw Materials

Import of Raw Materials are accounted for on the basis of actual rupee payments.

1.7 Borrowing Cost

Borrowing costs attributable to acquisition of fixed assets and capital work in progress, are treated as part of cost of such assets and Capitalised upto the stage of commercial production. All other borrowing costs are charged to revenue.

1.8 Employees' benefits

a) Short term benefits like Salaries, Wages, Contribution to Provident Fund and Pension Scheme and other non-monetary benefits are recognised on actual basis; pending final calculation of Allocable Surplus for the current year as required under the Payment of Bonus Act, 1965, provision for bonus is calculated on the basis of last year.

b) The Company's Rules do not provide for either accumulation or compensation for leave of its employees.

c) Long-term employee benefits are recognised as an expense in the Profit & Loss Account for the year in which the employee has rendered services. The expense is recognised at the present value of the amount payable as per Actuarial valuations. Actuarial gains and losses in respect of such benefits are recognised in the Profit and Loss A/c.

1.9 Foreign Currency Transactions

(a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

(b) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the profit and loss account; exchange difference relating to acquisition of fixed assets are adjusted to the carrying cost of such assets.

1.10 Tax

(a) Current Tax payable for the year is computed as per provision of I.T.Act.

(b) Deferred Tax, being tax on difference between profit considered for income tax purpose and profit as per the financial Statement, is recognised as per requirement of Accounting Standard 22.

1.11 Proposed Dividend

Dividend proposed by the Board of Directors is provided for in the books of account pending approval at the Annual General Meeting.

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

2 NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31 ,2012

PARTICULARS	As at March 31, (in ₹)	
	2012	2011
2.01 SHARE CAPITAL		
Authorized		
8000000 Equity Shares of Rs.10/- each	80,000,000	80,000,000
Issued, Subscribed and Paid up		
4960500 Equity Shares of Rs.10/- each fully paid up (Previous Year : 49,60,500 Equity Shares)	49,605,000	49,605,000
Forfeited Shares (39,500/- Shares @ 10/- each but originally paid-up @ 5/- each)	197,500	197,500
	49,802,500	49,802,500
(i) 35,54,829 Shares(71.60%) are held by the holding company, B&A Limited,		
(ii) Shares in the company held by other Shareholders holding more than 5% shares - Industrial Promotion and Investment Corporation of Odisha Ltd. (3,00,000 shares)		
(iii) Shares issued during five years immediately preceding this Balance Sheet	- NIL	
2.02 RESERVES AND SURPLUS		
(a) Capital Reserve	16,743,000	16,743,000
(b) Other Reserves		
Central Investment Subsidy	2,500,000	2,500,000
State Subsidy	241,700	241,700
Revenue Reserve	3,877,298	3,877,298
	6,618,998	6,618,998
(c) Surplus :		
Balance as per Last Balance Sheet	7,572,795	(6,971,059)
Add: Profit as per Statement of Profit and Loss	17,680,252	14,543,854
	25,253,047	7,572,795
Less: Provision for proposed Dividend	1,488,150	-
Less: Provision for Dividend Distribution Tax	241,415	-
	23,523,482	7,572,795
Balance	46,885,480	30,934,793

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

PARTICULARS	As at March 31, (in ₹)	
	2012	2011
2.03 LONG-TERM BORROWINGS		
(a) TERM LOANS		
SECURED		
State Bank of India, I.F. Branch, Kolkata	43,313,384	–
(i) Secured by 1st charge over the entire Plant & Machinery and other fixed Assets pertaining to the Flexible Packaging Material Project and also collaterally secured by :		
a) Extension of charge over Factory Land, Building, Plant & Machinery.		
b) Equitable mortgage of Flat No.1 & 2 , 3rd Floor at 55/24 , Bimannagar, Sardarpara, Kaikhali, P.S. Rajarhat, North 24 Parganas in the name of Barooahs & Associates Pvt. Ltd.		
c) Personal guarantee of Shri H.P. Barooah, Director, & Corporate Guarantee of Barooahs & Associates Pvt. Ltd.		
(ii) Terms of Repayment: In Quarterly installments each of ₹ 34.50 Lacs		
HDFC Bank Ltd. Kolkata	179,247	135,429
(i) Secured by hypothecation of a Motor Car		
(ii) Terms of Repayment: In equated monthly installments		
(b) LOAN FROM RELATED PARTIES		
UNSECURED		
From Barooahs & Associates Pvt. Ltd.	20,400,000	14,000,000
From a Director	5,400,000	5,400,000
[Repayable on completion of repayment of Term Loan from State Bank of India as stated in (a) above]	69,292,631	19,535,429
2.04 DEFERRED TAX LIABILITIES (NET)		
Assets Deferred Sales Tax Liabilities	254,348	254,348
Provision for Retirement Benefit	832,709	635,047
	1,087,057	889,395
Liabilities		
Difference between Written Down Value of assets as per Income Tax Laws and written down value of assets as per books	3,940,231	3,597,252
Deferred Tax Liabilities (Net)	2,853,174	2,707,857
Deferred Tax Liabilities for the year :	145,317	359,397

