

**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 Thursday, 14th July, 2011 at 10.30 am to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2011 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. Vijay Shetty who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. T.C. Dutt, 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 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. R. Roy Choudhury 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. R. K. Bhuyan be and is hereby appointed a Director liable to retire by rotation."

By Order of the Board
D. Chowdhury
Company Secretary

Place : Kolkata

Date :The 28th May 2011

**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 6th July 2011 to 14th July 2011 (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 5th July 2011 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 5th July 2011.
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 2010-11.
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 & Share 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 to the venue.
9. **Appointment/Re-appointment of Director**

At the ensuing Annual General Meeting Mr. Vijay Shetty and Mr. Tarun Chandra Dutt, retire by rotation and being eligible, offer themselves for re-appointment. Mr. Ranadurjoy Roy Choudhury and Mr. Rajkamal Bhuyan, who were appointed Additional Directors, retire at this Annual General Meeting. Separate proposals have been received from members to appoint Mr. Roy Choudhury and Mr. Bhuyan 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 Bombay Stock Exchange 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. 2/201 dated 8th February 2011 under Section 212(8) of the Companies Act, 1956, Annual Report for the financial year 2010-11 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 above mentioned documents can write to the company asking hard copy of the same. Published annual accounts for the financial year 2010-11 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-700 016 between 11 am to 1 pm on any working day.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to section 173(2) of the Companies Act' 1956

Item no. 6 & 7. (Appointment of Directors)

Mr. R. Roy Choudhury and Mr. R. K. Bhuyan were appointed Additional Directors with effect from 27th September 2010. Mr. Roy Choudhury and Mr. Bhuyan hold office up to this Annual General Meeting. Pursuant to Section 257 of the Companies Act' 1956 separate notices have been received by members of the Company to re-appoint them as Rotational Directors of the Company.

Mr. Roy Choudhury is deemed to be concerned and interested in resolution no 6. and Mr. R. K. Bhuyan 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.

By Order of the Board
D. Chowdhury
Company Secretary

Place : Kolkata
Date :The 28th May 2011



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, 2011.

FINANCIAL RESULTS

(Rs. In lacs)

PARTICULARS	Year ended 31st March 2011	Year ended 31st March 2010
Profit before Depreciation and Interest	1350.38	1190.06
Less: Interest	429.36	329.32
Profit after Interest	921.02	860.74
Less: Depreciation	148.48	126.33
Profit before tax	772.54	734.41
Less: Provision for Tax		
Current Tax	262.00	58.00
Deferred Tax	40.22	(123.96)
Fringe Benefit Tax	–	–
Wealth Tax	0.48	2.94
Profit After Tax	469.84	797.43
APPROPRIATIONS		
Proposed Dividend	46.50	46.50
Corporate Dividend Tax	7.54	7.91
Amount carried to General Reserve	23.49	33.70
Balance carried to Balance Sheet	392.30	52.68

PERFORMANCE

Your company achieved revenue of Rs. 76.41 cr. this financial year as against Rs. 68 cr. for the previous year ended on 31st March 2010. The profits of your Company before providing for tax was Rs. 7.72 cr. as compared to the 7.34 cr. in the last financial year ended on 31st March 2010.

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 are pleased to recommend a dividend of 15% on equity share capital of the Company for the financial year 2010-11. The distribution of dividend will result in payout of Rs. 46.50 lacs excluding tax on dividend.

FUTURE PROSPECTS

Indian Tea Production, the sector in which your company is primarily engaged, after witnessing long recessionary pressure has recovered and expected to touch 1050 million kg which accounts



for 41% of global tea production. Further, domestic consumption has increased from 780 million kgs in CY 2005 to 880 million kgs in CY 2010, resulting in escalation in the selling price. The demand and supply gap will widen in the coming years since no capacity addition has taken place in the last five years and the consumption is growing at a steady rate of 3.5% per annum. The average price realization for the Company, during the period was Rs. 152 per kg, as against Rs. 140 per kg, in the last year. 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. 8 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. In another initiative, the Company is developing a champion golf course, golf resorts, and theme villas in Jorhat, Assam, to host national and international golf tournaments. These may be leased out to group companies which are in hospitality business for operational convenience. Your Directors expect that this new initiative will further boost the turnover and profitability of the Company as well as the group.

CORPORATE SOCIAL RESPONSIBILITY

Your Company is conscious about its social responsibilities and the environment in which it operates. It has continued with its welfare activities by improving health, education and culture 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 Begum Parween Sultana Khan, eminent vocalist in the field of Art and Culture, Shri R.M. Bhagawati for his contribution in Journalism and Prof. R. Narashima, Aerospace Scientist in the field of science and

technology. Scholarships were provided to meritorious students from North East and was funded by Kamal Kumari Foundation.

FIXED DEPOSITS

There was no unclaimed deposit 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, 2011 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. Vijay Shetty and Mr. T.C. Dutt retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

Mr. R. Roy Choudhury and Mr. R. K. Bhuyan were introduced in the directorate as Additional Directors on 27th September 2010 and they will be retiring in the ensuing Annual General Meeting. The Company has received proposal under section 257 of the Companies Act' 1956 to appoint Mr. Roy Choudhury and Mr. Bhuyan as rotational Directors of the Company.

A brief resume, expertise, shareholding in your Company and details of other directorship of these directors to be appointed / re-appointed, 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 the 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, Report on Management Discussion & Analysis and the Report on Corporate Governance alongwith the Certificate from the Statutory Auditors certifying the compliance of Corporate Governance have been attached and forms part of Annual Report.

DIRECTORS 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 2011 and of the profit of your Company for the financial year ended 31st March 2011.
- 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 and for preventing and detecting fraud and other irregularities.
- iv) They have prepared the accounts on a '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 reappointment.

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

The reports on conservation of energy, or 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 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 of the year 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

Place : Kolkata
Dated : The 28th May 2011



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, 2011.

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 our heating and cooling equipment serviced regularly.

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

i) Rationalisation 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) Total Foreign Exchange used and earned

	Rs. In lacs	
	Year ended 31st March 2011	Year ended 31st March 2010
Total Foreign Exchange earned	Nil	Nil
Total Foreign Exchange used	6.37	51.97



FORM A

Disclosure of particulars with respect to conservation of energy		Year ended 31.03.2011	Year ended 31.03.2010
A. Power and Fuel Consumption	Unit		
1. Electricity			
a) Purchased			
Unit	KWH	27,30,951	25,75,080
Total amount	Rs.	1,71,19,038	1,59,52,458
Rate/Unit	Rs./KWH	6.27	6.22
b) Own Generation(through diesel generator)			
Units	KWH	14,29,100	13,20,556
Unit/Ltr. of Diesel Oil	Rs.	2.37	2.60
Rate/Unit (Average)	Rs./KWH	11.36	12.24
2. Furnace Oil			
Quantity	K. LTR	1.91	5.06
Total Amount	Rs.	71,387	1,94,799
Average Rate	Rs./K.LTR	37,336	38,498
3. Natural Gas			
Quantity	CUM	19,94,204	18,52,119
Total amount	Rs.	1,61,48,237	1,26,33,280
B. Consumption per Unit of Production			
Product- Tea (Gross)	Kgs. *	51,52,265	50,76,762
Electricity	KWH/KG	0.81	0.77
Furnace Oil	LTR/KG	0.00	0.00
Natural Gas	Rs./KG	3.13	2.49

* Inclusive of NIL Kg. of Tea Produced for others (Previous year 1,40,339 Kgs.)

**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 program.

c) Future Plan of Action.

Present programs are proposed to be continued.

d) Expenditure on R&D.

	Year ended 31st March 2011 Rs.	Year ended 31st March 2010 Rs.
Capital	Nil	Nil
Recurring	5,32,720	3,92,676
Total R & D Expenditure	5,32,720	3,92,676
As a percentage of total turnover	0.06	0.05

Technology absorption, adoption and innovation

- a) Efforts, in brief, made towards technology absorption, adoption and innovation: Seminars and training programs were held for the managerial staff in addition to periodic discussions with advisors.
- b) Benefits derived as a result of the above efforts: Increase in productivity and cost reduction by optimisation of inputs.
- c) No import of technology was carried out during the last 5 years from the beginning of the financial year.

**For and on behalf
of the Board of Directors**

H. P. Barooah
Chairman

Place : Kolkata
Dated : The 28th May 2011



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. State of Indian Economy

Indian Economy is expected to grow at the rate of 8.6% in GDP in the FY 2010-11 as against 8% growth rate in GDP in the FY 2009-10. There is a high expectation from the agricultural sector. As per IIP estimates, industrial growth slowed down to the level of 2.5% in Dec 2010. The inflation continues to remain on the higher side on account of the rising prices of food articles. Agricultural growth rate is expected to touch 3.8% in FY 2010-11. Overall, this has been a median year without any significant slowdown or robust growth in the Indian Economy.

1.1 Tea Industry

The Tea Industry occupies a place of considerable importance in the Indian Economy, producing a fourth of the world's tea output and employing around 1.26 million people at tea plantations and 2 million people indirectly. India is one of the largest consumer in tea globally and domestic consumption accounts for 85% of the country's tea output. Tea production in India increased by 1.9% in FY 10 over FY 09.

Indian Tea Industry after witnessing a decade of long recessionary pressure has recovered and production is expected to touch 1050 million kg in FY 2010-11. The following factors contributed to the turn around in tea industry-

- Global tea demand outpacing supply.
- Global tea consumption growth at a steady rate of 3.3 percent.
- Demand supply gap to result in higher price escalation.

- Prices firm due to favourable demand momentum.

1.2 Industry Structure and Development, Opportunities and Threats

Your Company currently performs in one business segment, manufacture and sale of black tea. India, being the world's largest producer of black tea; production for the FY 10 touched 991 million kgs which accounts for 41% of global black tea production. India is also the largest consumer of black tea with an estimated growth rate of 3.5% per annum in consumption pattern. Globally, India, Kenya and Sri Lanka are the main producers of black tea. Black tea production has grown by 1% CAGR from FY 06 to FY 09. Dry climatic conditions and paucity of monsoon in these countries has resulted decline in the production of black tea; further consumption growth rate over 2% globally has led to supply crunch of black tea. With no expected capacity addition, it could be expected that demand and supply gap will further widen in the coming years leading to further price escalations.

However, tea plantations being vulnerable to climatic pressure and requires humid weather and high rainfall for steady production, adverse weather conditions will affect the expected growth rate. 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 will affect margins.

2. Product wise operational performance

The Saleable production of Tea for the current year was 50,42,897 Kgs, as against 48,33,837 Kgs, for the previous financial year



ended 31st March 2010. Sales stood to 50,27,967 Kgs, of tea this year as against 48,00,026 Kgs, for the previous year.

3. Outlook

Tea - Your company operates through seven high yield tea estates in Upper Assam. Due to non addition of capacity, the production of the company has more or less remained stagnant for the last five years and has ranged from 42 lacs kgs to 50 lacs kgs. The Directors are exploring avenues to increase the production capacity primarily through negotiated acquisitions in the domestic market. Further company's policy to undertake routine re-plantation has resulted in higher productivity.

New business initiative- Recently, the Directors have taken a diversification plan to foray into leisure tourism which is gaining popularity in the north east sector. Accordingly, the company is developing an 18 hole championship golf course with golf cottages and resorts in Jorhat, Assam to host national and international golf tournaments as well as to accommodate golf and leisure tourists. Your directors feel that this initiative will draw synergy from existing operations, sales force and resources of the group. These facilities may be leased out to other group company(s) which are in hospitality business for operational convenience. Your Directors feel that this new group initiative will attract quality golfers and golf tourists from India and abroad once these facilities become operational.

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 at Balasore, Orissa. The saleable production for the FY 11 (15 months) was 97 lacs paper sacks whereas sales stood at 98 lacs paper sacks. The company registered a turnover of Rs. 30 cr. and achieved a pre tax profit of Rs. 2.23 cr. in the 15 months period ended 31st March 2011.

4. Risks and Concerns

4.1 Business risks

- **Dependant on nature**- 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.
- **Labour intensive**- Tea industry is highly labour intensive and is subject to stringent labour laws in India. Comparatively, high labour cost, high social commitment costs, as well as high infrastructure costs and increasing input costs are major concern to tea companies.
- **Research & Development**- Research and Development in new techniques to improve output per hectare by competitors could impact the margins of B & A Ltd.

4.2 Operational & Financial risks

Your company has established a risk management strategy that comprise reasonable use of insurance products, derivative and non-derivative financial instruments primarily to manage its exposure to financial risks resulting from natural



calamities and adverse fluctuations in interest rates on borrowings.

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 also has policy of periodic internal audits and reviews of all business activities viz. purchase, stores, marketing, personnel, production, maintenance, finance, 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 company has implemented Enterprise Resource Plan (ERP) to consolidate all its operation as well as strengthen its Internal Control System.

6. Financial Performance & Analysis

6.1 Capital Structure

The total shareholders funds as at March 31, 2011 aggregated Rs. 43.36 cr. of which equity capital was Rs. 3.1 cr. comprising of 31,00,000 equity shares of Rs. 10 each.

6.2 Dividend

The Board of Directors have recommended an equity dividend of 15% i.e. Rs. 1.50 per share of Rs. 10 each. The Dividend outflow will aggregate to Rs. 46.50 lacs (excluding dividend tax).

6.3 Revenue and Profits

During the year under review, the company's net revenue aggregated Rs. 76.63 cr.

compared to Rs. 68.74 cr. in the previous financial year. Profit before tax and provisions stood to Rs. 7.72 cr. compared to similar profit of Rs. 7.34 cr. in the previous financial year.

7. Human Resources

The Company acknowledges the efforts of the employees who make the difference. Hence, every employee is encouraged to optimize his/her full potential by availing of opportunities that exist across multiple functions, disciplines as well as geographies. Over a period of time, we have built and nurtured a dedicated and excellent workforce. Being a human capital entity, we need unique skill sets. We therefore offer our employees an excellent platform to learn, grow and excel in myriad fields of expertise. The efficiency of our human capital therefore, is consistent and reinforces our competitive edge.

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 law 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

Your Company perceives good corporate governance practices as key driver to sustainable corporate growth and long term shareholder value creation. The five core values that drive the company's business are:

Trusteeship: The Board of Directors has the unique responsibility to protect and enhance the shareholder's capital as their trustee to the capital offered in the company.

Transparency: The company adopts the policy of maximum appropriate disclosures without jeopardizing the company's strategic interests.

Empowerment: The company has got the policy of vesting decision making powers at most appropriate levels.

Control: It ensures that freedom of management is exercised within framework of checks and balances and prevent misuse of power.

Respect: For it's employees, business partners and stakeholders.

The Company practices Corporate Governance at three interlinked levels:

- **Strategic Supervision:** The Board of Directors occupies the topmost tier in the governance structure. The Board lays down strategic goals and exercises control to ensure that the company is progressing to fulfill stakeholders' aspirations.
- **Strategic Management:** The Management Committee is composed of the senior management of the company and operates upon the directions of the Board.
- **Executive Management:** The function of executive management is to execute and realize the goals laid down by the Board and the Management Committee.

