

-----**ASSAMBROOK LIMITED**-----

BOARD OF DIRECTORS

SIDDHARTH RAMPURIA
Managing Director

SURENDRA RAMPURIA
SUBHRENDU GANGOPADHYAY
M.K.GUHA
U.S.MENON
Directors

J C NAG
Company Secretary

AUDITORS
TIWARI & CO.

ASSAMBROOK LIMITED

Regd. Office :
Tinkharia Tea Estate
PO : Dhekiajuli
Dist : Sonitpur
Assam
Pin : 784110
India

Head Office :
1, Shakespeare Sarani
Kolkata – 700 071
India

Telephone
(91)(33)2282 7616
Telefax
91 33 2282 2750
E-mail

REPORTS AND FINANCIAL STATEMENTS 2012-2013

panmal.sethia@sudera.in

NOTICE

Notice is hereby given that the 64th Annual General Meeting of the company will be held at “Borsola Gymkhana Club”, Tinkharia Tea Estate, P.O Dhekiajuli, Dist. Sonitpur (Assam) on 27 September, 2013 at 10.00 a.m. to transact the following business :-

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at 31 March, 2013 and the audited Profit & Loss Account for the year ended on that date together with the Report of Auditors and directors thereon.
2. To appoint a Director in place of Shri Mrinal Kanti Guha who retires by rotation and being eligible offer himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

Registered Office :
Tinkharia Tea Estate
P.O. Dhekiajuli 784 110
Dist. Sonitpur (Assam)
Dated : 30 May, 2013

By Order of the Board

J.C. Nag
Company Secretary

NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting.
2. The Shareholders of the company are informed that pursuant to the Companies (Amendment) Act, 1999 the amount of dividend which remains unclaimed for a period of 7years would be transferred to the Investor Education and Protection Fund constituted by the Central Government and the shareholders would not be able to claim any amount of the dividend so transferred to the Fund. All unclaimed/unpaid dividends declared for and up to the financial year ended 31 March, 2001 has been transferred to the said fund.
3. The Register of Members and Share Transfer Book of the Company will remain closed from 21 September 2013 to 27 September, 2013 (both days inclusive) for the purpose of Annual General Meeting.
4. In terms of the SEBI's Circular dated 27 December, 2002, all jobs related to share registry in terms of both physical and electronic are being maintained by Maheshwari Datamatics Private Limited, 6 Mangoe Lane, Kolkata – 700 001.

5. As per clause 49 of the Listing Agreement with the Stock Exchanges, the brief resume, functional expertise of the Directors proposed for reappointment or appointment are annexed hereto and forms part of this Notice.

Annexure to the Notice :-

Information pursuant to clause 49 of the Listing Agreement

Shri Mrinal Kanti Guha, Director of the company, retires by rotation and being eligible offers himself for reappointment.

Brief resume and nature of expertise :

Shri Mrinal Kanti Guha is 75 years age and is a Graduate, has long associated with different Industries. His vast knowledge and experience in personnel and Human Resources Development have been of great assistance to the Company and his active participation at the meeting of the Board have been very useful and effective.

Apart from Assambrook Ltd. Shri Mrinal Kanti Guha holds directorship of the following Company :

Name of the Company	Designation
ABL International Ltd.	Director
Balticuri Co-Operative Bank Ltd.	Director

Shri Mrinal Kanti Guha does not hold any shares in the Company.

No Directors of the Company except Shri Mrinal Kanti Guha is concerned or interested in the resolution.

ASSAMBROOK LIMITED

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Annual Reports together with the Audited Accounts for the year ended March 31, 2013

1. FINANCIAL RESULTS:	(Rs.in lacs)	
	For the year ended <u>31March,2013</u>	for the year ended <u>31March,2012</u>
Profit/(Loss) before Depreciation & Taxation	150.96	119.60
Depreciation	146.11	120.18
Profit/(Loss) before Taxation	4.85	(0.58)
Provision for taxation	-	-
Profit/(Loss) after taxation	4.85	(0.58)
Deduct/Add :		
Balance brought forward from Profit & Loss Account	(1008.82)	(1008.24)
Balance carried forward	(1003.97)	(1008.82)

2. DIVIDEND :

In view of the carry forward losses, the Board is recommending no dividend.

3. OPERATIONS :

During the financial year under review, tea production was affected due to un-favourable weather conditions in Assam during the peak production months. However, the production of the Company was higher at 26.57 Kg. in comparison to previous year of 22.81Kg. mainly due to bought leaf operation undertaken by the Company.

However the average realization per kg. was reasonably higher due to better quality of tea produced. Significantly lower inventory and strong consumption growth should stabilize the prices during the season 2013. Tea prices of better quality are expected to improve from the last year both in domestic and global markets.

4. SCHEME OF ARRANGEMENT

As reported earlier year the Board of the Company had approved the proposal of the scheme of De-merger of both the Tea Estates Dhullie and Tinkharia. However, the Scheme of De-merger could not be finalized due to procedural formalities. Your Directors are actively pursuing alternative mechanism for effective completion of the sale agreement and hope to finalise the same during the current financial year.

5. AUDITORS' REPORT:

The Auditor's observation have been dealt with in the notes to the Accounts which are self explanatory and do not require further clarification.

6. AUDITORS :

M/s Tiwari & Co., Chartered Accountants, Auditors retire at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

7. DIRECTORS :

Shri Mrinal Kanti Guha retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for reappointment.

8. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2A) of the Companies Act, 1956 ("the Act") your Directors state and confirm the following :

(i) That in preparation of the Company's Annual Accounts for the year ended 31 March, 2013 the applicable accounting standards have been followed and proper explanations have been provided for material departures, where applicable.

(ii) That such accounting policies were selected and applied consistently and the judgments and estimates were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31 March, 2013 and of the profit of the Company for that financial year.

(iii) That proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularity, were taken.

(iv) That the annual accounts were prepared on the basis of a going concern.

9. FIXED DEPOSITS :

The Company has decided not to accept any fresh deposit.

10. CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges a separate report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed to this report.

11. PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956:

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not applicable.

The particulars required in terms of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are given in the annexed Statement.

13. PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not applicable.

The particulars required in terms of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are given in the annexed Statement.

14. APPRECIATION:

Your Directors record their appreciation for the co-operation extended by all the employees. Your Directors also thank the Banks and Financial Institutions for their support. Your Directors also gratefully acknowledge your continued support as Shareholders.

By Order of the Board

Siddharth Rampuria
(MANAGING DIRECTOR)

Head Office:
1, Shakespeare Sarani,
Kolkata 700 071
Dated:30 May, 2013

Mrinal Kanti Guha
(DIRECTOR)

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(1)(e) read with the Companies (Disclosure of particulars in the report of Board of Directors' Rules, 1988) and forming part of the Directors' Report for the year ended 31March, 2011.

