

TO THE MEMBERS OF TATA TEA HOLDINGS PRIVATE LIMITED**Report on the Financial Statements**

We have audited the accompanying financial statements of Tata Tea Holdings Private Limited, which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

TK Ranganathan

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. The Company is exempt under Clause 2(v) of the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act. Hence the statement on the matters specified in paragraphs 3 and 4 of the Order is not included in our audit report.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and 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 it appears from our examination of those books
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 1. The company has disclosed the impact of pending litigations on its financial position in its financial statements as nil in the absence of such litigations- Please refer Note 11 to the financial statements.
 2. Company did not have any long-term contracts including derivative contracts for which there are material foreseeable losses
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company

For M C Ranganathan & Co
Chartered Accountants
Chennai Firm No.:003061S



T K Ramanaathan
Partner
Membership No.:018925
Date: May 22, 2015

TATA TEA HOLDINGS PRIVATE LIMITED
Balance Sheet as at 31st March, 2015

	<u>Note</u>	<u>in Rupees 2015</u>	<u>in Rupees 2014</u>
Equity and Liabilities			
Shareholders' funds			
Share Capital	3	500000	500000
Reserves and surplus	4	(421335)	(384506)
Current Liabilities			
Other Current Liabilities	5	48065	11236
Total		<u><u>126730</u></u>	<u><u>126730</u></u>
Assets			
Current Assets			
Cash and Bank Balances	6	126730	-
Receivable from TGBL	7	-	126730
Total		<u><u>126730</u></u>	<u><u>126730</u></u>

Summary of Significant Accounting Policies 2

The Notes are an integral part of the Financial Statements.

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

For M C Ranganathan & Co.

Chartered Accountants
Chennai Firm No. 0030615

TK Ramanaathan

Partner
Membership No. 018925

Place - *Chennai*
May 22, 2015

Krishnamoorthy Venkataramanan

Director

V Madan
Director

TATA TEA HOLDINGS PRIVATE LIMITED
Statement of Profit and Loss for the year ended 31st March, 2015

	in Rupees	in Rupees
Note	2015	2014
EXPENSE		
Other Expenses		
Auditor's Remuneration		
Audit fees	11236	11236
Professional Fees	23869	67416
Misc Exp	1724	-
Total Expenses	36829	78652
(Loss) Before Tax	(36829)	(78652)
Tax Expense	-	-
(Loss) for the Year	<u>(36829)</u>	<u>(78652)</u>

Earnings per Equity Share (Nominal Value per Share Rs. 10 each (2014-Rs.10))

Basic and Diluted (0.74) (1.57)

Number of Shares in computing Earnings per Share

Basic and Diluted 50000 50000

Summary of Significant Accounting Policies 2

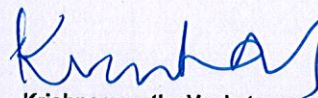
The Notes are an integral part of the Financial Statements.

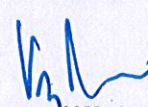
This is the Statement of Profit and Loss referred to in our Report of even date.

For M C Ranganathan & Co.
Chartered Accountants
Chennai Firm No. 0030615

T K Ramanaathan
Partner
Membership No. 018925

Place - *Chennai*
May 22, 2015


Krishnamoorthy Venkataramanan
Director


V Madan
Director

TATA TEA HOLDINGS PRIVATE LIMITED
Cash Flow for the Year Ended 31st March, 2015

	2015 in Rupees	2014 in Rupees
A. Cash Flow from Operating Activities		
Net (Loss) before Tax	(36829)	(78652)
Operating (Loss) before working capital changes	<u>(36829)</u>	<u>(78652)</u>
Adjustments for :		
Other Receivables	36829	(126730)
Other Current Liabilities	126730	(22566)
Cash generated from Operations	<u>163559</u> <u>126730</u>	<u>(149296)</u> <u>(227948)</u>
Net Cash from / (used in) Operating Activities	<u><u>126730</u></u>	<u><u>(227948)</u></u>
B. Cash and Cash Equivalents		
Opening Balance	-	227948
Closing Balance	<u><u>126730</u></u>	<u><u>-</u></u>

Notes:

- The above Cash Flow Statement has been prepared under the ' Indirect Method' as set out in the Accounting Standard on 'Cash Flow Statements (AS-3)' specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014

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

For M C Ranganathan & Co.
Chartered Accountants
Chennai Firm No. 0030615

TK Ramanaathan
T K Ramanaathan
Partner
Membership No. 018925

Place - *Chennai*
May 22, 2015

Krishnamoorthy Venkataramanan
Krishnamoorthy Venkataramanan
Director

V Madan
V Madan
Director

TATA TEA HOLDINGS PRIVATE LIMITED

Notes forming part of the Financial Statements

1) OVERVIEW OF THE COMPANY

Tata Tea Holdings Private Limited ("the Company") is a Subsidiary of Tata Global Beverages Limited ("the Holding company")

2) SIGNIFICANT ACCOUNTING POLICIES:

(a) Accounting Convention

The financial statements are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards, specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared in accordance with the historical cost convention.

The presentation of the accounts is based on the Schedule III of the Companies Act, 2013. All assets and liabilities are classified into current and non-current generally based on criteria of realization / settlement within a twelve month period from the balance sheet date.

(b) Basis of Accounting

The financial statements have been prepared in accordance with the historical cost convention.

