



Balmer Lawrie-Van Leer Limited



**58th
ANNUAL REPORT
2018**

58th Annual Report 2017 - 2018

Board of Directors

Reinier Hietink (*Chairman*)
Girish Pundlik (*Managing Director w.e.f. 1st April, 2018*)
Kannan Ananthakrishnan (*upto 27th March, 2018*)
Cristina Zeitz
Prabal Basu
D. Sothi Selvam
Manjusha Bhatnagar (*upto 7th March, 2018*)
Srikumar Menon
Jozef M. Casparie

Senior Management Team

Girish Pundlik (*CEO upto 31st March, 2018*)
Sanjay Datta (*Chief Financial Officer*)
Prakash Shenoy (*GM - Marketing, Bangalore Division*)
A. Sathish Kumar (*GM - Operation, Bangalore Division*)
Tushar Shirwalkar (*Head Drum Closure Division, Mumbai*)
Sandeep Shrivastava (*Head Plastic Division, Mumbai*)
Manoj Dubey (*Head Plastic Division, Dehradun*)
Sebastian P. (*Head Plastic Division, Chennai*)
Navin Silva (*AGM - Marketing, Plastic Division*)
Prashant Pathak (*Head - SCM*)

Company Secretary & Chief Compliance Officer

Rajesh Juthani

Registered Office

D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi
Mumbai-400 705.
Tel. No.: 91-22-6739 6400
E-mail : response@blvindia.com

Registrar & Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.

Unit-1, Luthra Ind. Premises, 1st Floor,
Safed Pool, Andheri-Kurla Road, Andheri (E),
Mumbai-400 072.
Tel. No.: 91-22-2851 5606/5644/6338
Fax No.: 91-22-2851 2885
Email: sharexindia@vsnl.com

Statutory Auditors

Walker Chandiok & Co. LLP

Secretarial Auditors

N. L. Bhatia & Associates

Bankers

The Hongkong & Shanghai Banking Corporation Ltd.
Bank of India
Corporation Bank
Kotak Mahindra Bank Ltd.
Axis Bank Ltd.
Mashreq Bank

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NOTICE TO THE MEMBERS

Notice is hereby given that the 58th Annual General Meeting of Balmer Lawrie-Van Leer Limited will be held at the Registered office of the Company at D-195/2, TTC Industrial area, MIDC Turbhe, Near Turbhe Telephone Exchange, Navi Mumbai- 400 705 on Friday, 7th September, 2018 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (A) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon;
 - (B) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Auditors thereon.
2. To declare dividend for the financial year 2017-18 on Equity Shares.
3. To appoint a Director in place of Mr. Prabal Basu (DIN: 06414341) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Cristina Zeitz (DIN: 0714 6615) who retires by rotation and being eligible offers herself for re-appointment.
5. To re-appoint Auditors and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 M/s. Walker, Chandok & Co. LLP Chartered Accountants (Firm Registration No. 001076N/N500013), be and is hereby re-appointed as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years from the conclusion of this Annual General meeting until the conclusion of 63rd Annual General Meeting of the Company, on such remuneration and re-imbursement of out of pocket expenses and/or travelling expenses as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors.”

SPECIAL BUSINESS:

6. **Appointment of Mr. Girish Pundlik as Managing Director and payment of remuneration:**

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

RESOLVED FURTHER THAT pursuant to the provisions of Article 126 of the Articles of Association of the Company and provisions of Section 161(3), 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification or re-enactment thereof) and subject to the approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded to the appointment of Mr. Girish Pundlik, as Managing Director of the

Company for a period of three years commencing from 1st April, 2018 to 31st March, 2021 (both days inclusive) on the terms and condition including as set out in the draft agreement to be entered into between the Company and Mr. Girish Pundlik with specific authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed upon between the Board of Directors and Mr. Girish Pundlik within the provision of the Act;

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit during the tenure of his appointment (including extension thereof) the remuneration as agreed between the Company and the Managing Director shall be considered as minimum remuneration payable to the Managing Director.

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

7. **Approval of Borrowing Limits:**

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

RESOLVED THAT in supersession of earlier resolution passed at the 54th Adjourned Annual General meeting of the Company held on 12th September, 2014 and pursuant to the provisions of the Section 180(1)(c) of the Act and all other applicable provisions, if any, including any amendment or modification thereof, consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money for the purposes of the business of the Company, from time to time, notwithstanding that the money or monies to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company (reserves not set apart for any specific purposes) provided that the total amount so borrowed shall not exceed Rs.200 Crore (Rupees Two Hundred Crore only)

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things including delegation of authorities as may deem necessary proper and expedient in the interest of the Company.

8. **Authority for creation of charge /mortgage of fixed assets:**

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

RESOLVED THAT in supersession of earlier resolution passed at the 55th Adjourned Annual General meeting of the Company held on 9th September, 2015 and pursuant to the provisions of the Section 180(1)(c) of the Act and all other applicable provisions, if any, including any amendment or modification thereof, consent of the Company be and is hereby accorded to the Board of Directors to create such charges, mortgages and hypothecations in addition to the existing charges,

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mortgages and hypothecations created by the Company, in such manner, as the Board may deem fit, in favor of the Banks/ financial Institutions, any other lenders and trustees for the debenture holders/bonds/other instruments to secure rupee/foreign currency loans and/or for the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Equity Shares (hereinafter collectively referred to as "Loans") provided that the total amount of loans together with interest thereon, additional interest, compounded interest, liquidated damages, commitment charges, premium payable on pre-payment or redemption, costs, charges, expenses and any other money payable by the Company in respect of all loans taken by the Company shall not at any time exceed the limit of Rs. 200 Crore (Rupees Two Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things including delegation of authorities to execute all such documents, undertakings and writings as may be required and deem necessary.

By Order of the Board of Directors
For **Balmer Lawrie-Van Leer Limited**

Place : Mumbai,
Dated : 18th July, 2018.

Rajesh Juthani
Company Secretary



EXPLANATORY STATEMENT [Pursuant to section 102 of the Companies Act, 2013 ("the Act")]

Item No. 5

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) were appointed as Statutory Auditors of the Company for a period of one year at the 53rd Annual General Meeting (AGM) of the Company held on 12th September, 2013.

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) were re-appointed for one more year at 54th Adjourned Annual General Meeting held on 12th September, 2014.

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) were appointed for three further years at the 55th Adjourned Annual General Meeting held on 9th September, 2015 to hold the office up to 58th Annual General meeting.

In terms of provision to Section 139(2) of the Companies Act, 2013 an audit firm can be appointed as auditors for maximum of two terms of five consecutive years.

The Board of Directors at their meeting held on 18th May, 2018 based on recommendation of the Audit Committee has resolved to re-appoint M/s. Walker Chandio & Co. LLP, Chartered Accountants as auditors of the Company for second term of 5 (five) consecutive years to hold the office from the conclusion of forthcoming annual general meeting till the conclusion of sixty-third annual general meeting.

The auditors have consented to act as the auditors, if re-appointed and have submitted the certificate pursuant to the provisions of section 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Board recommends the Resolution at item no. 5 for approval by the members.

None of the Directors and Key Managerial Personnel (KMP) and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

Note: This explanatory statement is strictly not required as per Section 102 of the Companies Act, 2013

Item No. 6

The Board of Directors of the Company at its meeting held on 7th March, 2018 approved the appointment of Mr. Girish Pundlik as nominee Director of M/s. Balmer Lawrie & Co. Ltd with effect from 1st April, 2018. Mr. Girish Pundlik was also appointed at the aforesaid Board meeting as Managing Director of the Company for three years commencing 1st April, 2018 and ending on 31st March, 2021.

Pursuant to Section 161(3) of the Companies Act, 2013 ("the Act") and Article 126 of the Articles of Association of the Company the Managing Director so appointed/ nominated shall not be liable to retire by rotation but shall be entitled to hold the office until removal or fresh appointment / nomination.

The Board of Directors at its meeting held on 7th March, 2018 also approved the remuneration and perquisites to be paid and facilities to be granted to Mr. Girish Pundlik as Managing Director as set

out in the draft agreement to be entered into between the Company and Mr. Girish Pundlik referred to in the resolution at item no.6 of the Notice.

The appointment of Mr. Girish Pundlik as Managing Director and the remuneration proposed to be paid are in conformity with the provisions and requirements of Schedule V of the Act and accordingly approval of central government is not required.

However the appointment and remuneration proposed is subject to the approval of shareholders in general meeting pursuant to the Section 196 of the Act.

Mr. Girish Pundlik, aged 51 years, B E (Polymer Engineering) and MBA (Finance) Pune University has varied experience of 28 years at various levels working with in domestic and overseas companies. Mr. Girish Pundlik had joined the Company on 7th July, 2016 as 'Chief Executive Officer'.

The material terms of the draft agreement referred to in the resolution at item no. 6 are as follows:

1. The appointment of Mr. Girish Pundlik as Managing Director shall be for a period of 3 years commencing from 1st April, 2018 and ending on 31st March, 2021.
2. Mr. Girish Pundlik shall be responsible for and in charge of day to day management of the Company and shall exercise powers and perform such duties as may be entrusted by the Board from time to time more particularly under authority granted to him.
3. Mr. Girish Pundlik shall devote his whole time, attention and abilities during the business hours to the business of the Company and use his best endeavors to promote interest and welfare of the Company.
4. Mr. Girish Pundlik shall be entitled to the following emoluments, benefits and perquisites subject to limits laid down under Section 197, 198 and Schedule V of the Companies Act, 2013

- (a) Salary: Rs.1,20,000/- per month

Annual increment with consequential increase in other allowances and benefits as may be approved by the Board each year based on merit and Company's performance.

- (b) Allowances Reimbursements & Perquisites:

Mr. Girish Pundlik shall be entitled to following allowances, reimbursement of expenses and perquisites in accordance with the rules of the Company, applicable from time to time and shall be subject to limits as may be approved by the Board of Directors or its Committee:

- (1) Allowances like house rent Allowance, cost of living allowance, children education allowance, variable performance bonus, leave travel allowance;
- (2) Reimbursements towards books and periodicals, soft furnishing, uniform, medical expenses, repairs;
- (3) Perquisite like reimbursement of gas, electricity, Company owned AC car with driver, reimbursement of expense towards running and maintenance of car, reimbursement of insurance premium for hospitalization policy for self, spouse and dependent children, Payment for Corporate club membership fees including entrance fees (maximum two clubs)

(c) Commission:

Subject to the overall ceiling as per Section 197 of the Companies Act, 2013, the Company shall pay commission @ 2% of the incremental Profit after Tax ("PAT") of the Company over previous financial year subject to a minimum of Rs. 4,00,000/- per year.

(d) Retirement Benefits:

Company shall contribute to Provident Fund @ 12% of basic salary plus cost of living allowance to provident fund and 15% of basic salary to Superannuation Fund. However Company's total contribution to Provident Fund and Superannuation Fund shall be up to a limit exempt from taxation under the Income-tax Act, as amended from time to time.

Gratuity as per rules of the Company subject to a maximum limits as per the Payment of Gratuity Act as applicable at the time of retirement, resignation or termination.

Encashment of leave during the tenure and /or at the end of tenure shall be in accordance with the rules of the Company.

(e) Post Retirement Benefits:

In the event of tenure extending till the age of retirement as per the rules of the Company or thereafter, Mr. Girish Pundlik shall be eligible for following additional benefits/ re-imbursements:

- i. Travelling expenses for self and family from Mumbai to Home town by Air or 1st Class AC train
- ii. Expenses for transfer of personal household items including packing, transit insurance, local levy, if any.
- iii. House Rent, telephone expenses and car expenses including driver's salary as per last eligibility limits for maximum of two months
- iv. Sale of fixed assets provided under Company's Furniture scheme at written down value or price as per rules of the Company

Minimum Remuneration:

In the event of loss or inadequacy of profits during any financial year during the aforesaid period, the Company will pay remuneration by way of salary, allowance, reimbursement and perquisites as specified above, not exceeding the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013, subject to requisite approval being obtained, if required.

5. Mr. Girish Pundlik shall not be paid any sitting fees for attending the meeting of the Board or of any Committee thereof.
6. Mr. Girish Pundlik shall be entitled to Privilege Leave, Sick Leave and Casual Leave as per the rules of the Company.
7. Mr. Girish Pundlik shall not during the terms of his appointment and at any time thereafter, divulge or disclose any information or knowledge obtained by him during his employment as to the business or affairs of the Company or any trade secrets

or confidential information including technical processes of the Company.

8. Mr. Girish Pundlik shall not during the terms of his appointment or thereafter directly or indirectly engage himself in any business activity substantially similar to or competing with the business or activity of the Company or do any deed, matter or things so as to solicit the customer of the Company or offer to provide any service to any of the Customer otherwise than through the Company. Mr. Girish Pundlik shall not hold directorship in other Company without the previous written permission of the Company. However holding or making investment in shares of other Companies shall not be deemed a contravention of this clause.
9. In the event of Mr. Girish Pundlik is not in position to discharge his official duties due to any physical or mental incapacity or disqualifies himself to act as a Director for reasons stated in Section 164 Companies Act, 2013 or breach of Section 167 of the Companies Act, 2013, the Board of Directors shall have right to terminate this agreement on such terms as the Board of Directors may consider appropriate in the circumstances.
10. All personnel policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to Mr. Girish Pundlik, unless specifically provided otherwise.

The draft agreement between the Company and Mr. Girish Pundlik referred to in the resolution at item no. 6 will be open for inspection by the members at the registered office of the Company during business hours on any working day except Saturday till the conclusion of this meeting.

The Directors consider the aforesaid remuneration to be commensurate with the duties and responsibilities of Mr. Girish Pundlik as Managing Director and recommend the Resolution at item no. 6 for approval by the members.

Mr. Girish Pundlik is interested in this resolution since it relates to his own appointment. None of the other Directors or Key Managerial Persons of the Company is in any way concerned or interested, financial or otherwise in the resolution.

Item No. 7

The members at the 54th Adjourned Annual General meeting of the Company held on 12th September, 2014 had authorized the Board of Director to borrow up to a limit of Rs.100.0 Crore. Pursuant to amalgamation of Proseal Closures Ltd (a 100% subsidiary) with the Company in July, 2017, the borrowings of the Company now include borrowings of amalgamating Company. For restructuring of operations post amalgamation and to finance Company's future expansion plan, the Company may be required to borrow additional fund which may exceed the limit of Rs. 100.00 Crore.

Any borrowing in excess of limits approved by the members under Section 180 (1) (c) of the Companies Act, 2013 ("Act") require approval from members. Members approval is now sought for authorizing the Board to borrow up to Rs.200 Crore in terms of the provisions of Section 180 (1) (c) of the Act.

None of the Directors or Key Managerial Person of the Company or their relatives are concerned or interested in this resolution.



Item No. 8

The members at the 55th Adjourned Annual General meeting of the Company held on 9th September, 2015 had authorized the Board of Director to create charge on moveable and immoveable properties/assets of the Company by way of hypothecation and/or mortgage, equitable or registered, up to a limit of Rs.100 Crore in favor of the lenders to secure financial assistance/loan sanctioned/to be sanctioned from time to time.

Any fresh borrowing by the Company as stated at item no. 7 would require creation of charge on assets, moveable and/or immoveable, as security to lenders. For creation of charge on assets an approval of members under Section 180 (1) (a) of the Companies Act, 2103 is required.

None of the Directors or Key Managerial Person of the Company or their relatives are concerned or interested in this resolution.

NOTES:

1. The details of Director seeking re-appointment/appointment as required under Secretarial Standard-2 on General Meetings by the Institute of Company Secretaries of India are annexed.

2. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him 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. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organizations.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total shares capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form is annexed.

3. A route map giving the direction to reach the venue of the 58th Annual General Meeting is given at the end of the Notice.
4. **The Register of Member and the Share Transfer Books of the Company will be closed from Saturday, 1st September, 2018 to Friday, 7th September, 2018 (both days inclusive).**
5. If dividend on Equity Shares as recommended by the Board, is approved at the AGM, it will be paid on or before 6th October, 2018 as under:

To all members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 31st August, 2018

To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as at the end of business hours on 31st August, 2018.

6. To avoid loss of dividend warrant in transit or undue delay in receipt and fraudulent encashment and of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through NEFT/NECS. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enables Account No, 9 digit MICR and 11 digit IFS Code) and submit a blank cheque (with name of the Member printed thereon) on duly cancelled along with their folio no. to the Company's Registrar and Transfer Agents M/s. SHAREX Dynamic (India) Private Ltd. ("SHAREX")

Members holding shares in electronic form are requested to provide the bank details to their respective Depository Participants ("DPs").

7. Members holding shares in physical form are requested to advise any change of address immediately to SHAREX by submitting a self attested copy of any proof for new address. Members holding shares in electronic form are requested to advise change in address to their respective Depository Participants. And not the Company.
8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate the risks associated with physical shares like fraudulent transfer, loss in transit and for ease of portfolio management.
9. As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms SH-13 for fresh nomination and SH-14 for change in nomination can be downloaded from the SHAREX website www.sharexindia.com. Members holding shares in physical form are requested to submit the forms to SHAREX. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants.
10. Pursuant to the provisions Section 124 (5) of the Companies Act, 2013 read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Company is obliged to transfer any amount lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government.

As per the above provisions, all unclaimed dividend up to the financial year ended on 31st March, 2010 has been transferred by the Company to the Fund. The Company did not recommend any dividend for financial year 2010-2011. Members who have either not received or not yet en-cashed their dividend warrant(s) for the financial year 2011-12 and for any subsequent financial years are requested to send their claims or warrant(s) for revalidation to the Company without further delay. The details of unpaid/unclaimed dividend for the financial year ended 31st March, 2012 and subsequent years is uploaded on the MCA website www.iepf.gov.in and is also available on the Company's website www.blvindia.com under "Investor Relations" section. **It may be noted that Unclaimed Dividend for the financial year 2011-12 will be**

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due for transfer to the fund/Authority by November 04, 2019.

11. As per the provisions of Section 124 (6) of the Companies Act, 2013 read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), the Company is also obliged to transfer all shares on which dividend has not been paid or remained unpaid/unclaimed for seven consecutive years or more to the DEMAT account ("IEPF Demat Account") of the IEPF Authority notified by the Ministry of Corporate Affairs ("MCA"). Accordingly the shares in respect of which dividend remained unclaimed for seven consecutive years or more have been transferred to the IEPF Demat Account. The details of such shareholders whose shares have been transferred have been uploaded on the MCA website www.iepf.gov.in and Company's website www.blvindia.com.
12. Members/ Claimants whose, unclaimed dividend and shares have been transferred to the Fund or IEPF Demat Account, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-4 (available on iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.
13. The format of the Register of Members prescribed by the MCA UNDER THE Act requires the Company/ Share Registrar and Transfer Agents to record additional details of Members including their PAN details, email address, bank details for payment of dividend etc. A Know Your Customer ("KYC") form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to fill up the enclosed form and submit the filled form either to the Company or SHAREX. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
14. Members desiring any information with respect to Accounts are requested to write to the Company at least ten days before the date of the meeting to enable the Management to keep the information ready at the meeting.
15. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
16. Members are requested to kindly bring their copy of Annual Report.
17. To Support the "Green Initiative", Members who have not registered their email address are requested to register the same with SHAREX /Depository Participants, in respect of shares held in physical/electronic mode respectively.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, as amended, the Members are provided with the facility to exercise their right to vote electronically on all resolutions set forth in the Notice through the e-voting service provided by Central Depository Services (India) Limited (CDSL). Poll Paper is also sent to the shareholders who desire to vote in physical form.

The facility for voting through Poll paper shall be made available at the AGM. Members attending the Meeting, who have not cast their vote through remote e-voting / Poll Paper shall be able to exercise their voting rights at the AGM. The Members who have cast their vote through remote e-voting /Poll Paper can attend the Meeting but shall not be entitled to vote again at the AGM.