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

As at March 31, (in ₹)

PARTICULARS	2012	2011
2.05 LONG TERM PROVISIONS		
Provision for Employees' Benefits:		
Provision for Gratuity	<u>1,558,066</u>	<u>1,303,183</u>

Company's Long Term benefit Scheme presently consist of Gratuity only. Following are the details of amount recognised in the financial Statements in respect of gratuity as per actuarial valuation :

TABLE 1

Actuarial calculations for AS 15 (Rev.2005) for the purpose of Net Asset / Liability, Recognised in the Balance Sheet.

Sl.	Description	31st March, 2011	31st March, 2012
i)	Present Value of Defined Benefit Obligation	2,055,169.00	2,694,852.00
ii)	Fair Value of Plan Assets	-	-
iii)	Funded Status [Surplus / (Deficit)]	(2,055,169.00)	(2,694,852.00)
iv)	Unrecognised Past Service Cost	-	-
v)	Net Asset / (Liability) recognized in the Balance Sheet	(2,055,169.00)	(2,694,852.00)

REVISED SCHEDULE VI COMPANIES ACT

a)	Current Liability	31st March, 2011	31st March, 2012
i)	Current Liability on retirement	711,681.00	1,088,598.00
ii)	Current Liability on attrition	40,305.00	48,188.00
	Total Current Liability	751,986.00	1,136,786.00
b)	Non Current Liability	1,303,183.00	1,558,066.00

TABLE 2

Actuarial calculations for AS 15 (Rev.2005) for the purpose of Disclosure of employer expense for the year ending 31st March 12

Sl.	Description	Period 2011-12
i)	Current Service cost (including risk premium for fully insured benefits)	265,113
ii)	Interest Cost	190,000
iii)	Expected Return of Asset(-)	-
iv)	Curtailment Cost (+)	-
v)	Settlement Cost	-
vi)	Past Service Cost	-
vii)	Actuarial Gains(-) / Loss (+)	(+ 1,84,570)
viii)	Appreciation/Depreciation of Plan Assets	-
	Total	639,683
	Total employer expenses recognized in P & L	639,683

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS
2.5 LONG TERM PROVISIONS (Contd.)
TABLE 3

Actuarial calculations for AS 15 (Rev.2005) purpose change in obligations / assets in the year ending 31.03.2012

A. Change in Obligation in the period ended 31.03.2012

Sl.	Description	Period 2011-12
i)	Present Value of Defined Benefit Obligation at the beginning of the year	2,055,169
ii)	Employer Service Cost (+)	265,113
iii)	Interest Cost (+)	190,000
iv)	Curtailment Cost (+)	—
v)	Settlement Cost	—
vi)	Plan Amendments	—
vii)	Acquisitions	—
viii)	Actuarial Gains(-) / Loss (+)	(+) 1,84,570
ix)	Benefit Payments (-)	—
x)	Present Value of DB obligations at the end of the year	2,694,852.00

B. Change in Assets

Sl.	Description	Period 2011-12
i)	Fair Value of Plan Assets at the beginning of the year	—
ii)	Acquisition adjustments	—
iii)	Actual return on Plan Assets (+)	—
iv)	Actual Company Contribution (+)	—
v)	Benefit Payments (-)	—
vi)	Appreciation/Depreciation of Plan Assets	—
vii)	Fair Value of Plant Assets at the end of the period	—