Particulars with respect to Conservation of Energy :

- | | | |
|----|--|--|
| 1. | Energy conservation :
measures taken | Replacement of old and outdated equipments,
wherever required with energy efficient giving
higher output with less energy consumption. |
| 2. | Additional Investment:
and Proposals if any,
being implemented for
being reduction of
consumption of energy | Installation of energy saving equipment and
modernization of Factories at the Estate is
being done in a phased manner. |
| 3. | Impact of measures at (1) :
& (2) above for reduction
of energy consumption
and consequent impact
on the cost of production
of goods. | Improvement of energy utilization resulting
in economy in cost. |

'FORM A'

	For the year ended 31 March,2013 -----	For the year ended 31 March,2012 -----
A) POWER AND FUEL CONSUMPTION		
1) Electricity		
a. Purchased		
Unit(KWH)	2245981	2098640
Total Amount(Rs.in lacs)	155.36	145.14
Rate/Unit(Rs.)	6.92	6.92
b. Own Generation		
Through Diesel Generator :		
Units(in KWH)	793818	563991
Unit per Ltr.of Diesel	2.84	2.48
Cost/Unit (Rs.)	15.79	16.64
2) Coal (KHASI/LEDO-ROM/LECO)		
Qty.(MT)	3459.19	2276.30
Total Amount (Rs.in lacs)	194.53	112.06
Average Rate (Rs.)	5623.53	4923.08
3) Furnance Oil		
Qty.Purchased (K.Ltrs.)	36.355	1.39
Total Amount (Rs. In lacs)	14.23	0.64
Average Rate (Rs.)	40514.32	45954.68

4) CONSUMPTION PER UNIT OF PRODUCTION		
Production (Tea)(Gros in lac kgs.)	26.57	22.81
Electricity(KWH/Kg.)	1.14	1.17
HSD/F. Oil(Ltr./Kg.)	0.01	0.01
Coal(Kg/Kg.)	1.30	1.00

FORM –‘B’

TECHNOLOGY ABSORPTION :

1. Research & Development(R&D)

(a) Specific areas in which R&D is carried out by the Company

No separate R&D is carried out by the Company.

(b) Benefits derived as a result of the above R&D

(c) Future plan of action

(d) Expenditure on R&D

- i. Capital
- ii. Recurring
- iii. Total
- iv. Total R&D Expenditure as a Percentage of total turnover

2. Technology absorption, adaptation and innovation

a) Efforts in brief made towards Technology absorption, adaptation and innovation.

In house discussions with experts and training programme was held for innovative idea of production and to update the staff.

b) Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc.

There has been an overall improvement in productivity and economy in cost was achieved

c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the Financial Year), following information may be furnished

Not Applicable

- (a) Technology imported
- (b) Year of import
- (c) Has technology been fully absorbed?
- (d) If not fully absorbed areas where this has not taken place, reasons therefore, and future plans of action.

(3)	Foreign Exchange earnings and outgo :		
(a)	Activities relating to export initiatives taken to increase exports	Not Applicable	
(b)	Development of new export markets for products and services and export plan.	Not Applicable	
(c)	Total foreign exchange :		
	Used	NIL	NIL
	Earned (gross)	NIL	NIL

ASSAMBROOK LIMITED

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The basic objective of corporate governance adopted by your Board is to ensure accountability and transparency in the functioning of the management, with emphasis on integrity and regularity in the day to day functioning of your Company. Your Company espouses the cause of long term success in all area of its business and commits itself to achieve this through improved productivity, quality and performance. It continues to evolve, learn, adapt for the common good of its stakeholders and others.

It is believed by your Board that corporate governance must balance individual interests with corporate goals and operate within accepted norms of propriety, equity, fair play and a sense of justice.

2. BOARD OF DIRECTORS

- A) The Board comprises of five Directors of which three are Non Executive Independent Directors. More than half of the Board consists of Non Executive Independent Directors.

Brief resume of the Director proposed to be reappointed is given to the Annexure to the Notice and is forming part of the Annual Report.

Shri Siddharth Rampuria - Managing Director of the Company is Chief Executive Officer (CEO) and Shri P.M. Sethia - Senior Manager-Corporate Services has been concurrently designated as Chief Financial Officer (CFO) of the Company.

- B) Details of attendance of Directors at Board Meetings and at the last Annual General Meeting with particulars of their other Directorships and Chairman/Membership of Board Committees.

During the year 2012-13, 6 Board Meetings were held on 28 June, 2012, 10 August, 2012, 23 August, 2012, 30 October, 2012, 17 December, 2012 and 7 February, 2013 All the Board Meetings were held at Kolkata.

The last Annual General Meeting of the members of the Company was held on 28 September, 2012.

The attendance and no. of other Directorship/Committee Membership of each Director (excluding Assambrook Ltd., Private Ltd. Companies and Foreign Companies) is given below :

Name of Directors	Category of Directorship(s)	Attendance at Board Meetings	Attendance at Annual General Meeting (28.09.2012)	No.of other Directorship held	No.of Board Committee of which Member/Chairman
Shri Surendra Rampuria	Director	6	Yes	NIL	NIL
Shri Siddharth Rampuria	Managing Director	6	Yes	NIL	NIL
Shri Subhrendu Gangopadhyay	Director	6	Yes	1	NIL
Shri Mrinal Kanti Guha	Director	6	Yes	NIL	NIL
Shri Madhukar Nowlakha *	Director	1	Yes	NIL	NIL
Shri U.S. Menon	Director	4	Yes	NIL	NIL

* Resigned with effect from 28 June, 2012.

3. AUDIT COMMITTEE :

The Audit Committee comprises of Shri Subhrendu Gangopadhyay as Chairman and Shri Mrinal Kanti Guha and Shri U.S. Menon as Members.

Shri Subhrendu Gangopadhyay - M.Com.,L.L.B., F.C.S., F.C.I.S.(Eng.), Company Secretary, fulfils the requirement under the code.

The Company Secretary/or Senior Manager - Corporate Services concurrently designated as Chief Financial Officer(CFO) acts as the Secretary to the Committee.

Terms of reference specified by the Board to the Audit Committee are as per Clause 49 of the Listing Agreement. The scope of activity of the Committee is also in consonance with the provision of Section 292A of the Companies Act, 1956.

The Audit Committee met four times during the year on 28 June,2012, 23 August,2012, 17 December,2012 & 7 February, 2013. The attendance record of the members at the meetings is as follows:

Name of Directors	Status	No. of Meeting attended
Shri S. Gangopadhyay	Chairman	4
Shri M.K.Guha	Member	4
Shri Madhukar Nowlakha *	Member	1
Shri U.S. Menon	Member	3

* Shri Madhukar Nowlakha resigned from the Audit Committee on 28 June, 2012.

4. REMUNERATION COMMITTEE

- (i) The Remuneration Committee comprises of 3 non-executive Directors with Shri Subhrendu Gangopadhyay as Chairman, Shri Mrinal Kanti Guha and Shri U.S. Menon as members. The Committee is authorized to decide on the remuneration package for Executive Directors including annual increment, pension rights, compensation payment, if any.

The Committee met on 23 August, 2012 All the members attended the meeting.

- (ii) **REMUNERATION POLICY :**

Executive Directors

The Managing Director's remuneration is required to be paid as per the terms stated in the agreements and approved by the Board and confirmed by the shareholders of the Company and other required statutory and procedural approvals. No remuneration has been paid to the Managing Director during the year.

Non Executive Directors

The non-executive Directors are paid Sitting Fees of Rs.2000/- for each meeting of the Board or any Committee plus reimbursement of actual travel and out of pocket expenses incurred for attending such meetings. The details of the remuneration paid to the directors during the year ended 31 March, 2013 are :

Name of Directors	Salary/LTA (Rs.)	Perquisites & Allowance (Rs.)	Commission	Sitting Fees (Rs.)	Total (Rs.)
Shri Surendra Rampuria				12000	12000
Shri S.Gangopadhyay				22000	22000
Shri M.K. Guha				24000	24000
Shri Madhukar Nowlakha				4000	4000
Shri U.S. Menon				18000	18000

5. SHAREHOLDERS/INVESTORS GRIEVANCES COMMITTEE

Shri M.K. Guha, a non-executive independent Director is the Chairman of the Committee, which comprises of Shri Siddharth Rampuria and Shri U.S. Menon.