I. BOARD OF DIRECTORS

The Board of Directors consists of three Whole Time Director and seven Non-Executive Directors. Five Non-Executive Directors are also independent Directors. Mr. H.P. Barooah is the Chairman and Managing Director. During the FY 2010-11 six Board Meetings were held on 29th May, 11th August, 6th November, 10th December 2010, 14th February and 28th March 2011. The composition of the Board of Directors, attendance of the Directors in Board or Annual General Meeting and their shareholding details in the Company are as follows :

Name	Designation	Board Meetings Attended	Whether attended AGM	Directorship in other Companies #	Committee Membership & (Chairmanships) in other Companies #	No of Shares held in the Company
Mr. H.P. Barooah	Executive Chairman & Managing Director	6	No	1	1	9,47,289
Mr. B.K. Goswami *	Non-Executive Director	3	No	11	5	-
Mr. T.C. Dutt *	Non-Executive Director	6	No	3	3	-



Name	Designation	Board Meetings Attended	Whether attended AGM	Directorship in other Companies #	Committee Membership & Chairmanships in other Companies #	No of Shares held in the Company
Mr. Sudipto Sarkar *	Non-Executive Director	4	No	8	7	–
Mr. V.R. Shetty	Non-Executive Director	–	No	1	–	27,500
Mr. A. Chowdhuri *	Non-Executive Director	6	No	–	–	–
Mrs. Sharmila Shetty	Whole Time Director	–	No	–	–	3,21,542
Mr. R. Roy Choudhury ^	Non-Executive Director	3	No	1	–	–
Mr. R.K. Bhuyan ^ *	Non-Executive Director	2	No	1	1	–
Mr. Somnath Chatterjee	Managing Director	6	Yes	1	–	–

* Independent Directors as defined in Clause 49 of the Listing Agreement. # The Directorship/Committee Membership/ Chairmanship in other Companies excludes private limited cos', foreign cos' and section 25 cos'. ^ Appointed on 27th September 2010.

Note : Mr. G.P. Barua and Mr. S.K. Mitra who were independent directors, retired in the last Annual General Meeting held on 30th July 2010 and attended one board meeting on 29th May 2010 during this financial year.

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 18 of Schedule 15 to the Notes to the Accounts appended to the Balance Sheet for the year ended 31st March 2011, there were no transactions 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 Bombay 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 includes:



1. Review of the company's financial reporting process and the disclosure of its financial information.
2. Recommending on 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, nature and scope of audit as well as have 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 2010-11 on 29th May, 9th August, 6th November 2010 and 14th February 2011. The composition of the Audit Committee and attendance at Committee meetings are as follows:

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	4

Note : Mr. S.K. Mitra and Mr. G.P. Barua who were members of the Audit Committee retired from the Board in the last Annual General Meeting held on 30th July 2010 and attended one Audit Committee meeting held on 29th May 2010.

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. Choudhuri and Mr. B.K. Goswami. In the FY 2010-11 one meeting of the committee was held on 29th May 2010.

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 Times Director are



being paid remuneration as approved by the shareholders. The table comprises of details of the payment made to directors during Financial Year 2010-11.

Name	Designation	Sitting fees (Rs.)	Salary & Perks (Rs.)	Commission (Rs.)	Total (Rs.)
Mr. H.P. Barooah	Executive Chairman & Managing Director	–	25,98,162	–	25,98,162
Mr. T.C. Dutt	Non-Executive Director	52,000	–	–	52,000
Mr. B.K. Goswami	Non-Executive Director	35,000	–	–	35,000
Mr. A. Choudhuri	Non-Executive Director	30,000	–	–	30,000
Mr. Sudipto Sarkar	Non-Executive Director	20,000	–	–	20,000
Mr. R.K. Bhuyan	Non-Executive Director	10,000	–	–	10,000
Mr. V.R. Shetty	Non-Executive Director	–	–	–	–
Mr. R. Roy Choudhury*	Non-Executive Director	–	–	–	–
Mrs. S. Shetty	Non-Executive Director	–	3,00,000	–	3,00,000
Mr. Somnath Chatterjee	Managing Director	–	13,24,819	–	13,24,819

Note : Mr. G.P. Barua and Mr. S.K. Mitra, Directors who retired in the last Annual General Meeting on 30th July 2010, received sitting fees of Rs. 12,000 each during the year. * Mr. R. Roy Choudhury, being the Managing Director of subsidiary company, did not receive any sitting fees for attending the Board Meetings of the holding company.

3. INVESTOR GRIEVANCES COMMITTEE

Investor Grievances Committee comprises of Mr. A. Choudhuri (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/investors relating to non-receipt of annual reports, notices, transfer of shares, dematerialization of shares and other grievances of the shareholders. In the financial year 2010-11,



no committee meeting was held. During the year no investor complaint was lodged.

4. SHARE TRANSFER COMMITTEE

The Board has delegated the power to transfer shares 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 NEWLY APPOINTED / RE-APPOINTED

A. **Mr. T.C. Dutt**, born in 1933, a retired I.A.S Officer, served as Chief Secretary to the Govt. of West Bengal and remained Election Commissioner of West Bengal. Mr. Dutt, an Ex-Professor of Economics of Presidency College, Calcutta, is a Fellow of Princeton University. Currently he is in the Board of B & A Packaging India Ltd, Bengal Ambuja Metro Development Co. Ltd and Bengal A K Infrastructure Ltd. He does not hold any shares in the company.

B. **Mr. Vijay Shetty**, born in 1965, is an engineering graduate and MBA. During his professional career he has served number of well known companies. Currently he runs the operations of Cumballa Hill Hospital & Heart Institute, a well known medical institution in Bombay. Presently he is in the Board of B & A Packaging India Ltd. He holds 27,500 equity shares in the company.

C. **Mr. Ranadurjoy Roy Choudhury**, born in 1945 is a Bachelor of Engineering and a graduate of The Wharton Advanced Management Program from Wharton School, Pennsylvania University, USA. He has got more than 40 years of rich experience in

corporate arena covering expertise in manufacturing of industrial products and extensive experience in marketing and distribution in both domestic and international markets. He has worked with reputed corporate houses and is presently Managing Director of B & A Packaging India Limited, subsidiary of the company. He does not hold any shares in the company.

D. **Mr. Raj Kamal Bhuyan**, born in 1956, is a Post Graduate in Economics and a Chartered Accountant by profession since 1988. Being Managing Director of M/s Liv' in Apartments (P) Ltd., the company has so far completed 28 projects under his stewardship constructing residential flats in Guwahati. Presently Mr. Bhuyan is holding charge as a Government Director in Assam Financial Corporation Ltd., and is a Member of the Assam State Construction Workers' Welfare Board. He does not hold any shares in the company.

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 non-compliance

No penalties/strictures have been imposed on the company by Stock Exchanges or Security Exchange Board of India 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. 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
19th August 2008	Rukmini Nagar, G.S. Road, Guwahati - 781006	11 am	Special Resolution U/s 314 of the Companies Act' for payment of pension to the wife of deceased Managing Director of the company.
14th August 2009	Indu Bhawan, Mahatma Gandhi Road, Jorhat- 785001	10 am	Appointment of Executive Chairman & Managing Director.
30th July 2010	Indu Bhawan, Mahatma Gandhi Road, Jorhat- 785001	10.30 am	No Special Resolution was passed

ii) Postal Ballot

One Special Resolution was passed through Postal Ballot during the financial year ended 31st March 2011. The results of Postal Ballot were as under :

Particulars of Resolution	Date of passing of special resolution	Applicable section of the Companies Act 1956	No. & (%) of votes in favour of the resolution	No. & (%) of votes against the resolution	No. & (%) of invalid votes
Change in the Memorandum of Association of the company to incorporate hospitality business	1st February 2011	Section 17 of the Companies Act 1956	14,96,140 (100%)	Nil (Nil)	100 (0%)



Mr. Ashoke Kumar Daga, Practicing Company Secretary, was appointed scrutinizer for conducting the Postal Ballot voting process. The procedures as prescribed in the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 were followed for passing the resolution by Postal Ballot.

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 staff 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 2010-11.

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

In pursuance of these regulations, the company has formulated Insider Trading Code for its directors and employees 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 in force in the company.

vi) Annual General Meeting

Day & Date - 14th July, 2011

Time - 10.30 a.m.

Venue- Indu Bhawan
M. G. Road
Jorhat - 785 001

vii) Financial Calendar for year 2011-12

First Quarter Results Within 2nd Week
August, 2011

Half yearly Results Within 2nd Week of
November, 2011

Third Quarter Results Within 2nd Week of
February 2012

Fourth Quarter/
Annual Results End of May 2012

viii) Book Closure Dates 6th July to 14th July
2011 (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 19th July, 2011.

x) Listing of shares on Stock Exchanges

The equity shares of the company are listed on Bombay Stock Exchange Limited. Listing fees for the Financial Year 2011-12 have been paid to the stock exchange. The Stock Code of the exchange is 508136.



xi) Stock Price Data

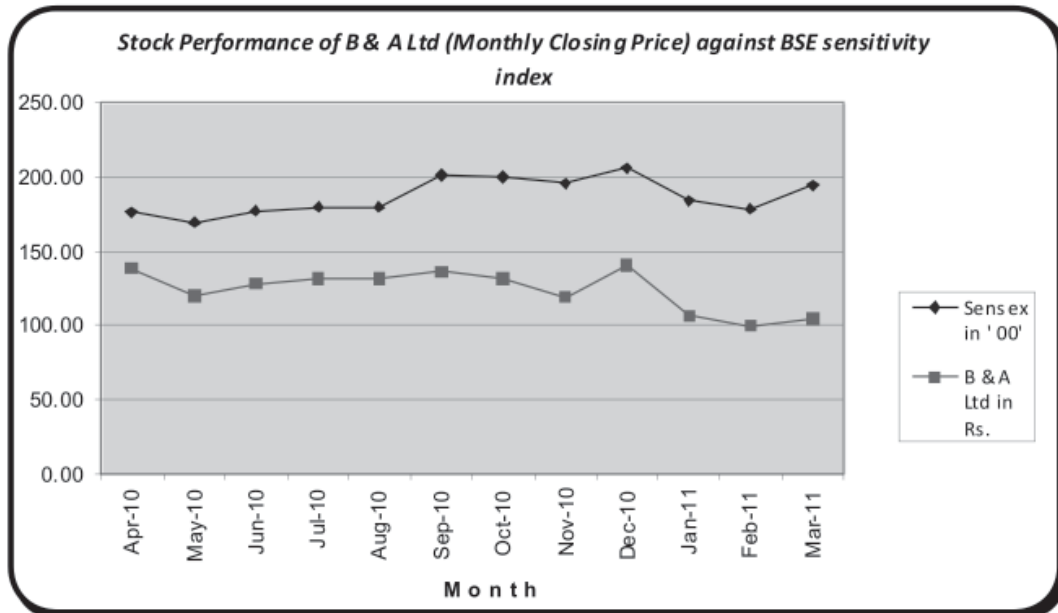
Stock Price data for the period 1st April 2010 to 31st March 2011 were as detailed below :

Month	Monthly high (Rs.)	Monthly low (Rs.)	Month	Monthly high (Rs.)	Monthly low (Rs.)
April 10	160.00	129.50	Oct 10	158.00	125.00
May 10	147.25	106.10	Nov 10	163.65	113.00
June 10	143.00	105.50	Dec 10	151.40	104.00
July 10	180.00	118.25	Jan 11	147.00	104.00
Aug 10	147.95	125.00	Feb 11	117.00	83.35
Sept 10	165.00	129.85	Mar 11	130.00	97.75

Sources: Data Compiled from BSE official website

xii) Stock Performance

The Performance of the company's Stock prices against BSE sensex is given in the chart below:



**xiii) Distribution of Shareholding as at March 31, 2011 :**

Share Range	No. of shareholders	% As to total No. of holders	No. of shares held	% As to total No. of shares
1-500	3,198	90.52	4,72,072	15.29
501-1000	174	4.92	1,38,588	4.47
1001-2000	80	2.27	1,18,864	3.83
2001-3000	23	0.65	57,441	1.84
3001-4000	13	0.37	46,863	1.50
4001-5000	8	0.22	36,704	1.18
5001-10000	12	0.33	82,757	2.65
10001-50000	18	0.52	3,43,104	11.06
50001-100000	3	0.09	2,52,217	8.13
100001 & above	4	0.11	15,51,390	50.05
Total	3,533	100.00	31,00,000	100.00

xiv) Equity Shareholding pattern as at March 31, 2011 :

Category	No of Shares	%
A) Promoter		
(i) Individuals/HUF	16,65,061	53.71
(ii) Bodies Corporate	5,600	0.19
B) Public Shareholding		
(i) Mutual funds/UTI	115	0.01
(ii) FI/Banks/Insurance Cos'.	20,075	0.65
(iii) Bodies Corporate	2,69,360	8.68
(iv) Others	12,101	0.39
(v) Individuals		
a) holding upto Rs.1 lac	8,25,141	26.62
b) Rs. 1 lac & above	3,02,547	9.75
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 31st March, 2011, 26,77,526 shares representing 86.37% 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.

xvi) Investor Grievance Redressal System

The investor grievances against the company are handled by the company's Registrar and Share 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 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.

xvii) Registrar & Share Transfer Agent:

M/s. MCS Limited (Unit B & A Ltd)
77/2A, Hazra Road, Ground Floor
Kolkata- 700 029
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. Sapekhati
Dist. Sibsagar, Assam

Samaguri Tea Estate

P.O. Gatonga
Assam

Barasali Tea Estate

P.O. Borhat
Dist. Sibsagar,
Assam

Sangsua Tea Estate

P.O. Gatonga
Assam

Mokrung Tea Estate

P.O. Furkating
Assam

Gatonga Tea Estate

P.O. Gatonga
Assam

Kuhum Tea Estate

P.O. Titabar
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 Exchanges, all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the company during the year ended March 31, 2011.

For B & A Ltd.

H.P. Barooah

Chairman & Managing Director

Place : Kolkata

Date :The 28th May 2011



**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, 2011 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

Place : Kolkata

Date : The 28th May, 2011

**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, 2011 and also the 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, Profit and Loss Account 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, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 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 and Schedules 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, 2011 ;
- (ii) in so far as it relates to the 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

Place : Kolkata

Date : The 28th May, 2011

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 disposed 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/-, 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, 2011



- except an amount of Rs 11,27,944/- (Previous Year Rs 12,61,660/-) on account of CENVAT credit disallowed by the excise authority, for which an appeal is pending before the Central Excise Appellate Tribunal.
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 repayment 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 shares, debentures 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 shares, securities, debentures and other investments.
 15. Guarantee given by the Company favouring the banker of its subsidiary company relating to credit accommodation provided to them has since been waived by the banker of the subsidiary company during the year under audit.
 16. In our opinion, the term loans have been applied for the purpose for which they were raised.
 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 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

Place : Kolkata

Date : The 28th May, 2011

**BALANCE SHEET AS AT 31ST MARCH, 2011**

	Schedule No.	As at 31st March, 2011		As at 31st March, 2010	
		Rs.	Rs.	Rs.	Rs.
SOURCES OF FUNDS					
Shareholders' Funds					
Capital	1	3,10,00,000		3,10,00,000	
Reserves and Surplus	2	40,26,43,459		36,41,49,062	
			43,36,43,459		39,51,49,062
Loan Funds					
Secured Loans	3	28,98,47,862		30,47,93,933	
Unsecured Loans	4	3,06,72,524		1,71,82,222	
			32,05,20,386		32,19,76,155
TOTAL			75,41,63,845		71,71,25,217
APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	5	90,27,41,099		81,64,25,527	
Less: Depreciation		21,42,77,194		21,24,56,279	
Net Block			68,84,63,905		60,39,69,248
Capital Work in Progress			-		27,47,344
Investments	6	3,81,45,480		3,81,45,480	
Deffered Tax Assets/(Liabilities)			(84,28,625)		(44,06,241)
Current Assets, Loans & Advances					
Inventories	7	5,77,05,103		4,66,54,934	
Sundry Debtors	8	1,54,68,649		2,19,99,830	
Cash & Bank Balances	9	2,28,65,696		1,59,07,200	
Loans & Advances	10	13,19,72,193		14,83,80,191	
		22,80,11,641		23,29,42,155	
Less : Current Liabilities & Provisions					
Liabilities	11	14,51,51,695		13,43,50,439	
Provisions	12	4,92,03,346		2,30,39,500	
		19,43,55,041		15,73,89,939	
Net Current Assets			3,36,56,600		7,55,52,216
Miscellaneous Expenditure					
Deferred Revenue Expenses (To the extent not written off or adjusted)			23,26,485		11,17,170
TOTAL			75,41,63,845		71,71,25,217