A Member can vote either through e-voting or by Poll paper. If a Member casts votes by both means, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

In terms of the requirements of the Companies act, 2013 and the relevant Rules, the Company has fixed 31st August, 2018 as the "Cut-off" date. The remote E-Voting/ voting rights of the shareholders /beneficial owners shall be reckoned on the Equity shares held by them as on close of "Cut-off" date i.e. 31st August, 2018.

The procedure and instructions for e-voting are as under:

In case of members receiving e-mail:

- (a) Long on to the e-voting website www.evotingindia.com
- (b) Click on "Shareholders" tab.
- (c) Now select the "Balmer Lawrie Van Leer Limited" from the drop down menu and click on "SUBMIT".
- (d) Now enter your user ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 digits Client ID
Members holding shares in physical form should enter folio number registered with the Company
- (e) Next enter the Image verification as displayed and click on Login.
- (f) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both Demat shareholders and physical shareholder)
	<ul style="list-style-type: none">• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of their Demat Account Number/Folio No. as the case may be, in the PAN field.• In case the Folio No. is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of



- the name in CAPITAL letters. For example if your name is Vinay Kumar with Folio No. 1 then enter VI00000001 in the PAN Field.
- Date of Birth (DOB) or Date of Incorporation** Enter the Date of Birth (DOB) as recorded in your Demat Account or in the Company's records for the said Demat Account in dd/mm/yyyy format or enter Folio No.
- Dividend Bank Details** Enter the Dividend Bank Details as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No. Please enter any one of the details i.e. DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company or Depository Participant please enter the number of shares held in the Dividend Bank Details.
- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password filed. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on EVSN for the relevant "Balmer Lawrie-Van Leer Limited" on which you choose to vote.
- (l) On the voting page, you will see "RESOLUTIONS DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) After selecting the resolution you have decided to vote on, click ON "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you

clicking on "Click here to print" option on the Voting page.

- (q) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Note for Institutional shareholders:
- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in the PDF format in the system for the scrutinizer to verify the same.

IMPORTANT NOTES:

The e-voting period commences on Tuesday, 4th September, 2018 (from 9.00 A.M.) and ends on Thursday, 6th September, 2018 (at 5.00 P.M.). During this period, Members of the Company holding shares either in physical form or in Dematerialized form, as on close of business hours of Friday 31st August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Members, he shall not be allowed to change it subsequently.

In case you have any queries or issues regarding the e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under the help section or write email to helpdesk.evoting@cdslindia.com

The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on beginning of 1st September, 2018.

Mr. N. L. Bhatia, Practicing Company Secretary (Membership No: FCS 1176 / C.P No. 422), failing him Mr. Bharat R. Upadhyay, Practicing Company Secretary (Membership No. FCS 5436 / C.P No. 4457), failing him Mr. Bhaskar Upadhyay Practicing Company Secretary (Membership No. FCS 8663 / C.P No. 9625) have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Poll Paper received from the members who do not have access to the e-voting process) as well as voting through Poll paper at the AGM, in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence

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of at least two witnesses not in the employment of the Company and make his consolidated Report of the votes cast in favor or against, if any, within two days from the conclusion of the AGM, to the chairman or person authorized by him in writing who shall countersign the same.

The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The result along with the Scrutinizer's Report shall be placed on the Company's website www.blvindia.com and on

the website of CDSL www.evoting.cdsl.com immediately after the result is declared by the Company.

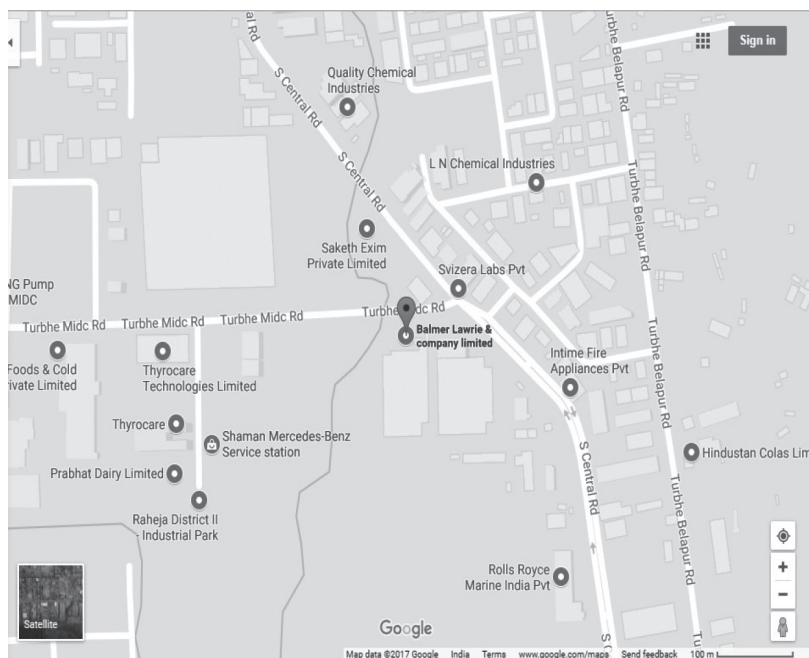
By Order of the Board of Directors

For **Balmer Lawrie-Van Leer Limited**

Place : Mumbai,
Dated : 18th July, 2018.

Rajesh Juthani
Company Secretary

Route Map for the AGM Venue





Details of Directors seeking appointment/ re-appointment at the forth coming Annual General Meeting

Name of the Director	Mr. Prabal Basu	Mrs. Cristina Zeitz
Director Identification Number (DIN)	06414341	07146615
Date of Birth / Age	18.10.1963 / 54	24.04.1975 / 44
Date of First Appointment	01.01.2015	02.04.2015
Date of last appointment / Re-appointment at AGM	29.09.2016	29.09.2016
Qualification	B.Com (Hons), ACA, ACMA, ACS, Executive Program in General Management from Sloan School of Management MIT, USA.	Graduate in Business Administration
Experience in no of Years	32	22
Expertise in specific functional areas	Mr. Prabal Basu joined Balmer Lawrie & Co. Ltd. in As Asst. Manager (Accounts & Finance). Mr. Prabal Basu was appointed as whole time Director, and designated as Director (Finance) in December, 2012. Mr. Prabal Basu was appointed as Chairman and Managing Director of Balmer Lawrie & Co. Ltd in August, 2015. He has vast experience in the areas of Account, Finance, Tax, I.T and General Management.	International Trade and Marketing.
No. of Board Meetings attended during the year	4	2
Relationship between Director inter-se	None	None
Details of shares held in Co. a) Own b) For other person as beneficial owner	Nil Nil	Nil Nil
List of Companies* in which Directorship held as on 31.03.2018	Balmer Lawrie & Co. Ltd. – As Chairman & Managing Director Balmer Lawrie-Van Leer Ltd. – As Member	Balmer Lawrie-Van Leer Ltd. – As Member
Chairperson / Member of Mandatory Committees** of the Board of the Companies on which he/she is a Director as on 31.03.2018	Balmer Lawrie-Van Leer Ltd. – Audit Committee as Member – Stakeholders Relationship Committee as Chairperson	

* Association, Private Limited Companies, Foreign Companies, Government Bodies and Section 8 Companies are not considered.

** Includes Audit Committee and Stake Holders Relationship Committee.

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DIRECTOR'S REPORT FOR THE FINANCIAL YEAR 2017-18

TO THE MEMBERS OF BALMER LAWRIE-VAN LEER LIMITED

Your Board is pleased to present 58th Annual Report of your Company along with the Audited Financial Statements and the Auditor's Report for the Financial Year ended March 31, 2018.

FINANCIAL HIGHLIGHTS

	STANDALONE		CONSOLIDATED	
	2017-18 Rs. in lacs	2016-17 Rs. in lacs	2017-18 Rs. in lacs	2016-17 Rs. in lacs
Revenue from Operations	43,723	42,034	43,723	42,034
Less: Excise Duty	948	3,428	948	3,428
Revenue from Operations (excl. Excise Duty)	42,775	38,606	42,775	38,606
Operating and Other Expenditure	37,699	34,262	37,699	34,262
Operating Profit	5,076	4,344	5,076	4,344
Add: Other Income	132	164	132	164
Profit before Interest, Depreciation and Taxes	5,208	4,508	5,208	4,508
Less: Finance Cost	888	721	888	721
Less: Depreciation	1,059	941	1,059	941
Profit Before Tax	3,261	2,846	3,261	2,846
Less: Current Tax Expenses	1,073	853	1,073	853
Less: Deferred Tax	38	147	38	147
Profit After Tax	2,150	1,846	2,150	1,846
Other Comprehensive Income	44	(96)	44	(956)
Total Comprehensive Income	2,194	1,750	2,194	1,750

TRANSFER TO RESERVES

The Company proposes to retain the entire amount of profits in the Profit & Loss Account.

DIVIDEND

The Directors are pleased to recommend a dividend of Rs.8.00 per share (80%) on the Equity Share of the Company for the financial year ended March 31, 2018 (Previous Year: Rs.3.50 per share or @ 35%). If the dividend, as recommended above, is approved by the members at the Annual General Meeting, the total outflow towards dividend on Equity shares for the year would be Rs. 1,731 lac (including dividend distribution tax) (Previous year: Rs. 753 lac)

Dividend Distribution Policy

The Company follows a Dividend Distribution Policy which aims to ensure fairness, sustainability and consistency in distributing profits to the shareholders.

COMPANY & DIVISIONAL PERFORMANCE

The statement of Standalone and Consolidated Financial Statements has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. The Company has adopted Ind AS with a transition date of 1st April, 2016.

A scheme of amalgamation between Proseal Closures Limited and your Company which was sanctioned by National Company Law Tribunal ("NCLT") on 16th March, 2017 became effective from 18th July, 2017, i.e. on filing of the certified order with the Registrar of Companies. The appointed date as per scheme was 1st April, 2015. The effect of amalgamation has been given in Financial Statements since the appointed date and the Standalone Financial Statement of current year as well as previous year includes the combined performance of your Company and the erstwhile Proseal Closures Ltd.



Post applicability of Goods and Service Tax (GST) with effect from 1st July, 2017, Revenue from Operations is required to be disclosed net of GST in accordance with the requirements of Ind AS. Accordingly the revenue from operations for the year ended 31st March, 2018 reported is inclusive of Excise Duty for the period up to 30th June, 2017. Whereas the revenue from operation in the corresponding previous period presented in the financial statements is inclusive of Excise Duty for the whole year. Hence the current year figures are not exactly comparable with the previous period. However for better understanding of the members, the Company and Divisional performance reported hereunder is net of excise duty.

Despite disruption of business activities post demonetization and during transition period to implementation of GST, overall performance of the Company was satisfactory. The Company successfully managed its' operation, retained most of its customers by satisfying their organic growth and add new customers. There was improvement in production and sales both in physical and value term. Riding on higher volumes and better exchange rates, net revenue after excise duty from operations grew by 11% from Rs. 38,606 Lac during the previous year to Rs. 42,775 Lac during the current year. The Company earned profit before tax of Rs. 3,261 Lac as against Rs. 2,846 Lac during the previous year. Net profit after tax was higher by 16%, at Rs. 2,150 Lac, as against a net profit of Rs. 1,846 Lac in the previous year.

Steel Drum Closure Division – Mumbai

Post imposition of minimum import price (MIP) by the Government, there was sharp increase in steel prices by the domestic steel manufacturers during the last one year. However the Company due to buoyancy in demand managed to pass on the increased cost partially to its customers. With additional export orders from foreign promoter company, depreciation of Indian Rupee versus USD and improvement in operating efficiencies helped the Division to post better earnings.

Division has recorded revenue of Rs. 8,919 Lac (net revenue after central excise duty) and profit before tax of Rs. 188 Lac (after providing for exceptional expence of Rs. 195 lac) during the current year as against Rs. 7,343 Lac (net revenue after central excise duty) and profit before tax of Rs. 10 Lac (after providing for exceptional expence of Rs. 38 lac) respectively achieved during the previous year.

Steel Drum Closure Division – Bangalore

Proseal Closures Ltd., ("PCL") a 100% subsidiary of your company amalgamated with the Company with effect from 18th July, 2017. Appointed date as per the Scheme of Amalgamation being 1st April, 2015, financials of the Company reported for current year as well previous year includes the performance of PCL. Post amalgamation the PCL has become a Division of your company. Division manufactures wide range of closures viz. Drum Closures, Levers & Latches, Locking Rings and Rubber Gaskets for critical operations. Products manufactured by the Division are well accepted by domestic and overseas market for its quality and command a premium. The Division is one of the leading and competitive producers for some of its product range. Division has recorded revenue of Rs. 9,375 Lac (net revenue after central excise duty) and profit before tax of Rs. 1,709 Lac during the current year as against Rs. 8,563 Lac (net revenue after central excise duty) and profit before tax of Rs. 1,572 Lac respectively achieved during the previous year.

Plastic Container Division – Mumbai

Despite disruptions during transition to Good & Service Tax (GST), Division processed higher tonnage of polymers as compared to previous year due to improvement in product cycle time and demand for company's product from existing and new customers. Better sales realization and strict control on procurement costs of imported polymers helped the Company to post better earnings. The Division has undertaken a capacity expansion of Valerex 200 drums to cater to the organic growth of its existing customers. Division has recorded revenue of Rs.15,239 Lac (net revenue after central excise duty) and profit before Tax of Rs. 1,270 Lac during the current year as against Rs. 14,654 Lac (net revenue after central excise duty) and profit before tax of Rs. 1,112 Lac respectively achieved during the previous year.

Plastic Container Division – Chennai

Division continued its efforts on improving the production efficiencies by improving cycle time across the product segments, cutting down on operating costs and regaining lost customers. Higher production and sale of V200 drums helped the Division to achieve higher sales. However frequent break down in "Kautex" LBM machine impacted the overall volumes and had negatively effect on its earnings. Division has recorded revenue of Rs.4,484 Lac (net revenue after central excise duty) and loss of Rs. 33 Lac during the current year as against Rs. 4,254 Lac (net revenue after central excise duty) and profit before tax of Rs. 36 Lac respectively achieved during the previous year.

Plastic Container Division – Dehradun

Division kept thrust on achieving higher capacity utilization, optimizing cost and adding new customers with uninterrupted supplies and service levels. Increased sale of Large Blow Molded drums at competitive price though helped to post higher revenue, margins came under pressure. Division has recorded revenue of Rs. 4,758 Lac (net revenue after central excise duty) and profit before Tax of Rs. 127 Lac during the current year as against Rs. 3,792 Lac (net revenue after central excise duty) and profit before tax of Rs. 116 Lac respectively achieved during the previous year.

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The Company has started work on green field project for manufacturing Plastic Containers at Dahej-3 in Gujarat and is in the process of getting necessary permissions and statutory clearance. The construction of factory building will commence soon and production from this unit is expected from first quarter of 2020.

COMMENTS ON QUALIFICATION, RESERVATION OR REMARKS IN AUDIT REPORT

Comments by Statutory Auditors

M/s. Walker Chandio & Co. LLP, the statutory auditors has qualified their report on Standalone and Consolidated Financial statements for non-provisioning of interest expenses amounting to Rs.164 Lac on a loan from M/s. Balmer Lawrie & Co. Limited (BL) in accordance with terms of such loan agreement. According to Statutory auditors there is overstatement of net profit and understatement of current liabilities to that extent.

M/s. Walker Chandio & Co. LLP, the statutory auditors has further qualified their report on Standalone Financial Statements for non-provisioning of diminution in value of investment amounting to Rs.1,818 Lac in joint venture Company viz., Transafe Service Limited (TSL) due to significant accumulated losses and erosion of net worth of TSL.

M/s. Walker Chandio & Co. LLP, the statutory auditors has further qualified their report on Consolidated Financial Statements for TSL preparing financial statements on a going concern basis despite accumulated losses and complete erosion of its net worth.

Board's Response

The Company had made a strategic investment by acquiring 11,361,999 Equity Shares of TSL in 2009 by availing 100% loan from BL. Subsequent to this investment, TSL has continuously reported losses. Consequent to losses and erosion of net worth, the value of investment held by the Company has also become negative.

However the Company is of the view that the Company's financial interest are protected even in the unlikely event of net worth of TSL being not restored as per clause 1.3 of the Loan Agreement dated July 31, 2009 executed between Company as "Borrower" and BL as "Lenders" confirms that erosion in value of investment will have no financial impact on the Company.

A legal opinion was sought and the Company was advised that as per the clause 1.3 of the Loan Agreement the loan availed by the Company from BL is a non recourse loan and therefore there will be no loan repayment liability on the Company after the expiry of period of 60 months. Validity of the said agreement has been extended up to 120 months from the date of disbursement.

Company after written communication to BL, has stopped accruing liability in books and has not paid any interest on this loan since 1st April, 2010. BL as lender has also not raised any claim for interest so far.

Since the loan is a non recourse, the Company is neither liable for re-payment of loan / interest nor provide for diminution in value of investment. Both Investment in shares and Loan liability should get offset at the end of loan period.

Company and TSL expected unification of markets, improvement of business conditions and demand for an organized player in logistic segment post introduction of GST. However the Company continues to suffer due to non-availability of working capital to finance the execution of orders on hand. Due to non-servicing of interest the accounts with all banks have become non-standard and is facing a severe fund crunch. TSL has been negotiating with various lenders for capital infusion and providing working capital to turn operations around.

SUBSIDIARIES, JOINT VENTURES AND CONSOLIDATED FINANCIAL STATEMENTS

Subsidiary Company

Proseal Closures Limited (PCL), a 100% subsidiary till last financial year has amalgamated with the company since 18th July, 2017 i.e. the date of filing of order of National Company Law Tribunal (NCLT) with the Registrar of Companies (ROC). Standalone Financial statements of current year and previous year include the combined financials of your Company and the erstwhile PCL.

Joint Venture

Company holds 11,361,999 Equity shares of Rs.10 each, representing 50% of the total shareholding of Transafe Services Limited (TSL) with Balmer Lawrie & Co. Ltd., holding the remaining 50% of the shareholding. The JV has been passing through rough phase post discovery of accounting and financial irregularities in 2010. Amid economic slowdown and poor financial performance the company's efforts to turnaround has failed to yield results and the Company has been facing severe cash crunch with banks holding back the facilities with accounts declared non-standard.

JV partners have been making efforts to rope in a strategic partner who can infuse much needed funds to restructure banking facilities by one time settlement and adequate working capital to bring back the operations to normal.

Total Revenue from operations during the year was Rs. 3,429 Lac as against Rs. 5,682 Lac in the previous year. JV Company has reported a net loss after tax of Rs. 2,116 Lac as against Rs. 1,078 Lac in the previous year.

Pursuant to Section 129(3) of the Companies Act, 2013 ("the Act") salient features of the financial statement of TSL in prescribed Form AOC-1 is annexed herewith as "Annexure- A" and forms the part of Board's Report.



The Consolidated Financial Statements of the Company and its' Joint Venture Transafe Services Ltd., prepared in accordance with Indian Accounting Standard notified under the Companies (Indian Accounting Standard) Rules, 2015 ("Ind AS") forms part of the Annual Report and are reflected in Consolidated Financial Statements of the Company.

PUBLIC DEPOSITS

The Company has not accepted or renewed any public deposits during the financial period under review.

SHARE CAPITAL

Pursuant to amalgamation of Subsidiary Company i.e. Proseal Closures Ltd. with your Company, the Authorised Share Capital has increased from Rs. 1,850 Lac to Rs. 1,900 Lac. The Company has not issued any fresh share capital during the financial year under review. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor Sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company. As on 31st March, 2018 Mr. Srikumar Menon, an Independent Director holds 150 (0.001 percent) Equity shares of the Company. No other directors hold any shares in the Company.

LOANS, ADVANCES, GUARANTEES AND INVESTMENTS

The company has not given any loans or corporate guarantees or provided any security to and on behalf of companies, firms or other parties covered under Section 186 of the Act. The Company has not made investments during the financial year under review.