During the year 2012-2013 the Committee met one time on 5 March, 2013.

The Company Secretary/ or Sri P.M. Sethia - Senior Manager - Corporate Services designated as Chief Financial Officer (CFO) was the Compliance Officer of the Company.

The terms of reference specified by the Board to the Shareholders Investors Grievance Committee are as per Clause 49 of the Listing agreement.

Shareholder Complaints :

During the year, the Company has received 4 (Four) complaints from the shareholders which have been resolved. There are no complaints from shareholders pending unresolved as at 31 March 2013.

6. GENERAL BODY MEETING

General Meetings

Location and time of the last three General Meetings.

Year	Venue	Date	Time
2009-2010	Borsola Gymkhana Club Tinkharia Tea Estate P.O. Dhekiajuli, Dist. Sonitpur, Assam	30 September 2010	10.00 a.m.
2010-2011	Borsola Gymkhana Club Tinkharia Tea Estate P.O. Dhekiajuli, Dist. Sonitpur, Assam	30 September 2011	10.00 a.m.
2011-2012	Borsola Gymkhana Club Tinkharia Tea Estate P.O. Dhekiajuli, Dist. Sonitpur, Assam	28 September 2012	10.00 a.m.

I. The resolutions at the above General Meetings were passed with the requisite majority.

II. No Special Resolution was passed through Postal Ballot during the last year.

7. DISCLOSURES

A. Disclosures on materially significant related party transactions:

The Company has not entered into transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company.

B. No penalties/strictures have been imposed on the Company by Stock exchange or SEBI or any statutory authority for non-compliance of any laws on any matter related to capital markets, during the last three years. However the

shares of the Company have been suspended from trading in Bombay Stock Exchange with effect from 10 March, 2008 for non compliance of certain clauses of Listing Agreement. Requisite steps are being taken for resumption of trading in shares of the Company at an early date .

- C. The Company has not yet adopted the Whistle Blower Policy and other non-mandatory requirements. However, the employees of the Company have ready access to the members of the audit Committee.
- D. The Company has complied with all the mandatory requirements of the Stock Exchanges.
- E. The Company has adopted separate Code of Conduct (code) for the Members of the Board and Senior Management Personnel as required under Clause 49 of the Listing Agreement All the directors and Senior Management personnel have affirmed compliance with the code of conduct as approved and adopted by the Board of directors on 29 December, 2005.
- F. The Company has its in-built system of assessing risk management through internal audit and internal control. The scope of Audit Committee includes review of Company's financial and risk management policies.

G CHIEF EXECUTIVE OFFICER & CHIEF FINANCE OFFICER'S CERTIFICATION :

As per clause 49(V) of the Listing Agreement the Chief Executive Officer i.e. Managing Director of the Company and the Chief Finance Officer of the Company certifies to the Board regarding the review of the financial statement, compliances with the accounting standard, maintenance of the internal control for financial reporting, accounting policies among others.

8. MEANS OF COMMUNICATION

- (a) Quarterly and half-yearly results are published in leading newspapers such as Financial Express(English, Kolkata) and Aaji (Assamese, Assam).
- (b) The **Company's results are displayed on the Web Site** : www.assambrook.com
- (c) Management Discussion and analysis Report forms a part of this Annual report.
- (d) There were no presentation made to the institutional investors or Analysts during the year under review.

9. GENERAL SHAREHOLDERS' INFORMATION

- (a) 64th Annual General Meeting day, date, time and venue:

Friday, 27 September, 2013 at 10 a.m. ' Borsola Gymkhana Club,Tinkharia Tea Estate', P.O. Dhekiajuli, Dist. Sonitpur (Assam)

- (b) Financial Calendar 2013-2014 (Tentative):

Board Meetings:

Un-audited results for Quarter ending 30 June, 2013	2 nd week of August, 2013
Un-audited results for Quarter ending 30 September, 2013	2 nd week of November, 2013
Un-audited results for Quarter ending 31 December, 2013	2 nd week of February, 2014
Audited results for the year ending 31 March, 2014	2 nd week of May 2014
Annual General Meeting for the year ending 31 March 2014	September 2014.

- (c) **Book Closure period :**

The Register of Members and Share Transfer Books of the Company will remain closed from 21 September, 2013 to 27 September, 2013 (both days inclusive) for the 64th Annual General Meeting to be held on 28 September, 2012.

(d) Dividend payments date :

No dividend is recommended by the Board of Directors for the year ended 31 March, 2012.

(e) Listing on Stock Exchanges :

The Company's securities are listed at :

1. The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata - 700 001
2. The Stock Exchange Mumbai
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai 400 001

(f) Stock Code :

Stock Exchange	Stock Code
The Calcutta Stock Exchange Association Ltd.	10011397
The Bombay Stock Exchange Limited	500025

(g) Stock Price Data :

Trading in Company's share at Bombay Stock exchange is suspended since 10 March 2008 hence no price data are given.

(h) Share Transfer System :

The Company's shares are compulsorily traded in the demat form with effect from 26 February 2001 for all categories of shareholders. All transfers are routed through the respective Accounts maintained with the Depository Participants (DPs) of the Investor.

Code No. allotted by NSDL/CDSL: (ISIN) INE 353C01011

Existing holders in physical mode are advised to open a Depository Account prior to any transaction.

(i) Registrars and Transfer Agent :

The Company has appointed Maheshwari Datamatics Pvt. Ltd. having its registered office at 6 Mangoe Lane, 2nd Floor, Kolkata - 700 001 as Registrars to the Company for transfer of shares and related matters both in physical and electronic mode.

(j) Dematerialization of Shares :

As on 31 March, 2013, 4533371 Nos. of Equity Shares have been dematerialised.

(k) Shareholding Pattern and Distribution of share as on 31 March, 2013.

Shareholding Pattern			Distribution of Shareholding				
Category	No. of Shares held	Percentage %	Range	No. of Share holders	%	No. of Shares held	%
Promoters	1733155	26.82	Upto 500	7191	88.84	956839	14.8089
Financial Institutions, Bank & Insurance Companies Mutual Funds And UTI	1693800	26.21	501 - 1000	533	6.5851	443128	6.8582
			1001 – 2000	178	2.1992	272150	4.2120
			2001 – 3000	62	.7660	162999	2.5227
Body Corporate	330866	5.12	3001 – 4000	31	.3830	112418	1.7399
			Individuals	2683294	42.00	4001 – 5000	30
Non – Resident Indians	13102	.20	5001 – 10000	35	.4342	237805	3.6805
Trusts	2725	.04	10001 and Above	34	.4201	4137300	64.0326
Foreign Nationals	4300	.06					
Total	6461242	100	Total	8094	100.00	6461242	100.00

(l) No GDS/ADR have been issued by the Company.

(m) Offices of the Company:

Registered Office:

Tinkharia Tea Estate
P.O. Dhekiajuli 784110
Dist. Sonitpur (Assam)

Head Office:

1, Shakespeare Sarani
Kolkata 700 071

(n) Plant Locations :

The Company owns two Tea Estates in the State of Assam, as given below as on date.

Tea Estates	Factory
Tinkharia Tea Estate P.O. Dhekiajuli Dist. Sonitpur Assam – 784110	Tinkharia
Dhullie Tea Estate P.O. - Pabhoi, Dist. Sonitpur. Assam - 784174	Dhullie

Note : Particulars of Crop and Area under Tea are given elsewhere in the Report.