Notes on Accounts 15

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

28th May, 2011

D. Chowdhury
Company Secretary

For and on behalf of the Board

H.P. Barooah

Chairman & Managing Director

Somnath Chatterjee

Managing Director

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

	Schedule No.	For the year ended 31.03.2011		For the year ended 31.03.2010	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Sales		76,41,30,551		68,00,59,134	
Tea Manufacturing Income		–		42,80,595	
Other Income	13	22,43,346		31,27,529	
			76,63,73,897		68,74,67,258
EXPENDITURE					
Expenses	14	69,22,20,140		62,42,91,053	
(Accretion)/Decretion to Stock of Tea		(31,00,536)		(1,02,64,996)	
			68,91,19,604		61,40,26,057
Profit/(Loss) before Taxation			7,72,54,293		7,34,41,201
Wealth Tax			(48,327)		(2,93,884)
Provision for Income Tax (For earlier year Rs 62,00,000)			(2,62,00,000)		(58,00,000)
Provision for Deferred Taxation			(40,22,384)		1,23,96,773
Profit/(Loss) after Taxation			4,69,83,582		7,97,44,090
APPROPRIATIONS					
Proposed Dividend			(46,50,000)		(46,50,000)
Provision for Tax on Proposed Dividend			(7,54,346)		(7,90,500)
Transfer to General Reserve			(23,49,179)		(33,70,000)
			(77,53,525)		(88,10,500)
Balance brought forward from previous year			–		(6,56,64,773)
Balance carried forward to Balance Sheet			3,92,30,057		52,68,817
Notes on Accounts	15				
Earnings Per Share (Basic)			15.16		25.72

The Schedules referred to above form an integral part of the Profit and Loss Account

This is the Profit and Loss Account 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

28th May, 2011

D. Chowdhury
Company Secretary

For and on behalf of the Board**H.P. Barooah**

Chairman & Managing Director

Somnath Chatterjee

Managing Director

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 1**

	As at 31.03.2011 Rs.	As at 31.03.2010 Rs.
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 and Subscribed		
31,00,000 Equity Shares of Rs. 10/- each fully paid up	<u>3,10,00,000</u>	<u>3,10,00,000</u>

Of the above Shares-

- 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)
- 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)
- 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)

Schedule — 2

RESERVES AND SURPLUS	Balance as at 01.04.2010 Rs.	Additions Rs.	Deductions Rs.	Balance as at 31.03.2011 Rs.
Capital Reserve	1,24,27,906	—	—	1,24,27,906
Securities Premium	10,01,49,818	—	—	10,01,49,818
Revaluation Reserve	24,29,32,521	—	30,84,839	23,98,47,682
General Reserve	33,70,000	23,49,179	—	57,19,179
Profit & Loss Account	52,68,817	3,92,30,057	—	4,44,98,874
	<u>36,41,49,062</u>	<u>4,15,79,236</u>	<u>30,84,839</u>	<u>40,26,43,459</u>

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 3**

	As at 31.03.2011 Rs.	As at 31.03.2010 Rs.
LOAN FUNDS		
Secured Loans		
Cash Credit Accounts		
United Bank of India (Cash Credit and O.D. Accounts)	13,02,63,705	14,63,76,186
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		
Term Loans		
United Bank of India	10,99,11,002	11,16,39,414
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 (2C Hastings Park Road, Kolkata-27) of the company, besides the personal guarantee of a Director		
Tea Board		
Secured / to be secured by assets purchased under the Tea Board Hire Purchase Scheme.	1,91,26,635	2,60,81,775
Auto Loans		
Secured by hypothecation of vehicles purchased	—	4,08,887
Loan from Companies		
Secured by mortgage of certain immovable properties situated at Kolkata	3,05,46,520	2,02,87,671
	<u>28,98,47,862</u>	<u>30,47,93,933</u>

Schedule — 4**UNSECURED LOANS**

From Others	1,12,17,164	27,00,000
Fixed Deposits	57,36,135	75,98,775
For Vehicles	1,37,19,225	68,83,447
	<u>3,06,72,524</u>	<u>1,71,82,222</u>



SCHEDULES FORMING PART OF THE ACCOUNTS

Schedule — 5

FIXED ASSETS

Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	Original/ Revalued Cost as at 01.04.2010 Rs.	Additions during the Year Rs.	Sale/ Adjustment during the Year Rs.	Total as at 31.03.2011 Rs.	Up to 01.04.2010 Rs.	For the Year Rs.	Disposal/ Adjustment during the Year Rs.	Total as at 31.03.2011 Rs.	As at 31.03.2011 Rs.	As at 31.03.2010 Rs.
LAND & PLANTATIONS (Note 2)	30,16,69,833	4,13,49,367	-	34,30,19,200	-	-	-	-	34,30,19,200	30,16,69,833
BUILDINGS (Note 2)	25,90,61,090	2,16,92,546	9,79,893	27,97,73,743	6,75,92,065	53,27,189	8,99,059	7,20,20,195	20,77,53,548	19,14,69,025
PLANT & MACHINERY (Note 2)	15,38,08,036	2,33,40,498	93,33,977	16,78,14,557	8,76,31,087	63,60,620	85,61,936	8,54,29,771	8,23,84,786	6,61,76,949
ELECT. INSTALLATION (Note 2)	3,19,01,765	29,64,141	63,927	3,48,01,979	1,66,29,625	16,53,732	51,811	1,82,31,546	1,65,70,433	1,52,72,140
VEHICLES (Note 2)	4,32,01,909	1,18,44,046	51,93,670	4,98,52,285	2,70,62,514	30,48,506	49,11,296	2,51,99,724	2,46,52,561	1,61,39,395
OFFICE EQUIPMENT	27,16,980	75,557	1,56,208	26,36,329	15,86,238	90,544	1,30,993	15,45,789	10,90,540	11,30,742
COMPUTER	46,15,416	9,41,711	1,15,075	54,42,052	24,33,176	4,64,774	1,00,632	27,97,318	26,44,734	21,82,240
FURNITURE & FITTINGS	1,94,50,498	14,94,492	15,44,036	1,94,00,954	95,21,574	9,87,965	14,56,688	90,52,851	1,03,48,103	99,28,924
TOTAL	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	60,39,69,248
Previous Year	77,34,02,212	4,38,99,183	8,75,868	81,64,25,527	19,75,12,459	1,57,18,002	7,74,182	21,24,56,279	60,39,69,248	

Notes :

- Additions during the year to Land & Plantations include Rs. 1,15,23,989/- (Previous Year Rs. 45,62,951/-) on account of Replanting & Replacement.
- Land & Plantation, Buildings, Plant & Machinery, Vehicles and Electrical Installation include Rs 2,98,25,428/-, Rs 14,99,545/-, Rs 1,11,47,930/-, Rs 3,75,500/- and Rs 5,74,462/- respectively on account of development of land and other assets to be used for golf game.
- Furniture & Fittings includes Silverware, Original Cost Rs. 5,13,430/- on which depreciation is not chargeable.
- 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. 2,134.64 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.
- Accounting Policies of Depreciation refer to note [22(c) on schedule-15]

**SCHEDULES FORMING PART OF THE ACCOUNTS**

Schedule — 6	As at 31.03.2011 Rs.	As at 31.03.2010 Rs.
INVESTMENTS (Long Term)		
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 Pvt. Ltd.	3,60,000	3,60,000
National Savings Certificate (VI Issue) (Lodged With Excise Authorities)	1,000	1,000
9,800 Equity Shares of Rs 10/- each fully paid up in Kaziranga Golf Club Pvt. Ltd.	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. (<i>B&A Multiwall Packaging Ltd.</i>)	3,76,56,500	3,76,56,500
	3,81,45,480	3,81,45,480
Quoted Investments - Market value of Rs. 1,21,87,347/- (Previous Year Rs. 1,21,73,097/-)	3,76,61,480	3,76,61,480
Other Unquoted Investments	4,84,000	4,84,000
	3,81,45,480	3,81,45,480
Schedule — 7		
INVENTORIES		
[For valuation of Inventories refer to Note 22(e) of Schedule 15]		
Stock of Tea	2,14,25,640	1,83,25,104
Stock of Stores at Garden	3,62,79,463	2,83,29,830
	5,77,05,103	4,66,54,934
Schedule — 8		
SUNDRY DEBTORS		
(Unsecured, Considered good)		
Debts Outstanding for a period exceeding six months	79,42,621	1,04,42,621
Other debts	75,26,028	1,15,57,209
	1,54,68,649	2,19,99,830

**SCHEDULES FORMING PART OF THE ACCOUNTS**

	As at 31.03.2011 Rs.	As at 31.03.2010 Rs.
Schedule — 9		
CASH AND BANK BALANCES		
Cash in Hand	6,02,020	9,74,631
Balance with Scheduled Banks		
In Current Accounts	1,45,30,814	1,07,80,307
Remittance in Transit	21,44,837	-
In Unpaid Dividend Account	2,77,872	77,946
In Fixed Deposits (incl. accrued int.)	45,34,569	32,98,620
In Other Term Deposit Account	7,75,584	7,75,696
	<u>2,28,65,696</u>	<u>1,59,07,200</u>
Schedule — 10		
LOANS AND ADVANCES		
(Unsecured, Considered good)		
Advances recoverable in cash or in kind or for value to be received	12,14,84,468	13,68,86,910
Subsidies receivable from Government	65,47,010	75,50,342
Balance with Central Excise Authorities	35,55,481	35,55,481
Miscellaneous Deposits	3,85,234	3,87,458
	<u>13,19,72,193</u>	<u>14,83,80,191</u>
Schedule — 11		
CURRENT LIABILITIES		
Creditors for Goods and Expenses	7,66,59,420	6,21,32,569
Advance against Sale of Tea	-	41,30,776
Other Liabilities	7,51,194	2,25,286
Provision for Gratuity	6,77,41,081	6,78,61,808
	<u>14,51,51,695</u>	<u>13,43,50,439</u>
Schedule — 12		
PROVISIONS		
Provision for Income Tax	4,37,99,000	1,75,99,000
Proposed Dividend	46,50,000	46,50,000
Provision for tax on Proposed Dividend	7,54,346	7,90,500
	<u>4,92,03,346</u>	<u>2,30,39,500</u>

**SCHEDULES FORMING PART OF THE ACCOUNTS**

	For the year ended 31.03.2011		For the year ended 31.03.2010	
	Rs.	Rs.	Rs.	Rs.
Schedule — 13				
OTHER INCOME				
Interest Received		4,23,269		1,77,014
Sundry Receipts		4,22,708		12,36,412
Insurance Claims		9,79,533		15,87,342
Liabilities no longer required written back		4,17,836		1,03,447
Profit on Sale of Assets		-		23,314
		<u>22,43,346</u>		<u>31,27,529</u>
Schedule — 14				
EXPENSES				
Salaries,Wages, Bonus and Gratuity		19,25,80,314		18,75,80,445
Contribution to Provident & Other Fund		1,54,14,604		1,45,36,135
Labour and Staff Welfare		2,87,48,426		2,57,30,013
Purchase of Green Leaf		16,21,45,273		14,56,96,425
Consumption of Stores and Spares parts		3,57,82,523		3,78,73,972
Repairs to Buildings		84,25,034		45,20,260
Repairs to Machinery		96,55,902		84,69,738
Power and Fuel		5,08,89,094		4,50,99,931
Rent,Hire and Service Charges		19,32,149		12,13,685
Rates,Taxes and Association Subscription		97,45,166		86,40,566
Travelling and Conveyance		77,60,488		1,18,78,607
Professional Charges		38,03,277		24,18,103
Vehicle Running and Maintenance		1,21,00,251		91,33,851
Freight, Brokerage and Selling Expenses		6,23,14,198		5,39,92,000
Excise Duty and Cess		17,32,973		15,46,451
Insurance		24,55,406		11,36,333
Miscellaneous Expenses		2,25,16,512		1,89,84,363
Directors Fees and Expenses		1,81,000		1,25,000
Auditors Remuneration		1,50,000		1,50,000
Advance written off		50,02,030		-
Interest and Financial Charges	4,29,35,530		3,94,78,898	
Less : Interest Subsidy	-		65,46,888	
		<u>4,29,35,530</u>		<u>3,29,32,010</u>
Depreciation	1,79,33,330		1,57,18,004	
Less: Transferred from Revaluation Reserve	30,84,839		30,84,839	
		<u>1,48,48,491</u>		<u>1,26,33,165</u>
Loss on Sale/Scrapping of Fixed Assets		11,01,499		-
		<u>69,22,20,140</u>		<u>62,42,91,053</u>

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15****NOTES ON ACCOUNTS**

1. Manufacturing Income of Rs. NIL (Previous year Rs. 42,80,595/-) is on account of Tea manufactured for other concern.
2. Other liabilities in Schedule 11 include Rs. 2,77,872/- (Previous year Rs. 77,946/-) in respect of unclaimed dividends.

	<u>Current Year</u> Rs.	<u>Previous Year</u> Rs.
3. Sundry Creditors (Schedule-11)		
(a) Small Scale industrial undertakings (To the extent such parties have been identified as such from available information)	49,565	13,68,874
(b) Others	7,66,09,855	6,07,63,695

4. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous Year Rs. Nil)
5. Interest paid includes Rs. 1,35,76,056/- on Fixed Period Loans.(Previous Year Rs. 72,64,052/-)
6. No provision pursuant to the Accounting Standard for Investment (AS-13) of Companies (Accounting Standard) Rule, 2006 has made for diminution if any in the value of long term investments as the management feels that there is no permanent diminution in value.

7. Amount paid and /or payable to Auditors:	<u>Current Year</u> Rs.	<u>Previous Year</u> Rs.
Audit fees	1,20,000	1,20,000
Tax Audit fees	30,000	30,000
Certification work fees	89,000	92,602
	<u>2,39,000</u>	<u>2,42,602</u>

8. Contingent Liabilities
 - Guarantee provided to State Bank of India in respect of working capital of Subsidiary Company
 - Liability for Excise Duty
 - Liability for Provident Fund (for ration to employees)
9. As per Accounting Standard-15 "Employees' Benefits" have been provided in the Accounts.