RELATED PARTY TRANSACTIONS

All transactions entered into with the Related Parties in terms of Section 2(76) and Section 188 of the Act during the financial year were in the ordinary course of business, commercially negotiated with due considerations to volumes, market conditions, geographical locations, competition, selling prices prevailing in those markets and on arm's length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant Related Party Transactions made by the Company during the year that would have required shareholder's approval.

All Related Party Transactions are placed before the audit committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee and Board for its review on quarterly basis, specifying the nature, value and the terms and conditions.

Details of Related Party Transactions are provided in the notes to the accompanying financial statements and disclosed in form AOC-2 annexed herewith as "Annexure-B" forming part of the Board's Report pursuant to Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014

UNCLAIMED DIVIDEND & TRANSFER OF SHARES TO IEPF AUTHORITY

During the year, dividend amounting to Rs.1.73 Lac that had not been claimed by the shareholders for the year ended 31st March, 2010, was transferred to the credit of Investor Education and Protection Fund as required under Section 124 and 125 of the Companies Act, 2013. As on 31st March, 2018, dividend amounting to Rs. 31.01 Lac has not been claimed by shareholders of the Company. Shareholders are required to lodge their claims either with Company or the Registrar, SHAREX Dynamic (India) Private Ltd., for unclaimed dividend. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on 21st September, 2017 (date of the last Annual General Meeting) on the website of the Company, www.blvindia.com and the same is also available on the website of the Ministry of Corporate Affairs, www.mca.gov.in.

Pursuant to the provisions of Section 124(6) of the Act read with the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016 as amended ("the IEPF Rules"), 111,752 shares in respect of which dividend had remained un-paid/un-claimed for the financial year 2009-10 and all subsequent years thereafter have been transferred by the Company to the Authority after giving necessary intimation to the members in pursuance of the IEPF Rules.

A list of such shares transferred is available on the websites of the Company, www.blvindia.com and the same is also available on the website of the Ministry of Corporate Affairs, www.mca.gov.in.

Shares transferred to IEPF Authority including the unclaimed dividend and the benefits accruing on such shares, if any, can be claimed back by the members from the IEPF Authority after following the procedures prescribed under IEPF Rules, available on the website of the Ministry of Corporate Affairs, www.mca.gov.in.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. Appointment & Resignation

During the year Mr. Kannan Ananthakrishnan and Mr. D. Sothi Selvam, the retiring directors, were re-appointed as Non Executive Nominee Directors at the 57th Annual General Meeting held on 21st September, 2017.

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During the year Ms. Manjusha Bhatnagar and Mr. Kannan Ananthakrishnan resigned as Non Executive Nominee Director of the Company with effect from 7th March, 2018 and 27th March, 2018 respectively, pursuant to withdrawal of nomination by their nominating companies. The Directors wish to place on record their sincere appreciation of the significant contribution made by Ms. Manjusha Bhatnagar and Mr. Kannan Ananthakrishnan during their tenure as Director of the Company, particularly in HR/IR function and development of business strategy respectively.

Mr. Girish Pundlik, who was appointed as Chief Executive Officer and Key Managerial Person of the Company with effect from 7th July, 2016, pursuant to Article 126 of the Articles of Association of the Company and provisions of Section 161 of the Act, has been nominated as "Nominee Director" by Balmer Lawrie & Co. Ltd. to act as their representative on the Board and Managing Director of the Company for three years with effect from 1st April, 2018. In accordance with the Articles of Association, the Managing Director is not liable to retire by rotation. Members are requested to refer to item no. 6 of the AGM notice and the explanatory statement for details of his qualification and experience.

In accordance with the provisions of Section 152 of the Act and Article 152 of the Articles of Association of the Company, Mr. Prabal Basu and Mrs. Cristina Zeitz retires by rotation and is eligible for re-appointment.

In accordance with Article 126 of the Articles of Association of the Company, Greif International Holding B.V. has withdrawn the nomination of Mr. Reinier C Hietink as Director and Chairman on the Board of the Company with effect from 18th July, 2018. And has proposed nomination of Mr. Hari Krishna Kumar, Division President, Greif Flexible Products and Services and Mr. Jaime Moreno Marin, Global technical Manager, Tri-sure, to be appointed as Additional Directors after completion of procedure under Section 152 of the Act.

In terms of Section 203 of the Act the following were the Key Managerial personnel (KMP) of the Company as on 31st March, 2018.

Mr. Girish Pundlik, Chief Executive Officer (appointed as Managing Director from 1st April, 2018)

Mr. Sanjay Datta, Chief Financial Officer

Mr. Rajesh Juthani, Company Secretary

No KMP has been appointed or retired or resigned during the year.

All the Directors of the Company have confirmed that they are not disqualified in terms of Section 164 of the Act.

2. Composition of the Board

The Board of Directors, along with its Committees, provides leadership and guidance to the management and supervises the performance of the Company thereby protect and enhance the stakeholder value. The Company has an engaged and well informed Board with qualification and experience in diverse areas. The Board composition is in conformity with the Act.

The Board of Directors, as on 31st March, 2018, comprised of 6 Directors (all Non-Executive). The Company has Non-Executive Chairman, 2 Independent Directors, 1 Women Director and 2 Non Executive Nominee Directors. Mr. Girish Pundlik has been appointed as Managing Director with effect from 1st April, 2018. None of the Directors are related to each other. None of the Directors hold office in more than 20 companies and in more than 10 public companies.

None of the Directors on the Board is member of more than 10 Committees and Chairperson of more than 5 mandatory Committees.

3. Independent Directors

Independent Directors of the Company have been appointed as per the provisions of the Act.

Independent Directors hold office for a term of five years from the date of their appointment or completion of 75 years whichever is earlier. They are not liable to retire by rotation, in terms of Section 149(13) of the Act.

Both Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 7th March, 2018 as required under Schedule IV to the Act (Code for Independent Directors). At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company taking the views of the Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board necessary for the Board to effectively and reasonably perform its' duties.

Both Independent Directors of the Company attended the Meeting.



4. Category and Attendance of Directors

The Composition and category of Directors as on 31st March, 2018, their attendance at the Board Meetings held during the year and at Annual General Meeting held on 21st September, 2017 as also the number of Directorship and committee position held by them in public companies are given below.

Name of Director	Category	No. of Board Meeting attended during 2017-18	Attendance at the 57th AGM held on 21st September, 2017	No. of Directorship as on 31.03.2018		No. of Committee position in Mandatory Committees** as on 31.03.2018	
				Chairperson	Member	Chairperson	Member
Mr. Reinier Hietink, Chairman (DIN:02063924) Resigned w.e.f. 18.07.2018	NEND	5	Yes	1	—	—	—
Mr. K. Ananthakrishnan (DIN:05281184) Resigned w.e.f. 27.03.2018	NEND	4	Yes	—	—	—	—
Mrs. Cristina Zeitz (DIN:07146615)	NEND	2	Yes	—	1	—	—
Mr. Prabal Basu (DIN:06414341)	NEND	4	Yes	1	1	1	1
Mr. D. Sothi Selvam (DIN:07038156)	NEND	5	Yes	—	2	—	2
Ms. Manjusha Bhatnagar (DIN:07059799) Resigned w.e.f. 07.03.2018	NEND	4	Yes	—	—	—	—
Mr. Srikumar Menon (DIN:00470254)	NEID	5	Yes	—	3	1	—
Mr. Jozef M Casparie (DIN:07168391)	NEID	4	Yes	—	1	—	1

NEND-Non Executive Nominee Director

NEID- Non Executive Independent Director

* includes Balmer Lawrie-Van Leer Ltd. Excludes Associations, Private Limited Companies, Foreign Companies, Govt. Bodies and Companies under Section 8 of the Act are not considered.

** Includes Audit and Stakeholders Relationship Committee.

The Company held 5 Board meeting during the year 2017-18 on 12th May, 2017; 6th July, 2017; 21st September, 2017; 19th December, 2017 and 7th March, 2018.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

APPOINTMENT

As per Articles of Association of the Company unless otherwise determined by the Company in general meeting the number of Directors shall not be less than six and not more than twelve excluding Debenture Director, if any.

Further as per Articles of Association so long Greif International Holding B.V., Amsterdam and Balmer Lawrie & Co. Limited, Kolkata, continue to hold together more than 50% of the Paid up Equity Capital of the Company, each are entitled to nominate one or more Director on the Board of the Company from time to time. The Directors so appointed / nominated shall hold office until with-drawl of nomination or expiry of terms of appointment.

Further as long as Greif International Holding B.V. holds more than 25% of the Total Paid up Equity Capital of the Company, is entitled to appoint any of their nominee Directors as Chairman of the Board. Similarly as long as Balmer Lawrie & Co. Ltd. holds more than 25% of the Total Paid up Equity Capital of the Company is entitled to appoint any of their nominee Director as the Managing Director or Vice Chairman of the Company.

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Both Greif International Holding B.V. and Balmer Lawrie & Co. Ltd. hold 47.91% each in total paid up equity capital of the Company. Both have nominated three Directors each on the Board of the Company. Directors other than Chairman and the Managing Director are subject to retirement by rotation as per the provisions of the Companies Act.

The Nomination & Remuneration Committee ("NRC") is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The NRC conducts a gap analysis in Board composition each time a Director's appointment or re-appointment is required. The NRC Committee is responsible for reviewing the profiles of potential candidate's vis-à-vis the required competencies and meeting the potential candidates, prior to making recommendations of their appointment on the Board.

The NRC has formulated the criteria for determining qualifications, attributes and independence of Directors in terms of the provisions of the Act.

Qualifications

A transparent nomination process is adopted which encourages diversity of thought, experience, knowledge, age and gender. It is generally ensured that the Board has diversity with an appropriate blend of functional and industry expertise. While recommending the appointment of Director, the NRC considers the functional and domain expertise of the individual necessary to discharge board functions effectively and contribute to the overall skill mix of the Board.

Positive attributes

In addition to the duties as prescribed by the Act, the Directors on the Board of the Company are also required to demonstrate high standards of ethical behavior, strong inter-personal and communication skills and soundness of judgment. Independent Directors are additionally expected to abide by the "Code for Independent Directors" as outlined in Schedule IV of the Act.

Independence

A Director will be considered as an Independent, if he / she meets the criteria of "Independence Director" as laid down in the Act and Rules made there under.

REMUNERATION

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the provisions of the Act.

The Managing Director, Key Managerial Personnel and Senior Managers are normally paid remuneration by way of monthly salary, benefits, allowances, perquisites and performance based commission/ incentive subject to the limits specified by the Companies Act, 2013. Remuneration including annual increment is approved by the Board based on the recommendation of the Nomination and Remuneration Committee.

No sitting fee is paid to Managing Director or any other Non Executive Directors. Independent Directors are paid sitting fees of Rs.10, 000/- for attending every Board/ Committee meetings and are not entitled to any other remuneration.

BOARD EVALUATION

Pursuant to the applicable Provisions of the Act, the Board carried out an evaluation of its own performance, of individual Directors and the working of its Committees. The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its' committees and individual Directors. Accordingly the performance was evaluated by seeking input from all Directors.

The Board's functioning was evaluated on various aspects including inter alia size/ structure/composition of the Board (qualifications, experience, competency of Directors, diversity in Board etc.), Meetings of the Board (frequency, attendance, agenda, discussion and dissent, recording of minutes etc.), functions of the Board (strategy and performance evaluation, corporate culture and values, governance and compliances, evaluate and address risks, review of Board evaluation, evaluation of management's function and feedback, effectiveness of Board process etc.).

Individual Directors were evaluated on aspects like professional qualification, prior experience especially experience relevant to the Company, knowledge on finance and accounts, competency, availability and attendance, participation, integrity, independence and guidance to the management. The Chairman was also evaluated on aspects of his role (effectiveness of leadership, ability to steer and conduct meetings, impartiality, ability to keep all stakeholders interest in mind etc.) and effectiveness as Chairman.

The Board Committees were evaluated on aspects like mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings; attendance, agenda, discussion and dissent; recording of minutes; independence for the Board; contribution to the decision making process and quality of relationship with members of Board and management.



COMMITTEES OF THE BOARD

The Board has constituted following Committees represented by a combination of Non-Executive, Independent Directors and Company officers.

AUDIT COMMITTEE

Terms of Reference

The Audit Committee function is governed by the terms of reference which outlines the composition, scope, authorities, roles and responsibilities. Committee deliberates on the matter referred to it by the Board and all the decisions/recommendations of the Committee are placed before the Board for its approval. The minutes of each Audit Committee meetings are placed at the next meeting of the Board for noting.

Composition and Attendance during the year

Audit Committee is constituted in accordance with the provisions of Section 177 of the Act. All the members of Audit Committee are financially literate, with Mr. Srikumar Menon as Chairperson of the Committee, having proficiency in finance, accounting and management. Company Secretary acts as Secretary to the Committee.

Audit Committee met four times during the year on 12th May, 2017; 5th July, 2017; 19th December, 2017 and 17th March, 2018. The meetings of the Audit Committee are usually attended by Chief Executive Officer, Chief Financial Officer, Company Secretary and representatives of the Internal and Statutory Auditors. The Business and Unit Heads are invited for the meeting, when required. There was no change in composition of the Committee during the year.

The composition of the Audit Committee and the details of meeting attended by the Directors are given below:

Name of the Member	Category	No. of Meetings Attended	Attendance at AGM held on 21.09.2017
Mr. Srikumar Menon, Chairperson	Non-Executive Independent Director	4	Yes
Mr. Prabal Basu, Member	Non-Executive Nominee Director	3	Yes
Mr. Jozef M Casparie, Member	Non-Executive Independent Director	3	Yes

NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The terms of reference of Nomination and Remuneration Committee (NRC) are as follows:

- To identify eligible and qualified person for Directorship, senior management team
- To lay down criteria for selection of Director, KMP and senior managers
- To formulate compensation policy for Directors, Key Managerial Personnel and other Employees
- To formulate the criteria for evaluation of Board and Independent Director, evaluate the performance and suggest action for improvements.
- To recommend to the Board regarding appointment, continuation, extension, removal, compensation and annual increments to Managing Director, KMP, senior employees.
- To work and guide Board on succession plan.

Composition and Attendance during the year

The NRC is constituted in accordance with the provisions of Section 178 (1) of the Act. Mr. Prabal Basu is the Chairman of the Committee and Company Secretary acts as the Secretary to the Committee. There was no change in composition of the Committee during the year.

The Committee met two times during the year on 7th July, 2017 and 7th March, 2018.

The composition of the NRC Committee and the details of meeting attended by the Directors are given below:

Name of the Director	Category	No. of Meetings Attended
Mr. Prabal Basu, Chairperson	Non-Executive Nominee Director	2
Mr. Reinier Hietink, Member	Non-Executive Nominee Director	2
Mr. Srikumar Menon, Member	Non-Executive Independent Director	2
Mr. Jozef M Casparie, Member	Non-Executive Independent Director	1

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CORPORATE SOCIAL RESPONSIBILITY COMMITTEE & INITIATIVES

Terms of Reference

The terms of reference of Corporate Social Responsibility Committee (CSR) are as under:

- Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount to be spent on the CSR activities.
- Monitor the Company's CSR Policy periodically.
- Oversee the Company's conduct with regard to its Corporate and societal obligations and its reputation as a responsible corporate citizen.
- Oversee activities impacting the quality of life of various stakeholders.
- Monitor the CSR Policy and expenditure of material subsidiaries.
- Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. The Annual Report on CSR Activities which forms part of the Director's Report is annexed as "Annexure C" to this report.

Composition and Attendance during the year

The CSR Committee of the Company is constituted in accordance with the provisions of Section 135 of the Act.

The Committee met once during the year on 7th March, 2018.

The composition of the CSR Committee and the details of the Meetings attended by the Directors are given below:

Name of the Director	Category	No. of Meetings Attended
Mr. Jozef M Casparie, Chairperson	Non-Executive Independent Director	1
Mr. Reinier Hietink, Member	Non-Executive Nominee Director	1
Mr. Prabal Basu, Member	Non-Executive Nominee Director	1
Mr. D Sothi Selvam, Member	Non-Executive Nominee Director	1

STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of Reference

The terms of reference of the Stakeholders Relationship Committee (SRC) are as follows:

- Oversee and review all matters related to the transfer of shares
- Approve issue of duplicate share certificates against share certificates reported as lost, torn, mutilated, destroyed, re-materialization, sub-division, consolidation etc. as and when requested by investor(s).
- Review movements in shareholding and ownership structure of the Company
- Oversee compliance in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Oversee compliance in respect of transfer of shares to the Investor Education and Protection Fund in accordance with the provisions of the Act and Rules made there under as applicable from time to time.
- Review the status and resolve the grievance of the shareholder, if any, with respect to transfer of shares, transmission, non-receipt of dividend, annual report etc.,
- Oversee statutory compliance relating to shareholders.

Composition and Attendance during the year

The SRC is constituted in accordance with the provisions of Section 178 (2) of the Act. Mr. Prabal Basu is the Chairman of the Committee and Company Secretary acts as Secretary to the Committee. There was no change in composition of the Committee during the year.

The Committee met five times during the year on 12th May, 2017; 7th July, 2017; 21st September, 2017; 19th December, 2017 and 7th March, 2018.



The composition of the SRC Committee and the details of meeting attended by the Directors are given below:

Name of the Director	Category	No. of Meetings Attended
Mr. Prabal Basu, Chairperson	Non-Executive Nominee Director	5
Mr. D. Sothi Selvam, Member	Non-Executive Nominee Director	5

In addition to SRC the Board has constituted a committee of officers consisting of Company Secretary Mr. Rajesh Juthani, Company Secretary and Mr. Prashant Mujumdar, Dy. General Manager (Costing & MIS) primarily to approve the physical share transfers and endorse the share certificate received for transfer.

The Share Transfer Committee during the year met ten times on 17th April, 2017; 4th July, 2017; 18th July, 2017; 12th September, 2017; 14th November, 2017; 21st November, 2017; 11th December, 2017; 4th January, 2018; 6th February, 2018 and 13th February, 2018 and approved transfer for 714 physical shares.

There were no valid Share Transfers or investor grievances pending as on March 31, 2018.

DIRECTORS RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance system established and maintained by the Company, work performed by internal, statutory and Secretarial auditor, including audit of the internal finance controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

Accordingly pursuant to Section 134 (3) (c) and 134 (5) of the Act, the Board of Directors to the best of their knowledge and understanding confirms that:

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed along with the proper explanation where ever material departures;
- II. The Management has selected such accounting policies and applied them consistently and made judgments and estimates that are 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 and profit and loss of the Company for that period;
- III. The Management has taken proper and sufficient care for the maintenance of proper and 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 irregularities;
- IV. The Management has prepared the accounts on a going concern basis;
- V. The Management has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- VI. The Management has devised a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and is operating efficiently.

STATUTORY AUDITORS

At 55th Adjourned Annual General Meeting held on 9th September, 2015, M/s. Walker Chandio & Co. LLP Chartered Accountants, (Firm Registration No. 001076N/N500013) were appointed as Statutory Auditors of the Company for a period of three years i.e. until the conclusion of the 58th Annual General Meeting. As per the provisions of section 139 (1) of the Companies Act, 2013 the firm is eligible for re-appointment for second term of 5 consecutive years. The company has obtained from statutory auditors necessary consent and confirmation as required under Section 141 of the Companies Act, 2013 and the Rules made there under.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Auditor's Report does not have any adverse remarks with respect to following procedures as per Secretarial Standard. The Secretarial Audit Report for the Financial Year 2017-18 is annexed to this Report as Annexure D.