(o) Address for correspondence: (Registrars & Share Transfer Agents for both physical and electronic mode)

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane
Kolkata - 700 001.
Telephone : 2243 5029, 2243 5809, 2248 2248
Fax : (033) 2248 4787
E-mail : mdpl@cal.vsnl.net in

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

I confirm that the Company has in respect of the financial year ended 31 March, 2013 received from the Members of the Board and the Senior Management Personnel, a declaration of compliance with Company's Code of Conduct.

Place :Kolkata
Date : 30 May 2013

SIDDHARTH RAMPURIA
MANAGING DIRECTOR

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Clause 49 of the Listing Agreement, we give below the Management discussion and Analysis Report :

(a) INDUSTRY STRUCTURE AND DEVELOPMENT

India is the largest producer of the black tea in the world and dominates the global industry as a major player. Indian production was lower at 1111 million kg. during 2012 as compared to the revised figure of 1115 million kg. during 2011. The exports were lower by 14 million kg. during the year 2012 due to lower production and reduced demand of tea from Iran.

The market continued to pay better for quality teas during the season 2012. Strong consumption growth, lower inventory and lower production had a positive impact on prices during the year.

(b) OPPORTUNITIES AND THREATS

With tea pricing rising, tea industry is on the up swings since last four years after several years recession. It is expected that this trend will persist.

Black tea has traditionally been highly popular in India. The growing urban population is health conscious and new products viz. Green tea and flavoured teas are growing at a fast pace. Tea remains the most popular beverage in India and its price competitiveness helps it retain top spot. Increasing consumption would continue to propel Demand on and annual basis.

The old age of the tea bushes has a major impact on their productivity resulting in higher unit cost of production. The diminishing availability of a trend work force, remote location poor infrastructure etc. have a negative impact on the future growth potential of the tea industry.

(c) SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company produces CTC teas and continues to undertake steps for quality improvement. The Company suffered on account of a severe drought and major pest attack in its gardens during 2012-13, leading to crop losses and decrease in revenues. However, the quality of tea improved due to better harvesting policies followed by the company.

(d) OUTLOOK

Normal weather condition across all the black tea producing countries as compared to dry weather last year, has improve production during the first quarter of Calendar year 2013.

Overall production for the year 2013 is expected to be at normal level provided the weather condition for the rest of the year continue to be favourable.

However, prices of better quality of teas are expected to improve from the last year both in domestic and global markets. Tea prices currently ruled lower by Rs.5/- to Rs.10/- per kg. in comparison of the same period of the last year. However the trend is likely to reverse as we enter the quality period.

Steep increase in wage cost and normal increase in input cost would have an adverse impact on the costs during the current financial year. However, recovery of crops would have positive impact on the cost and it is expected that cost per kg. this year should be lower as compared to the last year.

(e) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Internal audit are carried out on a regular basis and adequate safeguards exist. The Company has an Audit committee, the details of which have been provided in the Corporate Governance Report. The Audit Committee reviews the audit reports periodically. Suggestion for improvements are considered and the Audit Committee follows up for implementation of corrective actions. The Committee also meets the company's statutory Auditors to ascertain, interalia, their views on the adequacy of internal control system in the company and keeps the Board of directors informed of its major observations from time to time.

(f) FINANCE AND OPERATING PERFORMANCE

In the current financial year the loss of the Company was Rs.0.58 lacs against the previous year profit of Rs.18.47 lacs. This was largely due to large amount spent towards replanting and other related activities during the year under review.

(g) MATERAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company has a separate team for monitoring and dealing with matters of staff and workers welfare and industrial relations. These are being continuously monitored and the industrial climate has remained satisfactory during the year.

(h) CAUTIONARY STATEMENT

Any policies, objectives, expectations, projections outlined in the Management analysis Report may differ with the actual results in so far as these have a correlation with the climatic conditions, economic factors, statutory regulations, taxation, force major etc.

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

TO THE MEMBERS OF ASSAMBROOK LIMITED

We have examined the compliance of conditions of Corporate Governance by Assam brook Limited for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 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.

Place : Kolkata
Date : 30th MAY, 2013

For TIWARI & CO.
Firm Regn No. 309112E
Chartered Accountants

Sd/-

(P.Tiwari)
Partner
M.No. 16590

Independent Auditor's Report

To the Members of

ASSAMBROOK LIMITED

Report on the financial Statements

We have audited the accompanying financial statements of **ASSAMBROOK LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

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; **subject to Note No. 26 regarding non-provision of interest and penalties on account of non-payment of Provident Fund dues, the impact of which is presently not ascertainable.**

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirement

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 purpose of our audit;
 - b. In our opinion proper books of account as required by law has been kept by the Company so far as appear from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For TIWARI & COMPANY
CHARTERED ACCOUNTANTS
Firm Regn No. 309112E

Place: Kolkata
Dated: 30/05/2013

Sd/-
(P.Tiwari)
(Partner) (M.N. 16590)

ANNEXURE TO INDEPENDENT AUDITORS' REPORT:

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirement" of our report of even date

- i. (a)** The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b)** There is a phased programme of verification of such assets, based on which physical verification has been carried out during the year. Discrepancies in respect of fixed assets verified during the year were not material. In our opinion, the frequency of such verification is reasonable having regard to the size of the company and the nature of its assets.
- (c)** No substantial part of Fixed Assets of the Company has been disposed off during the year, which affects the going concern status of the Company.
- ii. (a)** The inventory except which are in transit and lying with third parties, have been Physically verified during the year by the management. In our opinion and according to the information and explanation given to us, the frequency of such verification is reasonable.
- (b)** In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c)** On the basis of our examination of the records of inventory and according to the information and explanations given to us, we are of the opinion that the company is maintaining proper records of inventory. As far as ascertained, discrepancies noticed on verification between the physical stocks and the book records were not material and the same have been properly dealt with in the books of accounts.
- iii. (a)** The Company has not granted any loans secured or unsecured to any company, firm, or other parties covered in the register maintained under Section 301 of the Act. Therefore provisions of clause 4(iii)(b), (c) and (d) of the Order are not applicable to the Company..
- (b)** The Company has not taken any loans secured or unsecured from any company, firm, or other parties covered in the register maintained under Section 301 of the Act. Therefore, provisions of clause 4(iii)(e), (f) and (g) of the Order are not applicable to the Company.
- iv.** In our opinion and according to information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further on the basis of our examination of the books and records of the company and according to information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

- v. In our opinion and according to the information and explanations provided by the management, there were no contracts or arrangements that need to be entered into a register in pursuance of section 301 of the Act. According provisions of clause 4(v)(b) of the Order are not applicable.
- vi. The Company has not accepted any deposit from the Public during the year with in the meaning of sec.58A & 58AA of the Act and the Rules.

In our opinion, the present internal audit system requires to be strengthened to make it commensurate with size and nature of its business.