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15 (Contd.)**

10. Quantitative information in respect of Tea

	<u>Current Year</u>	<u>Previous Year</u>
i) Capacity	Not Applicable	Not Applicable
a) Licensed		
b) Installed (As certified by Management)	80 Lac Kg.	80 Lac Kg.
	<u>Kgs.</u>	<u>Kgs.</u>
ii) Production	51,52,265	49,36,452
iii) Staff & Labour Tea	48,868	57,179
iv) Tea Waste	60,500	45,436
v) Saleable Production	50,42,897	48,33,837
vi) Opening Stock	1,63,617	1,29,806
vii) Sales	50,27,967	48,00,026
viii) Closing Stock	1,78,547	1,63,617
ix) Green Leaf Plucked, Purchased & Consumed	2,33,74,444	2,23,97,510

11. a) **Value of stores and spare parts consumed**

	<u>Current Year</u>		<u>Previous Year</u>	
	<u>Value (Rs.)</u>	<u>(%)</u>	<u>Value (Rs.)</u>	<u>(%)</u>
i) Indigenous	3,57,82,523	100%	3,78,73,972	100%
ii) Imported	Nil	Nil	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)	16,21,45,273	14,56,96,425

12. Earning in Foreign exchange

– Value of Export at F.O.B. (Net)	Nil	Nil
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13. Expenditure in Foreign Currency

– Foreign Travel	6,37,052	51,96,882
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14. Directors Remunerations

	<u>Current Year</u>	<u>Previous Year</u>
	<u>Rs.</u>	<u>Rs.</u>
a) Salary	27,70,092	21,25,092
b) Provident fund	86,400	1,46,400
c) Perquisites	13,66,489	7,87,816
	42,22,981	30,59,308

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15 (Contd.)**

15. The Components of the Deferred tax liabilities and Deferred tax assets accounted for during the year are as below :	As on	As on
	31.03.2011	31.03.2010
	Rs.	Rs.
Deferred Tax Liabilities		
Being Tax Impact on difference between WDV of Block of assets as per Income Tax Laws and book WDV of Fixed Assets.	(2,98,32,097)	(2,58,47,857)
Deferred Tax Assets		
Being Tax Impact on Unabsorbed losses and/or depreciation carried forward as per Income Tax Laws, recognised on the basis of estimated Taxable income for future years as per existing provisions of law.	—	—
Expenses charged in the books but allowance deferred under Income Tax laws	2,14,03,472	2,14,41,616
Net Deferred Tax (Liability) / Assets	(84,28,625)	(44,06,241)
16. 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.		
17. Earnings per Share as per AS 20 of Companies (Accounting Standard) Rules 2006 :-		
i) 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	4,69,83,582	7,97,44,090
f) Basic Earnings per share	15.16	25.72
ii) Diluted		
a) Dilutive potential Equity Shares	31,00,000	31,00,000
b) Diluted earning per share [Same as i(f) above]	15.16	25.72
18. Related party disclosure - pursuant to AS 18 of Companies (Accounting Standards) Rules 2006 :		
a) Where control exists :		
Related Parties		Relationship
Name : B&A Packaging India Ltd. (Formerly B&A Multiwall Packaging Ltd.)		Subsidiary Company

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15 (Contd.)**

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

Particulars of transaction during the year ended 31st March 2011

Particulars	Subsidiary Company Rs.	Key Management Personnel Rs.	Relatives of Key Management Personnel Rs.
a) Purchase of Paper Sacks	74,03,067	—	—
b) Interest on Fixed Deposits	—	4,57,456	—
c) Directors Remuneration	—	42,22,981	—
d) Pension	—	—	4,50,000
e) Advance Given	—	—	—
f) Rent Received	90,000	—	—
g) Balance outstanding at the year end			
i) Sundry Creditors	35,81,183	—	—
ii) Unsecured Loans	—	1,12,17,164	—

19. Information pursuant to Part IV of Schedule VI to the Companies Act, 1956i) **Registration Details**

Registration No.	200	State code	02
Balance Sheet Date	31.03.2011		

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	9,48,519	Total Assets	9,48,519
Sources of Funds		Application of Funds	
Paid up Capital	31,000	Net Fixed Assets	6,88,464
Reserves and Surplus	4,02,643	Capital Work in Progress	—
Secured Loan	2,89,848	Investments	38,145
Unsecured Loan	30,673	Net Current Assets **	33,657
		Deferred Tax Assets	(8,429)
		Miscellaneous Exp.	2,326

** Net of Current Liabilities and Provisions

iv) **Performance of the Company (Amount in Rs. '000)**

Turnover	7,66,374	Total Expenditure	6,89,120
Profit before Tax	77,254	Profit after Tax	46,984
Earnings per share in Rs.	15.16	Dividend Rate	15%

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
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**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15 (Contd.)**

20. Green leaf purchased & consumed during the year : 87,94,981 Kg. (Previous Year 77,37,327 kg.)

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

22. ACCOUNTING POLICIES**a) FIXED ASSETS**

- i) 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 Land and Plantations, Buildings and Plant & 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 Land & Plantations as per consistent policy of the Company and Tea Board Replanting and Extension Planting Subsidy are deducted from the value of 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.

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 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 and Loss Account from Revaluation Reserve.
- 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.

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15 (Contd.)****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 investments 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 payments 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.

For P.K. NANDY & ASSOCIATES*Chartered Accountants*

Registration No. 307043E

P.K. Nandy*Proprietor*

Membership No. 11505

Kolkata

28th May, 2011

D. Chowdhury*Company Secretary***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, 2011**

	<u>For the Year ended 31.03.2011</u>	<u>For the Year ended 31.03.2010</u>
	Rs.	Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	7,72,54,293	7,34,41,201
Adjustments for :		
Depreciation	1,48,48,492	1,26,33,165
(Profit) / Loss on Sale of Fixed Assets	11,01,498	(23,314)
Interest Received	(4,23,269)	(1,77,014)
Deferred Revenue Expenditure written off	10,60,884	4,78,036
Liabilities no longer required written off	(4,17,836)	(1,03,447)
Interest Paid / Payable	4,29,35,530	3,29,32,010
Operating Profit before Working Capital Changes	13,63,59,592	11,91,80,637
Adjustments for :		
Trade and other Receivables	2,29,39,179	(1,09,80,483)
Inventories	(1,10,50,169)	(1,40,32,913)
Trade Payable	57,78,592	(1,34,85,273)
Cash Generated from Operations	15,40,27,194	8,06,81,968
Interest paid	4,29,35,530	3,29,32,010
Direct Taxes Paid	48,327	2,93,884
Cash Flow before extraordinary items	11,10,43,337	4,74,56,074
Extraordinary Items	—	—
Net Cash from Operating Activities	<u>11,10,43,337</u>	<u>4,74,56,074</u>
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(10,09,55,015)	(4,66,46,529)
Sale of Fixed Assets	1,72,873	1,25,000
Purchase of Investments	—	(98,000)
Interest Received	4,23,269	1,77,014
Net cash used in Investing Activities	<u>(10,03,58,873)</u>	<u>(4,64,42,515)</u>
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowing	1,46,56,712	(2,00,35,174)
Proceeds from Short Term Borrowing	(1,61,12,481)	3,09,81,897
Increase in Deferred Revenue Expenses	(22,70,199)	(10,16,760)
Net Cash used in Financing Activities	<u>(37,25,968)</u>	<u>99,29,963</u>
Net Increase in Cash and Cash Equivalents (A+B+C)	69,58,496	1,09,43,522
Cash and Cash Equivalents (Opening)	1,59,07,200	49,63,678
Cash and Cash Equivalents (Closing)	<u>2,28,65,696</u>	<u>1,59,07,200</u>

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

28th May, 2011

D. Chowdhury
Company Secretary

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, 2011 and its **subsidiary** as at 31st March, 2011 and also the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement of the Company for the year ended 31st March, 2011 and its subsidiary for the year ended 31st March, 2011 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, 2011 of Rs. 1,979.49 lakh and total revenues of Rs. 2,745.34 lakh for the year ended on that date and whose financial statements reflect the subsidiary's profit for the year ended on 31st March, 2011 after provision for taxation of Rs. 142.29 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, 2011 ;
 - (b) in the case of the consolidated profit and loss account, 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

Place : Kolkata
Date : 28th May, 2011

**BALANCE SHEET AS AT 31ST MARCH, 2011**

	Schedule No.	As at 31st March, 2011		As at 31st March, 2010	
		Rs.	Rs.	Rs.	Rs.
SOURCES OF FUNDS					
Shareholders' Funds					
Capital	1	3,10,00,000		3,10,00,000	
Reserves and Surplus	2	42,79,92,258		37,90,06,362	
			45,89,92,258		41,00,06,362
Forfeited Shares			1,97,500		1,97,500
Loan Funds					
Secured Loans	3	34,23,22,150		35,58,01,254	
Unsecured Loans	4	5,00,72,524		1,71,82,222	
			39,23,94,674		37,29,83,476
Minority Interest			2,28,22,790		1,87,01,457
TOTAL			87,44,07,222		80,18,88,795
APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	5	1,04,52,45,304		95,64,05,315	
Less: Depreciation		31,86,35,081		31,48,67,470	
Net Block			72,66,10,223		64,15,37,845
Capital Work in Progress			73,351		30,54,410
Investments	6		4,88,980		4,88,980
Current Assets, Loans & Advances					
Inventories	7	12,39,44,077		10,00,49,250	
Sundry Debtors	8	5,98,24,080		5,66,78,906	
Cash & Bank Balances	9	3,17,46,620		2,52,49,313	
Loans & Advances	10	17,75,22,519		15,99,00,021	
		39,30,37,296		34,18,77,490	
Less : Current Liabilities & Provisions					
Liabilities	11	17,97,27,611		14,94,17,867	
Provisions	12	5,72,64,993		3,00,14,532	
		23,69,92,604		17,94,32,399	
Net Current Assets			15,60,44,692		16,24,45,091
Deferred Tax Assets (Net)			(1,11,36,482)		(67,54,701)
Miscellaneous Expenditure					
Deferred Revenue Expenditure (To the extent not written off or adjusted)			23,26,458		11,17,170
TOTAL			87,44,07,222		80,18,88,795
Notes on Accounts	15				

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, 28th May, 2011

D. Chowdhury
Company Secretary

Somnath Chatterjee
Managing Director

For and on behalf of the Board

H.P. Barooah
Chairman & Managing Director

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011**

	Schedule No.	For the year ended 31.03.11		For the year ended 31.03.10	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Sales – Tea			76,41,30,551		68,00,59,134
Sale Paper Sacks – Gross		29,18,29,793		19,48,61,326	
Less : Excise Duty		<u>2,72,48,933</u>		<u>1,56,18,031</u>	
Sale Paper Sacks – Net			26,45,80,860		17,92,43,295
Tea Manufacturing Income			–		42,80,595
Other Income	13		<u>35,32,754</u>		<u>38,33,294</u>
			1,03,22,44,165		86,74,16,318
EXPENDITURE					
Expenses	14	93,94,53,355		79,03,31,268	
(Accretion)/Decretion to Stock		<u>(67,76,734)</u>		<u>(77,53,302)</u>	
			93,26,76,621		78,25,77,966
Profit/(Loss) before Taxation			9,95,67,544		8,48,38,352
Provision for Current Taxation			(3,36,10,000)		(1,01,00,000)
Provision for Deferred Taxation			(43,81,781)		1,02,71,716
Wealth Tax Payment			(48,327)		(2,93,884)
Frindge Benefit Tax			–		(58,741)
Profit/(Loss) after Taxation			<u>6,15,27,436</u>		<u>8,46,57,443</u>
Add/(Less) : Minority Interest			(41,21,333)		(17,35,730)
Less : Stock Reserve			68,978		(39,804)
Balance available for Appropriation			<u>5,74,75,081</u>		<u>8,28,81,909</u>
APPROPRIATIONS					
Proposed Dividend			(46,50,000)		(46,50,000)
Provision for Tax on Proposed Dividend			(7,54,346)		(7,90,500)
Transfer to General Reserve			<u>(23,49,179)</u>		<u>(33,70,000)</u>
			<u>(77,53,525)</u>		<u>(88,10,500)</u>
Balance brought forward from previous year			–		(5,39,45,292)
Balance carried forward to Balance Sheet			<u>4,97,21,556</u>		<u>2,01,26,117</u>
Notes on Accounts					
	15				
Earnings Per Share (Basic & Diluted)			18.54		26.74

The Schedules referred to above form an integral part of the Profit and Loss Account

This is the Profit and Loss Account 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, 28th May, 2011

D. Chowdhury
Company Secretary

Somnath Chatterjee
Managing Director

For and on behalf of the Board

H.P. Barooah
Chairman & Managing Director

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 1**

	As at 31.03.2011 Rs.	As at 31.03.2010 Rs.
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
	<u>10,00,00,000</u>	<u>10,00,00,000</u>
Issued and Subscribed		
31,00,000 Equity Shares of Rs. 10/- each fully paid up	<u>3,10,00,000</u>	<u>3,10,00,000</u>

Schedule — 2

RESERVES AND SURPLUS	Balance as at 31.03.2010 Rs.	Additions Rs.	Deductions Rs.	Balance as at 31.03.2011 Rs.
Capital Reserve	1,24,27,906	—	—	1,24,27,906
Share Premium	10,01,49,818	—	—	10,01,49,818
Revaluation Reserve	24,29,32,521	—	30,84,839	23,98,47,682
General Reserve	33,70,000	23,49,179	—	57,19,179
Profit & Loss Account	2,01,26,117	4,97,21,556	—	6,98,47,673
	<u>37,90,06,362</u>	<u>5,20,70,735</u>	<u>30,84,839</u>	<u>42,79,92,258</u>

**SCHEDULES FORMING PART OF THE ACCOUNTS**

Schedule — 3	As at	As at
LOAN FUNDS	31.03.11	31.03.10
	Rs.	Rs.
SECURED LOANS		
Cash Credit Accounts		
United Bank of India (Cash Credit and O.D. 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)	13,02,63,705	14,63,76,186
State Bank of India : (Secured by hypothecation of Company's entire stocks and book debts)	5,22,04,797	4,51,48,102
Term Loans		
United Bank of India : (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 (2C Hastings Park Road, Kolkata - 27) of the Company, besides the personal guarantee of a director)	10,99,11,002	11,16,39,414
State Bank of India : (Secured by hypothecation of Plant and Machinery and fixed assets created out of Fresh Term Loan)	25,532	54,98,742
Tea Board (Secured / to be secured by assets purchased under the Tea Board Hire Purchase Scheme)	1,91,26,635	2,60,81,775
Auto Loans (Secured by hypothecation of vehicles purchased)	2,43,959	7,69,364
Loan from Companies (Secured by mortgage of certain immovable properties situated at Guwahati and Kolkata)	3,05,46,520	2,02,87,671
	34,23,22,150	35,58,01,254
Schedule — 4		
UNSECURED LOANS		
From Companies	1,40,00,000	—
From Others	1,66,17,164	27,00,000
Fixed Deposits	57,36,135	75,98,775
For Vehicles	1,37,19,225	68,83,447
	5,00,72,524	1,71,82,222



SCHEDULE FORMING PART OF THE ACCOUNTS

Schedule — 5

FIXED ASSETS

Description of Assets	Original/ Revalued Cost as at 01.04.2010		Additions during the year		Sale/ Adjustments during the year		Total as at 31.03.2011		DEPRECIATION		NET BLOCK		
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Up to 01.04.2010	For the year	Total as at 31.03.2011	As at 31.03.2011	As at 31.03.2010
GOODWILL	66,37,551	—	—	—	—	—	66,37,551	—	—	—	—	66,37,551	66,37,551
LEASEHOLD LAND	7,85,701	—	—	—	—	—	7,85,701	—	—	—	—	7,85,701	7,85,701
LAND & PLANTATIONS	30,20,79,988	4,13,49,367	—	—	—	—	34,34,29,355	—	—	—	—	34,34,29,355	30,20,79,988
BUILDINGS	26,78,17,929	2,18,29,656	9,79,893	28,86,67,692	—	—	28,86,67,692	8,99,059	56,98,432	7,62,45,503	7,62,45,503	21,24,22,189	19,63,71,799
PLANT & MACHINERY	27,26,09,635	2,50,94,392	93,33,977	28,83,70,050	—	—	28,83,70,050	85,61,936	76,30,595	18,32,41,870	18,32,41,870	10,51,28,180	8,84,36,424
ELECTRICAL INSTALLATION	3,41,21,996	32,80,530	63,927	3,73,38,599	—	—	3,73,38,599	51,811	17,54,542	1,91,21,230	1,91,21,230	1,82,17,369	1,67,03,497
VEHICLES	4,37,61,523	1,18,44,046	51,93,670	5,04,11,899	—	—	5,04,11,899	49,11,296	31,14,960	2,53,07,895	2,53,07,895	2,51,04,004	1,66,57,292
OFFICE EQUIPMENT	40,89,442	2,72,279	1,56,208	42,05,513	—	—	42,05,513	1,30,993	1,99,927	26,37,492	26,37,492	15,68,021	15,20,884
COMPUTER	46,15,416	9,41,711	1,15,075	54,42,052	—	—	54,42,052	1,00,632	4,64,774	27,97,318	27,97,318	26,44,734	21,82,240
FURNITURE & FITTINGS	1,98,86,134	16,14,794	15,44,036	1,99,56,892	—	—	1,99,56,892	14,56,688	10,16,796	92,83,773	92,83,773	1,06,73,119	1,01,62,469
TOTAL	95,64,05,315	10,62,26,775	1,73,86,786	1,04,52,45,304	—	—	1,04,52,45,304	1,61,12,415	1,98,80,026	31,86,35,081	31,86,35,081	72,66,10,223	64,15,37,845
Previous Year	91,06,56,474	4,69,88,439	12,39,598	95,64,05,315	—	—	95,64,05,315	11,10,962	1,97,81,196	31,48,67,470	31,48,67,470	64,15,37,845	64,15,37,845