VIGIL MECHANISM POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal vigil mechanism to employees and other stakeholders to report their concerns about generic grievances, misconduct, actual or suspected fraud, misappropriation of funds / assets or violation of code

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of conduct or ethical issues. The Policy provides for adequate safeguards against the victimization of employees for providing the information and the whistle blower has direct access to the Chairman of the Audit Committee. During the financial year no case was brought to the notice of the Chairman of the Audit Committee. The Whistle Blower Policy is available on the Company's website at <http://www.blvlindia.com>

RISK MANAGEMENT POLICY

The Company has in place a Risk Management framework to identify, assess, evaluate, monitor business risks/challenges and takes corrective action either to mitigate the risks or minimize the impact. The Enterprise risks for the Company are reviewed by the Management and presented to the Board for review and guidance. The Risk Management Policy, pursuant to Section 134 of the Act, has been adopted based on framework. The Board engages in the Risk Management process and has set a review mechanism to monitor the progress on the initiative for all major risk which may have bearing on the sustainability of the Company. The Risk Register is updated periodically to ensure that the risk relevant at any point in time and corresponding mitigation measure is effective. This enables the Company to maintain the risk profile at an acceptable level in rapidly changing environment.

Audit Committee guides the Risk Management Committee and ensures that the Company is taking appropriate measures at right time to achieve prudent balance between risk and reward in both existing and new business. The Audit Committee periodically reviews the strategic decisions and evaluate Company's portfolio of risks as against the Company's Risk appetite. The Committee recommends changes in framework whenever necessary.

Board and Audit Committee periodically reviews the performance against the identified risks, provide guidance on formulating strategy towards identifying new and emergent risks which may have material impact on the performance or long term sustainability and reviews the Risk Management Policy and structure.

Some of the risks associated identified and measures taken are as under:

Business cyclical risks arising out of economic slowdown due to change in government policies at home and globally, escalation of geo political tensions or political in-stability. Board and Management periodically review the situation, weigh the risk-reward ratio and commit the business accordingly.

Company's significant dependence on Joint venture partners for sale of Closures and few big customers in oil & lube, soft drink and spice oil segment in case of Plastic drums. Company has taken initiatives to increase sales to non promoter entities, diversify industry segments and broaden the customers.

Company dependency on single supplier for HMHDPE and recent trends of consolidation of capacities in steel sector can impact the margins.

Every business has inherent risk of loss of customers, reduction in market share and erosion of margin due to competition and new entrants. The Company has undertaken initiatives to enhance existing production capacities reduce operational costs and improve product offerings, customer service and value proposition.

Performance of Drum Closure Division depends on exports and import of polymer in case of Plastic Division. Volatile foreign exchange rates impact the performance in significant way. Company follows the policy of hedging at least 50 percent of its net exposure by taking forward cover from banks.

There has been significant increase in compliance requirements under various acts and statute over the last few years. Non compliance of such statutory requirements can adversely affect the sustainability of the Company's operation and can have financial implication. Compliance is regularly monitored by the Management, the Internal Auditors, and Audit Committee. The compliance is also reviewed periodically by the Board.

HUMAN RESOURCE

Company considers its human resource as the most important asset. Your Company has adopted an employee friendly HR process to provide growth and personal development opportunities to all without discrimination. The Company's HR Policy encourages talent acquisition and retention process, ensure transparency and facilitate development, building trust and encourage performance oriented environment. Emphasis is given to employees' attending in-house and external training programs necessary to keep themselves updated on current affairs, best industry practices, high performance standards and enrichment of professional knowledge/skill.

Company provide opportunities for developing technical skill and expertise by organizing visits of employees to overseas plants, trade expo and conferences related to their work. Company believes in fair compensation to its employees based on individual and Company performance. Compensation include fixed and variable component linked to Key Result Areas (KRA) score

Joint Venture Partners provide continuous support by organizing in house training programs on operation excellence, commercial excellence, functional expertise and improvement of working environment.

Company has well documented and updated policies to prevent discrimination and sexual harassment. To prevent wrong doings the Company has adopted a whistle blower policy.

Industrial relations remained cordial at all locations. Long term wage settlement is done at all locations with permanent workmen either



through negotiation or mutual understanding. Your Company always keeps the interest of local people in mind while making addition to workmen strength.

ENVIRONMENT HEALTH AND SAFETY

Safety of the people processes and environment is one of the top priority areas for the Company. The Company has taken a challenge to ensure zero accidents or injuries to its employees, contract workforce and the communities in which it operates. Each minor or major accident is analyzed into reasons, corrective actions taken and closely monitored to avoid re-occurrence. The Company regularly organizes safety training program in house to bring awareness and emphasize on adhering the health and safety standards. The Company has been working on automation in various manufacturing processes to eliminate safety concern associated with human error and non-adherence to safety standards and practices. The Board reviews the performance against set standards and guides on deficiencies and corrective actions, if any. A surveillance audit under ISO 9001 is held by an external agency.

To promote pollution control, the Company has deployed effluent treatment plant wherever required and is working on mission of zero liquid discharge. Company has set up a zero discharge plants at Bangalore and is treating the water for re-use. Hazardous wastes generated are handled and disposed off in the manner prescribed by the statutory authorities.

All the manufacturing units continue to be fully compliant with applicable local environmental regulations and have necessary consent for emission of effluents and disposal of hazardous wastes.

The Company has begun work on switching over to green energy by drawing power from a renewable energy.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company's internal control policies and procedures including delegation of authorities and authority levels have been designed to provide reasonable assurance of compliance with various policies, practices and statutes keeping in mind the size of the organization, pace of growth, and achieving the Company's objective efficiently and economically. The internal controls, risk management and governance processes are reviewed for their adequacy and effectiveness through periodic audits by the Internal and Statutory Auditors. Risk based internal audit plan is approved by the Audit Committee. Periodic reports are reviewed by the Audit Committee at its meeting and monitor actions initiated on earlier internal audit recommendations.

Company's internal control systems are designed to ensure:

- Accuracy and completeness of the Accounting records in compliance with applicable accounting standards
- Adherence to Company's policies
- Timely preparation of reliable financial / operational information
- Orderly and efficient conduct of the Company's business
- Compliance with applicable laws, statutes, internal procedures and practices
- Safe guard of assets and their proper usage
- Prevention and detection of frauds and errors.

These controls were reviewed by the internal auditors and the statutory auditors have confirmed in their report to the members that such controls are adequate and are operating effectively.

The Board reviews quarterly and annual performance reports in comparison with the budget and discuss the reasons for variances. Board approves the annual Revenue and capital expenditure Budget for all divisions and the Company.

DISCLOSURES

Material Changes and Commitments

During current year Proseal Closures Limited, a 100 percent subsidiary amalgamated with the Company effective from 18th July, 2017. Accordingly Audited Financial Statements and information given in Board's Report pertaining to previous year and current year are combined results of two companies.

Apart from the above, there were no material changes and commitments that occurred subsequent to the end of the financial year till the date of this report, which can affect the performance or sustainability of the Company.

Change in Nature of Business

There has been no change in the nature of business of the Company.

Significant and material orders by the Regulators or Courts or Tribunals impacting the Company's going concern status and operations in future

During the period under review, no significant and material orders are passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

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Disclosure under Section 22 of the Sexual Harassment of Women at workplace

Company's Policy on Prevention of Sexual Harassment of Women at Workplace provides for protection to women employees at work place from any misbehavior, misconduct or gender discrimination and also provide for prevention and redressal of complaints.

No complaint of any sort of harassments was reported during the financial year 2017-18.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Directors have devised proper system to ensure compliance with provisions of all applicable Secretarial Standards viz. The Secretarial Standard 1 on Board Meetings (SS-1), Secretarial Standard 2 on General Meetings (SS-2) and Secretarial Standard 3 on Dividends (SS-3) issued by the Institute of Company Secretaries of India and approved by the Central Government and that such system are adequate and operating effectively.

PARTICULARS OF EMPLOYEES

(Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended.

There are no employees drawing remuneration in excess of Rs.1.02 Cr. per annum or Rs.8.50 Lac per month as on 31st March, 2018.

Particulars of employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 are required to be annexed to the Board's Report. In accordance with the provisions of section 136 of the Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and other entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

EXTRACT OF ANNUAL RETURN

An extract of the Annual Return in Form MGT-9 in compliance with Section 92 of the Companies Act, 2013 read with applicable Rules made there under is annexed to this report as Annexure-E.

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

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 are annexed to this Report as Annexure-F.

ACKNOWLEDGEMENT

Board thanks its employees, shareholders, customers, vendors, service providers, bankers and other business associates for their continued commitment, support and patronage.

On behalf of the Board of Directors

GIRISH PUNDLIK
Managing Director
(DIN: 08099591)

PRABAL BASU
Director
(DIN: 06414341)

Place : Mumbai

Dated : 18 July, 2018.

**ANNEXURE: A****Form AOC – I**

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries / Associate companies / Joint ventures**Part “A”: Subsidiaries**

Pursuant to Scheme of Amalgamation approved by the NCLT, Proseal Closures Limited, a 100% subsidiary of the Company amalgamated with the Company effective 18th July, 2017. Appointed date as per Scheme of Amalgamation being 1st April, 2015, the Standalone and Consolidated Financial Statements of previous year and current year includes the combined performance of both companies.

The Company does not have any subsidiary as on March 31, 2018.

Part “B”: Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:**

Name of Associates/Joint Ventures	Transafe Services Limited
1. Latest audited Balance Sheet Date	31st March, 2018
2. Shares of Associate / Joint Ventures held by the company on the year end	
No. of shares.	1,13,61,999
Amount of Investment in Associates / Joint Venture (Rs. in lacs)	1,818
Extent of Holding %	50
3. Description of how there is significant influence	Company has right to appoint equal no. of Directors as other Joint Venture Partner
4. Reason why the Associate / Joint venture is not consolidated	Not Applicable
5. Net Worth attributable to Shareholding as per last audited Balance Sheet as at March 31, 2018 (Rs. in lacs)	(4,742)
6. Profit / (Loss) for the year (Rs. in lacs)	(1,056)
<i>i. Considered in Consolidation</i>	—
<i>ii. Not Considered in Consolidation</i>	(1,056)

- Names of Associates or Joint ventures which are yet to commence operations: **None**
- Names of Associates or Joint ventures which have been liquidated or sold during the year: **None**

For and on behalf of the Board of Directors

GIRISH PUNDLIK
Managing Director
(DIN: 08099591)

PRABAL BASU
Director
(DIN: 06414341)

Place : Mumbai

Dated : 18 July, 2018.

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ANNEXURE-B

FORM NO. AOC-2

Form for disclosures of particulars of contracts /arrangements entered into by the Company with related parties referred to in Section 188 (1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

[Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length process during the financial year 2017-18.

2. Details of material contracts or arrangements or transactions at arm's length basis:

(a) Name of the related parties and nature of relationship:

Refer Note No. 38 (I) of the Standalone Financial Statements annexed herewith.

(b) Nature of contracts/arrangements/ transactions:

Refer Note No.38 (II) of the Standalone Financial Statements for related party transactions.

(c) Duration of the Contract/arrangements/transactions:

Transactions are normal business transactions on an ongoing basis.

(d) Salient terms of the contracts or arrangements or transactions including the value, if any:

Sale/Purchase of Goods, Components, Services, Payment of lease rent / commission / Interest on loan, Re-imbursement of Expenses and other transactions as indicated in Note No. 38(II) of the Standalone Financial Statements annexed herewith.

(e) Date(s) of approval by the Board, if any:

Not specific approval of Board is required since these transactions were in the ordinary course of business and on arm's length basis.

(f) Amount paid as advances, if any:

Nil

For and on behalf of the Board of Directors

GIRISH PUNDLIK

Managing Director

(DIN: 08099591)

PRABAL BASU

Director

(DIN: 06414341)

Place : Mumbai

Dated : 18 July, 2018.



ANNEXURE: C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or program proposed to be undertaken and a reference to the web-link to the CSR policy and projects or program.

Corporate Social Responsibility is a Company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large. BLVL' CSR Policy is available on the Company's Website: www.blvlindia.com/policies/CSR-Policy.pdf

BLVL as a responsible corporate entity is mindful of its social responsibilities and is committed to make a positive contribution in the society. As a responsible corporate entity, BLVL constantly strive for opportunities of growth to meet the expectations of various stakeholders in a socially and environmentally responsible way by pursuing the concept of sustainable development with focus on the following:-

To take up program for the benefit of the communities in vicinity of its units or locations in enhancing the quality of life & economic well being of the local population.

To serve the socially and economically weak, disadvantaged, underprivileged and destitute sections of the Society regardless of race, color, sex, age, creed, national origin or religion with sole intention to make the group or individual self dependent and live life more meaningfully.

To extend humanitarian services in the community to further enhance the quality of life like health facilities, education, basic infrastructure facilities like water, electricity, roads etc., that have so far not been attended to or made available.

To create community goodwill, through its CSR initiatives and help to reinforce a positive & socially responsible image of BLVL as a corporate entity.

The CSR Committee has identified following activities to be undertaken under CSR initiatives in the sectors of:

- (i) Promoting preventive health care by (a) providing foods, Clothing and sponsoring medicines, assistance towards treatment of poor & needy patients;
 - (ii) Promoting Education by (a) providing books and payment of fees for education of under-privileged children and (b) providing funds for renovation of school buildings/classrooms or making available facility of potable water;
 - (iii) Empowering women by (a) alleviating their poverty by creating income generation alternatives for women living in urban slums; and (b) Providing Seed Capital Assistance for women's Federation and self-Help Groups in rural area to be used for construction of Sanitation Units and as soft loans for Income Generation activities.
 - (iv) Donation to Prime Minister's National Relief fund
2. Composition of the CSR Committee: The CSR Committee comprises of Mr. Jozef M Casparie as Chairman, Mr. Reinier Hietink, Mr. Prabal Basu and Mr. D Sothi Selvam as members.
 3. Average net profit of the Company for last three financial years: Rs. 1,861 lacs.
 4. Prescribed CSR Expenditure: Rs. 37 lacs
 5. Details of CSR spend for the financial year:
 - (a) Total CSR expense Amount Committed : Rs. 47 lacs
 - (b) Cumulative CSR expense Incurred : Rs. 23 lacs
 - (c) CSR amount Committed but to be spent [(a)-(b)] : Rs. 24 lacs
 - (d) Amount unspent, if any : Nil
 - (e) Manner in which the amount spent during the financial year is detailed below:

Company donated Rs.11 lacs to 'The Tilaknagar Sikshan Prasarak mandal', a registered public trust established in 1955 which is running a primary school, Junior College and a Gurukul at Dombivli (East), Dist. Thane. Total no. of students studying in school and college is 2957. The amount is to be utilized for re-development and construction of new school building.

Company has donated Rs.12 lacs to Premaanjali Foundation Trust, a registered charitable organization operating at Bangalore. The trust is working with the homeless and the underprivileged children below poverty line at Bangalore. Out of total donation Rs. 6 lacs is to be used for the project "Shaale" which aims to provide uniform, shoes, books, bags etc. to such students undergoing foundation training program at Montessori school and prepare them for school. Remaining Rs. 6 lacs is to be used for project "Antardrishti" which aim to empower visually impaired students by offering facilities required for pursuing their education beyond PUC and train/guide them for job placements.

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The utilization of funds for the right cause and intended use is being monitored by personal visits by Company officials and is reviewed by CSR committee.

6. Reason for not spending the amount at 5(d):

Donation of Rs. 24.0 Lac proposed for contribution to P.M National Relief Fund at year end did not materialized due to some technical reason. Amount has been transferred in the current year.

We state the implementation and monitoring of the CSR Policy is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Board of Directors

GIRISH PUNDLIK
Managing Director
(DIN: 08099591)

PRABAL BASU
Director
(DIN: 06414341)

Place : Mumbai

Dated : 18 July, 2018.



ANNEXURE: D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO. 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

To,
The Members,
Balmer Lawrie-Van Leer Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Balmer Lawrie- Van Leer Limited (here-in-after called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **Not Applicable**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **Not applicable**
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015
- (vi) Other Laws applicable to the Company;
 - 1. Factories Act, 1948 and The Maharashtra Factories Rules, 1963.
 - 2. The Employees Provident Fund Act, 1952
 - 3. The Employees State Insurance Act, 1948
 - 4. The Contract Labour (Regulation & Abolition) Act, 1970 & Rules 1971

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5. The Payment of Bonus Act, 1965
6. Employment Exchange Act, 1959
7. The Apprentice Act, 1961
8. Minimum Wages Act, 1948
9. Payment of Wages Act, 1936
10. The Industrial Employment (Standing) Order Act, 1946
11. Payment of Gratuity Act, 1972
12. Maternity Benefit Act, 1961
13. Maharashtra Labour Welfare Fund Act, 1953
14. Maharashtra Labour Welfare Fund Act, 1953
15. The Air (Prevention & Control of Pollution) Act, 1981 & The Water (Prevention & Control of Pollution) Act, 1975 and Rules there under.
16. Hazardous Waste (Management & Handling) Rules, 2000
17. Weights & Measurement Act

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

The company has complied with The IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 for financial Year 2017-18.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. All the decisions have been taken unanimously and no dissent recorded.

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

For **N L Bhatia & Associates**
UIN: P1996MH055800

Place: Mumbai
Date: 30th April, 2018

N L Bhatia
(Managing Partner)
FCS No.1176 / CP No.422



ANNEXURE: E

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2018

I. REGISTRATION AND OTHER DETAILS

CIN No.	U99999MH1962PLC012424
Registration Date	12th February, 1960
Name of the Company	Balmer Lawrie Van Leer Limited
ISIN No.	INE920D01015
Category/Sub-Category of the Company	Company limited by Shares
Address of the Registered Office & Contact details	D-195/2, TTC Industrial Area, MIDC Turbhe, Navi Mumbai- 400 705 Tel: + 91 22 6739 6400 Fax: + 91 22 6739 6436 E mail: rajesh_juthani@ blvindia.com
Whether Listed or not	De-listed with effect from 4th March, 2008
Registrar and Transfer Agents	SHAREX DYNAMIC (INDIA) PVT. LTD. Unit-1, Luthra Industrial Premises, 1st Floor, Safed Pool, Andheri-Kurla Road, Andheri (East), Mumbai-400 072 Telephone No: 2851 5606 / 2851 5644 / 2851 6338 Fax No : 2851 2885

II. BUSINESS ACTIVITIES CONTRIBUTING 10% OR MORE OF THE TOTAL TURNOVER OF THE COMPANY

Sl. No.	Name & Description of main Products	NIC Code of the Product	Annual Turnover in Rs. in lacs	% of total turnover of the Company
1	Manufacturing of Plastic articles for packing of goods (Plastic Containers/Liners)	22,203	25,174	57
2	Manufacturing of other basic Iron & Steel (Flanges & Plugs-Steel Drum Closures)	24,109	17,330	40
3	Manufacturing of Rubber Gaskets	22,199	1,219	3
	Total		43,723	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Shares held in / by the Company	Applicable Section of the Companies Act, 2013
1	Balmer Lawrie & Co. Limited, Balmer Lawrie House, 21, N.S. Road, Kolkata - 700 001	L15492WB1924GOI004835	Joint Venture Promoter Company	47.91	2(69)
2	Greif International Holding B.V. Bergseweg 6, 3633 AK Vreeland, The Netherlands	33065401	Joint Venture Promoter Company	47.91	2(69)
3	Transafe Services Limited, Balmer Lawrie House, Rear Building, 6th Floor, 21, N. S. Road, Kolkata - 700 001	U28992WB1990PLC050028	Associate (Joint Venture)	50.00	2(6)

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IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % of Total Equity)

I) Category wise Share Holding

Category	No of Shares held at the beginning of the Year (As on April 1, 2017)				No. of Shares held at the end of the Year (As on March 31, 2018)				% change during the Year
	Electronic	Paper	Total	% of Total	Electronic	Paper	Total	% of Total	
A. Promoters									
Indian	7,501,277	1,100,000	8,601,277	47.913	7,501,277	1,100,000	8,601,277	47.913	Nil
Foreign	1,067,465	7,533,817	8,601,282	47.913	1,067,465	7,533,817	8,601,282	47.913	Nil
Total - A	8,568,742	8,633,817	17,202,559	95.826	8,568,742	8,633,817	17,202,559	95.826	Nil
B. Public Shareholding									
a) Institutions									
Mutual Funds	—	4,850	4,850	0.03	—	4,850	4,850	0.03	Nil
Banks/ FI	1,259	1,050	2,309	0.013	1,259	—	1,259	0.007	-0.006
Central Govt.	—	—	—	—	111,752	—	111,752	0.622	0.622
State Govt.	—	—	—	—	—	—	—	—	—
Venture Capital Funds	—	—	—	—	—	—	—	—	—
Insurance Cos.	—	—	—	—	—	1,250	1,250	0.007	0.007
FII's	—	—	—	—	—	—	—	—	—
Foreign Venture Capital	—	—	—	—	—	—	—	—	—
Others	92	—	92	0.000	—	—	—	—	—
Sub Total B (1)	1,351	5,900	7,251	0.040	113,011	1,250	114,261	0.636	0.596
b) Non-Institutions									
Bodies Corporate									
Indian	12,038	4,401	16,439	0.092	12,601	3,550	16,151	0.090	-0.002
Overseas	—	150	150	0.001	—	—	—	—	-0.001
Individuals									
Indian	356,959	360,623	717,582	3.997	354,552	255,999	610,551	3.401	-0.596
NRI's	7,282	400	7,682	0.042	7,142	975	8,117	0.045	+0.003
Others	351	—	351	0.002	375	—	375	0.002	—
Total - B (2)	376,630	365,574	742,204	4.134	374,670	260,524	635,194	3.538	-0.596
Total Public Shareholding	377,981	371,474	749,455	4.174	487,681	261,774	749,455	4.174	—
C. Share held by Custodian for GDR/ ADR	—	—	—	—	—	—	—	—	—
Grand Total - A+B+C	8,946,723	9,005,291	17,952,014	100.00	9,056,423	8,895,591	17,952,014	100.00	Nil

II) Share holding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2017)			Shareholding at the end of the year (As on March 31, 2018)			% change during the Year
		No. of Shares	% of Total Share- holding	% of shares pledged / encum- bered to total shares	No. of Shares	% of Total Share- holding	% of shares pledged / encum- bered to total shares	
1	Balmer Lawrie & Co. Limited	8,601,277	47.91	Nil	8,601,277	47.91	Nil	Nil
2	Greif International Holding B.V.	8,601,282	47.91	Nil	8,601,282	47.91	Nil	Nil
	Total	17,202,559	95.82	Nil	17,202,559	95.82	Nil	Nil

III) Change in Promoter's Shareholding:

There was no change in Promoter's shareholding during the year.