- vii. As informed to us the Company has maintained the cost records as prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 but we have not however made a detailed examination of the records with a view to determine whether they are accurate or complete.
- viii. (a) According to information and explanation given to us and as per the records of the company, the company is regular in depositing with the appropriate authority undisputed statutory dues as applicable except Greenleaf Cess & Professional Tax which are due for more than 6 months from the date they became due and payable, and the amount outstanding as on date of Balance sheet is as follows:-

Sr. No.	Nature of Dues	Amount(Rs.)
1.	Green Leaf Cess	3698924
2.	Profession Tax	554689

As regards amount of Provident Fund Dues which relates to earlier years the office of P.F. Commissioner, The Board of Trustee vide their letter no. PF(L)/2009/D-96/D-37/D-51/D-35/D-31/3252-59 Dt: 01/09/2009 has granted installment for payment of arrear due and the same are to be paid in 60 monthly installments from November 2009 .The installments during the year are paid regularly by the company ,and the outstanding amount of P.F. Dues as on the date of Balance sheet is Rs.4,24,94,028.

(b) According to information and explanations given to us and as per the records of the Company examined by us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute

- ix. The accumulated losses at the end of the financial year is Rs.1003.97 lacs. which have not exceeded more than 50% of its net worth. The Company has neither incurred cash losses during the year covered by our audit nor in the immediately preceding financial year.
- x. The Company has not defaulted in repayment of dues of any Financial Institution or Bank. The previous pending dues have been settled in the current year.
- xi. According to information and explanations given and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of Security by way of pledge of shares, Debentures and other securities.

- xii.** The Company is not a Chit Fund or a Nidhi Mutual Benefit Fund/Society. Therefore, provisions of clause 4(xiii) of the Order are not applicable to the Company.
- xiii.** In our opinion the Company is not dealing in or trading in shares, securities, debentures and other Investments. Therefore, provisions of clause 4(xiv) of the Order are not applicable to the Company.
- xiv.** In our opinion and according to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from Banks and financial Institutions.
- xv.** According to the information and explanations given to us and on an overall examination, the term loan has been applied for the purpose for which they were obtained.
- xvi.** According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short-term basis that have been used for long-term investment.
- xvii.** The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act during the year.
- xviii.** The Company does not have any outstanding debentures during the year.
- xix.** The Company has issued 6% Redeemable Preference Shares of Rs.265 Lakhs to Union Bank of India as per the negotiation of settlement of dues.
- xx.** During the course of our examination of the books of accounts carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the company nor we have been informed of any such case by the management.

For TIWARI & COMPANY
CHARTERED ACCOUNTANTS
Firm Regn No. 309112E

Place: Kolkata
Dated: 30/05/2013

Sd/-
(P.Tiwari)
(Partner) (M.N. 16590)

ASSAMBROOK LIMITED
BALANCE SHEET as at 31st March, 2013

(₹ in 000)

	Note No.	As at March 31, 2013		As at March 31, 2012	
<u>EQUITY AND LIABILITIES</u>					
SHAREHOLDERS' FUNDS					
Share Capital	1	174,612		174,612	
Reserves and Surplus	2	115,192	289,804	115,135	289,747
NON-CURRENT LIABILITIES					
Long-Term Borrowings	3		1,017		1,017
CURRENT LIABILITIES					
Short-Term Borrowings	4	1,345		1,353	
Trade Payables	5	48,741		41,267	
Other Current Liabilities	6	705,524	755,610	732,359	774,979
TOTAL			1,046,431		1,065,743
<u>ASSETS</u>					
NON-CURRENT ASSETS					
Fixed Assets					
Tangible Assets	7	456,059		455,422	
Capital Work-In-Progress		25,550	481,609	21,948	477,370
Non-Current Investments	8		29		29
Long-Term Loans and Advances	9		15,718		13,675
CURRENT ASSETS					
Inventories	10	59,551		48,932	
Trade Receivables	11	6,204		55,873	
Cash and Bank Balances	12	696		508	
Short-Term Loans and Advances	13	475,370		462,102	
Other Current Assets	14	7,254	549,075	7,254	574,669
TOTAL			1,046,431		1,065,743

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For Tiwari & Co.
Firm Registration no.309112E
Chartered Accountants

P. Tiwari
Partner
Membership No.16590
Kolkata, 30 May 2013

J C Nag
Company Secretary

For and on behalf of the Board

SIDDHARTH RAMPURIA
Managing Director
SUBHRENDU GANGOPADHYAY
M. K. GUHA
U S MENON
Directors

ASSAMBROOK LIMITED			
STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2013			
		(₹ in 000)	
	Note No.	Year ended 31st March, 2013	Year ended 31st March, 2012
INCOME			
Revenue from Operations (Net)	15	416,148	361,735
Other Income	16	487	28,250
Total Revenue		416,635	389,985
EXPENSES			
Cost of Materials Consumed	17	64,483	16,624
(Increase)/Decrease in Inventories of Finished Goods	18	(7,238)	1,383
Employee Benefits Expense	19	175,995	177,873
Finance Costs	20	2,143	2,779
Depreciation and Amortization Expense	21	14,611	12,018
Other Expenses	22	166,156	179,366
Total Expenses		416,150	390,043
Profit/(Loss) before Tax		485	(58)
Profit/(Loss) for the year		485	(58)
Earnings Per Share of ₹ 10 /- each			
1. Basic		0.08	(0.01)
2. Diluted		0.08	(0.01)
The accompanying notes are an integral part of the Financial Statements			

As per our report of even date

For Tiwari & Co.
Firm Registration no.309112E
Chartered Accountants

P. Tiwari
Partner
Membership No.16590
Kolkata, 30 May 2013

J C Nag
Company Secretary

For and on behalf of the Board

SIDDHARTH RAMPURIA
Managing Director
SUBHRENDU GANGOPADHYAY
M. K. GUHA
U S MENON
Directors

ASSAMBROOK LIMITED

Notes to Financial Statements for the year ended 31st March, 2013

	As at 31st March 2013		(₹ in 000) As at 31st March 2012	
1: SHARE CAPITAL				
Authorised:				
65,00,000 (Previous year 65,00,000) Equity Shares of ₹ 10/- each		65,000		65,000
12,00,000 (Previous year 12,00,000) Preference Shares of ₹ 100/- each		120,000		120,000
Issued, Subscribed and Paid-up:				
64,61,242 (Previous year 6461242) Equity Shares of ₹ 10/- each fully paid up		64,612		64,612
11,00,000 (Previous year 8,35,000) 6% Non Cumulative Redeemable Preference Share of ₹ 100/-each (issued against part conversion of Secured Loan) Redeemable at par on the expiry of 7 years from the date of issue or after 3 years from the date of issue at the option of the Company and earliest date of redemption is as under:-		110,000		110,000
	<u>No. of Shares</u>	<u>Date of Issue</u>	<u>Earliest date of redemption</u>	
	3,00,000	17.05.2008	16.05.2011	
	4,25,000	21.05.2009	20.05.2012	
	1,10,000	29.01.2010	28.01.2013	
	2,65,000	07.03.2012	06.03.2015	
			174,612	174,612
1.1 The Company has 2 class of shares viz: Equity shares having a par value of ₹10/- per share and Preference share having a par value of ₹ 100/- per share.				
1.2 The Equity share holder is eligible for one vote per share. In the event of liquidation, the Equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amount including payment to preference shareholders, proportion to their share holdings.				
1.3 Reconciliation of No. of Preference Shares outstanding is set out below				
			No. of shares	No. of shares
At the beginning of the year			1,100,000	835,000
Add issued on conversion of Loan			-	265,000
At the end of the year			1,100,000	1,100,000
1.4 Details of Equity shares held by shareholders holding more than 5% of the aggregate shares of the Company.				
Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of shares	% of Holding	No. of shares	% of Holding
1.ABL International Limited	1,200,000	18.57	1,200,000	18.57
2.Sudera Investments Pvt. Ltd.	323,365	5.00	323,365	5.00
3.Stressed Assets Stabilisation Fund	1,500,000	23.21	1,500,000	23.21
2: RESERVES AND SURPLUS	Balance as at 01.04.2012	Addition	Deduction	Balance as at 31.03.2013
Capital Reserves	40,995	-	-	40,995
Revaluation Reserve	62,780	-	262	62,518
Capital Investment Subsidy	3,270	-	166	3,104
Security Premium Reserve	108,972	-	-	108,972
Surplus in Profit & Loss Statement	(100,882)	-	485	(100,397)
	115,135	-	913	115,192