Note : Accounting Policies of Depreciation refer to Note [15(c) on Schedule 15]

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 6**

	As at 31.03.11 Rs.	As at 31.03.10 Rs.
INVESTMENTS (Long Term)		
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 Pvt. Ltd.	3,60,000	3,60,000
9800 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

Schedule — 7**INVENTORIES****[For valuation of Inventories refer to****Note 15(e) on Schedule 15]**

Stock of Tea	2,14,25,640	1,83,25,104
Stock of Stores	3,88,34,923	3,02,80,496
Raw Materials (Paper)	4,92,26,575	4,06,62,909
Finished Goods (Paper Sacks)	80,95,648	82,88,960
Work In Progress	63,61,291	24,91,781
	12,39,44,077	10,00,49,250



SCHEDULES FORMING PART OF THE ACCOUNTS

	As at 31.03.11 Rs.	As at 31.03.10 Rs.
Schedule — 8		
SUNDRY DEBTORS		
(Unsecured, Considered good)		
Debts Outstanding for a period exceeding six months	91,55,453	1,73,29,677
Other debts	<u>5,06,68,627</u>	<u>3,93,49,229</u>
	<u>5,98,24,080</u>	<u>5,66,78,906</u>
Schedule — 9		
CASH & BANK BALANCES		
Cash in hand	6,32,289	10,36,046
Balance with Scheduled Banks		
In Current Accounts	1,60,49,261	1,31,52,867
Remittance in Transit	21,44,837	—
In Unpaid Dividend Account	2,77,872	99,473
In Fixed Deposits (incl. acc. int.)	45,34,569	32,98,620
In Other Term Deposit Accounts	7,75,584	7,75,696
LC & BG Margin Money with SBI	<u>73,32,208</u>	<u>68,86,611</u>
	<u>3,17,46,620</u>	<u>2,52,49,313</u>
Schedule — 10		
LOANS & ADVANCES		
(Unsecured, Considered good)		
Advances recoverable in cash or in kind or for value to be received	16,33,75,311	14,49,28,057
Subsidies receivable from Government	65,47,010	75,50,342
Balance with Central Excise Authorities	35,55,481	35,55,481
Miscellaneous Deposits	<u>40,44,717</u>	<u>38,66,141</u>
	<u>17,75,22,519</u>	<u>15,99,00,021</u>
Schedule — 11		
LIABILITIES		
Creditors for Goods and Expenses	10,06,15,853	6,84,10,420
Advance against Sale of Tea	—	41,30,776
Other Liabilities	84,92,374	66,82,704
Provision for Gratuity	6,97,96,250	6,93,70,833
Deferred Sales Tax	<u>8,23,134</u>	<u>8,23,134</u>
	<u>17,97,27,611</u>	<u>14,94,17,867</u>
Schedule — 12		
PROVISIONS		
Provision for Income Tax	5,18,60,647	2,45,74,032
Proposed Dividend	46,50,000	46,50,000
Provision for tax on Proposed Dividend	<u>7,54,346</u>	<u>7,90,500</u>
	<u>5,72,64,993</u>	<u>3,00,14,532</u>

**SCHEDULES FORMING PART OF THE ACCOUNTS**

Schedule — 13	For the Year		For the Year	
	ended 31.03.2011		ended 31.03.2010	
OTHER INCOME	Rs.	Rs.	Rs.	Rs.
Interest Received		9,52,078		4,79,364
Sundry Receipts		5,64,259		12,82,134
Insurance Claims		9,79,533		15,87,342
Liabilities written back		4,17,836		1,03,447
Profit on Sale of Assets		—		23,314
Scrap Sale		6,19,048		3,57,693
		35,32,754		38,33,294

Schedule — 14**EXPENSES**

Salaries,Wages, Bonus and Gratuity		20,97,91,216		19,96,81,420
Contribution to P. F. & Other Fund		1,60,11,322		1,50,53,418
Labour and Staff Welfare		3,03,93,900		2,67,80,643
Purchase of Green Leaf		16,21,45,273		14,56,96,425
Raw Materials Consumed - Paper		21,88,15,178		15,55,15,073
Consumption of Stores and Spares		33,70,943		21,72,480
Repairs to Buildings		85,61,369		47,06,341
Repairs to Machinery		1,01,61,262		90,18,546
Power and Fuel		5,32,81,101		4,66,81,238
Rent,Hire and Services Charges		19,32,149		12,13,685
Rates,Taxes and Association Subscription		1,00,65,825		88,79,423
Travelling and Conveyance		1,22,30,050		1,44,93,415
Professional Charges		38,03,277		24,18,103
Vehicle Maintenance		1,21,00,251		91,33,851
Selling Expenses		6,26,09,834		5,41,39,632
Excise Duty and Cess		17,32,973		15,46,451
Insurance		29,06,217		15,05,067
Bad Debts written off		43,11,401		3,01,083
Advance Written off		50,02,030		—
Miscellaneous Expenses		2,80,27,071		2,22,65,830
Directors Fees and Expenses		2,61,000		1,74,000
Auditors Remuneration		2,74,795		2,17,929
Interest and Financial Charges	5,34,78,020		4,94,91,573	
Less : Interest Subsidy	—	5,34,78,020	43,16,373	4,51,75,200
Depreciation	1,98,80,026		1,97,81,198	
Less : Transfer from Revaluation Reserve	30,84,839	1,67,95,187	30,84,839	1,66,96,359
Carriage Inward and Outward		26,62,818		20,68,074
Sales Tax		76,27,395		47,58,668
Loss on Sale of Fixed Assets		11,01,498		—
Clearing and Forwarding Charges		—		23,293
Discount Allowed		—		15,621
		93,94,53,355		79,03,31,268

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15****NOTES ON ACCOUNTS**

1. Current years' accounts of The B&A Limited (Holding Company) and B&A Packaging India Limited (formerly B&A Multiwall Packaging Limited – Subsidiary) have been prepared for twelve months ended 31st March, 2011 and fifteen months period ended 31st March, 2011 respectively.
2. Principles of consolidation of the financial statements :
 - a) The Subsidiary Company considered in the financial statements is as follows :
Name : B&A Packaging India Limited
%age of holding : 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
3. Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. Nil (Previous year Rs.- Nil).
4. In consonance with the Accounting Standard for Investments (AS-13) of Companies Standard Rule, 2006 made adjustments for diminution, other than temporary, in the value of some investments in previous years. However, provision for other long term investments have not been considered necessary at this stage pending ascertainment of their permanent diminution, if any.
5. items of assets, liabilities, income and expenditure, after fully eliminating intra group balances, intra group transactions and any unrealised profit included therein.
6. 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 statements except as described in Note no. 1.

	<u>Current year</u>	<u>Previous year</u>
	Rs.	Rs.
5. Contingent Liabilities		
- For Bank Guarantee	81,660	3,73,360
- For Sales Tax	64,02,197	99,93,668
- Liability for Excise Duty	11,27,944	12,61,660
- Liability For Bill Discounting	5,61,466	–
- Guarantee provided to State Bank of India in respect of working capital of subsidiary Company	–	10,45,00,000
- Liability For Provident Fund(for ration to employees)	11,83,069	–
6. Value of Stores & Spare parts consumed		
- Indeginous	11,98,41,912	9,32,90,798
- Imported	10,66,83,907	6,96,27,342

**SCHEDULES FORMING PART OF THE ACCOUNTS**

Schedule — 15 (Contd...)	Current year	Previous year
	Rs.	Rs.
7. Earning in Foreign exchange Value of Export at F.O.B. (Net)	7,82,336	48,64,674
8. Expenditure in Foreign Currency		
- Foreign Travel	15,22,652	59,05,890
- Import of Raw Materials (CIF basis)	10,24,83,013	5,46,71,935
9. Directors Remunerations (Key Managerial Personnel)		
a) Salary	52,69,780	40,12,592
b) Provident Fund	86,400	2,19,000
c) Perquisites	17,56,249	10,70,328
	71,12,429	53,01,920
10. 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 31.12. 2009 Rs. 8,23,134).		
11. The Components of the Deferred tax liabilities and Deferred tax assets accounted for during the year are as below :-		
	As on	As on
Deferred Tax Liabilities	31.03.2011	31.03.2010
Being Tax Impact on difference between WDV of Block of Assets as per Income Tax Laws and book WDV of Fixed Assets.	Rs.	Rs.
	(3,34,29,348)	(2,93,14,140)
Deferred Tax Assets		
Being Tax Impact on Unabsorbed losses and / or depreciation carried forward as per Income Tax Laws, recognised on the basis of estimated Taxable income for future years as per existing provisions of law.	-	-
Expenses charged in the books but allowance deferred under Income Tax Laws.	2,22,92,866	2,25,59,439
Net Deferred Tax (Liability) / Assets	(1,11,36,482)	(67,54,701)
12. Earnings Per Share as per AS 20 issued by the Companies Accounting Standard Rule, 2006		
Profit after Taxation (Rs.)	5,74,75,081	
No. of Equity Shares	31,00,000	
Earnings per Share (Rs.) (Basic & Diluted)	18.54	

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15 (Contd...)**

	As on 31.03.2011	As on 31.03.2010
	Rs.	Rs.
13. Minority Interest		
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 Dr. Balance	(19,75,409)	(37,11,139)
Interest in Revenue Reserve	10,98,721	10,98,721
Share of Profit / (Loss)	41,21,333	17,35,730
	<u>2,28,22,790</u>	<u>1,87,01,457</u>

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

15. ACCOUNTING POLICIES**a) Fixed 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 Replacement are capitalised under Land & Plantations as per consistent policy of the Company.

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 31.03.85 has been provided for on Written Down Value Method.
- ii) From 01.04.85, depreciation on Fixed Assets covered by revaluation referred to in a(i) above is calculated on their revalued

**SCHEDULES FORMING PART OF THE ACCOUNTS****Schedule — 15 (Contd...)**

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, 28th May, 2011

D. Chowdhury
Company Secretary

Somnath Chatterjee
Managing Director

For and on behalf of the Board

H.P. Barooah
Chairman & Managing Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011**

	<u>For the Year ended 31.03.2011</u>	<u>For the Year ended 31.03.2010</u>
	Rs.	Rs.
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	9,95,67,544	8,48,38,352
Adjustments for :		
Depreciation	1,67,95,188	1,66,96,359
Loss/(Profit) on Sale of Fixed Assets	11,01,498	(23,314)
Interest Received	(9,52,078)	(4,79,364)
Deferred Revenue Expenditure written off	10,60,884	4,78,036
Liabilities no longer required written back	(4,17,836)	(1,03,447)
Interest Paid / Payable	5,34,78,020	4,51,75,200
Operating Profit before Working Capital Changes	17,06,33,220	14,65,81,822
Adjustments for :		
Trade and other Receivables	(2,07,67,672)	(87,15,186)
Inventories	(2,38,25,849)	5,71,665
Trade Payable	1,89,63,695	(2,32,27,114)
Cash Generated from Operations	14,50,03,394	11,52,11,187
Interest Paid	5,34,78,020	4,51,75,200
Direct Taxes Paid	48,327	2,93,884
Extraordinary Items	-	58,741
Net Cash from Operating Business	9,14,77,047	6,96,83,362
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(10,32,45,717)	(4,82,26,855)
Sale of Fixed Assets	1,72,873	1,51,950
Sale / (Purchase) of Investment	-	(98,000)
Interest Received	9,52,078	4,79,364
Net cash used in Investing Activities	(10,21,20,766)	(4,76,93,541)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowing	2,84,66,984	(2,41,84,943)
Proceeds from Short Term Borrowing	(90,55,786)	1,80,16,309
Increase in Deferred Revenue Expenses	(22,70,172)	(10,16,760)
Net Cash used in Financing Activities	1,71,41,026	(71,85,394)
Net Increase in Cash and Cash Equivalents (A+B+C)	64,97,307	1,48,04,427
Cash and Cash Equivalents (Opening)	2,52,49,313	1,04,44,886
Cash and Cash Equivalents (Closing)	3,17,46,620	2,52,49,313

This is the Cash Flow Statement referred to in our report of even date on the Consolidated Financial Statements.

For P.K. NANDY & ASSOCIATES

Chartered Accountants
Registration No. 307043E

P.K. Nandy (Proprietor)
Membership No. 11505
Kolkata, 28th May, 2011

D. Chowdhury
Company Secretary

Somnath Chatterjee
Managing Director

For and on behalf of the Board

H.P. Barooah
Chairman & 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) not dealt in the Holding Company's Account :	
i) Profit/(Loss) for subsidiary's financial year ended 31st March, 2011	Rs. 1,04,22,126
ii) Profit/(Loss) for its previous financial period since it became a Subsidiary	Rs. 1,82,98,982
	<u>Rs. 2,87,21,108</u>
4. Net aggregate amount of Subsidiary's Profit/(Loss) dealt in the Holding Company's Accounts :	
i) For the Subsidiary's financial year ended 31st March, 2011	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. 30,04,93,659
b) Reserves :	Rs. 3,09,34,793	g) Profit before Tax :	Rs. 2,23,13,251
c) Total Assets :	Rs. 19,79,57,001	h) Provision for Tax :	Rs. 77,69,397
d) Total Liabilities :	Rs. 11,72,19,708	i) Profit after Tax :	Rs. 1,45,43,854
e) Detail of investments :	Rs. NIL	j) Proposed Dividend :	Rs. Nil

For and on behalf of the Board

Kolkata
28th May, 2011**D. Chowdhury**
Company Secretary**Somnath Chatterjee**
Managing Director**H.P. Barooah**
Chairman & Managing Director

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of B & A Packaging India Limited will be held on Friday, 8th July, 2011 at the Registered Office of the Company at 1185/1186, Tankapani Road, Bhubaneswar – 751 018 at 12:00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive and consider the Profit & Loss Account for the fifteen months period ended 31st March 2011, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Gargi Barooah, who retires by rotation and being eligible offers herself for re -appointment.
3. To appoint a Director in place of Mr. Tarun Chandra Dutt, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. APS Associates, Chartered Accountants, the retiring Auditors as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to conduct the audit of the accounts of the Company for the year ended 31st March, 2012 and to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolution:

5. "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, and subject to the approval of the Shareholders in the forthcoming Annual General Meeting, the Company hereby approves the re -appointment and payment of remuneration of Mr. Ranadurjoy Roy Choudhury (hereinafter Mr. Roy Choudhury) as Managing Director of the Company for a period of three years with effect from 1st September 2010 upon terms and conditions set out in the Agreement entered on 12th November, 2010 between the Company and Mr. Roy Choudhury, 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. Roy Choudhury 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. Roy Choudhury shall suitably be modified to give effect to such variation or increase as the case may be, without further reference to Shareholders in the General Meeting”.