3) SHARE CAPITAL

	in Rupees	in Rupees
	2015	2014
Authorised		
2000000 Equity Shares of Rs.10 each	20000000	20000000
Issued, Subscribed and Paid-up		
50000 Equity Shares of Rs.10 each, fully paid	500000	500000
	500000	500000

(a) As per records of the company including its register of shareholders / members and other declarations received regarding beneficial interest, the shareholding represents both legal and beneficial ownership of shares.

(b) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years preceding the reporting date: **NIL**



TATA TEA HOLDINGS PRIVATE LIMITED

Notes forming part of the Financial Statements

The details of Shareholders holding more than 5% shares as at 31 March 2015 is set out as below :

	2015	2014
	No of shares % of holding	No of shares % of holding
Tata Global Beverages Limited	50000	50000
	100.00%	100.00%

The reconciliation of the number of shares as at 31 March 2015 is set out below :

Particulars	2015	2014
Number of shares as at the beginning of the year	50000	50000
Add: Shares issued during the year	-	-
Number of shares as at the end of the year	50000	50000

RESERVES & SURPLUS

4) Deficit in Statement of Profit and Loss

	2015	2014
Balance in the beginning of the year	(384506)	(305854)
Add: Loss for the year	(36829)	(78652)
Balance at the close of the year	(421335)	(384506)

OTHER CURRENT LIABILITIES

- 5) M C Ranganathan & Co.
Tata Global Beverages Limited



	2015	2014
22472	22472	11236
25593	25593	-
48065	48065	11236

TATA TEA HOLDINGS PRIVATE LIMITED

Notes forming part of the Financial Statements

CASH AND BANK BALANCES

	2015	2014
Cash and Cash Equivalents		
6) Bank Balance in Current Account	126730	-
	126730	-

OTHER CURRENT ASSETS

	2015	2014
7) Receivable from Tata Global Beverages Limited	-	126730
	-	126730

8) The Company has been incorporated with the objective of making core investments. However, no investment activities have yet been undertaken. The Company is exploring possible business opportunities in future with continued operating commitment from Holding Company.

9) Related Party Disclosure

The following are the Related Parties and nature of relationships as of March 31, 2015

Holding Company

Tata Global Beverages Limited

Fellow Subsidiaries

Tata Global Beverages Group Limited
Tata Global Beverages Holdings
Tata Global Beverages Services Limited
Tata Global Beverages GB Limited
Tata Global Beverages Overseas Holdings Limited
Tata Global Beverages Overseas Limited
Lyons Tetley Ltd
Tata Global Beverages U.S. Holdings, Inc.
Tetley USA Inc
Tata Global Beverages Canada Inc
Tata Global Beverages Australia Pty Limited
Earth Rules Pty Ltd., Australia
Stansand Ltd
Stansand(Brokers) Ltd
Stansand(Africa) Ltd



TATA TEA HOLDINGS PRIVATE LIMITED

Notes forming part of the Financial Statements

Stansand (Central Africa) Ltd
Tata Global Beverages Polska Sp.z.o.o
Drassington Limited, UK
Good Earth Corporation
Good Earth Teas Inc.
Teapigs Ltd.
Teapigs US LLC
Tata Global Beverages Czech Republic a.s,
Joekels Tea Packers (Proprietary) Ltd. (South Africa)
Tata Global Beverages Investments Limited
Campestres Holdings Limited
Kahutara Holdings Limited
Suntyno Holding Ltd
Onomento Co Ltd
OOO Tea Trade LLC
OOO Suntyn LLC

Tata Coffee Ltd

Consolidated Coffee Inc.
Eight 'O Clock Coffee Company
Eight O'Clock Holdings Inc.
Alliance Coffee Ltd.(Amalgamated with Tata Coffee Ltd during the year)
Tata Tea Extractions Inc
Tata Global Beverages Capital Limited
Mount Everest Mineral Water Limited (Amalgamated with Tata Global Beverages Limited during the year)
Zhejiang Tata Tea Extraction Company Limited.

Associates of Holding Company

Estate Management Services Pvt Ltd, Sri Lanka
Amalgamated Plantations Pvt Ltd.
Kanan Devan Hills Plantation Co. Pvt. Ltd.
TRIL Constructions Limited

Joint Ventures of Holding Company

NourishCo Beverages Limited
Tata Starbucks Private Limited

Associates of Subsidiaries of Holding Company

Bjets Pte. Ltd.
RBC HoldCo LLC

Joint Venture of Subsidiaries of Holding Company

Tetley ACI (Bangladesh) Ltd
Southern Tea LLC
Empirical Group LLC
Tetley Clover (Private) Ltd.



TATA TEA HOLDINGS PRIVATE LIMITED

Notes forming part of the Financial Statements

The company has the following transactions with related parties:

(Amount in Rs)

Entity	Nature of Transactions	For the year ended March 31,	
		2015	2014
Tata Global Beverages Limited	Reimbursement of Expenses	25,593.00	1,01,218.00
Tata Global Beverages Limited	Funds Transferred	-	1,26,730.00

10) The Company has not commenced operations and does not have any employees, tangible and intangible assets or leases.

11) (a) Commitments and Contingencies: Estimated amount of contracts remaining to be executed on capital account and not provided for : **NIL**.
(b) There are no litigations and disputes pending against the company.

12) Previous year figures have been rearranged / regrouped wherever necessary.

For M C Ranganathan & Co.
Chartered Accountants
Chennai Firm No. 003061S



T K Ramanaathan
Partner
Membership No. 018925

Place: Chennai
Date : 22nd May, 2015


Krishnamoorthy Venkataramanan
Director


V Madan
Director