Notes to Financial Statements for the year ended 31st March, 2013

	As at 31st March 2013	(₹ in 000) As at 31st March 2012
	As at 31st March 2013	As at 31st March 2012
3: LONG-TERM BORROWINGS		
SECURED		
Term Loan from LIC secured against Policy	1,017	1,017
Terms of Repayment		
1. To be adjusted against proceeds receivable on maturity of Policy on 27 Dec 2025		
2. Interest is payable halfyearly basis @ 9% p.a.		
	1,017	1,017
4 : SHORT TERM BORROWINGS		
Unsecured		
Bank's overdrawn balance	873	881
Loans repayable on demand from a Body Corporate (bearing no interest)	472	472
	1,345	1,353
5 : TRADE PAYABLES		
Sundry Creditors	48,741	41,267
	48,741	41,267
6: OTHER CURRENT LIABILITIES		
Interest accrued but not due on borrowings	23	23
Interest accrued and due on borrowings	1,488	1,573
Advance from Customers	11,767	6,670
Advance against sale of space	26,582	
Statutory Dues	84,400	84,205
Employees Benefit Payable	8,982	7,810
Others	572,282	632,078
There are no amount due for payment to the Investors Education and Protection Fund at the end of the year.		
	705,524	732,359
8: NON CURRENT INVESTMENTS		
Long Term		
Trade		
Investment in Equity Instruments -Quoted fully paid up		
15 Shares Rossel Tea Ltd.*		
25 Shares Rossel Financial Services Ltd.*		
25 Shares RIL Investments Ltd.*		
Other than Trade		
Investment in Equity Instruments -Unquoted fully paid up		
50 Shares Assam Financial Corporation	5	5
500 Shares Assam Bengal Cereals Limited	5	5
5 Shares Rajasthan Slates Ltd. (Book Value ₹50/-)		
150 Shares Employees' Cooperative Credit Stores	15	15
Debentures (Unquoted)		
5% debentures Woodland Medical Cen.Ltd.	2	2
(20 Debentures of face value ₹ 100 each)		
Investment in Government Securities (deposited with Govt. Authorities)	2	2
	29	29
Aggregate amount of Quoted Investment	-	-
Aggregate amount of Unquoted Investment	29	29
	29	29

* Received pursuant to scheme of arrangements between Rossel Industries Ltd. and these companies and considered at nil value in the accounts.

Notes to Financial Statements for the year ended 31st March, 2013

	As at 31st March 2013	(₹ in 000) As at 31st March 2012
9: LONG TERM LOANS AND ADVANCES		
Unsecured considered good		
Security Deposits	15,718	13,675
	15,718	13,675
10: INVENTORIES		
a) Stock of Tea at lower of cost and net realisable value	20,248	13,010
b) Stock of Stores and Spares at or under cost	39,303	35,922
	59,551	48,932
11: TRADES RECEIVABLES		
Unsecured considered good		
Debts outstanding for a period exceeding six months	671	37,932
Other debts	5,533	17,941
	6,204	55,873
12: CASH AND BANK BALANCES		
Balance with Banks in current accounts	412	312
Cash in Hand	284	196
	696	508
13: SHORT TERM LOANS AND ADVANCES		
Unsecured considered good		
Other Loans and Advances		
Advances recoverable in cash or in kind or value to be received	307,545	293,820
Prepaid Lease Finance Charges	484	941
Other Receivables	165,779	165,780
Advance Income Tax (net of provision)	1,562	1,561
	475,370	462,102
14: OTHER CURRENT ASSETS		
Unsecured considered good		
Subsidies receivable from Government	7,254	7,254
	7,254	7,254
15 : REVENUE FROM OPERATIONS		
Sales of Products		
Tea	415,982	336,590
Tea leaf	-	256
Other Operating Revenues		
Replantation Subsidy	-	2,838
Capital Investment Subsidy	166	166
Commission on Tea Sales	-	21,885
	416,148	361,735
16: OTHER INCOME		
Insurance Claims	385	236
Other receipts	102	1,074
Profit on sale of Investment		12,100
Liabilities no longer required written back		14840
	487	28,250
17 : COST OF MATERIALS CONSUMED		
Green Leaf (purchased and consumed)	64,483	16,624
	64,483	16,624
18 : CHANGES IN INVENTORIES OF FINISHED GOODS		
Stock of Tea at the beginning of the year	13,010	14,393
Less: Stock of Tea at the end of the year	20,248	13,010
(Increase)/Decrease	(7,238)	1,383

Notes to Financial Statements for the year ended 31st March, 2013

	As at 31st March 2013	(₹ in 000) As at 31st March 2012
19 : EMPLOYEE BENEFIT EXPENSE		
Salaries & Wages	148,988	142,079
Contribution to Provident and Others Funds	11,849	11,083
Contribution to Gratuity Fund	6,310	15,220
Staff Welfare Expenses	8,848	9,491
	175,995	177,873
20 : FINANCE COST		
Interest Expenses		
On Secured Loans	92	1,590
Others	2051	1,189
	2,143	2,779
21 : DEPRECIATION AND AMORTIZATION EXPENSES		
On Tangible Assets	14,873	12,272
Less: Withdrawn on account of Depreciation on amount added on Revaluation of Tangible Assets	(262)	(254)
	14,611	12,018
22: OTHER EXPENSES		
Consumption of Stores and Spare Parts	68,750	51,862
Power and Fuel	50,864	35,592
Repairs to Building	598	1,654
Repairs to Machinery	1,266	1,575
Repairs to Others	363	1,073
Service Charges	191	177
Miscellaneous Expenses	6,142	3,491
Car Hire Charges	304	530
Rent	121	299
Rates and Taxes	1,847	1,711
Lease Rent	457	457
Excise Duty and Cess	4,901	4,752
Tour and Travelling	678	888
Insurance	826	418
Brokerage & Commission	10,258	5,437
Freight, Shipping and Selling Expenses	12,369	11,722
Directors' Fees	80	70
Auditors' Remuneration		
Statutory Audit Fee	40	40
Tax Audit	15	15
In other capacity	4	31
Reimbursement of expenses	8	8
Sundry Balances written off	933	55,485
Fixed Assets written off	2,303	1,781
Loss on sale of Fixed Asset	2,838	-
Miscellaneous Expenses written off	-	298
	166,156	179,366

7: FIXED ASSETS

₹ in 000's

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Value	Addition	Sales/	Value	As at	For	Sales/	As at	As at	As at
	as at	during	Adjust-	as at		the year	Adjust-			
	01.04.12	the year	ments	31.03.13	01.04.12		ments	31.03.13	31.03.13	31.03.12
Tea Estates & Leasehold Land	254021	1619		255640	400			400	255240	253621
Buildings	126277	188		126465	35571	2212		37783	88682	90706
Roads & Bridges	3817	85	3817	85	1452	62	1514	0	85	2366
Fencing	3375			3375	167	55		222	3153	3208
Plant & Machinery	189321	16374	19706	185989	93016	10870	16565	87321	98668	96305
Furniture & Fixture	8229	36		8265	6783	523		7306	959	1446
Vehicles	10252	2605		12857	2656	1082		3738	9119	7596
Computer	415	48		463	241	69		310	153	174
TOTAL	595707	20955	23523	593139	140286	14873	18079	137080	456059	455422
Previous Year	592787	52477	49557	595707	175104	12272	47091	140285	455422	
Capital Work-in-Progress	21948	3602		25550	-	-	-	-	25550	21948

Note : Tea Estates include leasehold land held in perpetuity at Tinkharia and Dhullie Tea Estates in Assam.