6. “RESOLVED THAT Mr. Sudipto Sarkar, who had been appointed as an Additional Director of the Company with effect from 4th February 2011 and who, in terms of Section 260 of the Companies Act, 1956 and Article 89 of the Articles of Association of the Company, holds office of directorship up to the date of the 25th Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Sudipto Sarkar as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

By Order of the Board of Directors

Nabagataa Choudhury
Company Secretary & Manager (Finance)

Date : 21st May, 2011

Place : Kolkata

Regd. Office:

1185/1186, Tankapani Road

Bhubaneswar – 751 018, Orissa

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 Wednesday, 29th June, 2011 to Friday, 8th July, 2011 (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 Exchange the relevant details of Directors retiring by rotation and seeking re-appointment under Item No. 2 and Item No. 3 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 Agent. 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. 5

Mr. Ranadurjoy Roy Choudhury had been successfully representing the Board as Managing Director of the Company since 1st September, 2007 and his tenure of directorship had expired on 31st August 2010.

The Board of Directors of the Company at the meeting held on 12th November, 2010, has, subject to the approval of members, unanimously approved the re-appointment of Mr. Roy Choudhury as Managing Director of the Company w.e.f. 1st September, 2010 for a further period of three years including payment of remuneration. An abstract of the terms of appointment pursuant to Section 302 of the Companies Act, 1956 have already been circulated to the members of the Company.

Mr. Roy Choudhury has been associated with the Company since 2001 and has been instrumental in the formulation of long term vision and strategy of the Company.

Mr. Roy Choudhury aged 66 years, is a First Class Bachelor of Engineering (Mechanical) from Calcutta University. He served Guest Keen Williams Ltd., from 1965 to 1987 in various capacities from production controlling to product marketing. He also served Usha Martin Industries Ltd., from 1987 to 2001 in various responsible positions viz., domestic and global marketing, Chief Operating Officer in Integrated Steel Business, etc.

The principal terms and conditions of Mr. Roy Choudhury's re-appointment are as follows:

- A. Mr. Roy Choudhury's appointment as Managing Director will be effective from 1st September 2010 and remain in force for a period of 3 (Three) years i.e. from 1st September 2010 to 31st August 2013.
- B. Mr. Roy Choudhury will be entitled to the following remuneration and allowances in the capacity of Managing Director :
 - i. Basic Salary: Salary at the rate of Rs. 62,500 (Sixty Two Thousand Five Hundred only) per month. The Annual increments will be effective from 1st April each year, and will be decided by the Remuneration Committee and/or Board of Directors and will be merit based.

- ii. House Rent Allowance: House Rent Allowance at actuals, subject to the maximum limit of Rs. 30,000 per month.
 - iii. Leave Travel Assistance: Leave travel assistance for self and family at the rate of one and half month's salary for each completed year's of service.
 - iv. Reimbursement of Medical Expenses: Reimbursement of Medical Expenses of self and family.
 - v. Ex-gratia: At the rate of one month's basic salary for each completed year of service.
 - vi. Provision for reimbursement of expenses incurred for maintaining one chauffer driven car for official duties attended, subject to limit of Rs. 21,000 per month, provision for use of telephone at office, residence and mobile phones, including long distance calls and subscription fees for two clubs subject to a limit of Rs. 12,000 per year, shall not be included in the computation of limits for the remuneration and shall not be grouped under perquisites or allowances given to Mr. Roy Choudhury.
- C. Minimum Remuneration: In any financial year during the currency of tenure of Directorship of Mr. Roy Choudhury, where 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.
- D. Mr. Roy Choudhury will not retire by rotation till he continues to hold office as Managing Director; his office of Managing Directorship shall mature if he ceases to hold office of director for any reason. Mr Roy Choudhury shall cease to be Director of the Company if he ceases to be in employment of Company as Managing Director.
- E. Mr. Roy Choudhury is entrusted with substantial powers of management of the affairs of the Company except those powers exercisable exclusively by the Board in terms of Companies Act, 1956 or Articles of Association of the Company.

The Board recommends the resolution set out at item no. 5 of the notice for your approval.

None of the Directors are interested or concerned in the resolution set out in Item No. 5 of the Notice.

Item No. 6

Mr. Sudipto Sarkar, aged 65 years is a Bachelor of Science (Maths Hons.) from Presidency College, Kolkata and holds a B.A. (Law Tripos), M.A. (Law), Masters Degree in Law (International Law), from Jesus College, Cambridge, U.K. He is a Barrister from Gray's Inn from London, U.K.

Presently, he is practicing as a Senior Advocate in the Kolkata High Court. Mr. Sarkar brings with him wide experience in Commercial Law particularly Company Law, Intellectual Property and Law of Civil Procedures. He also has several publications to his credit on Law of Evidence, Law of Civil Procedure Code and Law of Specific Relief Act. Mr. Sarkar is the collaborating editor of Ramaiya's Guide to the Companies Act, 1956 and contributor to several volumes of International Law Reports.

Mr. Sarkar holds directorships in the Board of JSW Steel Ltd, Vesuvius India Ltd, Descon Ltd, EIH Associated Hotels Ltd, Eveready Industries India Ltd, Island Hotel Maharaj Ltd, McNally Bharat Engineering Company Ltd and Bombay Stock Exchange Ltd.

Mr. Sarkar joined the Board of your Company on 4th February, 2011. He is not related to any of the Directors and does not hold any shares in the Company.

No other director other than Mr. Sudipto Sarkar is interested/concerned in this resolution.

The Board of Directors accordingly recommends the resolution mentioned under Item No. 6 of the Notice for the approval of the members.

Information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, relating to the Code of Corporate Governance, regarding Directors seeking appointment and re-appointment (Item Nos. 2 and 3):

Mrs. Gargi Barooah

Born on 26th January, 1965, Mrs. Gargi Barooah holds a Bachelor of Arts degree from the Jadavpur University, Kolkata.

Mrs. Barooah has been on the Board of your Company since 25th February, 2008.

Mrs. Barooah does not hold any other directorship and membership in any Committee of the Board of Directors. She holds 1800 shares in the Company.

None of the directors other than Mr. Hemendra Prasad Barooah, Chairman of the Company is related to her.

Mr. Tarun Chandra Dutt

Mr T C Dutt born in 1933, a retired I.A.S. Officer, was the Chief Secretary to the Govt. of West Bengal and remained the Election Commissioner of West Bengal. He also held the post of Chairman of Calcutta Port Trust, Food Corporation of India and West Bengal Industrial Development Corporation. Mr. Dutt, an Ex-Asst. Professor of Economics of Presidency College, Calcutta, is a fellow of Princeton University.

Mr. Dutt currently holds directorships in the board of Bengal Ambuja Metro Development Company Ltd., B & A Ltd and Bengal A K Infrastructure Ltd.

Mr. Dutt joined the Board of your Company on 17th February, 1999. He is also serving as the Chairman of the Audit Committee as well as Remuneration Committee. He is not related to any of the Directors and does not hold any shares in the Company.

By Order of the Board of Directors

Nabagataa Choudhury
Company Secretary & Manager (Finance)

Date : 21st May, 2011

Place : Kolkata

Regd. Office:
1185/1186, Tankapani Road
Bhubaneswar – 751 018, Orissa

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twenty Fifth Annual Report of the Company together with the audited accounts for the fifteen months period ended 31st March, 2011.

OPERATING RESULTS

(₹ In Lakh)

Particulars	Period ended 31st March, 2011 consisting of 15 months (From 1.1.2010 to 31.3.2011)	Period ended 31st December, 2009 consisting of 12 months (From 1.1.2009 to 31.12.2009)
Net Sales and Other Income	2745.34	1,875.56
Less : Total Expenditure	2397.32	1,586.41
Profit before Interest, Depreciation and Tax	348.02	289.15
Less: Interest	105.42	122.43
Profit before Depreciation and Taxation	242.60	166.72
Less: Depreciation	19.47	40.63
Profit before Tax	223.13	126.09
Less: Current Taxation including FBT	74.10	43.59
Deferred Taxation	3.60	21.25
Profit after Tax (PAT)	145.43	61.25
Less: Income Tax for earlier years	NIL	NIL
Prior period adjustment	NIL	NIL
Profit available for appropriation	145.43	61.25
Add: Balance of loss brought forward	(69.71)	(130.96)
Balance of loss carried to Balance Sheet	75.72	(69.71)

YEAR IN RETROSPECT

The net sales and other income for the period under review were ₹ 2745.34 lakhs as against ₹ 1,875.56 lakhs during the previous financial year ended 31st December, 2009 comprising of 12 months from 01.01.2009 to 31.12.2009, booking an increase of approximately 46% which is quite optimistic. Profit after tax for the fifteen months period ended 31.03.2011 registered an encouraging increase of approximately 137%.

CHANGE OF COMPANY'S NAME

The name of your Company has been changed from "B & A Multiwall Packaging Limited" to "B & A Packaging India Limited" with effect from 8th July, 2010. A fresh Certificate of Incorporation has been issued by the Registrar of Companies, Orissa to this effect.

DIRECTORS

Mrs. Gargi Barooah and Mr. Tarun Chandra Dutt, Directors, retire by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Sudipto Sarkar who was appointed by the Board of Directors of your Company in its meeting held on 4th February, 2011 as an Additional Director in terms of Article 89 of the Articles of Association of your Company hold office up to the date of ensuing Annual General Meeting. Your Company has received notice under Section 257 of the Companies Act, 1956 proposing Mr. Sudipto Sarkar for the Office of Director to be elected by the members in the ensuing Annual General Meeting.

Mr. Ranadurjoy Roy Choudhury has been re-appointed as the Managing Director of the Company, subject to your approval in the ensuing Annual General Meeting, for a period of three years w.e.f. 1st September, 2010.

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

AUDITORS

M/s. APS Associates, 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 21st May, 2011 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 period 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 period under review 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 Auditor of the Company regarding compliance of conditions of corporate governance is annexed to this report.

NEW PROJECT

1800 MT Flexible Packaging project has been taken in hand and is well on its way towards completion. The plant is expected to be commissioned by October, 2011.

The plant is expected to reach 70% of its rated capacity by 2013 leading to an additional turnover of 36 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 fifteen months period ended 31st March 2011, the applicable accounting standards have been followed and in case of material departures, proper explanations have 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 judgments 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, 2011 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 for preventing and detecting fraud and other irregularities ; and
- The accounts for the fifteen months period ended 31st March, 2011 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.

B) Foreign Exchange Earnings and Outgo:

(₹ In Lakh)

Particulars	31.03.2011	31.12.2009
Earnings in Foreign Currency	7.82	48.64
Expenditure in Foreign Currency	1,033.69	553.81

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 22000:2005 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

During the period under review none of the employees 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.

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 period 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 : 21st May, 2011

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1. Industry Structure and Development

During the year 2010 tea industry continued to do well buoyed by the domestic demand growth and soaring prices. For tea sacks we could achieve a growth of 26% by volume and 28% by turnover on 2010 (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 2011 is good so far and maintaining this trend we envisage considerable growth in our tea sack business during the year. We plan to establish a distribution centre at Coimbatore to support this business growth.

Riding on automobile-boom Carbon Black industry is also doing quite well. Though we had realized good growth during 2010, business this year is choppy due to highly fluctuating paper availability and soaring prices.

We plan to take a closer look this year in Chemicals market for specialty-sacks which apparently is growing in India.

2. Opportunity and Threats

- Growing quality consciousness of tea producers resulting in growth in volume.
- Our efforts for introducing 2-ply sacks to tea industry have now received a boost through the publication of ISO: 9884 – Part I and part II, which will be the guiding quality stipulations of tea sacks internationally particularly for palletized and containerized transport.
- This stringent specification will definitely increase the qualitative gap with our competitors and discourage manufacturers in unorganized sector.
- Possibility of exports of full-sized paper sacks to Kenya.
- Growing domestic market for sacks for Carbon Black and insecticides/pesticides due to increasingly stringent pollution control measures in western countries.
- 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.

- Capacity reduction of international paper manufacture on the face of demand-growth of sacks due to receding recession is pushing the paper prices beyond comprehension. This may eventually lead to alternative packaging medium.

3. Outlook

Based on the projected GDP growth and predicted normal monsoon, our outlook for the business in 2011-12 remains quite positive. We are also quite hopeful of improving our credit-rating, which should help us in reducing finance cost. 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 turnover achieved for the fifteen months period ended 31.03.2011 was ₹ 3004.94 lakhs, a growth of 48.56% over the previous financial year ended 31.12.2009 (12 months period from 01.01.2009 to 31.12.2009). Profit after tax was 145.43 as against ₹ 61.25 lakhs, an increase of 137.43%.

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:

As a responsible corporate citizen, the Company ensures continuous adherence to the prescribed corporate practices as per 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, 2011

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 fifteen months period ended 31st March, 2011

The Board met 5 (Five) times on following dates:

28.01.2010, 24.04.2010, 12.08.2010, 12.11.2010 and 04.02.2011.

C) Composition, Other Directorships/Committee memberships held as on 31st March, 2011

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	2	-	-
Mr. Panchkari Banerjee	Non-Executive & Independent	-	-	-
Mr. Tarun Chandra Dutt	Non-Executive & Independent	3	-	-
Mr. Vijay Raghuram Shetty	Non-Executive & Non-Independent	1	-	-
Mrs. Gargi Barooah	Non-Executive & Non-Independent	-	-	-
Mr. Anjan Ghosh	Non-Executive & Independent	-	-	-
Mr. Sudipto Sarkar	Non-Executive & Independent	8	5	-

*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. B K Goswami	Non-Executive & Independent	30/01/2010	Resigned
Mr. Anjan Ghosh	Non-Executive & Independent	24/04/2010	Appointed
Mr. B M Sahoo	Non-Executive & Independent (Nominee of Industrial Promotion & Investment Corp. of Orissa Ltd.	11/8/2010	Resigned
Mr. Sudipto Sarkar	Non-Executive & Independent	04/02/2011	Appointed*

* Appointment is subject to the approval of the members in the forthcoming Annual General Meeting scheduled to be held on 8th July, 2011

E) Attendance of Directors at Board Meetings during the fifteen months period ended 31st March, 2011 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	4	Yes	Mr. Tarun Chandra Dutt	5	Yes
Mr. Ranadurjoy Roy Choudhury	5	Yes	Mr. Vijay Raghuram Shetty	–	No
Mr. Panchkari Banerjee	5	No	Mr. Brajamohan Sahoo	–	No
Mr. Basant Kumar Goswami	1	No	Mrs. Gargi Barooah	1	No
			Mr Anjan Ghosh	4	No
			Mr Sudipto Sarkar	–	NA

F) Particulars of Directors retiring by rotation and seeking re-appointment have been given in the Notice convening the 25th Annual General Meeting and Explanatory Statement, attached thereto

Audit Committee

During the period under review, the Audit Committee of the Board has been reconstituted by inducting Mr. Anjan Ghosh as one of the members of the Committee consequent upon resignation of Mr. Basant Kumar Goswami. 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 fifteen months period under review, five meetings of the Committee were held on 28.01.2010, 24.04.2010, 12.08.2010, 12.11.2010 and 04.02.2011.