TABLE 4

Reconciliation of Net assets / (Liability) recognized in the Balance Sheet as at 31 st March, 2012

Sl.	Description	Year 2011-12
i)	Net Asset / (Liability) recognized in the Balance Sheet at the beginning of the Year	(2,055,169)
ii)	Employer Expenses	639,683
iii)	Employer Contributions.	—
iv)	Acquisitions.	—
v)	Net Asset / (Liability) recognized in the Balance Sheet at the ending of the year	2,694,852.00

Summary of Membership Date

Active Members	31st March 2011	31st March 2012
Number of Employees	49	66
Total Monthly Salaries (₹)	327,090	548,370
Avg. Monthly Salary per employees (₹)	6675	8309
Average past Services (yrs.)	13.00	10.89
Average future services (yrs.)	15.73	16.76
Average age at valuation date (yrs.)	42.96	41.83

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

As at March 31, (in ₹)

PARTICULARS	2012	2011
2.06 SHORT TERM BORROWINGS		
LOAN REPAYABLE ON DEMAND		
SECURED		
Cash Credit from State Bank of India, I.F.Branch , Kolkata	66,715,726	52,204,797
Secured by hypothecation of Company's stock, receivables and entire Assets both present and future and also collaterally secured by :		
a) Extension of charge over Factory Land, Building, Plant & Machinery.		
b) Equitable mortgage of the Flat No.1 & 2 , 3rd Floor at 55/24 , Bimannagar, Sardarpara, Kaikhali, P.S.Rajarhat, North 24 Parganas in the name of Barooahs & Associates Pvt. Ltd.		
c) Personal guarantee of Shri H.P.Barooah, Director, & Corporate Guarantee of Barooahs & Associates Pvt.Ltd.		
2.07 TRADE PAYABLES		
Sundry Creditors for Goods *	15,192,830	23,956,433
Sundry Creditors – Freight	5,155,152	3,565,222
Sundry Creditors – Others**	11,908,824	2,901,485
	32,256,806	30,423,140
*This includes Bill Liabilities which are used in the manufacturing process.		
**This includes Bill Liabilities provided for contractors, workers, misc.bills etc.		
2.08 OTHER CURRENT LIABILITIES		
CURRENT MATURITIES OF LONG-TERM DEBTS		
(a) Term Loan from State Bank of India, I.F.Branch, Kolkata	13,800,000	25,532
(i) Secured by 1st charge over the entire Plant & Machinery and other fixed Assets pertaining to the Flexible Packaging Material Project and also collaterally secured by :		
a) Extension of charge over Factory Land, Building, Plant & Machinery.		
b) Equitable mortgage of the Flat No.1 & 2 , 3rd Floor at 55/24, Bimannagar, Sardarpara, Kaikhali, P.S.Rajarhat, North 24 Parganas in the name of Barooahs & Associates Pvt.Ltd.		
c) Personal guarantee of Shri H.P.Barooah, Director, & Corporate Guarantee of Barooah & Associates Pvt.Ltd.		
(ii) Terms of Repayment : In Quarterly installments each of ₹ 34.50 Lacs		
(b) Term Loan from HDFC Bank Ltd; Kolkata	173,414	108,530
(i) Secured by hypothecation of a Motor Car		
(ii) Terms of Repayment: In equated monthly installments		
OTHER PAYABLE		
Deferred Sales Tax *	823,134	823,134
Other Statutory Dues	1,783,037	1,274,473
* In terms of Industrial Policies of 1986 and 1989 declared by Government of Odisha, the Company opted for the Sales Tax Deferment Scheme upto 30.11.1996 and the deferred Sales Tax balance stands at ₹ 8,23,134 as on 31.03.2012 (As on 31.03.2011 - ₹ 8,23,134)		
	16,579,585	2,231,669

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

PARTICULARS	As at March 31, (in ₹)	
	2012	2011
2.09 SHORT TERM PROVISIONS		
(a) Provision for Employees' Benefits:		
Provision for Gratuity	1,136,786	751,986
(b) Others		
Provision for Income Tax	15,132,264	8,061,647
Provision for Proposed Dividend	1,488,150	—
Provision for Dividend Distribution Tax	241,415	—
	17,998,615	8,813,633