ASSAMBROOK LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

₹ in 000's

	Year ended 31st March 2013		Year ended 31st March 2012	
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX		485		-58
Adjustments for :				
Depreciation & Amortisation	14611		12018	
Misc. Expenditure W/Off	0		298	
Interest (Net)	2143		2779	
Liabilities no longer required written back	0		-14840	
Plant and Machinery written off	2303		1781	
Profit on sale of Investment	0		-12100	
Capital Investment Subsidy	-166		-166	
Replanting Exp written off (WIP)	0		55167	
Sundry balance written off	933		317	
		19824		45254
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		20309		45196
Adjustments for :				
Trade and other receivables	33425		-85888	
Inventories	-10619		-4320	
Trade Payables	-19276		38803	
CASH GENERATED FROM OPERATIONS		3530		-51405
Direct Taxes Paid	0		-638	
Direct Taxes Refund	0		7	
		0		-631
NET CASH FROM OPERATING ACTIVITIES (A)		23839		-6840
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	-24557		-58572	
Sale of Fixed Assets	3142		0	
Sale of Investments	0		137100	
NET CASH USED IN INVESTING ACTIVITIES (B)		-21415		78528
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Proceeds from Share/Preferential warrant issue	0		26500	
Repayment of Long term borrowings	0		-26710	
Increase/Decrease(-) in Cash Credit	-8		-62110	
Interest Paid	-2228		-13000	
NET CASH USED IN FINANCING ACTIVITIES : (C)		-2236		-75320
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		188		-3632
Add: Balance at the beginning of the year		508		4140
Cash and Cash Equivalents at the close of the year (Refer Note 12)		696		508

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date
For Tiwari & Co.
Firm Registration no.309112E
Chartered Accountants

P. Tiwari
Partner
Membership No.16590
Kolkata
Dated 30 May 2013

J C Nag
Company Secretary

For and on behalf of the Board
SIDDHARTH RAMPURIA
Managing Director
SUBHRENDU GANGOPADHYAY
M. K. GUHA
U S MENON

Directors

23. (a) Under the Assam Fixation of Ceiling of Holding Act, 1956, 6123 Bighas of the underdeveloped land of the Company's Tea Estates had been declared surplus. A portion of the said land measuring 1948 Bighas has since been given back to the Company. Compensation for the balance land acquired by the Government will be accounted for as and when claims of the Company in this respect are settled.

(b) Land revenue in respect of this surplus land had been paid /provided as per the demands raised and would be adjusted on settlement of the amount of the compensation as mentioned above.

24. The Company is eligible for Working Capital Interest Subsidy in terms of notification of Government of India for Industrial units in the North-East Region. Accordingly, Working Capital Interest Subsidy estimated to Rs. 72.54 lacs (previous year Rs.72.54 lacs) shown as recoverable on the basis of claim lodged and sanctioned by appropriate authorities.

25.a) Payments against supplies from small scale and ancillary units are generally made in accordance with the agreed credit terms and to the extent ascertained from available information, there was no amount due as on 31st March, 2013 in this regard.

(b) To the extent identified from the information available from the suppliers of goods and services, there is no Macro and small enterprises being a supplier as defined under Micro, Small and Medium Enterprises Development Act, 2006.

26. The repayment of installments of Provident Fund dues as granted by the Provident Fund Commissioner, Assam vide their letter dt. 1 Sept 2009 are being paid as per stipulation. However no provision in respect of interest and damages on delayed payment of Provident Fund has been made, as the same is not ascertainable at this stage.

27. The Company's main business is growing, manufacturing and sale of tea. As such, there are no separate reportable segments as per the Accounting Standards on "Segment Reporting" AS 17, issued by the Institute of Chartered Accountants of India.

28. Related party disclosures as identified by the management in accordance with the Accounting standard 18 issued by the Institute of Chartered Accountants of India:

Name of Related Parties: None

Key Management Personnel: Mr. Siddharth Rampuria, Managing Director

The Company has not entered into transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company.

29. Earning per Equity Share

Basic and diluted as computed as per Accounting Standard AS-20

	Current Year	Previous Year
Profit/(Loss) after taxation as per Statement of Profit & Loss (₹ in 000's)	485	(58)
Weighted average number of Equity Shares outstanding	64, 61,242	64, 61,242
Earning per Equity Share of ₹10/- each (₹)	0.08	(0.01)

30. The Company adopted the Accounting Standard 22 Accounting for the taxes on Income, in earlier years and recognised Deferred Tax Assets and deferred Tax Liabilities. The company has carry forward business losses and unabsorbed depreciation as per Income Tax Act 1961. In absence of virtual certainty of earning profit in future years the Company has not accounted for this Deferred Tax assets in the books. However, the break up of the deferred tax assets is as under:

	<u>As at 31st March 13</u>	<u>As at 31st March 12</u>
<u>Deferred Tax Liabilities</u> (₹ in 000)		
Depreciation	7362	9576
Lease Rent	175	342
Total	7537	9918
<u>Deferred Tax Assets</u>		
Items allowable for tax purpose on payment	8852	8615
Depreciation and Business Loss	18731	15413
Total	27583	24028
Net Deferred Tax Assets	20046	14110

31. Other receivables include Rs.1592.80 lacs (P.Y. 1592.80 lacs) receivable from public sector undertaking/enterprises pursuant to an agreement with ABL International Limited for assignment of debts to the Company, which are under litigation. However ABL International Ltd shall indemnify the Company in case of any short fall in the recovery of aforesaid dues and the same shall be made good by them. The Hon'ble High Court at Calcutta has passed a decree for Rs.3856.38 lacs which was challenged by the party and Hon'ble division bench has now appointed a referee to determine the mesne profit.

32. Employee Benefits:

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The employees gratuity fund scheme managed by a trust(Life Insurance Corporation of India and Reliance Life Insurance Co Ltd.).The present value of obligation is determined based on actuarial valuation. The obligation for leave encashment is recognized in the same manner as Gratuity.