Composition of Audit Committee as on 31/03/2011 together with number of meetings attended by its members is given as under:

Name of the Members	Designation	No. of Meetings attended
Mr. Tarun Chandra Dutt	Chairman	5
Mr. Panchkari Banerjee	Member	5
Mr. Hemendra Prasad Barooah	Member	4
Mr. Anjan Ghosh	Member	3

The brief terms of reference of Audit Committee includes:

- Reviewing internal control and internal audit function and their adequacy with the management/ internal auditors.
- Reviewing the quarterly, half yearly and annual accounts of the Company before submission to the Board for approval.
- 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.
- Investigate any matter referred to it by the Board or within its terms of reference.
- Recommending the appointment, replacement, removal of statutory auditors and fixation of their audit fees and fees for other services.
- 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 period under review, one meeting was held on 12th November, 2010. All the members other than Mr H P Barooah 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 fifteen months period ended 31st March 2011, are stated as under:

Name of Director	Salary	Perquisites/ Re-imbusement	Sitting Fees	Total
Mr. Hemendra Prasad Barooah	10,00,000	-	-	10,00,000
Mr. Ranadurjoy Roy Choudhury	14,99,688	1,02,723	-	16,02,411
Mr. Panchkari Banerjee	-	-	27,000	27,000
Mr. Basant Kumar Goswami	-	-	5,000	5,000
Mr. Tarun Chandra Dutt	-	-	27,000	27,000
Mr. Vijay Raghuram Shetty	-	-	-	-
Mr. Brajamohan Sahoo	-	-	-	-
Mrs. Gargi Barooah	-	-	3,000	3,000
Mr. Anjan Ghosh	-	-	18,000	18,000
Mr. Sudipto Sarkar	-	-	-	-

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 27.02.2010, 15.03.2010, 15.04.2010, 15.05.2010, 30.06.2010, 16.08.2010, 30.08.2010, 12.11.2010, 30.11.2010, 15.12.2010 and 31.01.2011. The details of meeting attended by each member of the Committee are given as under :

Name of the Members	Status	No. of Meeting 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 as under :

Financial Year ended	Type of Meeting	Date	Venue	Special Resolutions
31st December, 2009	AGM	14.06.2010	Regd. Office: 1185/1186, Tankapani Road, Bhubneswar - 751 018	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
31st December, 2007	AGM	27.06.2008*	- Do -	NIL

*The schedule date of 22nd Annual General Meeting was Friday, 20th June, 2008. Due to heavy rainfall and complete dislocation of communication the meeting was re-scheduled on Friday, 27th June, 2008. The intimation regarding this event was given to the shareholders of the Company immediately.

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 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 Orissa, 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 25th Annual General Meeting	:	Friday, the 8th day of July, 2011 at 12.00 noon
Venue	:	Registered Office of the Company, 1185/1186, Tankapani Road, Bhubneswar – 751 018.
Financial calendar (tentative) for the year 2011-2012	:	April to March
Date of Book Closure	:	Wednesday, 29th June, 2011 to Friday, 8th July, 2011 (both days inclusive)

Dividend payment date	:	Not Applicable.
Listing of Equity Shares on Stock Exchange	:	Bombay Stock Exchange Limited.
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, 2011

Range of shares held	Shares		Shareholders	
	Nos.	% total	Nos.	% total
1 to 500	4,56,571	9.2041	2675	95.5698
501 to 1000	61,500	1.2398	76	2.7153
1001 to 2000	45,300	0.9132	29	1.0361
2001 to 3000	12,800	0.2580	5	0.1786
3001 to 4000	15,100	0.3044	4	0.1429
4001 to 5000	5,100	0.1028	1	0.0357
5001 to 10000	15,400	0.3105	2	0.0715
10001 to 50000	32,400	0.6532	2	0.0715
50001 to 100000	1,00,000	2.0159	1	0.0357
100000 and above	42,16,329	84.9981	4	0.1429
TOTAL	49,60,500	100.00	2,799	100.00

Shareholding Pattern as on 31st March, 2011

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	2781	6,05,071	12.20
	NRIs/OCBs	-	-	-
	Any other	-	-	-
	Sub-total	2,788	7,29,371	14.70
	Grand total	2,799	49,60,00	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 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 : 21st May, 2011

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 fifteen months period ended 31st March, 2011 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 period 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 to 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 period;
 - ii) non-occurrence of any significant changes in accounting policies during the period; 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 : 21st May, 2011
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 conditions of Corporate Governance by B & A PACKAGING INDIA LIMITED (Formerly B&A Multiwall Packaging Limited) for the fifteen months period ended March 31, 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the 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 were 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. 17693

Place: Kolkata
Date: 21st May, 2011

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 fifteen months period ended 31st March, 2011.

Ranadurjoy Roy Choudhury
Managing Director

Date: 21st May, 2011
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, 2011, the Profit and Loss Account for the fifteen months period ended on that date and also the Cash Flow Statement for the said period 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, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - iv) In our opinion, the Balance Sheet, Profit and Loss Account 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, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 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 and Schedules 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, 2011;
- b) In the case of the Profit and Loss Account, of the Profit of the Company for the fifteen months period ended on that date;
- and
- c) In the case of the Cash Flow Statement, of the cash flow of the Company for the fifteen months period ended on that date.

For APS ASSOCIATES

Chartered Accountants

(Registration No. 306015E)

A. Dutta

Partner

Membership No. 17693

Place : Kolkata

Dated : the 21st May, 2011

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 period the fixed assets were physically verified by the Management.
- iii) No substantial part of the fixed assets of the Company were disposed off during the period.
- 2) i) During the period, the 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 the 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 period 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 period 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 thereunder.
- 7) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- 8) According to the information given to us, the Central Government has not prescribed for maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for the products of the Company.
- 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	Dy. 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	5,50,397	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	Additional Commissioner of Sales Tax, (Central Zone) Cuttack

Name of the Statute	Nature of dues	Amount (Rs.)	Relevant Period	Forum where dispute is pending
Central Sales Tax Act.	Sales Tax	28,46,586	2006-2007 & 2007-2008	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, 2011. Further, the Company has not incurred cash loss during the period ended 31st March, 2011 or in the immediately preceding financial year ended 31st December 2009.
- 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 Company has obtained a fresh term loan from its banker during the period and has utilised the same 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 : 21st May, 2011

BALANCE SHEET AS AT 31ST MARCH, 2011

	Schedule	As at 31st March, 2011		As at 31st December, 2009	
		₹	₹	₹	₹
SOURCES OF FUNDS					
Shareholders' Fund					
Capital	1	4,98,02,500		4,98,02,500	
Reserves and Surplus	2	<u>3,09,34,793</u>		<u>1,63,90,939</u>	
			8,07,37,293		6,61,93,439
Loan Funds					
Secured Loan	3	5,24,74,288		5,10,07,321	
Unsecured Loan		<u>1,94,00,000</u>	7,18,74,288	—	5,10,07,321
Deferred Tax Liabilities			<u>27,07,857</u>		<u>23,48,460</u>
TOTAL			<u>15,53,19,438</u>		<u>11,95,49,220</u>
APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	4	13,58,66,655		13,33,42,238	
Less: Depreciation		<u>10,43,57,887</u>		<u>10,24,11,191</u>	
Net Block		3,15,08,768		3,09,31,047	
Add : Capital Work-in Progress		<u>73,351</u>	3,15,82,119	<u>3,07,066</u>	3,12,38,113
Current Assets, Loans & Advances					
Inventories	5	6,63,40,329		5,35,64,649	
Sundry Debtors	6	4,43,55,431		3,51,48,948	
Cash & Bank Balances	7	88,80,924		93,20,586	
Loans & Advances	8	<u>4,67,98,198</u>		<u>1,12,01,807</u>	
		<u>16,63,74,882</u>		<u>10,92,35,990</u>	
Less: Current Liabilities & Provision					
Liabilities	9	3,45,75,916		1,39,49,851	
Provisions		<u>80,61,647</u>		<u>69,75,032</u>	
		<u>4,26,37,563</u>		<u>2,09,24,883</u>	
Net Current Assets			<u>12,37,37,319</u>		<u>8,83,11,107</u>
TOTAL			<u>15,53,19,438</u>		<u>11,95,49,220</u>
Significant Accounting Policies	15				
Notes on Accounts	16				
<i>In terms of our report of even date</i>					
For APS ASSOCIATES					
Chartered Accountants					
A. Dutta					
Partner					
Membership No. 17693					
Kolkata, 21st May, 2011					
For and on behalf of the Board					
P. Banerjee R. Roy Choudhury					
Director Managing Director					
Nabagataa Choudhury					
Company Secretary & Manager (Finance)					

PROFIT AND LOSS ACCOUNT FOR THE FIFTEEN MONTHS PERIOD ENDED 31ST MARCH, 2011

Schedule	For the fifteen months period ended 31st March, 2011		For the year ended 31st December, 2009	
	₹	₹	₹	₹
INCOME				
Gross Sales		30,04,93,659		20,22,64,393
Less : Excise Duty		2,72,48,933		1,56,18,031
Net Sales		27,32,44,726		18,66,46,362
Other Income	10	12,89,408		9,09,853
Increase/(Decrease) in Finished Goods and Materials in Process	11	36,76,198		(25,11,694)
		27,82,10,332		18,50,44,521
EXPENDITURE				
Materials Consumed	12	19,16,96,521		12,50,44,168
Sales Tax		76,27,395		47,58,668
Operating Expenses	13	4,40,83,979		2,63,26,252
		24,34,07,895		15,61,29,088
Profit before Interest, Depreciation & Taxation		3,48,02,437		2,89,15,433
Interest and Financial Charges	14	1,05,42,490		1,22,43,190
Depreciation		19,46,696		40,63,194
		1,24,89,186		1,63,06,384
Profit before Taxation		2,23,13,251		1,26,09,049
Provision for Income Tax		74,10,000		43,00,000
Provision for Fringe Benefit Tax		–		58,741
Provision for Deferred Tax		3,59,397		21,25,057
Profit after Taxation		1,45,43,854		61,25,251
Balance brought forward		(69,71,059)		(1,30,96,310)
		75,72,795		(69,71,059)
Significant Accounting Policies	15			
Notes on Accounts	16			
Earnings per share - Basic & Diluted		2.93		1.23

In terms of our report of even date

For **APS ASSOCIATES**

Chartered Accountants

A. Dutta

Partner

Membership No. 17693

Kolkata, 21st May, 2011

For and on behalf of the Board

P. Banerjee

Director

R. Roy Choudhury

Managing Director

Nabagataa Choudhury

Company Secretary & Manager (Finance)

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2011 ₹	As at 31st December, 2009 ₹
SCHEDULE-1		
CAPITAL		
AUTHORISED		
80,00,000 Equity Shares of Rs. 10/- each	<u>8,00,00,000</u>	<u>8,00,00,000</u>
Issued, Subscribed and Paid up 49,60,500 Equity Shares of Rs. 10/- each fully paid up (Previous year : 49,60,500 Equity Shares) Out of above 35,54,829 Equity Shares are held by the holding company, B&A Limited <i>Add</i> : Forfeited Shares	<u>4,96,05,000</u> <u>1,97,500</u> <u>4,98,02,500</u>	4,96,05,000 <u>1,97,500</u> <u>4,98,02,500</u>
SCHEDULE-2		
RESERVES AND SURPLUS		
Central Investment Subsidy	25,00,000	25,00,000
State Subsidy	2,41,700	2,41,700
Capital Reserve	1,67,43,000	1,67,43,000
Revenue Reserve	38,77,298	38,77,298
Profit & Loss Account	75,72,795	(69,71,059)
	<u>3,09,34,793</u>	<u>1,63,90,939</u>
SCHEDULE-3		
LOAN FUNDS		
SECURED LOANS		
From State Bank of India		
Term Loan	25,532	54,98,742
(Secured by 1st charge over the entire Plant & Machinery and other fixed Assets pertaining to the Flexible Packaging Material Project)		
Cash Credit	5,22,04,797	4,51,48,102
(Secured by hypothecation of Company's stocks, receivables and entire current Assets both present and future)		
All the above loans are collaterally secured by		
a) Extension of charge over Factory Land, Building, Plant & Machinery of the company including Assets of proposed project		
b) Equitable mortgage of the Flat No. 1 & 2, 3rd floor at 55/24, Bimannagar, Sardarpara, Kaikhali, P.S. Rajarhat, 24 Parganas(N) in the name of Barooahs & Associates Pvt. Ltd.		
c) Personal guarantee of Shri H. P. Barooah, Director & Corporate Guarantee of Barooahs & Associates Pvt. Ltd.		
From HDFC BANK LTD.	2,43,959	3,60,477
(Secured by hypothecation of a Motor Car)		
Unsecured Loans		
From Barooahs & Associates Pvt. Ltd.	1,40,00,000	-
From Director	54,00,000	-
	<u>7,18,74,288</u>	<u>5,10,07,321</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET

SCHEDULE-4
FIXED ASSETS

Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	Cost as at 01.01.10	Addition during the Period	Sale/Adjustment during the Period	Total as at 31.03.11	Upto 01.01.10	For the Period	Disposal/Adjustment during the Period	Total as at 31.03.11	As at 31.12.09
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land (Leasehold)	11,95,859	—	—	11,95,859	—	—	—	—	11,95,859
Building	87,56,839	1,37,110	—	88,93,949	38,54,064	3,71,243	—	42,25,307	46,68,642
Plant & Machinery	11,88,01,599	17,53,894	—	12,05,55,493	9,65,42,125	12,69,975	—	9,78,12,100	2,27,43,393
Electrical Installation	22,20,229	3,16,389	—	25,36,618	7,88,875	1,00,810	—	8,89,685	16,46,933
Furniture & Fixture	4,35,636	1,20,302	—	5,55,938	2,02,091	28,831	—	2,30,922	3,25,016
Office Equipment	13,72,462	1,96,722	—	15,69,184	9,82,321	1,09,383	—	10,91,704	4,77,480
Vehicle	5,59,614	—	—	5,59,614	41,715	66,454	—	1,08,169	4,51,445
Total	13,33,42,238	25,24,417	—	13,58,66,655	10,24,11,191	19,46,696	—	10,43,57,887	3,15,08,768
Previous Year	13,06,16,714	30,89,254	3,63,730	13,33,42,238	9,86,84,777	40,63,194	3,36,780	10,24,11,191	3,09,31,047

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2011		As at 31st December, 2009	
	₹	₹	₹	₹
SCHEDULE-5				
INVENTORIES				
Raw Materials		4,92,26,575		4,06,62,909
Finished Goods		80,95,648		82,88,960
Work-in-Process		63,61,291		24,91,781
Stores & Spares		26,56,815		21,20,999
		<u>6,63,40,329</u>		<u>5,35,64,649</u>
SCHEDULE-6				
SUNDRY DEBTORS				
(Unsecured, Considered Good)				
Debts outstanding for a period				
- Exceeding Six months	12,12,832		68,87,056	
- Other Debts	<u>4,31,42,599</u>		<u>2,82,61,892</u>	
		4,43,55,431		3,51,48,948
(Unsecured, Considered Doubtful)				
Debts Outstanding for a period				
- Exceeding six months	—		9,56,519	
Less : Provision for Bad Debts	<u>—</u>	<u>—</u>	<u>9,56,519</u>	<u>—</u>
		4,43,55,431		3,51,48,948
SCHEDULE-7				
CASH & BANK BALANCES				
Cash in Hand		30,269		61,415
Current Account balances with Scheduled banks		15,18,447		23,72,560
LC & BG Margin Money with State Bank of India		73,32,208		68,86,611
		<u>88,80,924</u>		<u>93,20,586</u>
SCHEDULE-8				
LOANS & ADVANCES				
(Unsecured, Considered Good)				
Advances Recoverable in cash or in kind or for value to be received		4,29,09,875		75,69,604
Deposits		36,59,483		34,78,683
Pre-paid Expenses		2,28,840		1,53,520
		<u>4,67,98,198</u>		<u>1,12,01,807</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31st March, 2011	As at 31st December, 2009
	₹	₹
SCHEDULE-9		
CURRENT LIABILITIES & PROVISIONS		
Sundry Creditors for Goods	2,39,56,433	51,89,611
Sundry Creditors for Others	77,41,180	64,28,081
Deferred Sales Tax	8,23,134	8,23,134
Provision for Gratuity	20,55,169	15,09,025
	<u>3,45,75,916</u>	<u>1,39,49,851</u>
	For the fifteen months period ended 31st March, 2011	For the year ended 31st December, 2009
	₹	₹
SCHEDULE-10		
OTHER INCOME		
Scrap Sale	6,19,048	3,57,693
Miscellaneous Income	1,41,551	2,49,810
Interest	5,28,809	3,02,350
	<u>12,89,408</u>	<u>9,09,853</u>
SCHEDULE-11		
INCREASE/(DECREASE) IN FINISHED GOODS & MATERIAL IN PROCESS		
Opening Stock		
Finished Goods	82,88,960	99,03,520
Materials-in-Process	<u>24,91,781</u>	<u>33,88,915</u>
	1,07,80,741	1,32,92,435
<i>Less:</i>		
Closing Stock		
Finished Goods	80,95,648	82,88,960
Materials-in-Process	<u>63,61,291</u>	<u>24,91,781</u>
	1,44,56,939	1,07,80,741
Increase/(Decrease)	<u>36,76,198</u>	<u>(25,11,694)</u>