IV) Shareholding Pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDR/ADR's)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2017)		Increase (+)/ Decrease (-)	Cumulative Shareholding during the year 2017-18		Shareholding at the end of the year (As on March 31, 2018)	
		No. of Shares	% of Total Shares of the Company		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	IEPF Authority	0	0.00	111,752	111,752	0.62	111,752	0.62
2	Surendra Chhajer	8,900	0.05	Nil	8,900	0.05	8,900	0.05
3	Pheroze K Mistry	7,150	0.04	Nil	7,150	0.04	7,150	0.04
4	Naveen Bothra	5,000	0.03	Nil	5,000	0.03	5,000	0.03
5	Jayesh B Salot	4,801	0.03	Nil	4,801	0.03	4,801	0.03
6	Kanta Chhajer	4,722	0.03	Nil	4,722	0.03	4,722	0.03
7	Darshan P Vohra	4,600	0.02	Nil	4,600	0.02	4,600	0.02
8	Arms Securities Pvt. Ltd.	4,364	0.02	Nil	4,364	0.02	4,364	0.02
9	Hemant Thakker	4,200	0.02	Nil	4,200	0.02	4,200	0.02
10	Rajesh J Kandhar	4,100	0.02	Nil	4,100	0.02	4,100	0.02
11	Kapil S Gupta	3,860	0.02	Nil	3,860	0.02	3,860	0.02

V) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of Director / KMP	Shareholding at the beginning of the year (As on April 1, 2017)		Increase (+)/ Decrease (-) during the year	Cumulative Shareholding during the year 2017-18		Shareholding at the end of the year (As on March 31, 2018)	
		No. of Shares	% of Total Shares of the Company		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Mr Reinier Hietink	—	—	—	—	—	—	—
2	K. Ananthakrishnan	—	—	—	—	—	—	—
3	Cristina Zeitz	—	—	—	—	—	—	—
4	Prabal Basu	—	—	—	—	—	—	—
5	D. Sothi Selvam	—	—	—	—	—	—	—
6	Manjusha Bhatnagar	—	—	—	—	—	—	—
7	Srikumar Menon	150	0.00	—	150	0.00	150	0.00
8	Jozef Casparie	—	—	—	—	—	—	—
9	Girish Pundlik	—	—	—	—	—	—	—
10	Rajesh Juthani	25	0.00	—	25	0.00	25	0.00
11	Sanjay Datta	75	0.00	—	75	0.00	75	0.00

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V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding / accrued but not due for payment as at March 31, 2018

	(Rs. in lacs)			
	Secured Loan (Excl. Deposit)	Unsecured Loans	Public Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9,476	—	—	9,476
ii) Interest due but not paid	5	—	—	5
iii) Interest accrued but not due	17	—	—	17
Total	9,498	—	—	9,498
Changes in Indebtedness during the financial year				
— Additions	19,098	1,483	—	20,581
— Reductions	(19,822)	—	—	(19,822)
Net Change	-724	1,483	—	759
Indebtedness at the end of the financial year				
i) Principal Amount	8,744	1,483	—	10,227
ii) Interest due but not paid	2	—	—	2
iii) Interest accrued but not due	28	—	—	28
Total	8,774	1,483	—	10,257

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration Paid to Managing Director

There was no Managing Director during the year. Hence this information is not given.

B. Remuneration paid / payable to Other Directors

(Rs. in lacs)

Sl. No.	Name of Director	Category	Sitting Fees	Commission	Total Amount
1	Reinier Hietink	Non Executive Director	—	—	—
2	K. Ananthakrishnan	Non Executive Director	—	—	—
3	Cristina Zeitz	Non Executive Director	—	—	—
4	Prabal Basu	Non Executive Director	—	—	—
5	D Sothi Selvam	Non Executive Director	—	—	—
6	Manjusha Bhatnagar	Non Executive Director	—	—	—
7	S. K. Menon	Independent Director	1	—	—
8	Jozef M Casparie	Independent Director	1	—	—
Total Managerial Remuneration			2	—	—
Overall Ceiling as per Act			Not Applicable	Not Applicable	Not Applicable



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

(Rs. in lacs)

Sl. No.	Particulars of Remuneration	Girish Pundlik (CEO)**	Rajesh Juthani (Co. Sec)	Sanjay Datta (CFO)	Total
1	Gross Salary				
	(a) Salary as per provisions of Sec. 17(1) of I.T. Act	32	29	25	86
	(b) Value of Perquisites u/s 17(2) of I.T. Act*	0	0	—	0
	(c) Profits in lieu of Salary u/s 17(3) of I.T. Act	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission as % of Profit	—	—	—	—
	Total-A	32	29	25	86

* The amount is lower than Rs. lac.

VII. PENALTIES / PUNISHMENTS / COMPOUNDING OF OFFENCES:

Neither Company nor any of its Directors or key official have committed or reported to have committed any offence under any provisions of the Companies Act which has resulted in levy of penalty, punishment or required payment of compounding fees to Registrar of Companies, Regional Director, National Company Law Tribunal or Courts in India.

For and on behalf of the Board of Directors

GIRISH PUNDLIK
Managing Director
(DIN: 08099591)

PRABAL BASU
Director
(DIN: 06414341)

Place : Mumbai

Dated : 18 July, 2018.

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ANNEXURE: F

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information (Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014) for the year ended March 31, 2018

Power and Fuel Consumption

	<u>2017-2018</u>	<u>2016-2017</u>
Electricity – Purchased From Electricity Boards		
Units Purchased (in nos.)	25,364,453	21,440,010
Total Amount spent (Rs. in lacs)	2,008	1,652
Rate per Unit (in Rs.)	7.91	7.70
Electricity – Purchased from Open Access		
Units Purchased (in nos.)	2,349,620	5,664,297
Total Amount spent (Rs. in lacs)	195	390
Rate per Unit (in Rs.)	8.30	6.88
Electricity – Captive Generation		
HSD Consumed (in Liter)	151,665	235,948
Total cost of HSD (Rs. in lacs)	91	132
Cost per Liter (in Rs.)	60.00	55.94
Total units Generated (in Units)	430,616	690,241
Units generated per Liter (in Nos.)	2.839	2.925
Generation Cost (Rs. per Unit)	21.13	19.12

ENERGY CONSERVATION MEASURES TAKEN, ENERGY SAVED AND INVESTMENT MADE:

1. Replaced old ageing Plant and Machinery, Equipments and Utilities with latest technology which is high energy efficient.
2. Replaced Mercury Vapour Lamps with LED lamps.
3. Replaced normal induction moter with IE3 moters.
4. Replaced compressed airline from MS to Aluminium.

TECHNOLOGY UP-GRADATION AND ABSORPTION

The Company has been constantly upgrading technology with technical input and assistance from Greif and its associate companies.

FOREIGN EXCHANGE EARNINGS AND OUTGO

	<u>2017-2018</u>	<u>2016-2017</u>
	<u>Rs. in Lac</u>	<u>Rs. in Lac</u>
Revenue from Exports	10,503	9,698
Expenditure / Imports	14,052	14,338

For and on behalf of the Board of Directors

GIRISH PUNDLIK
Managing Director
(DIN: 08099591)

PRABAL BASU
Director
(DIN: 06414341)

Place : Mumbai

Dated : 18 July, 2018.



Independent Auditor's Report

To the Members of Balmer Lawrie-Van Leer Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

1. We have audited the accompanying standalone financial statements of Balmer Lawrie - Van Leer Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

2. 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 standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. 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.
5. 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 these standalone financial statements are free from material misstatement.
6. 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 controls 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.

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

BASIS FOR QUALIFIED OPINION

8. (a) As stated in Note 44 to the standalone financial statements, the Company has not accrued interest aggregating Rs. 164 lac (Previous year Rs. 164 lac) on a loan in accordance with terms of such loan agreement. Had the Company provided for interest in accordance with the terms of the aforesaid agreement, net profit for the year ended 31 March 2018 would have been lower by Rs. 107 lac (Previous year: Rs. 110 lac), other financial liabilities as at 31 March 2018 would have been higher by Rs. 1,276 lac (Previous year: Rs. 1,113 lac) and the reserves and surplus as at that date would have been lower by Rs. 1,252 lac (Previous year: Rs. 1,091 lac). Our audit opinion on the financial statements for the year ended 31 March 2017 was also qualified in respect of this matter.
- (b) As stated in Note 44 to the standalone financial statements, non-current investments, as at 31 March 2018, held by the Company, include an investment amounting to Rs. 1,818 lac in its joint venture company, Transafe Services Limited, whose financial statements indicate significant accumulated losses and net worth being fully eroded, however, no provision has been recognised in the books for 'other than temporary' diminution in value of investments. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the carrying value of this investment and the consequential impact, if any, on the financial statements. Our audit opinion on the financial statements for the year ended 31 March 2017 was also qualified in respect of this matter

QUALIFIED OPINION

9. In our opinion and to the best of our information and according to the explanations given to us, except for the effects/ possible effects of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid standalone 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 including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

10. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms

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of Section 143(11) of the Act, we give in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. Further to our comments in Annexure A, 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 purpose of our audit;
- (b) except for the effects of matter described in paragraph 8(a) and possible effects of the matter described in paragraph 8(b) in the Basis for Qualified Opinion paragraph, 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 standalone financial statements dealt with by this report are in agreement with the books of account;
- (d) except for the effects of matter described in paragraph 8(a) and possible effects of the matter described in paragraph 8(b) in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
- (e) the matters described in paragraphs 8(a) and 8(b), under the Basis for Qualified Opinion paragraph, in our opinion, may have an adverse effect on the functioning of the Company;
- (f) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act;
- (g) the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph;
- (h) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as of 31

March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 18 May 2018 as per Annexure B expressed an unmodified opinion;

- (i) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company, as detailed in Note 41 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
 - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm's Registration No.:
001076N/N500013

per Bharat Shetty
Partner
Membership No.: 106815

Place: Mumbai
Date: 18 May, 2018



Annexure to the Independent Auditor's Report of even date to the members of Balmer Lawrie – Van Leer Limited, on the standalone financial statements for the year ended 31 March 2018

Annexure A

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties which are included under the head 'Property, plant and equipment' are held in the name of the Company.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management. No material discrepancies were noticed on the aforesaid verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

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Annexure A – (contd.)

- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (Rs. in lac)	Amount paid under protest (Rs. in lac)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Non submission of forms, interest and other matters	61	20	Financial year 2008-09	Joint Commissioner of Sales Tax (Appeals)
		8	4	Financial year 2006-07	Joint Commissioner of Sales Tax (Appeals)
Finance Act, 1994	Service tax	12	—	F.Y. 2007-12	Commissioner of Central excise (Appeals)
		15	—	F.Y. 2015-16	Deputy Commissioner of Central excise
Income-tax Act, 1961	Income tax	4	—	Assessment year 2011-12	Commissioner of Income Tax (Appeals)
		20	32	Assessment year 2012-13	Commissioner of Income Tax (Appeals)
		3	—	Assessment year 2012-13	Assistant Commissioner of Income Tax
		46	11	Assessment year 2013-14	Commissioner of Income Tax (Appeals)
		12	—	Assessment year 2013-14	Assistant Commissioner of Income Tax
		4	1	Assessment year 2014-15	Commissioner of Income Tax (Appeals)
		29	29	Assessment year 2015-16	Centralized Processing Centre

**Annexure A – (contd.)**

- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.
- (ix) In our opinion, the Company has applied moneys raised by way of term loans for the purposes for which these were raised. The Company did not raise moneys by way of initial public offer/ further public offer (including debt instruments) during the year.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) Managerial remuneration has been paid by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Place: Mumbai
Date: 18 May 2018

per Bharat Shetty
Partner
Membership No.: 106815

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Annexure to the Independent Auditor's Report of even date to the members of Balmer Lawrie - Van Leer Limited, on the standalone financial statements for the year ended 31 March 2018

Annexure B

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE "ACT")

1. In conjunction with our audit of the standalone financial statements of Balmer Lawrie - Van Leer Limited (the "Company") as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS' RESPONSIBILITY

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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



Annexure B – (contd.)

OPINION

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Walker Chandiok & Co LLP

(Formerly Walker, Chandiok & Co)

Chartered Accountants

Firm's Registration No.: 001076N/N500013

per Bharat Shetty

Partner

Membership No.: 106815

Place: Mumbai

Date: 18 May 2018

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BALANCE SHEET AS AT MARCH 31, 2018

	Note	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
ASSETS			
Non-current assets			
Property, plant and equipment	2	11,447	10,410
Capital work-in-progress		677	845
Goodwill		1,016	1,016
Other intangible assets	3	35	54
Financial assets			
Investment in joint venture	4	1,818	1,818
Loans	5	246	238
Other non-current financial assets	6	40	95
Other non-current assets	7	874	831
		16,153	15,307
Current assets			
Inventories	8	5,868	5,875
Financial assets			
Trade receivables	9	8,830	6,597
Cash and bank balances	10	350	517
Loans	11	142	124
Other current financial assets	12	88	188
Other current assets	13	1,744	1,590
		17,022	14,891
		33,175	30,198
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,796	1,796
Other equity	15	12,428	10,987
		14,224	12,783
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	209	2,480
Other non-current liabilities	17	23	24
Non-current provisions	18	603	652
Deferred tax liabilities (net)	19	695	633
		1,530	3,789
Current liabilities			
Financial liabilities			
Borrowings	20	7,710	6,272
Trade payables	21	5,414	4,361
Other current financial liabilities	22	3,799	2,127
Current provisions	23	19	35
Current tax liabilities (net)	24	202	414
Other current liabilities	25	277	417
		17,421	13,626
TOTAL		33,175	30,198
Significant accounting policies and other explanatory information	1-51		

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants

Bharat Shetty
Partner

Mumbai, 18 May, 2018

For and on behalf of the Board of Directors

Reinier Hietink – *Director*

Prabal Basu – *Director*

Girish Pundlik – *Managing Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Kolkata, 18 May, 2018



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

	Note	Year Ended March 31, 2018 (Rs. in lacs)	Year Ended March 31, 2017 (Rs. in lacs)
I. Revenue from Operations	26	43,723	42,034
II. Other Income	27	132	164
III. TOTAL REVENUE (I + II)		43,855	42,198
IV. EXPENSES:			
Cost of materials consumed	28	25,190	23,251
Purchases of stock-in-trade		124	41
Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	386	(553)
Excise duty expense		948	3,428
Employee benefits expense	30	4,353	3,966
Finance costs	31	888	721
Depreciation and amortization expense	2 and 3	1,059	941
Other expenses	32	7,646	7,557
TOTAL EXPENSES		40,594	39,352
V. Profit Before Tax (III-IV)		3,261	2,846
VI. Tax Expense	33		
(i) Current tax		1,073	853
(ii) Deferred tax expense		38	147
		1,111	1,000
VII. Net profit after tax (V-VI)		2,150	1,846
VIII. Other comprehensive income	34		
A. (i) Items that will not be reclassified to profit or loss		68	(144)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(24)	48
		44	(96)
IX. Total comprehensive income for the period (VII+VIII)		2,194	1,750
X. Earnings per equity share:	45		
Basic and diluted (in Rs.)		11.96	10.27
Face value per share (in Rs.)		10.00	10.00

Significant accounting policies and other explanatory information

1-51

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants

Bharat Shetty
Partner

For and on behalf of the Board of Directors

Reinier Hietink – Director

Prabal Basu – Director

Girish Pundlik – Managing Director

Sanjay Datta – Chief Financial Officer

Rajesh Juthani – Company Secretary

Mumbai, 18 May, 2018

Kolkata, 18 May, 2018

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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

Equity share capital (including forfeited equity shares)

	Number of shares	Amount (Rs. in lacs)
As at April 01, 2016	17,974,814	1,796
Changes during the year	—	—
As at March 31, 2017	17,974,814	1,796
Changes during the year	—	—
As at March 31, 2018	17,974,814	1,796

Other equity

(Rs.in lacs)

	Securities premium reserve	General reserve	Retained earnings	Deemed equity contribution on loan from shareholder	Other comprehensive income (OCI) – other items	Total
Opening balance as at April 01, 2016	3,218	796	5,687	185	—	9,886
Transactions during the year						
Total comprehensive income for the year						
Profit / (loss) for the year	—	—	1,846	—	(96)	1,750
Dividend	—	—	(539)	—	—	(539)
Tax on dividends	—	—	(110)	—	—	(110)
Transfer from OCI to retained earnings	—	—	(96)	—	96	—
Closing balance as at March 31, 2017	3,218	796	6,788	185	—	10,987
Transactions during the year						
Total comprehensive income for the year						
Profit / (loss) for the year	—	—	2,150	—	44	2,194
Dividend	—	—	(628)	—	—	(628)
Tax on dividends	—	—	(125)	—	—	(125)
Transfer from OCI to retained earnings	—	—	44	—	(44)	—
Closing balance as at March 31, 2018	3,218	796	8,229	185	—	12,428

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants

Bharat Shetty
Partner

Mumbai, 18 May, 2018

For and on behalf of the Board of Directors

Reinier Hietink – Director

Prabal Basu – Director

Girish Pundlik – Managing Director

Sanjay Datta – Chief Financial Officer

Rajesh Juthani – Company Secretary

Kolkata, 18 May, 2018



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

	Year Ended March 31, 2018 (Rs. in lacs)	Year Ended March 31, 2017 (Rs. in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per Statement of Profit and Loss	3,261	2,846
Adjustments for:		
Depreciation and amortization expense	1,059	941
Loss on sale of tangible assets (net)	1	8
Interest income	(19)	(25)
Finance costs	881	699
Provision for doubtful debts	65	14
Provision for indirect taxes	(2)	(54)
Liabilities no longer required written back	(10)	(64)
Actuarial gain / (loss) recognised in other comprehensive income	68	(144)
Deferred grant income	(2)	(2)
Notional rent expense	—	1
Unrealised foreign exchange loss/(gain)	0	(36)
	<u>2,041</u>	<u>1,338</u>
Operating profit before working capital changes	5,302	4,184
Changes in working capital:		
Increase / (Decrease) in provisions, trade payables and other liabilities	874	737
(Increase) / Decrease in trade receivables	(2,290)	(697)
(Increase) / Decrease in inventories	7	(1,005)
(Increase) / Decrease in loans and other assets	97	(398)
	<u>3,990</u>	<u>2,821</u>
Operating profit after working capital changes	(1,285)	(827)
Direct taxes paid (net of refund)	<u>2,705</u>	<u>1,994</u>
Net cash generated from operating activities		
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital work-in-progress)	(2,084)	(1,720)
Sale of property, plant and equipment	5	21
Fixed deposits matured/ (placed)	(21)	32
Interest received	19	25
	<u>(2,081)</u>	<u>(1,642)</u>
Net cash used in investing activities		
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid (including dividend distribution tax thereon)	(753)	(648)
Repayment of non-current borrowings	(764)	(375)
Proceeds from non-current borrowings	79	634
Finance costs paid	(872)	(697)
Proceeds from current borrowings (net)	1,437	1,027
	<u>(873)</u>	<u>(59)</u>
Net cash used in financing activities	(249)	293
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	<u>391</u>	<u>98</u>
Opening balance of cash and cash equivalents	142	391
Closing balance of cash and cash equivalents	<u>142</u>	<u>391</u>
Components of cash and cash equivalents:		
Balances with banks in current accounts	121	285
Cheques on hand	19	103
Cash on hand	2	3
Cash and cash equivalents as per financial statements	<u>142</u>	<u>391</u>

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants

Bharat Shetty
Partner

Mumbai, 18 May, 2018

For and on behalf of the Board of Directors

Reinier Hietink

– Director

Prabal Basu

– Director

Girish Pundlik

– Managing Director

Sanjay Datta

– Chief Financial Officer

Rajesh Juthani

– Company Secretary

Kolkata, 18 May, 2018

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

1.1 Background of the Company

Balmer Lawrie - Van Leer Limited (the "Company") is a Company limited by shares and is domiciled in India. The Company's registered office is at D195/2, TTC Industrial Area, Turbhe, Navi Mumbai - 400705.