1. Reconciliation of opening and closing balances of Defined Benefit obligation:

	Gratuity (Funded) 2012-13	Leave encashment (unfunded) 2012-13
Defined Benefit obligation at beginning of the year	45322605	794130
Interest cost	3692773	52601
Current service cost	2039505	87359
Actuarial Loss/(gain)	1309732	(491203)
Benefits paid	3756431	273231
Defined Benefit obligation at year end	48608185	169656
2. Reconciliation of opening and closing balance of fair value of plan assets		
Fair value of plan asset at beginning of year	9970343	
Expected return on plan asset	797627	
Contribution	6310368	
Benefits paid	3756431	
Actuarial Loss	2621341	
Fair value of plan asset at the end of year	10700566	
3. Reconciliation of the fair value of assets and obligations		
Present value of obligation at end of the year	48608185	
Fair value of plan asset at the end of year	10700566	
Amount recognized in Balance Sheet	(37907619)	
4. Expenses recognized during the year		
Current service cost	2039505	87359
Interest cost	3692773	52601
Expected return on plan assets	797627	nil
Actuarial loss/(gain)	3931074	(491203)
Net Cost	8865725	(351243)

5. Investment details

Fund with LIC	7249167
Fund with Reliance	3451399

6. Actuarial assumption

Mortality table(LIC)	1994-96	1994-96
Discount rate (per annum)	8%	8%
Rate of escalation in salary (per annum)	4%	4%
Expected rate of return on plan assets (per annum.)	8%	0%

- (a) The estimate of future salary increases takes in to account inflation , seniority, promotion and other relevant factors, such as demand and supply in employment market.
- (b) The expected return on plan asset is determined after taking in to consideration composition of plan asset held , assessed risk of asset management, historical results of the return on plan asset, and the company's policy for plan asset management.

33. The Company has entered into an agreement in the year 2007-08 for sale of its Tea Estates viz: Tinkharia and Dhullie T E in Assam. Pending receipt of various clearances and completion of sale, the amount received from the buyer has been shown as receipts against Consideration Money in books of accounts. Adjustment for the same shall be made in the year of completion of sale.

34. Due to operating losses in earlier years and financial constraint statutory dues including, Provident Fund dues could not be paid on due dates in respect of earlier years and these are still outstanding as on March 31, 2013. Necessary steps are already initiated by the Company to settle the dues.

35. Some of the confirmations of the Sundry Creditors are yet to be received and/or reconciled.

36. In view of inadequacy of profit no provision for Capital Redemption Reserve has been created in respect of Preference Shares issued by the Company.

37. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

38. Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure 1.

As per our Report of even date
For Tiwari & Co.
Firm Regn No. 309112E
Chartered Accountants

P Tiwari
Partner
Membership No. 16590
Kolkata, 30 May 2013

J.C. Nag
Company Secretary
Kolkata, 30 May 2013

For and on behalf of the Board
SIDDHARTH RAMPURIA
Managing Director
S.GANGOPADHYAY
M.K.GUHA
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Directors

ANNEXURE 1**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES**

(annexed to and forming part of the financial statements for the year ended 31 March 2013)

(A) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The accounts have been prepared under the historical cost convention in accordance with the provisions of the Companies Act, 1956 and mandatory accounting standards issued by the Institute of Chartered Accountants of India. Accounting policies unless specifically stated to be otherwise are in consistent and are in consonance with generally accepted accounting principles.

(B) USE OF ESTIMATES

The preparation of financial statements require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the Balance Sheet date and the reported amounts of income and expenses during the year. Difference between the actual results and the estimates are recognised in the year in which the results are known/materialized.

(C) FIXED ASSETS:

(i) Fixed Assets other than those, which have been revalued, are stated at cost. The cost of Extension Planting on cultivable land including cost of development is capitalized. However, cost of upkeep and maintenance of the areas till not matured for plucking and cost of replanting in existing areas are charged to revenue. Assets acquired under hire purchase scheme are treated as fixed assets on delivery pending transfer of title subsequently as per the terms of the hire purchase agreement.

(ii) Fixed assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of fixed assets is determined. An impairment loss is recognized whenever the carrying amount exceeds recoverable amount. The recoverable amount is the greater of asset net selling price or value in use. If there has been change in the recoverable amount and such loss either no longer exists or has decreased, an impairment loss/reversal there of is adjusted to the carrying value of the respective assets.

(D) DEPRECIATION:

(i) Depreciation is provided on straight line method by applying the rates specified in Schedule XIV to the Companies Act, 1956 as under: In respect of plant & machinery, electrical machinery acquired up to 31-03-93, the specified period has been recalculated with respect to the revised rates and on assets acquired after 31-03-93 at the revised rates. In respect of furniture & fixture, office equipment and vehicles acquired up to 31-03-93 at the rates applicable at the time of acquisition.

(ii) In respect of amount added on revaluation of assets, depreciation has been provided on straight-line basis over the balance life of the respective assets and an equivalent amount is being transferred from Reserve Account to Profit & Loss Account.

(E) LEASE RENTALS:

The annual charge on account of lease rentals in respect of assets taken under finance lease prior to 01-04-2001 is being calculated over the effective life of assets and the in built internal rate of return in the respective agreement. The resultant excess amount carried forward as prepaid lease finance charges under loans and advances, which is charged out appropriately over the future period.

(F) FOREIGN CURRENCY TRANSACTIONS:

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency assets and liabilities covered by forward contracts are stated at the forward contract rates and loss or gains are recognised over the life of the contract while those not covered by forward contracts are restated at rates prevailing at the year end. The differentials arising on such transaction and on transactions settled during the year are recognised in Profit & Loss Account under respective heads of accounts except in cases where such liabilities and/or transaction relating to fixed assets and were entered into before 01-04-2004 and fixed assets acquired from a country outside India, in which case, these are adjusted to the cost of respective assets.

(G) INVESTMENTS:

Long-term investments are stated at cost less provision for diminution in value of investments other than temporary. Current investments are stated at lower of cost or market value.

(H) BORROWING COSTS:

Borrowing costs are recognised as an expense to the extent, the same has been incurred for the year, unless such cost is directly attributable to the acquisition, construction or production of a qualifying asset and Capitalised as part of the cost of that asset as prescribed by Accounting Standard-16, Borrowing Cost issued by the Institute of Chartered Accountants of India.

(I) RECOGNITION OF INCOME & EXPENDITURE:

Income and expenses, unless specified otherwise, are recognised on accrual basis. Sales other than on consignment basis are recognised on passing of property in goods as per the terms of sale or on completion of auction in case of auction sales. Consignment sales are accounted for in the year of receipt of account sales. Sales are shown net of returns. Sales are inclusive of export incentives and exchange fluctuations on export receivables. Export incentives are accounted for as and when due.

(J) INVENTORIES:

Cost in respect of stores and spares and packing materials includes the expenses incurred to procure the same and has been valued at cost. Cost in respect of Finished Goods represents Prime Cost and include appropriate portion of overheads and valued at cost or market value whichever is lower.

(K) RETIREMENT BENEFITS:

Contribution to Provident Funds is made based on fixed percentage of the basic salary/wages to the appropriate authority on accrual basis.

Liability for gratuity as determined by Reliance Life Insurance and Life Insurance Corporation of India Ltd. under the Group Gratuity Cash Accumulation Scheme is fully provided and stands funded with them. Liability for leave encashment is accounted for on accrual basis as per the management estimate considering that such benefits are payable to all eligible employees at the end of the year.

(L) GOVERNMENTS GRANTS:

(i) Claims receivables are accounted for at the time of lodgment depending on the certainty of receipt.

(ii) Grants relating to Fixed Assets are accounted for under Income method and proportionate amount is treated as income on the basis of useful life of assets. Other grants are credited to Profit & Loss Account or deducted from the related expenses.

(M) TAXATION:

Provision for tax is made for current tax and deferred tax. Current Tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing differences, which are capable of reversal in subsequent periods, are recognized using the tax rates and tax laws, which have been enacted or substantively enacted. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized. In case of carry forward of unabsorbed depreciation and tax losses, deferred tax assets are recognized only if there is "virtual certainty" that such deferred tax assets can be realized against future taxable profits.

(O) PROVISIONS AND CONTINGENT LIABILITIES:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are generally not provided for in the accounts and are separately shown in the notes to the accounts.