2.10 FIXED ASSETS

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 01.01.2011	Addition during the Year	Sale/Adj during the Year	Total as at 31.03.2012	Upto 01.01.2011	For the Year	Disposals/ Adjustment during the Year	Total as at 31.03.2012	As at 31.03.2012	As at 31.12.2011
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land (Leasehold)	1,195,859	—	—	1,195,859	—	—	—	—	1,195,859	1,195,859
Building	8,893,949	1,264,743	—	10,158,692	4,225,307	334,138	—	4,559,445	5,599,247	4,668,642
Plant & Machinery	120,555,493	188,956	—	120,744,449	97,812,100	1,017,273	—	98,829,373	21,915,076	22,743,393
Electrical Installation	2,536,618	—	—	2,536,618	889,685	84,656	—	974,341	1,562,277	1,646,933
Furniture & Fixture	555,938	53,090	—	609,028	230,922	25,532	—	256,454	352,574	325,016
Office Equipment	1,569,184	210,859	—	1,780,043	1,091,704	98,764	—	1,190,468	589,575	477,480
Vehicle	559,614	409,642	—	969,256	108,169	72,220	—	180,389	788,867	451,445
Total	135,866,655	2,127,290	—	137,993,945	104,357,887	1,632,583	—	105,990,470	32,003,475	31,508,768
Previous Period	133,342,238	2,524,417	—	135,866,655	102,411,191	1,946,696	—	104,357,887	31,508,768	

2.11 DEPOSITS

PARTICULARS	Year ended March 31, 2012	15 Months ended March 31, 2011
Telephone	34,550	34,550
Gas cylinder	9,400	9,400
Electricity - Balasore	2,179,061	198,533
Others	317,000	217,000
	2,540,011	459,483

2.12 INVENTORIES

PARTICULARS	As at March 31, (in ₹)	
	2012	2011
Raw materials	36,371,465	49,226,575
Finished Goods	16,725,619	8,095,648
Work-in-Process	6,772,715	6,361,291
Stores & Spares	3,980,086	2,656,815
	63,849,885	66,340,329

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

PARTICULARS	<i>As at March 31, (in ₹)</i>	
	2012	2011
2.13 TRADE RECEIVABLES		
Debts outstanding for a period exceeding six months		
UNSECURED		
Considered good	3,048,331	1,212,832
Considered doubtful	–	–
Less: Provision for doubtful debts	–	–
	3,048,331	1,212,832
Other debts		
UNSECURED		
Considered good	54,187,803	43,142,599
Considered doubtful	–	–
Less: Provision for doubtful debts	–	–
	54,187,803	43,142,599
	57,236,134	44,355,431
2.14 CASH AND CASH EQUIVALENTS		
Cash in Hand	48,023	30,269
Current Account balances with Scheduled banks	434,361	1,518,447
Fixed Deposit Account with State Bank of India	7,967,484	7,332,208
(Earmarked against Bank Guarantee and margin money of LC & LG)	8,449,868	8,880,924
2.15 SHORT TERM LOANS AND ADVANCES		
UNSECURED		
Advances Recoverable in cash or in kind or for value to be received	23,120,289	19,699,053
Capital Advance	2,707,680	23,210,822
Deposits for Sales Tax	3,800,000	3,200,000
Pre-paid Expenses	539,202	228,840
	30,167,171	46,338,715