Balmer Lawrie-Van Leer Limited (BLVL), established in 1962, is into the manufacture of a wide range of industrial packaging products; however, its core competencies are in steel drum closures and plastic drums.

1.2 Significant Accounting Policies

(a) Basis for preparation of financial Statements

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

These financial statements have been prepared on a historical cost and accrual basis, except for certain financial assets and liabilities and defined benefit plans - plan assets, that are measured at fair value.

(b) Investments in joint venture

Investments in joint venture are accounted at cost in accordance with Ind AS 27 – Consolidated and Separate Financial Statements.

(c) Property, plant and equipment (including Capital Work-in-Progress)

Property, plant and equipment are stated at cost of acquisition inclusive of all attributable cost of bringing the assets to their working condition, net of cenvat credit/GST, accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.

The Company provides pro-rata depreciation on additions and disposals made during the year. Depreciation on fixed assets is provided under the straight line method over the useful lives of assets as determined by an independent valuer, as prescribed under Part C of Schedule II of the Act. In the case of property, plant and equipment where the technological progress and upgradation is faster, the Company has provided accelerated depreciation as specified in Schedule II of the Act.

Leasehold land is being amortised over the primary period of lease.

Assets not yet ready for use or recognised as capital work-in-progress.

(d) Intangible assets

Intangible assets are stated at acquisition cost, net of cenvat/GST credit, accumulated amortisation and accumulated impairment losses, if any. Intangible assets i.e. Computer software are amortised on a straight line basis over their estimated useful life of three years. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

(e) Borrowing costs

General and specific borrowing costs directly attributable to the acquisition/ construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in Statement of Profit and Loss in the period in which they are incurred.

(f) Impairment of non-financial assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

whose carrying value exceeds their recoverable amount are written down to their recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

(g) Investments and financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through statement of profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss, when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is included in other income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in statement of profit and loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Measurement of equity instruments

All equity investments in the scope of Ind AS 109, Financial Instruments, are measured at fair value. For equity instruments, the Company may make an irrevocable election to present the subsequent fair value changes in Other Comprehensive Income (OCI). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment.

Equity instruments included within the FVTPL (fair value through profit and loss) category are measured at fair value with all changes in fair value recognized in the profit or loss.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Interest income from financial assets

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(h) Derivatives and embedded derivatives

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss.

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contracts are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

(i) Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset / liability based on the underlying reason for the difference.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

Subsequently, all financial liabilities are measured at amortised cost using the effective interest rate method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

(j) Inventories

Inventories are stated at lower of cost and net realisable value. Cost of raw materials, stores, spares and packing materials is determined at weighted average cost. The cost of finished goods and work in progress comprises raw materials cost, packing materials cost, direct labour, other direct costs and related production overheads, as applicable. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(k) Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of such transactions. Monetary assets and liabilities as at the Balance Sheet date are translated at the rates of exchange prevailing at the date of the Balance Sheet. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

(l) Revenue Recognition

Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates and sales taxes.

Export incentives are recognised when the right to receive the benefit is established.

(m) Other Income

Interest income for all debt instruments is recognised using the effective interest rate method. Dividend Income is recognised when right to receive the payment is established. Management and marketing fees are recognised on the basis of rendering of services.

(n) Employee Benefits

Defined Contribution Plan

The Company has Defined Contribution Plans for post employment benefits namely Provident Fund, Superannuation Fund and Employee's State Insurance Plan (ESIC) which are recognised by the income tax authorities and administered through appropriate authorities. The Company contributes to a Government administered Provident Fund and Employee State Insurance Plan and has no further obligation beyond making its contribution.

The Company makes contribution for superannuation to Life Insurance Corporation of India ("LIC") and has no further obligation beyond making its contribution.

The Company's contributions to the above funds are charged to Statement of Profit and Loss every year as and when due.

Defined Benefit Plan – Gratuity

The Company has Defined Benefit Plan comprising of Gratuity. The Gratuity scheme is funded through Group Gratuity Cum Life Assurance Scheme from LIC. The adequacy of accumulated fund balance available with LIC has been established by comparing such balance based on actuarial valuation carried out by an independent actuary as at the Balance Sheet date and shortfall/ excess, if any, has been provided for/ considered as prepaid.

The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method.

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions are recognised immediately in other comprehensive income as income or expense.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. All other absences are treated as long term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Termination Benefits

Termination benefits in the nature of voluntary retirement benefits are recognised in the Statement of Profit and Loss as and when incurred.

(o) Current and Deferred Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Where there are unabsorbed business losses and/or unabsorbed depreciation, deferred tax assets are recognised and carried forward only to the extent management is virtually certain that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognised deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(p) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

(q) Provisions and Contingent Liabilities

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses, except on long term contracts, if applicable.

Provisions for restructuring are recognised by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation in those affected that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The measurement of provision for restructuring includes only direct expenditure arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(r) Government grants

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to statement of profit and loss on a straight-line basis over the expected lives of the related assets and presented within other income.

(s) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, share split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(t) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

2. PROPERTY, PLANT AND EQUIPMENT

Gross block	Freehold Land	Leasehold Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Computers	Office equipment	Enabling assets	Total
Balance as at April 01, 2016	477	1,269	2,081	6,757	88	80	44	49	—	10,845
Additions/Adjustments	—	—	65	1,077	12	20	9	3	161	1,347
Deletions/Adjustments	—	—	(4)	(17)	(7)	(19)	(0)	(0)	—	(47)
Balance as at March 31, 2017	477	1,269	2,142	7,817	93	81	53	52	161	12,145
Additions/Adjustments	46	—	593	1,297	59	34	18	33	—	2,080
Deletions/Adjustments	—	—	—	(20)	(0)	(1)	(1)	(0)	—	(22)
Balance as at March 31, 2018	523	1,269	2,735	9,094	152	114	70	85	161	14,203
Accumulated depreciation and amortisation										
Balance as at April 01, 2016	—	18	112	640	16	11	19	9	—	825
Depreciation/amortisation	—	18	119	735	16	16	14	9	1	928
Deletions/Adjustments	—	—	(0)	(9)	(3)	(6)	(0)	(0)	—	(18)
Balance as at March 31, 2017	—	36	231	1,366	29	21	33	18	1	1,735
Depreciation/amortisation	—	18	130	811	17	18	14	13	16	1,037
Deletions/Adjustments	—	—	—	(15)	(0)	(1)	(0)	(0)	—	(16)
Balance as at March 31, 2018	—	54	361	2,162	46	38	47	31	17	2,756
Net block										
Balance as at March 31, 2017	477	1,233	1,911	6,451	64	60	20	34	160	10,410
Balance as at March 31, 2018	523	1,215	2,374	6,932	106	76	23	54	144	11,447

Note: Enabling Assets represent high voltage service line drawn from Maharashtra State Electricity Board and funded by the Company, the ownership of which does not vest with the Company.

3. OTHER INTANGIBLE ASSETS

Gross block	Computer Software	Total
Balance as at April 01, 2016	7	7
Additions/Adjustments	62	62
Deletions/Adjustments	(1)	(1)
Balance as at March 31, 2017	68	68
Additions/Adjustments	3	3
Deletions/Adjustments	—	—
Balance as at March 31, 2018	71	71
Accumulated amortisation		
Balance as at April 01, 2016	2	2
Amortisation charge	13	13
Deletions/Adjustments	(1)	(1)
Balance as at March 31, 2017	14	14
Amortisation charge	22	22
Deletions/Adjustments	—	—
Balance as at March 31, 2018	36	36
Net block		
Balance as at March 31, 2017	54	54
Balance as at March 31, 2018	35	35



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

4. NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Trade Investments in Equity Instruments – Unquoted, at Cost		
Investment in Joint Venture:		
11,361,999 Equity Shares in Transafe Services Limited of Rs. 10 each, fully paid up (Refer Note 44)	1,818	1,818
	1,818	1,818
Aggregate amount of quoted investments and market value thereof	—	—
Aggregate amount of unquoted investments	1,818	1,818

5. NON-CURRENT FINANCIAL ASSETS - LOANS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Security Deposits		
Considered good	241	230
Considered doubtful	7	7
Less: Provision for doubtful deposits	(7)	(7)
	241	230
Other Loans		
Others - considered good	5	8
	246	238

6. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Bank deposit with maturity more than 12 months	40	95
	40	95

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

7. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Capital advances	367	148
Prepaid expenses	10	4
Balances with government authorities	497	679
	874	831

8. INVENTORIES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Raw materials		
Goods-in-transit	90	159
Others	2,956	2,691
	3,046	2,850
Work-in-progress	971	991
Finished goods	948	1,282
Stock-in-trade	5	37
Stores and spares	851	674
Packing materials	47	41
	5,868	5,875

9. TRADE RECEIVABLES (UNSECURED)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Considered good	8,830	6,597
Considered doubtful	92	27
Less: Provision for doubtful debts	(92)	(27)
	8,830	6,597



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

10. CASH AND BANK BALANCES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Cash and cash equivalents		
Balances with banks in current accounts	121	285
Cheques on hand	19	103
Cash on hand	2	3
	142	391
Other bank balances		
Restricted balance with bank in current account	55	55
Unpaid dividend accounts	31	24
Deposits with maturity of more than three months but less than twelve months	122	47
	208	126
	350	517

11. CURRENT FINANCIAL ASSETS – LOANS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Security deposits	72	78
Loans and advances to employees	15	22
Recoverable from related parties	1	1
Others - considered good	54	23
Others - considered doubtful	14	14
Less: Provision for doubtful loans	(14)	(14)
	142	124

12. OTHER CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Duty drawback	39	34
Receivable under Merchandise Exports from India Scheme (MEIS)	49	154
	88	188

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

13. OTHER CURRENT ASSETS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Advances other than capital advances		
Advance to suppliers	96	99
Balances with government authorities	1,619	1,412
Prepaid expenses	29	79
	1,744	1,590

14. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Authorised:		
19,000,000 (Previous Year: 18,500,000) Equity Shares of Rs. 10 each	1,900	1,850
Issued:		
17,974,814 (Previous Year: 17,974,814) Equity Shares of Rs. 10 each	1,797	1,797
Subscribed and Paid-Up:		
17,952,014 (Previous Year: 17,952,014) Equity Shares of Rs. 10 each fully paid up	1,795	1,795
Add: Forfeited Equity Shares [22,800 (Previous Year: 22,800) Equity Shares of Rs. 10 each (amount originally paid up Rs. 5 each)]	1	1
	1,796	1,796

(a) Reconciliation of Share Capital:

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount (Rs. in lacs)	No. of Shares	Amount (Rs. in lacs)
Balance as at the beginning of the year	17,974,814	1,796	17,974,814	1,796
Add: Shares issued during the year	—	—	—	—
Balance as at the end of the year	17,974,814	1,796	17,974,814	1,796

(b) Rights, preferences and restrictions:

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) No bonus shares has been issued during last five years.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity Shares:				
Balmer Lawrie and Company Limited	8,601,277	47.91%	8,601,277	47.91%
Greif International Holding B.V.	8,601,282	47.91%	8,601,282	47.91%

15. OTHER EQUITY

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Reserves and surplus		
Securities premium *	3,218	3,218
General reserve **	796	796
Retained earnings ***	8,229	6,788
	12,243	10,802
Other		
Deemed equity contribution on loan from shareholder	185	185
Other comprehensive Income	—	—
	185	185
Total	12,428	10,987

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
* Securities premium reserve		
Balance as at the beginning of the year	3,218	3,218
Add : Additions made during the year	—	—
Balance as at the end of the year	3,218	3,218
Nature and Purpose - Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.		
** General reserve		
Balance as at the beginning of the year	796	796
Transaction during the year		
Add : Transfer from Surplus in the Statement of Profit and Loss	—	—
Balance as at the end of the year	796	796

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
*** Retained earnings		
Balance as at the beginning of the year	6,788	5,687
Transaction during the year		
Net profit for the year	2,150	1,846
Dividend	(628)	(539)
Tax on dividends	(125)	(110)
Transfer to general reserve	—	—
Transfer from other comprehensive income	44	(96)
Balance as at the end of the year	8,229	6,788
Deemed equity contribution on loan from shareholder		
Balance as at the beginning of the year	185	185
Transaction during the year	—	—
Balance as at the end of the year	185	185
Nature and Purpose - The difference between the fair value of interest free borrowing from shareholder and the transaction price is recognised as a deemed equity component of the shareholder.		
Other comprehensive income		
Balance as at the beginning of the year	—	—
Transaction during the year		
Actuarial gain or loss	68	(144)
Deferred tax on actuarial gain or loss	(24)	48
Transferred to retained earnings	(44)	96
Balance as at the end of the year	—	—

16. NON – CURRENT FINANCIAL LIABILITIES – BORROWINGS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Secured		
Term loan from banks	202	650
Vehicle loans from bank / financial institution	7	12
Loan from Balmer Lawrie and Company Limited (refer note iii)	—	1,818
	209	2,480



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

Nature of security and terms of repayment for secured borrowings	
<p>(i) Term Loans from a Bank are secured by first charge over movable plant and equipment of the Steel Drum Closures Division for Rs. 450 Lacs and equitable mortgage of leasehold land (95 years lease), Mumbai along with immovable plant and equipment.</p> <p>(ii) Term Loan from Kotak Mahindra Bank is secured by first and exclusive hypothecation charge on all existing and future movable fixed assets including Plant and Equipment of the Company, located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai. First and exclusive equitable mortgage charge on immovable properties being property located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai.</p> <p>(iii) Loan from Balmer Lawrie and Company Limited is secured by pledge on all the shares held by the Company in Transafe Services Limited.</p> <p>(iv) Term loans from Corporation Bank are secured by exclusive mortgage / first charge on factory land and building and hypothecation / first charge on plant and equipment and other moveable fixed assets</p> <p>(v) Vehicle Loans from bank and financial institution are secured by hypothecation of vehicles purchased against the loan.</p>	<p>(a) Loan of Rs. 150 Lacs with outstanding amount of Rs. 29 lacs repayable in 1 equal half yearly installment of Rs. 29 Lacs from the reporting date carrying interest of 9.75% per annum as at the Balance Sheet.</p> <p>(b) Loan of Rs. 100 Lacs with outstanding amount of Rs.29 Lacs repayable in 2 equal half yearly installments of Rs. 14 Lacs from the reporting date carrying interest of 9.75% per annum as at the Balance Sheet.</p> <p>(c) Loan of Rs. 200 Lacs with outstanding amount of Rs. 114 Lacs repayable in 4 equal half yearly installments of Rs. 28 lacs from the reporting date carrying interest of 9.75% per annum as at the Balance Sheet.</p> <p>(a) Loan of Rs. 250 Lacs with outstanding amount of Rs. 73 Lacs repayable in 7 equal monthly instalments of Rs. 10 Lacs from the reporting date carrying interest of 10.35% per annum as at the Balance Sheet.</p> <p>(b) Loan of Rs. 230 Lacs with outstanding amount of Rs.153 Lacs repayable in 8 equal quarterly instalments of Rs. 19 Lacs from the reporting date carrying interest of 10.65% per annum as at the Balance Sheet.</p> <p>(c) Loan of Rs. 145 Lacs with outstanding amount of Rs. 96 Lacs repayable in 8 equal quarterly instalments of Rs. 12 Lacs from the reporting date carrying interest of 10.50% per annum as at the Balance Sheet.</p> <p>Repayable within 108 months from the date of disbursement of first installment (August, 2009) of the loan. Interest to be paid annually at 9% or the prevailing bank rate, whichever is higher. The Company has not accrued interest expense for the current financial year aggregating Rs. 164 Lacs (Previous year Rs. 164 lacs). (Refer Note 22 and 46)</p> <p>(a) Loan of Rs. 157 Lacs is repayable in 13 equal monthly installments amounting to Rs. 11 Lacs and last installment amounting to Rs. 8 Lacs. Interest to be paid monthly at the rate of 11.75% p.a.</p> <p>(b) Loan of Rs. 36 Lacs is repayable in 3 installments of Rs. 11 Lacs each and last installment of Rs. 2 Lacs. Interest to be paid monthly at the rate of 11.75% p.a.</p> <p>Repayable in installments ranging between 48 and 60 months from the date of respective loan. Interest to be paid monthly at the rate ranging from 9.48% to 10.15% per annum</p>

17. OTHER NON-CURRENT LIABILITIES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Retention money	—	1
Security deposits	3	1
Deferred grant income	20	22
	23	24

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18. NON-CURRENT PROVISIONS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Provision for employee benefits		
Provision for gratuity	196	255
Provision for compensated absences	265	253
Others		
Provision for indirect taxes (Refer note 48)	142	144
	603	652

19. DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Deferred tax liabilities		
Depreciation	1,010	940
Deferred tax assets		
Provision for doubtful debts, advances and deposits	39	16
Provision for indirect taxes	49	48
Deferred tax on forward contracts payable	—	1
Provision for employee benefits	227	240
Others	—	2
	695	633

20. CURRENT FINANCIAL LIABILITIES - BORROWINGS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Secured		
Cash credit / packing credit	6,184	5,164
Bill discounting	43	1,108
Unsecured		
Overdraft facility with Bank	1,483	—
	7,710	6,272

- (a) Cash Credit/ Packing Credit from Banks are secured by first pari passu charge on current assets viz. inventory of raw materials, work-in-progress, finished goods, stocks, stores and consumables (not relating to plant and equipment), bills receivables/ book debts and other movable assets, both present and future and second pari passu charge on movable plant and equipment (including stores and consumables relating to plant and equipment), both present and future.
- (b) Bill discounting are secured against the earmarked debtors for the purpose of discounting.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

21. TRADE PAYABLES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Dues to Micro and Small Enterprises	282	236
Dues to others	5,132	4,125
	5,414	4,361

The Company has amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act). The disclosure pursuant to the said Act is as under:

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Principal amount due to suppliers under MSMED Act (Including Payable for Fixed Assets)	282	236
Interest accrued and due to suppliers under MSMED Act on the above unpaid amount	7	9
Payment made to suppliers (other than interest) beyond the appointed day during the year	3,453	1,571
Interest paid to suppliers under MSMED Act (Other than Section 16)	—	—
Interest paid to suppliers under MSMED Act (Section 16)	—	—
Interest due and payable to suppliers under MSMED Act for payment already made	15	1
Interest accrued and remaining unpaid at the end of the period to suppliers under MSMED Act	36	15

Note: This information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the Company.

22. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Current maturities of long-term debt (refer note 44)	2,309	723
Interest accrued and due on borrowings	2	5
Interest accrued but not due on borrowings	29	17
Unpaid dividends	31	24
Deposits received	141	128
Employee benefits payable	305	347
Payable for property, plant and equipment	89	41
Derivative financial liability	—	25
Outstanding expenses	893	817
	3,799	2,127

There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

23. CURRENT PROVISIONS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Provision for employee benefits		
Provision for compensated absences	19	35
	19	35

24. CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Provision for tax [net of advance tax]	202	414
	202	414

25. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Advances from customers	191	124
Statutory dues	84	289
Lease rent equalisation	—	2
Deferred grant income	2	2
	277	417

26. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Sale of products (including excise duty)	40,996	39,568
Sale of services	50	54
Recovery towards freight outward	774	837
Other Operating Revenue		
Scrap sales (including excise duty)	1,470	1,159
Income from duty drawback / MEIS	433	416
	43,723	42,034



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

27. OTHER INCOME

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Interest income		
From fixed deposits with banks	11	12
From others	8	13
Finance income on security deposit	1	4
Gain on foreign exchange (Net)	96	26
Liabilities no longer required written back	10	64
Deferred grant income	2	2
Miscellaneous Income	4	43
	132	164

28. COST OF MATERIALS CONSUMED

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Raw materials and packing materials consumed		
Opening inventory	2,891	2,421
Add: Purchases	25,392	23,721
Less: Closing inventory	3,093	2,891
	25,190	23,251

29. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
At the end of the year		
Work-in-progress	971	991
Finished goods	948	1,282
Stock-in-trade	5	37
	1,924	2,310
At the beginning of the year		
Work-in-progress	991	738
Finished goods	1,282	1,019
Stock-in-trade	37	—
	2,310	1,757
	386	(553)

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

30. EMPLOYEE BENEFITS EXPENSE

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Salaries, wages and bonus	3,660	3,404
Contribution to provident and other funds	372	235
Staff welfare expenses	321	327
	4,353	3,966

31. FINANCE COSTS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Interest on borrowings:		
– From banks	705	672
– From others	55	16
Interest on delayed payment of income tax	7	22
Other borrowing costs	121	11
	888	721



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

32. OTHER EXPENSES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Consumption of stores and spare parts	1,268	1,226
Excise duty	(134)	26
Power, fuel and water charges	2,395	2,297
Screen printing charges	242	231
Repairs and maintenance:		
Plant and equipment	292	277
Buildings	76	141
Others	175	166
Rent (refer note 51)	33	41
Rates and taxes	212	114
Bank charges	46	62
Insurance	40	31
Communication charges	28	32
Printing and stationery	24	26
System and software expenses	18	19
Travelling, conveyance and car expenses	278	293
Security and safety expenses	107	96
Legal, professional and secretarial expenses	159	301
Corporate social responsibility expenses	47	45
Freight and transportation expenses	2,049	1,762
Commission on sales	30	166
Export processing charges	34	25
Loss on fixed assets sold / scrapped / written off	1	8
Provision for doubtful debts	65	14
Miscellaneous expenses	161	158
	7,646	7,557

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

33. TAX EXPENSE

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Current tax expense		
Current tax for the year	1,073	853
Deferred tax expenses		
(Increase) / Decrease in deferred tax assets	(31)	40
Increase / (Decrease) in deferred tax liabilities	69	107
	38	147
	1,111	1,000
Tax reconciliation		
Profit before tax	3,261	2,846
Taxes at applicable rate	1,129	966
Tax effect of amounts which are not deductible / taxable		
Depreciation	12	6
Interest on delayed payment of income tax	2	8
Interest on MSMED	4	2
Provision for doubtful debts	(1)	4
Provision for employee benefits	(27)	3
Disallowance of expenditure u/s 14A read with rule 8D	—	4
Donations	—	0
Corporate social responsibility expenses	16	15
Provision for indirect taxes	(2)	3
Loss/ (Profit) on sale of asset	0	3
Liabilities no longer required written back	—	(6)
Deferred grant income	(1)	(1)
	3	41
Other tax deductions		
Donation u/s 80G	12	6
Donation u/s 80 IC or 80 IE	9	—
	21	6
Others *	(0)	(1)
Income tax expense	1,111	1,000

* The amount is lower than Rs. lacs

34. OTHER COMPREHENSIVE INCOME

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Items that will not be reclassified to profit or loss		
Actuarial loss on defined benefit obligations	68	(144)
Deferred taxes on above	(24)	48
	44	(96)



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

35. FAIR VALUE MEASUREMENTS

Financial instruments by category:

All financial assets and financial liabilities, except derivatives of the Company are under the amortised cost measurement category at each of the reporting dates. Derivatives are recognised and measured at fair value through profit and loss.

Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets and liabilities measured at fair value at each reporting date

Only derivative financial liability are measured at fair value through profit or loss at each reporting date. Since, the valuation involves maximum use of observable inputs, valuation of forward contract derivatives is categorised as level 2.

Financial assets and financial liabilities measured at amortised cost, but for which fair values are disclosed as below:

(Rs. in lacs)

Fair value for assets measured at amortised cost	March 31, 2018				March 31, 2017			
	Level 1	Level 2	Level 3	Carrying amount	Level 1	Level 2	Level 3	Carrying amount
Financial liabilities								
Borrowings (other than current borrowings)	—	2,549	—	2,549	—	3,208	—	3,226
Financial assets								
Fixed deposits with bank	—	162	—	162	—	133	—	134

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of security deposits, current loans, other financial assets, fixed deposits with banks (other than stated above), borrowings (other than stated above), trade payables and other current financial liabilities are considered to be approximately equal to their fair value.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current market interest rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of observable inputs.

Valuation processes

The Company evaluates the fair value of financial assets and financial liabilities on periodic basis using the best and most relevant data available. The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

36. FINANCIAL RISK MANAGEMENT

The Company is exposed to credit risk, liquidity risk and market risk.

A Credit risk

Credit risk arises from cash and bank balances, current and non-current loans, trade receivables and other financial assets carried at amortised cost.

Credit risk management

To manage credit risk, the Company periodically assesses the financial reliability of customers and other counterparties, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. There is no significant concentration of credit risk.

Bank balances are held with only high rated banks and majority of security deposits are placed majorly with government agencies. Trade receivables are generally recovered within the credit period. Accordingly, the provision for impairment is considered immaterial. Also, trade receivables are monitored on periodic basis for any non-recoverability of the dues.

B Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – borrowings, trade payables and other financial liabilities.

Liquidity risk management

The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. The processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturities of non – derivative financial liabilities

As at March 31, 2018

(Rs. in lacs)

Particulars	Within 6 months	6 months to 1 year	Between 1 and 2 years	Beyond 2 years	Total
Non-current borrowings from banks (including current maturities)	346	203	210	—	759
Vehicle loans from bank / financial institution	3	3	4	3	12
Loan from Balmer Lawrie and Company Limited	1,818	—	—	—	1,818
Security deposits	-	—	3	—	3
Current financial liabilities - Borrowings	7,710	—	—	—	7,710
Trade payables	5,414	—	—	—	5,414
Other current financial liabilities	1,459	—	—	—	1,459
Total	16,750	206	217	3	17,176

As at March 31, 2017

(Rs. in lacs)

Particulars	Within 6 months	6 months to 1 year	Between 1 and 2 years	Beyond 2 years	Total
Non-current borrowings from banks (including current maturities)	456	432	497	210	1,595
Vehicle loans from bank / financial institution	5	4	7	7	23
Loan from Balmer Lawrie and Company Limited	—	—	1,818	—	1,818
Retention money	—	—	—	1	1
Security deposits	—	—	—	1	1
Current financial liabilities - Borrowings	6,272	—	—	—	6,272
Trade payables	4,361	—	—	—	4,361
Other current financial liabilities	1,271	111	—	—	1,382
Total	12,365	547	2,322	219	15,453



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

C Market risk

Foreign currency risk

The Company is exposed to foreign currency risk to the extent there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency of the Company. The functional currency of the Company is INR. Some sales and purchase are denominated in USD, AUD, SGD and EURO.

Foreign currency risk management

The Company imports certain raw materials which are denominated in USD, which exposes it to foreign currency risk. Exposures are kept open since the management believes that the same will be offset by the corresponding receivables, which will be in the nature of natural hedge.

Foreign currency risk exposure

(Rs. in lacs)

Particulars	March 31, 2018				March 31, 2017			
	USD	AUD	SGD	Euro	USD	AUD	SGD	Euro
Financial assets								
Trade receivables (net of forward contract derivatives)	2,315	1	—	942	1,266	33	12	732
Advances to Vendors	22	—	—	104	—	—	—	—
Financial liabilities								
Trade payables (net of forward contract derivatives)	3,042	—	—	73	1,362	35	—	16

Sensitivity to foreign currency risk

(Rs. in lacs)

Particulars	Impact on statement of profit and loss for the year ended	
	March 31, 2018	March 31, 2017
USD sensitivity		
INR / USD		
Increase by 5%	(35)	(5)
Decrease by 5%	35	5
SGD sensitivity		
INR / SGD		
Increase by 5%	—	1
Decrease by 5%	—	(1)
Euro sensitivity		
INR / Euro		
Increase by 5%	49	36
Decrease by 5%	(49)	(36)
AUD sensitivity		
INR / AUD		
Increase by 5% *	0	(0)
Decrease by 5% *	(0)	0

* The amount is lower than Rs. lacs

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

37. CAPITAL MANAGEMENT

37.1 Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders.

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
The capital composition is as follows:		
Net debt#	10,116	9,107
Total equity	14,224	12,783
Net debt to equity ratio	71%	71%

includes non-current borrowings, current borrowings, current maturities of non-current borrowings and interest accrued but not due & interest accrued and due on borrowings (net of cash and cash equivalents).

Debt covenants

As per the agreement letter of the major borrowing facilities sanctioned, the Company is required to give undertaking to the bank that assets financed/ to be financed under term loan facility is/ will not be financed by any other bank/financial institution. Cost overruns shall be borne by the borrower.

As per the agreement letter of other major borrowing facilities sanctioned, the Company is required to comply with various financial covenants viz. Company shall not invest any amount for acquisition of fixed assets without any long term arrangement and without maintaining current ratio of 1.10:1.

37.2 Dividends

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Equity dividend		
Final dividend for the year ended March 31, 2017 of Rs. 3.5 (March 31, 2016 - Rs. 3) per fully paid share	628	539



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

38. RELATED PARTY DISCLOSURES:

As per Ind AS 24 "Related party Disclosures", disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(I) List of related parties and relationship.

(i) Parties having joint control over the Company

Balmer Lawrie and Company Limited
Greif International Holding B.V.

(ii) Joint Venture

Transafe Services Limited

(iii) Parties under the common control

Balmer Lawrie (UAE) LLC
Greif Singapore Pte Ltd
Greif Egypt LLC
Greif Nederland B.V.
Greif France SAS
Greif Saudi Arabia Ltd
Greif Czech Republic a.s.
Greif Vologda Limited Liability Company Russian
Greif Packaging & Supply Chain Llc
Greif Nigeria PLC
Greif Sweden AB
Greif Mexico, S.A. de C.V.
Pachmas Packaging Ltd
Greif Eastern Packaging Pte Limited
American Flange and Manufacturing Co. Inc.
Kunststofftechnik Hartmut Muehlhoff Gmbh & Co. Kg
Greif Embalagenes Ind do Brasil Ltda
Greif Embalajes Industriales S.A
Greif Italia SpA
Greif Plastics Italy S.R.L.
Trisure Closures Australia Pty Limited
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.

(iv) Key Managerial Personnel

- (a) Girish Pundlik - Chief executive officer - till March 31, 2018 (Managing Director w.e.f April 1, 2018)
- (b) Sanjay Datta - Chief Financial Officer
- (c) Rajesh Juthani - Company Secretary
- (d) Mohan Menon - Managing Director till March 31, 2016 & Chief Executive Officer from April 1, 2016 to July 7, 2016)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH. 31, 2018.

Related Party Disclosures

(II) Transactions during the year with related parties:

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	2017-2018	2016-2017	2017-2018	2016-2017	2017-2018	2016-2017
Purchase of Raw Materials and Stores (Inclusive of Levies and taxes)						
Balmer Lawrie and Company Limited	3	6	—	—	—	—
Greif Embalagens Ind do Brasil Ltda	—	—	—	—	43	52
Greif France SAS	—	—	—	—	28	51
Greif Singapore Pte Ltd	—	—	—	—	16	—
Greif Nederland B.V.	—	—	—	—	69	10
Greif Germany GmbH	—	—	—	—	26	—
Trisure Closures Australia Pty Limited	—	—	—	—	75	137
		6	—	—	257	250
Sale of Finished Goods (Exclusive of levies and taxes)						
Balmer Lawrie and Company Limited	1,654	1,859	—	—	—	—
Balmer Lawrie (UAE) LLC	—	—	—	—	419	494
Greif Singapore Pte Ltd	—	—	—	—	1,751	1,634
American Flange and Manufacturing Co. Inc.	—	—	—	—	3,705	2,972
Greif Egypt LLC	—	—	—	—	105	148
Greif Embalajes Industriales S.A	—	—	—	—	—	53
Greif Embalagens Ind do Brasil Ltda	—	—	—	—	766	73
Greif Eastern Packaging Pte Limited	—	—	—	—	11	394
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	—	116	587
Trisure Closures Australia Pty Limited	—	—	—	—	594	114
Greif Czech Republic A.S	—	—	—	—	41	58
Greif France SAS	—	—	—	—	120	120
Greif Mexico, S.A De C.V.	—	—	—	—	241	384
Greif Nigeria PLC	—	—	—	—	11	32
Greif Saudi Arabia Co. Ltd.	—	—	—	—	175	214
Greif Sweden AB	—	—	—	—	30	30
Greif Vologda Limited Liability Company Russian	—	—	—	—	139	27
Kunststofftechnik Hartmut Muehlhoff GmbH & Co. Kg	—	—	—	—	1	—
Pachmas Packaging limited	—	—	—	—	84	117
Greif Nederland B.V.	—	—	—	—	1,057	1,000
	1,654	1,859	—	—	9,366	8,451
Lease Rent Expenses						
Balmer Lawrie and Company Limited	1	1	—	—	—	—
	1	1	—	—	—	—
Purchase of Services						
Balmer Lawrie and Company Limited	518	471	—	—	—	—
Transafe Services Limited*	—	—	0	1	—	—
	518	471	0	1	—	—
Commission Expense						
Greif Nederland B.V.	—	—	—	—	16	154
	—	—	—	—	16	154

* The amount is lower than Rs. lacs



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH. 31, 2018.

Related Party Disclosures

(II) Transactions during the year with related parties – (contd.)

(Rs. in lacs)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	2017-2018	2016-2017	2017-2018	2016-2017	2017-2018	2016-2017
Loan Received						
Balmer Lawrie and Company Limited	1,000	550	—	—	—	—
	1,000	550	—	—	—	—
Repayment of Loan Taken						
Balmer Lawrie and Company Limited	1,000	550	—	—	—	—
	1,000	550	—	—	—	—
Loan Given						
Balmer Lawrie and Company Limited	100	—	—	—	—	—
	100	—	—	—	—	—
Repayment of Loan Given						
Balmer Lawrie and Company Limited	100	—	—	—	—	—
	100	—	—	—	—	—
Expenses Reimbursed by other Companies						
Transafe Services Limited*	—	—	0	2	—	—
	—	—	0	2	—	—
Expenses Reimbursed to other Companies						
Balmer Lawrie and Company Limited	—	19	—	—	—	—
	—	19	—	—	—	—
Interest Expense						
Balmer Lawrie and Company Limited	41	15	—	—	—	—
	41	15	—	—	—	—
Dividend Paid						
Balmer Lawrie and Company Limited	301	258	—	—	—	—
Greif International Holding B.V.	301	258	—	—	—	—
	602	516	—	—	—	—

* The amount is lower than Rs. lacs

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

Related Party Disclosures

(III) Amount Due to / from related parties:

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	2017-2018	2016-2017	2017-2018	2016-2017	2017-2018	2016-2017
Outstanding Receivable (Net of Payable)	446	223	—	—	—	—
Balmer Lawrie and Company Limited	—	—	3	3	—	—
Transafe Services Limited	—	—	—	—	293	186
Greif Singapore Pte Ltd	—	—	—	—	40	71
Greif Egypt LLC	—	—	—	—	—	12
Greif Eastern Packaging Pte Limited	—	—	—	—	521	34
Greif Embalagens Ind do Brasil Ltda	—	—	—	—	1,224	840
American Flange and Manufacturing Co. Inc.	—	—	—	—	1	10
Balmer Lawrie (UAE) LLC	—	—	—	—	199	169
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	—	20	23
Greif Czech Republic A. S.	—	—	—	—	10	37
Greif France SAS	—	—	—	—	52	56
Greif Mexico S.A.DE C.V	—	—	—	—	183	212
Greif Nederland B.V.	—	—	—	—	104	77
Greif Saudi Arabia Co. Ltd.	—	—	—	—	59	27
Greif Vologda Limited Liability Company Russian	—	—	—	—	87	—
Greif Germany GmbH	—	—	—	—	42	—
Pachmas Packaging Limited	—	—	—	—	1	33
Tri-Sure Closures Australia Pty. Ltd.	446	223	3	3	2,836	1,787
Outstanding Payable (Net of Receivable)	—	—	—	—	—	16
American Flange and Manufacturing Co. Inc.	—	—	—	—	46	154
Greif Nederland B.V.	—	—	—	—	—	35
Tri-Sure Closures Australia Pty. Ltd.	—	—	—	—	46	205
Outstanding Loan Payable	1,818	1,818	—	—	—	—
Balmer Lawrie and Company Limited	1,818	1,818	—	—	—	—

Transactions with Key Management Personnel (KMP):

Particulars	March 31, 2018	March 31, 2017
Remuneration to Mohan Menon *	—	64
Remuneration to Girish Pundlik	32	17
Remuneration to Sanjay Datta	25	21
Remuneration to Rajesh Juthani	29	26

* includes payment towards gratuity and compensated absences related to periods, prior to his appointment as KMP.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

39. NET DEBT RECONCILIATION

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Cash and cash equivalents	142	391
Non-current borrowings (including current maturities)	(2,519)	(3,204)
Current borrowings	(7,710)	(6,272)
Interest payable	(31)	(22)
Net Debt	(10,118)	(9,107)

(Rs. in lacs)

	Cash and cash equivalents	Non-current borrowings including current maturities)	Current borrowings	Interest Payable
Net debt as at April 01, 2017	391	(3,204)	(6,272)	(22)
Cash flows	(249)	685	(1,437)	—
Finance costs	—	—	—	(881)
Interest paid	—	—	—	872
Net debt as at March 31, 2018	142	(2,519)	(7,708)	(32)