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	For the fifteen months period ended 31st March, 2011		For the year ended 31st December, 2009	
	₹	₹	₹	₹
SCHEDULE-12				
MATERIALS CONSUMED				
Opening Stock		4,06,62,909		5,28,37,067
Add : Purchase		20,02,60,187		11,28,70,010
		24,09,23,096		16,57,07,077
Less : Closing Stock		4,92,26,575		4,06,62,909
Consumption of Raw Materials		19,16,96,521		12,50,44,168
SCHEDULE-13				
OPERATING EXPENSES				
Employees Emoluments				
Salary, Wages & Benefits	1,66,64,758		1,08,27,957	
Contribution to PF & Other Funds	5,96,718		5,17,283	
Gratuity	5,46,144		2,73,018	
Welfare Expenses	16,45,474		10,50,630	
		1,94,53,094		1,26,68,888
Power & Fuel		23,92,007		15,81,307
Consumption of Stores & Spares		33,70,943		21,72,480
Repairs & Maintenance				
Building	1,36,335		1,86,081	
Machinery	5,05,360		5,48,808	
Others	9,85,283		4,38,210	
		16,26,978		11,73,099
Rent, Rates & Taxes		3,20,659		2,38,857
Insurance		4,50,811		3,68,734
Travelling & Conveyance		44,69,562		26,14,808
Commission		2,95,635		1,47,632
Postage & Communication		6,21,292		5,17,941
Directors' Fees		80,000		49,000
Carriage Outwards		26,62,818		20,68,074
Bad Debts written off		43,11,401		3,01,083
Miscellaneous Expenses		40,28,779		24,24,349
		4,40,83,979		2,63,26,252
SCHEDULE-14				
INTEREST & FINANCIAL CHARGES				
Interest on Working Capital Loan		76,65,959		78,46,197
Interest on Term Loan		3,87,256		9,97,812
Bank Commission & Charges		22,29,615		20,65,258
Interest-Others		2,59,660		13,33,923
		1,05,42,490		1,22,43,190

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

SCHEDULE-15

SIGNIFICANT ACCOUNTING POLICIES :-

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.

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.

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.

4) Depreciation

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.

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.

6) Import of Raw Materials

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

7) Borrowing Cost

Borrowing cost 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.

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.

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 except in cases where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

SCHEDULE-16

NOTES ON ACCOUNTS :

- The name of the Company has been changed from B&A Multiwall Packaging Limited to B&A Packaging India Limited vide fresh Certificate of Incorporation dated 8th July, 2010 issued by the Registrar of Companies, Orissa.
- The Company has changed its financial year from calendar year to April - March. Accordingly, these accounts consist of a period of fifteen months from 1st January, 2010 to 31st March, 2011. Hence the figures for the current period are not comparable.

Previous year's figures have been regrouped and rearranged, where ever necessary.

- Licensed, Installed Capacities and Actual Production :

Class of Goods	Units	Year ended	Annual Capacity		Actual Production
			Licensed	Installed	
Paper Sacks	Nos.	31.03.2011	60 Million	35 Million	9.78 Million
Paper Sacks	Nos.	31.12.2009	60 Million	35 Million	6.41 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.)

- Particulars with respect to Stocks and Sales :

Class of Goods	Units	15 months period ended 31st March, 2011		Year ended 31st December, 2009	
		Quantity	Value	Quantity	Value
Opening Stock	Nos.	3,52,812	82,88,960	4,67,175	99,03,520
Sale	Nos.	98,29,743	30,04,93,659	66,69,173	20,22,64,393
Closing Stock	Nos.	3,06,425	80,95,648	3,52,812	82,88,960

- Value of Imports on C.I.F basis -
Raw Materials 10,24,83,013 5,46,71,935
- Earning in Foreign Currency -
Export of Goods (F.O.B Basis) 7,82,336 48,64,674
- Expenditure in Foreign Currency 8,85,600 7,09,008
- Estimated amount of contracts remaining to be executed on capital account (net of advance) 6,65,97,476 —
- Contingent Liabilities not provided for

Bank Guarantee	81,600	3,73,360
Sales Tax	64,02,197	99,93,668
Bill discounting	5,61,466	—

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

SCHEDULE-16 (Contd..)

10. Details of Imported and Indigenous Materials 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									
2010-11	290	1,65,14,037	1,991	8,95,89,971	443	2,27,62,625	1,838	8,33,41,382	43.48
2009	611	3,41,88,986	764	4,92,02,996	290	1,65,14,037	1,084	6,68,77,945	53.48
Paper Indigenous									
2010-11	556	2,09,06,329	1,243	7,46,01,939	190	1,14,48,879	1,609	8,40,59,389	43.85
2009	213	1,41,64,397	914	5,42,83,667	556	2,09,06,329	571	4,75,41,735	38.02
b) Other Imported									
2010-11	15.9	11,95,490	355	2,71,59,331	39	50,12,296	332	2,33,42,525	12.17
2009	17.8	13,68,721	30	25,76,166	15.9	11,95,490	32	27,49,397	2.19
Other Indigenous									
2010-11	—	20,47,053	—	89,08,946	—	1,00,02,775	—	9,53,224	0.50
2009	—	31,14,963	—	68,07,181	—	20,47,053	—	78,75,091	6.30
2010-11		<u>4,06,62,909</u>		<u>20,02,60,187</u>		<u>4,92,26,575</u>		<u>19,16,96,521</u>	<u>100.00</u>
2009		5,28,37,067		11,28,70,010		4,06,62,909		12,50,44,168	100.00

11. Payment to Whole Time Directors

	<u>Fifteen months period ended 31st March, 2011</u>	<u>Year ended 31st December, 2009</u>
	₹	₹
Salary	24,99,688	18,27,500
Reimbursement (Medical & Others)	3,89,760	3,48,797
	<u>28,89,448</u>	<u>21,76,297</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT
SCHEDULE-16 (Contd..)

12. In terms of Industrial Policies of 1986 and 1989 declared by Government of Orissa, 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 31.03.2011 (As on 31.12.2009 - ₹ 8,23,134)

13. Miscellaneous Expenses in Schedule 13 includes :

	<u>Jan'10-Mar'11</u>	<u>2009</u>
	₹	₹
Auditor's Remuneration – (Including Service Tax)		
Audit Fees	55,150	33,708
Tax Audit Fees	22,060	11,236
For Certification (Including short payment of last year)	69,645	22,985
	<u>1,46,855</u>	<u>67,929</u>

14. 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 December 2009	31st March 2011
i)	Present Value of Defined Benefit Obligation	14,45,102.00	20,55,169.00
ii)	Fair Value of Plan Assets	0.00	0.00
iii)	Funded Status [Surplus / (Deficit)]	(14,45,102.00)	(20,55,169.00)
iv)	Unrecognised Past Service Cost	0.00	0.00
v)	Net Asset / (Liability) recognised in the Balance Sheet	(14,45,102.00)	(20,55,169.00)

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

SCHEDULE-16 (Contd..)

TABLE 2

Actuarial calculations for AS 15 (Rev. 2005) for the purpose of Disclosure of employer expense for the period ending 31st March, 2011

Sl.	Description	Period 2010-11
i)	Current Service cost (including risk premium for fully insured benefits)	1,75,941
ii)	Interest cost	1,75,014
iii)	Expected Return of Asset (-)	0.00
iv)	Curtailement Cost (+)	0.00
v)	Settlement Cost	0.00
vi)	Past Service Cost	0.00
vii)	Actuarial Gains (-) / Loss (+)	(+) 2,59,112
viii)	Appreciation/Depreciation of Plan Assets	0.00
	Total	6,10,067

TABLE 3

Actuarial calculations for AS 15 (Rev. 2005) purpose change in obligations / assets in the period ending 31.03.2011

(A) Change in obligation in the period ended 31.03.2011

Sl.	Description	Period 2010-11
i)	Present Value of Defined Benefit Obligation at the beginning of the year	14,45,102
ii)	Employer Service Cost (+)	1,75,941
iii)	Interest Cost (+)	1,75,014
iv)	Curtailement Cost (+)	0.00
v)	Settlement Cost	0.00
vi)	Plan Amendments	0.00
vii)	Acquisitions	0.00
viii)	Actuarial Gains (-) / Loss (+)	(+) 2,59,112
ix)	Benefit Payments (-)	0.00
x)	Present Value of DB obligations at the end of the year	20,55,169

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT
SCHEDULE-16 (Contd..)
(B) Change in Assets

Sl.	Description	Period 2010-11
i)	Fair Value of Plan Assets at the beginning of the year	0.00
ii)	Acquisition adjustments	0.00
iii)	Actual return on Plan Assets (+)	0.00
iv)	Actual Company Contribution (+)	0.00
v)	Benefit Payments (-)	0.00
vi)	Appreciation/Depreciation of Plan Assets	0.00
vii)	Fair Value of Plan Assets at the end of the period	0.00

TABLE 4
Reconciliation of Net assets / (Liability) recognized in the Balance Sheet as at 31st March, 2011

Sl.	Description	31st March 2011
i)	Net Asset / (Liability) recognized in the Balance Sheet at the beginning of the year	(14,45,102.00)
ii)	Employer Expenses	6,10,067.00
iii)	Employer Contribution	0.00
iv)	Acquisitions	0.00
v)	Net Asset / (Liability) recognized in the Balance Sheet at the ending of the year	(20,55,169.00)

Summary of Membership Date

Active Members	31st Dec. 2009	31st Mar. 2011
Number of Employees	49	45
Total Monthly Salaries (₹)	3,25,555.00	3,52,465.00
Avg. Monthly Salary per employees (₹)	6,644.98	7,833.00
Average Past Services (Yrs.)	12.00	14.49
Average Future Services (yrs.)	16.69	13.96
Average age at Valuation date (Yrs.)	41.96	44.84

15. The Company has one business segment of manufacture and sale of paper sacks, hence no separate disclosure is necessary in respect of AS 17.

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT
SCHEDULE-16 (Contd..)

16. During the period ended 31st March 2011, the Company entered into transactions with related parties as per details below :

a) B&A Ltd. - Holding Company	(₹)
Sale of Paper Sacks	86,63,866
Rent & Other Services	2,86,274
Outstanding Balance (Dr.)	35,81,183
b) Remuneration to Key Management Personnel (including reimbursement)	28,89,448
c) Loan from Barooah & Associates Pvt. Ltd.	1,40,00,000
d) Loan from Mr H.P. Barooah - Director	54,00,000

17. The Company has taxable income for the year. Provision made in these accounts for the Current Tax represents tax payable in accordance with Income Tax Act, 1961.

18. The Company has complied with the requirements of Accounting Standard 22. 1st April 2010 has been reckoned as the date of opening WDV of the Assets for the purchase of computing WDV of Assets as per Income Tax Laws. The major components of the Deferred Tax Assets and Liabilities based on the tax effect of timing difference are as under :

	<u>31.03.2011</u>	<u>31.12.2009</u>
	(₹)	(₹)
Assets		
Deferred Sales Tax Liabilities	2,54,348	2,79,783
Provision for Retirement Benefit	6,35,047	5,12,918
Provision for Bad Debts	-	3,25,121
	<u>8,89,395</u>	<u>11,17,822</u>
Liabilities		
Difference between written down value of assets as per Income Tax Laws and written down value of assets as per books	35,97,252	34,66,282
Deferred Tax Assets (Net)	<u>(27,07,857)</u>	<u>(23,48,460)</u>

19. Disclosure as per Accounting Standard 20 is as follows :	<u>Jan'10-Mar'11</u>	<u>2009</u>
(a) Net Earning	₹ 1,45,43,854	61,25,251
(b) No. of Shares	Nos. 49,60,500	49,60,500
(c) Earnings per Share (Basic & Diluted)	₹ 2.93	1.23

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT
SCHEDULE-16 (Contd..)

20. 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 Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006 are as under :

(₹ in lacs)

Sl. No.	Description	31.03.11	31.12.09
1.	The principal amount remaining overdue for payment to suppliers as at the end of accounting year	1.94	0.73
2.	The interest due thereon remaining unpaid to suppliers as at the end of accounting year	0.06	0.02
3.	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	—	—
4.	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	0.18	0.45
5.	The amount of interest accrued during the year and remaining unpaid at the end of the accounting year	0.24	0.47
6.	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	0.08	0.03

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT
SCHEDULE-16 (Contd..)

21. 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	31.03.2011		

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	1,55,319	Total Assets	1,55,319
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Sources of Funds

Paid up Capital	49,803
Reserve and Surplus	30,935
Secured & Unsecured Loan	71.874
Deferred Tax Liabilities (Net)	2,707

Application of Funds

Net Fixed Assets	31,582
Investments	–
Net Current Assets **	1,23,737

** Net of Current Liabilities and Provisions

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

Turnover	2,73,245	Total Expenditure	2,55,897
Profit before Tax	22,313	Profit after Tax	14,544
Earning per share in ₹	2.93		

**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, 21st May, 2011

For and on behalf of the Board

P. Banerjee

Director

R. Roy Choudhury

Managing Director

Nabagataa Choudhury

Company Secretary & Manager (Finance)

CASH FLOW STATEMENT FOR THE FIFTEEN MONTHS PERIOD ENDED 31ST MARCH, 2011

	For the fifteen months period ended 31st Mar. 2011	For the year ended 31st Dec., 2009
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	2,23,13,251	1,26,09,049
Adjustments for:		
Depreciation	19,46,696	40,63,194
Interest & Financial Charges	1,05,42,490	1,22,43,190
Deferred Rev. Exp. / Fixed Assets written off	-	-
Interest Received	(5,28,809)	(3,02,350)
Operating Profit before Working Capital Change	3,42,73,628	2,86,13,083
Adjustments for:		
Trade and other Receivables	(4,48,02,874)	80,73,682
Trade Payable	1,43,02,680	(1,67,83,653)
Inventories	(1,27,75,680)	1,46,04,578
Cash Generated from Operations	(90,02,246)	3,45,07,690
Interest Paid	(1,05,42,490)	(1,22,43,190)
Cash Flow before Extraordinary Items	(1,95,44,736)	2,22,64,500
Extraordinary Items	-	(58,741)
Net Cash flow from operating activities	(1,95,44,736)	2,22,05,759
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(25,24,417)	(30,89,254)
Increase/Decrease in Capital work in progress	2,33,715	15,08,928
Sale of Fixed Assets / Fixed Assets written off	-	26,950
Interest Received	5,28,809	3,02,350
Net Cash used in Investing Activities	(17,61,893)	(12,51,026)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowing	2,64,56,695	-
Repayment of Borrowing	55,89,728	1,71,15,355
Increase in Deferred Rev. Expenses	-	-
Net Cash used in Financing Activities	2,08,66,967	(1,71,15,355)
Net increase in Cash and Cash equivalents	(4,39,662)	38,39,378
Cash and Cash Equivalents (Opening)	93,20,586	54,81,208
Cash and Cash Equivalents (Closing)	88,80,924	93,20,586

In terms of our report of even date

For **APS ASSOCIATES**

Chartered Accountants

A. Dutta

Partner

Membership No. 17693

Kolkata, 21st May, 2011

For and on behalf of the Board

P. Banerjee

Director

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Company Secretary & Manager (Finance)