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

PARTICULARS	As at March 31, (in ₹)	
	Year ended March 31,2012	15 Months ended March 31,2011
2.16 REVENUE FROM OPERATIONS		
Gross Sales:		
Sale of Products	321,653,922	300,493,659
Scrap sale	804,627	619,048
	<u>322,458,549</u>	<u>301,112,707</u>
Less: Excise Duty	29,123,412	27,248,933
	<u>293,335,137</u>	<u>273,863,774</u>
2.17 OTHER INCOME		
Miscellaneous Income	1,781,354	141,551
Interest	432,142	528,809
	<u>2,213,496</u>	<u>670,360</u>
2.18 COST OF MATERIALS CONSUMED		
Opening Stock	49,226,575	40,662,909
Add:Purchase	206,616,644	200,260,187
	<u>255,843,219</u>	<u>240,923,096</u>
Less:Closing Stock	36,371,465	49,226,575
Consumption of Raw Materials	<u>219,471,754</u>	<u>191,696,521</u>
2.19 CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK – IN – PROGRESS		
PARTICULARS	Year ended March 31,2012	15 Months ended March 31,2011
Opening Stock		
Finished Goods	8,095,648	8,288,960
Materials-in-Process	<u>6,361,291</u>	<u>2,491,781</u>
	14,456,939	10,780,741
Less: Closing Stock		
Finished Goods	16,725,619	8,095,648
Materials-in-Process	<u>6,772,715</u>	<u>6,361,291</u>
	23,498,334	14,456,939
Decrease/(Increase)	<u>(9,041,395)</u>	<u>(3,676,198)</u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

PARTICULARS	As at March 31, (in ₹)	
	Year ended March 31,2012	15 Months ended March 31,2011
2.20 EMPLOYEE BENEFIT EXPENSES		
Salary,Wages & Benefits	17,843,255	16,664,758
Contribution to PF & Other Funds	815,565	596,718
Gratuity	639,683	546,144
Welfare Expenses	1,473,524	1,645,474
	<u>20,772,027</u>	<u>19,453,094</u>
2.21 FINANCIAL COSTS		
Interest on Working Capital Loan	9,383,318	7,665,959
Interest on Term Loan	–	387,256
Bank Commission & Charges	2,236,581	2,229,615
Interest-Others	73,013	259,660
	<u>11,692,912</u>	<u>10,542,490</u>
2.22 OTHER EXPENSES		
Power & Fuel	2,829,782	2,392,007
Sales Tax	7,581,580	7,627,395
Consumption of Stores & Spares	2,767,160	3,370,943
Repairs & Maintenance - Building	–	136,335
Repairs & Maintenance - Machinery	301,996	505,360
Repairs & Maintenance - Others	595,540	985,283
Rent, Rates & Taxes	445,507	320,659
Insurance	545,975	450,811
Travelling & Conveyance	3,353,086	4,469,562
Postage & Communication	574,574	621,292
Directors' Fees	72,000	80,000
Discount allowed	149,290	–
Carriage Outwards	2,327,106	2,662,818
Bad Debt Written Off	426,388	4,311,401
Miscellaneous Expenses	3,964,057	4,324,414
	<u>25,934,042</u>	<u>32,258,280</u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

As at March 31, (in ₹)

PARTICULARS**Year ended** 15 Months ended
March 31,2012 March 31,2011**2.23 EARNING PER EQUITY SHARE**

Disclosure as per Accounting Standard 20 is as follows :-

a) Net Earnings (in ₹)	17,680,252	14,543,854
b) No. of Shares (in Nos.)	4,960,500	4,960,500
c) Earnings per Share (basic & diluted)	3.56	2.93

2.24 The Company's current financial year represents twelve months i.e, April'11 – March'12, whereas earlier year represents fifteen months i.e, January 2010 – March 2011. Hence the figures for the current period are not comparable.

Previous year's figures have been regrouped and rearranged , where ever necessary, in conformity with Revised Schedule VI

2.25 LICENSED, INSTALLED CAPACITIES AND ACTUAL PRODUCTION:

Class of Goods	Units	Period ended	Annual Capacity		Actual Production
			Licensed	Installed	
Paper Sacks	Nos.	31.03.2012	60 Million	35 Million	9.48 Million
Paper Sacks	Nos.	31.03.2011	60 Million	35 Million	9.78 Million

(Note: Capacity of Paper Sacks plant is dependant on the product-mix. Annual Installed capacity of 35 Million is based on production of cement sacks only. With the present product-mix annual capacity works out to 9 Million Sacks.)

2.26 PARTICULARS WITH RESPECT TO STOCKS AND SALES :

Class of Goods	Units	Year ended 31st March 2012		15 months period ended 31st March 2011	
		Quantity	Value	Quantity	Value
Opening Stock	Nos.	306,425	8,095,648	352,812	8,288,960
Sale	Nos.	9,225,233	293,335,137	9,829,743	273,863,774
Closing Stock	Nos.	557,378	16,725,619	306,425	8,095,648

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

As at March 31, (in ₹)

PARTICULARS	Year ended 31st March 2012	15 months period ended 31st March 2011
2.27 OTHER DETAILS		
a) Value of Imports on C.I.F basis		
Raw materials	104,687,094	102,483,013
b) Earning in Foreign Currency - Export of Goods (F.O.B basis)	9,422,668	782,336
c) Expenditure in Foreign Currency -	278,225	885,600
d) Estimated amount of contracts remaining to be executed on capital account (net of advance)	6,999,711	66,597,476
e) Contingent Liabilities not provided for		
Bank Gurantee	81,600	81,600
Sales Tax	7,579,566	6,402,197
Bill discounting	-	561,466

2.28 DETAILS OF IMPORTED AND INDIGENOUS MATERIAL CONSUMED:-

(Qty. in M.T. and value in ₹)

CLASS OF GOODS	OPENING		PURCHASE		CLOSING		CONSUMPTION		% Total
	Qty.	Value	Qty.	Value	Qty.	Value	Qty.	Value	
a) Paper Imported									
2011-12	443	22,762,625	1558	87,771,032	240	13,916,208	1760	96,617,450	44.02
Jan'10- Mar'11	290	16,514,037	1991	89,589,971	443	22,762,625	1838	83,341,382	43.48
Paper Indigenous									
2011-12	190	11,448,879	1460	80,832,817	393	14,253,811	1257	78,027,885	35.55
Jan'10- Mar'11	556	20,906,329	1243	74,601,939	190	11,448,879	1609	84,059,389	43.85
b) Other Imported									
2011-12	38.84	5,012,296	171	25,096,026	14	1,709,839	195	28,398,483	12.94
Jan'10- Mar'11	15.9	1,195,490	355	27,159,331	39	5,012,296	332	23,342,525	12.17
Other Indigenous									
2011-12	-	10,002,775	-	12,916,769	-	6,491,607	-	16,427,937	7.49
Jan'10- Mar'11	-	2,047,053	-	8,908,946	-	10,002,775	-	953,225	0.50
		<u>49,226,575</u>		<u>206,616,644</u>		<u>36,371,465</u>		<u>219,471,754</u>	<u>100.00</u>
Jan'10- Mar'11		40,662,909		200,260,187		49,226,575		191,696,521	100.00

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

As at March 31, (in ₹)

PARTICULARS	Year ended 31st March'12	15 months period ended 31st March'11
2.29 PAYMENT TO WHOLE TIME DIRECTORS		
Salary	2,156,250	2,499,688
Reimbursement (Medical & Others)	366,101	389,760
	<u>2,522,351</u>	<u>2,889,448</u>
2.30 MISCELLANEOUS EXPENSES IN NOTE 2.20 (Other Expenses) INCLUDES:		
Auditors Remuneration – (Including service Tax)		
Audit Fees	67,416	55,150
Tax Audit Fees	11,236	22,060
For certification	37,531	69,645
	<u>116,183</u>	<u>146,855</u>
2.31 The Company has one business segment of manufacture and sale of paper sacks, hence no separate disclosure is necessary in respect of AS 17.		
2.32 During the Period ended 31st March, 2012, the Company entered into transactions with related parties as per details below.		
a) B&A Ltd. - Holding Company		(₹)
Sale of Paper Sacks		5,881,176
Rent & Other Services		223,418
Outstanding Balance (Dr.)		1,520,225
b) Remuneration to key Management Personnel (including reimbursement) :		
Mr. H. P. Barooah, wholetime Director and executive Chairman		890,000
Mr. R. Roy Choudhury, Managing Director		1,632,351
c) Loan from Barooah & Associates Pvt. Ltd.		20,400,000
d) Loan from Mr.H.P.Barooah – Director		5,400,000

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**2.33 DISCLOSURE REGARDING MICRO, SMALL AND MEDIUM ENTERPRISES**

The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises pursuant to Sec22 of "The Micro, Small and Medium Enterprises Development Act, 2006 are as under:

(Rupees in Lacs)

Sl.No.	D E S C R I P T I O N	31st March 2012	31st March 2011
i)	The principal amount remaining overdue for payment to suppliers as at the end of accounting year	3.75	1.94
ii)	The interest due thereon remaining unpaid to suppliers as at the end of accounting year	0.23	0.06
iii)	The amount of interest paid in terms of Section 16, along with the amount of payment made to the suppliers beyond the appointed day during the year	–	–
v)	The amount of interest due and payable for the period of delay in making of payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	0.28	0.18
v)	The amount of interest accrued during the year and remaining unpaid at the end of the accounting year	0.51	0.24
vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises	0.09	0.08

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

2.34 Balance Sheet Extract and Company's General Business Profile. Information pursuant to Part IV of Schedule VI to the Companies Act, 1956

i) Registration Details

Registration No.	01624	State code	15
Balance Sheet Date	31.03.2012		

ii) Capital Raised during the year (Amount in ₹ '000)

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

iii) Position of Mobilisation and Deployment of Funds (Amount in ₹ '000)

Total Liabilities	303,943	Total Assets	303,943
Sources of Funds		Application of Funds	
Paid up Capital	49,803	Net Fixed Assets	141,700
Reserve and Surplus	46,885	Investments	–
Secured & Unsecured Loan	149,982	Net Current Assets **	109,653
Deferred Tax Liabilities (Net)	2,853		

** Net of Current Liabilities and Provisions

iv) Performance of the Company (Amount in ₹ '000)

Turnover	295,549	Total Expenditure	270,462
Profit before Tax	25,087	Profit after Tax	17,680
Earning per share in ₹	3.56	Dividend	3%

v) Generic Names of Three Principal Products / Service of the Company**(As per monetary term)**

Item code No. (ITC Code)	4819 30 00
Product Description	Sacks and Bags of paper

In terms of our report of even date

For **APS ASSOCIATES**

Chartered Accountants

A. Dutta

Partner

Membership No. 17693

Kolkata, 23rd May, 2012

For and on behalf of the Board

P. Banerjee

Director

R. Roy Choudhury

Managing Director

Rajiv Gupta

Company Secretary & Manager (Finance)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	For the year ended March, 2012	For the fifteen months ended 31st March, 2011
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary item	25,086,710	22,313,251
Adjustments for:		
Depreciation	1,632,583	1,946,696
Interest and Financial Charges	11,692,912	10,542,490
Deferred Revenue Exp./ Fixed Asset written off	-	-
Interest received	(432,142)	(528,809)
Operating Profit before Working Capital Change	37,980,063	34,273,628
Adjustments for:		
Trade and other Receivables	1,210,313	(44,802,874)
Trade Payable	2,791,389	14,302,680
Inventories	2,490,444	(12,775,680)
Cash Generated from Operations	44,472,209	(9,002,246)
Interest Paid	(11,692,912)	(10,542,490)
Cash Flow before Extraordinary items	32,779,297	(19,544,736)
Extraordinary Items	-	-
Net Cash flow from operating activities	32,779,297	(19,544,736)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(2,127,290)	(2,524,417)
Increase/Decrease in Capital work in progress	(109,622,688)	233,715
Sale of Fixed assets/Fixed Assets written off	-	-
Interest received	432,142	528,809
Net Cash used in Investing Activities	(111,317,836)	(1,761,893)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowing	78,216,185	26,456,695
Repayment of Borrowing	(108,702)	(5,589,728)
Increase in deferred Rev.Expenses	-	-
Net Cash used in Financing Activities	78,107,483	20,866,967
Net Increase in Cash and Cash equivalents	(431,056)	(439,662)
Cash and Cash Equivalents (Opening)	8,880,924	9,320,586
Cash and Cash Equivalents (Closing)	8,449,868	8,880,924

*In terms of our report of even date*For **APS ASSOCIATES**

Chartered Accountants

A. Dutta

Partner

Membership No. 17693

Kolkata, 23rd May, 2012

For and on behalf of the Board**P. Banerjee**

Director

R. Roy Choudhury

Managing Director

Rajiv Gupta

Company Secretary & Manager (Finance)