40. Pursuant to the Scheme of amalgamation (the 'Scheme') between the Company (the "transferee") and Proseal Closures Limited (the "transferor") manufacturing Steel Drum Closures and other accessories, as approved by the respective shareholders of transferee and transferor companies and subsequently approved by National Company Law Tribunal ("NCLT") vide its Order dated March 16, 2017 (filed with the Registrar of Companies on July 18, 2017), the entire business and the whole undertaking of the transferor were transferred to, as a going concern and became vested in the Company, effective from April 01, 2015 (the appointed date). Accounting treatment given as per the scheme approved by NCLT has been given effect in the above financial statements and the same is as under:

- All the assets and liabilities of the transferor were incorporated in the financial statements of the Company at their carrying value.
- Inter-Company balances, if any, stands cancelled.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

41. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
(a) Contingent Liabilities		
(a) Sales Tax Liability that may arise in respect of matters in appeal	68	68
(b) Income Tax Liability that may arise in respect of matters in appeal	119	79
(c) Sales tax liability that may arise on account of uncollected 'C' Forms	19	65
(d) Service tax/excise duty liability that may arise in respect of matters in appeal	39	39
(e) Duty demand on account of non fulfillment of export obligation of few advance licences	123	—
(f) Outstanding guarantees to various banks, in respect of the guarantees given by those banks in favour of various government authorities and others	57	42
Notes:		
1. The Company does not expect any reimbursement in respect of the above contingent liabilities.		
2. It is not practical to estimate the timing of cash outflows, if any, in respect of matters (a) to (e) above, pending resolution / completion of the appellate proceedings/other proceedings, as applicable.		
(b) Commitments		
(a) Estimated value of contracts in capital account remaining to be executed (net of capital advance)	691	323
(b) Commitment relating to lease arrangements (Refer Note 51)	—	25

42. EMPLOYEE BENEFITS

As per Indian Accounting Standard-19, 'Employee Benefits', the disclosure of Employee benefits as defined in the Standard are given below:

(a) Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Employer's Contribution to Provident fund	160	154
Employer's Contribution to ESIC	12	6
Employer's Contribution to Superannuation	47	48



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

(b) Defined Benefit Plan:

Gratuity

In accordance with Indian Accounting Standard-19, 'Employee Benefits', actuarial valuation was carried out in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:

	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Discount rate	7.50%	7.30%
Salary growth rate	7.00%	7.00%
Withdrawal rate	5.00%	2.90%
Changes in the Fair value of Plan Assets		
Present value of plan assets at the beginning of the year	570	458
Investment income	42	36
Employer's contribution	107	120
Employee's contribution	—	—
Benefits paid	(56)	(44)
Return on plan assets, excluding amount recognised in net interest expense*	19	(0)
Fair Value of Plan Assets at the end of the year	682	570
Changes in the Present Value of Obligation		
Present value of obligation at the beginning of the year	830	647
Current service cost	53	51
Interest expenses or cost	60	51
Re-measurement (or actuarial) (gain) / loss arising from:		
– change in the demographic assumptions	4	1
– change in the financial assumptions	(15)	25
– experience variance (i.e. actual experience v/s assumptions)	(38)	90
Past service cost	40	—
Benefits paid	(56)	(35)
Present Value of Obligation at the end of the year	878	830
Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Amount recognised in the Balance Sheet		
Present Value of Obligation at the end of the year	878	830
Fair Value of Plan Assets at the end of the year	(682)	(570)
Net Liability recognised at the end of the year	196	260
Percentage of each category of plan assets to total fair value of plan assets as at year end:		
Administered by Life Insurance Corporation of India	100.00%	100.00%

* The amount is lower than Rs. lacs

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Expenses recognised in the Statement of Profit and Loss		
Current service cost	53	51
Past service cost	40	—
Net interest cost / (income) on the net defined benefit liability/(assets)	19	14
Total expenses recognised in the Statement of Profit and Loss	112	65
Actuarial (gains) / losses		
— change in demographic assumptions	4	1
— change in financial assumptions	(15)	25
— experience variance (i.e. actual experience v/s assumptions)	(38)	90
Return on plan assets, excluding amount recognised in net interest expense*	(19)	0
Actuarial (Gain)/ Loss recognised in Other Comprehensive Income	(68)	116
Maturity Profile of Defined Benefit Obligation		
Weighted average duration (based on discounted cash flows)	8 years	
Expected cash flows over the next (valued on undiscounted basis) :		
1 year	76	
2 to 5 years	359	
6 to 10 years	486	
More than 10 years	792	

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase, attrition rate and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

Defined Benefit Obligation (Base) 878 830

Particulars	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)	948	817	894	771
(% change compared to base due to sensitivity)	7.9%	-7.0%	7.9%	-7.0%
Salary Growth Rate (-/+ 1%)	817	945	775	886
(% change compared to base due to sensitivity)	-7.0%	7.6%	-6.4%	6.9%
Attrition Rate (-/+ 50%)	873	882	N.A.	N.A.
(% change compared to base due to sensitivity)	-0.6%	0.4%	N.A.	N.A.
Mortality Rate (-/+ 10%)	878	878	N.A.	N.A.
(% change compared to base due to sensitivity)	0.0%	0.0%	N.A.	N.A.

(c) Compensated absences

The obligation for compensated absences is recognised in the same manner as gratuity and net charge to the Statement of Profit and Loss for the year is Rs. 33 lacs (Previous Year: Rs. 49 lacs).

* The amount is lower than Rs. lacs



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

43. SEGMENT REPORTING

The Company's chief operating decision maker - Board of Directors examines the Company's performance from a product perspective and has identified two reportable segments of its business:

- (i) Steel Drum Closures
- (ii) Plastic Containers

The above operating segments have been identified considering:

- (i) The internal financial reporting systems
- (ii) The nature of the product
- (iii) The risk return profile of individual divisions

Revenue and expenses has been accounted on the basis of their relationship to the operating activities of the segment. Income and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Income" and "Unallocable Expenses" respectively. Assets and Liabilities, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Assets/ Liabilities". Inter-segment transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods.

(Rs. in lacs)

Particulars	2017-2018			2016-2017		
	Steel Drum Closures	Plastic Containers	Total	Steel Drum Closures	Plastic Containers	Total
Revenue						
External Segment Revenue	18,549	25,174	43,723	16,420	25,614	42,034
Inter-Segment Revenue	—	—	—	—	46	—
Total Revenue	18,549	25,174	43,723	16,420	25,660	42,034
Result						
Segment Result	2,839	2,354	5,193	2,536	1,984	4,520
Add: Unallocable Income			24			27
Less: Interest Expense			888			721
Less: Unallocable Expenses			1,068			980
Profit Before Taxation			3,261			2,846
Less: Tax Expenses			1,111			1,000
Profit After Taxation			2,150			1,846
Other Information						
Segment Assets	14,503	13,174	27,677	12,001	11,273	23,274
Unallocable Assets			5,499			6,923
Total Assets			33,175			30,198
Segment Liabilities	1,894	5,627	7,521	2,141	3,833	5,974
Unallocable Liabilities			11,430			11,441
Total Liabilities			18,951			17,415
Depreciation and amortisation						
Segment	580	341	921	482	367	849
Unallocable			138			92
Total Depreciation and amortisation			1,059			941
Non-cash expenses other than depreciation and amortisation						
Segment	—	66	66	49	3	52
Unallocable			—			—
Total		66			52	
Information about geographical segment *						
Revenue						
India			32,675			31,962
Outside India			11,048			10,072
			43,723			42,034
Non Current Assets						
(Other than financial instrument, deferred tax and employee benefits)						
India			14,046			16,483
Outside India			—			—
			14,046			16,483

* Sales attributable to any individual foreign country is not material, hence the same has been disclosed on an aggregate basis.

As per InAs per Ind AS 108 - Operating Segments, the Company is required to disclose revenue from individual external customers when it is 10 per cent or more of entity's revenue. Since, none of the individual external customers has revenue equal to or more than 10 per cent, no disclosure has been given.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

44. The Company had purchased 11,361,999 Equity Shares of Rs. 10 each of Transafe Services Limited ("TSL"), an unlisted Company, from ICICI Venture Funds Management Company Limited @ Rs. 16 per share during the year ended March 31, 2010 at the total consideration of Rs. 1,818 lacs. The investment was made by availing a 100% loan from Balmer Lawrie and Company Limited ("BL") under the loan agreement with BL dated July 31, 2009. As per the said loan agreement, the Company is liable to pay interest on the outstanding principal amount @ 9% per annum or the prevailing bank rate, whichever is higher, annually by September 30 each year.

Post investment, TSL has been reporting continuous losses. Consequent to the losses and erosion in the net worth (negative net worth as at March 31, 2018), the fair value of investment held by the Company has come down. The Company has made no provision in the accounts for such notional diminution in the value of the investment by virtue of the provision in clause 1.3 of the aforesaid loan agreement executed with BL.

As per a legal opinion from a reputed firm of Solicitors and Advocates on the above mentioned clause 1.3 of the loan agreement, the loan is a non recourse loan and the loan amount is secured by pledge of all the TSL shares in favour of BL. This clause read with the letter dated May 05, 2015 from BL, provides that in case the Company defaults in repayment of the outstanding loan amount at the end of 108 months from the date of disbursement i.e. June 30, 2018, BL's recovery will be limited to the collateral of the said TSL shares. On transfer of such shares, neither the Company nor BL shall have any further claims on the other. Investment in TSL will therefore get neutralised against the loan taken from BL having no impact on the profit of the Company.

In the event, the Company desires to sell all or part of the TSL shares within the aforesaid period of 108 months, the same can be done by obtaining prior approval from BL and there shall be an obligation on the Company to repay the loan to BL from the proceeds of such sale of TSL shares and also execute a satisfactory interim security as mutually agreed. Also, in the event of termination of the agreement, the Company shall be liable to repay the entire loan amount along with the interest due thereon to BL.

During the year ended March 31, 2013, the Company had expressed its inability to BL to pay accrued interest amounting to Rs. 294 lacs (net of TDS) for the financial years ended March 31, 2011 and March 31, 2012. As the Company had never earned any income from this investment and the interest expense was being disallowed under the Income tax Act, 1961, the Company has stopped accruing any further interest. Accordingly, during the financial year ended March 31, 2013, the Company had written back the interest accrued and payable amounting to Rs. 294 lacs and has not accrued the annual interest expense of Rs. 164 lacs for the financial years ended March 31, 2013 to March 31, 2018 based on the written communication to BL.

45. EARNINGS PER SHARE

Particulars	Year Ended March 31, 2018 (Rs. in lacs)	Year Ended March 31, 2017 (Rs. in lacs)
I. Profit Computation for both Basic and Diluted Earnings per share: Net Profit attributable to equity share holders (in Rs.)	2,150	1,846
II. Computation of weighted average number of equity shares : Number of shares for Basic and Diluted earnings per share	17,974,814	17,974,814
III. Earnings Per Share: Basic (in Rs.)	11.96	10.27
Diluted (in Rs.)	11.96	10.27

46. AUDITORS' REMUNERATION (EXCLUDING TAXES)

Particulars	Year Ended March 31, 2018 (Rs. in lacs)	Year Ended March 31, 2017 (Rs. in lacs)
Audit Fees	33	37
Other Services	—	13
Out of Pocket Expenses *	1	0
	34	50

* The amount is lower than Rs. lacs



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

47. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Section 135 of the Companies Act, 2013 and Rules made thereunder prescribe that every company having a net worth of Rs. 500 crore or more, or turnover of Rs. 1,000 crore or more or a net profit of Rs. 5 crore or more during any financial year shall ensure that the company spends, in every financial year, at least 2% of the average net profits earned during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The provisions pertaining to corporate social responsibility as prescribed under the Companies Act, 2013 are applicable to the Company. The financial details as sought by the Companies Act, 2013 are as follows:

Particulars	Amount (Rs. in lacs)
Average net profit of the Company for last three financial years	1,861
Prescribed CSR expenditure (2% of the average net profit as computed above)	37
Details of CSR expenditure during the financial year :	
Total amount provided for CSR during the financial year	47
Amount spent	23
Amount unspent	24

48. PROVISIONS

Particulars	Year Ended March 31, 2018 (Rs. in lacs)	Year Ended March 31, 2017 (Rs. in lacs)
Balance at the beginning of the year	144	198
Additions (net of reversal)	(2)	(54)
Amount used	—	—
Balance at the end of the year	142	144

Note:

It represents probable liabilities arising out of indirect taxes. The timing of the outflow with regards to the said matters depends on the exhaustion of remedies available to the Company under the applicable law and hence the Company is not able to reasonably ascertain the timing of the outflow.

49. PROPOSED DIVIDEND

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
The final dividend proposed for the year is as follows:		
On equity shares of Rs. 10 each:		
Amount of dividend proposed (Rs. in lacs)	1,436	628
Dividend per equity share	Rs. 8.00	Rs. 3.50

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018.

50. DIVIDEND REMITTED IN FOREIGN CURRENCY

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Dividend paid during the year (Rs. in lacs)	301	258
Number of non-resident shareholders	1	1
Number of Equity Shares held by such non-resident shareholders	86	86
Year to which the dividends relate	2016-17	2015-16

51. The Company has entered into cancellable leasing arrangements mainly for residential flats, office premises, warehouse, vehicles etc. The Lease rent of Rs. 33 lacs (Previous Year: Rs. 41 lacs) has been included under the head 'Other Expenses - Rent' in Note 32 to the financial statements.

Certain non-cancellable operating leases extend upto a maximum of three years from their respective dates of inception. Some of such lease agreements have a price escalation clause. Maximum obligations on long term non-cancellable operating leases in accordance with the rent stated in the respective agreements are as under:

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Not later than 1 year	—	25
Later than 1 year but not later than 5 years	—	—
Later than 5 years	—	—
Total	—	25

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants

Bharat Shetty
Partner

Mumbai, 18 May, 2018

For and on behalf of the Board of Directors

Reinier Hietink – Director

Prabal Basu – Director

Girish Pundlik – Managing Director

Sanjay Datta – Chief Financial Officer

Rajesh Juthani – Company Secretary

Kolkata, 18 May, 2018

**Consolidated Financial Statements
for the year ended March 31, 2018**

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Independent Auditor's Report

To the Members of Balmer Lawrie – Van Leer Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

1. We have audited the accompanying consolidated financial statements of Balmer Lawrie - Van Leer Limited (the 'Company') and its joint venture, which comprise the Consolidated Balance Sheet as at 31 March 2018, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

2. The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (the 'Act') that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated cash flows and consolidated changes in equity of the Company including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. The Company's Board of Directors and of the joint venture are responsible for 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. Further, in terms of the provisions of the Act, the Board of Directors / management of the Company and joint venture covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the 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.
5. 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 these consolidated financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the consolidated 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 Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their report referred to in paragraph 10 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on these consolidated financial statements.

BASIS FOR QUALIFIED OPINION

8. As stated in Note 46 (a) to the consolidated financial statements, the Company has not accrued interest aggregating ₹ 164 lacs (Previous year ₹ 164 lacs) on a loan in accordance with terms of such loan agreement. Had the Company provided for interest in accordance with the terms of the aforesaid agreement, net profit for the year ended 31 March 2018 would have been lower by ₹ 107 lacs (Previous year: ₹ 110 lacs), other financial liabilities as at 31 March 2018 would have been higher by ₹ 1,276 lacs (Previous year: ₹ 1,113 lacs) and the reserves and surplus as at that date would have been lower by ₹ 1,252 lacs (Previous year: ₹ 1,091 lacs). Our audit opinion on the consolidated financial statements for the year ended 31 March 2017 was also qualified in respect of this matter.

QUALIFIED OPINION

9. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements and on the other financial information of the joint venture, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated 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 consolidated state of affairs (consolidated financial position) of the Company and joint venture as at 31 March 2018, and their consolidated profit (consolidated financial performance including other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.



OTHER MATTER

10. The consolidated financial statements also include the Company's share of net loss (including other comprehensive income) of ₹ Nil (Previous year : ₹ Nil) for the year ended 31 March 2018, as considered in the consolidated financial statements, in respect of a joint venture, whose financial statements has not been audited by us. These financial statements have been audited by other auditor whose report has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid joint venture, is based solely on the report of the other auditor.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the work done by and the report of the other auditor.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

11. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on separate financial statements and other financial information of the joint venture, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements;
 - (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor, except for the effects of the matter described in paragraph 8 of the Basis for Qualified Opinion paragraph with respect to the consolidated financial statements of the Company;
 - (c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;
 - (e) matter described in paragraph 8 under the Basis for Qualified Opinion paragraph, in our opinion, may have an adverse effect on the functioning of the Company;
 - (f) on the basis of the written representations received from the directors of the Company and taken on record by the

Board of Directors of the Company and the report of the other auditor of joint venture company covered under the Act, none of the directors of the Company and joint venture company covered under the Act, are disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act.

- (g) the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph;
- (h) with respect to the adequacy of the internal financial controls over financial reporting of the Company and joint venture company covered under the Act and the operating effectiveness of such controls, refer to our separate report in Annexure;
- (i) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements as also the other financial information of the joint venture:
 - (i) the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and joint venture as detailed in Note 41 and Note 44, respectively to the consolidated financial statements;
 - (ii) the Company and joint venture did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and joint venture company covered under the Act during the year ended 31 March 2018;
 - (iv) The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm's Registration No.:
001076N/N500013

per Bharat Shetty
Partner
Membership No.: 106815

Place: Mumbai
Date: 18 July 2018

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Annexure to the Independent Auditor's Report of even date to the members of Balmer Lawrie - Van Leer Limited, on the consolidated financial statements for the year ended 31 March 2018

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE "ACT")

1. In conjunction with our audit of the consolidated financial statements of Balmer Lawrie - Van Leer Limited (the "Company") and joint venture as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company and joint venture, which are companies incorporated in India, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

2. The respective Board of Directors of the Company and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and joint venture as aforesaid, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of the company's assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

3. Our responsibility is to express an opinion on the IFCoFR of the Company and joint venture as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note"), issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

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

4. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Company and joint venture as aforesaid.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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



OPINION

7. In our opinion, the Company and joint venture has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI

OTHER MATTER

8. We did not audit the IFCoFR insofar as it relates to a joint venture, which is a company incorporated in India. Our report on the adequacy and operating effectiveness of the IFCoFR for the Company and joint venture, which are companies incorporated in India, under Section 143(3)(i) of the Act insofar as it relates to the aforesaid joint venture, is solely based on the corresponding report of the auditor of such company. Our opinion is not modified in respect of the above matter with respect to our reliance on the work done by and the report of the other auditor.

For **Walker Chandiok & Co LLP**
(Formerly Walker, Chandiok & Co)
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Place: Mumbai
Date: 18 July 2018

per Bharat Shetty
Partner
Membership No.: 106815

58th Annual Report 2017 - 2018

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

	Note	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
ASSETS			
Non-current assets:			
Property, plant and equipment	2	11,447	10,410
Capital work-in-progress		677	845
Goodwill		1,016	1,016
Other intangible assets	3	35	54
Financial assets			
Loans	4	246	238
Other financial assets	5	40	95
Other non-current assets	6	874	831
		<u>14,335</u>	<u>13,489</u>
Current assets			
Inventories	7	5,868	5,875
Financial assets			
Investment in joint venture	44	—	—
Trade receivables	8	8,830	6,597
Cash and cash equivalents	9	142	391
Other bank balances	10	208	126
Loans	11	142	124
Other financial assets	12	88	188
Other current assets	13	1,744	1,590
		<u>17,022</u>	<u>14,891</u>
		<u>31,357</u>	<u>28,380</u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,796	1,796
Other equity	15	10,610	9,169
		<u>12,406</u>	<u>10,965</u>
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	209	2,480
Other financial liabilities	17	23	24
Provisions	18	603	652
Deferred tax liabilities (net)	19	695	633
		<u>1,530</u>	<u>3,789</u>
Current liabilities			
Financial liabilities			
Borrowings	20	7,709	6,272
Trade payables	21	5,415	4,361
Other financial liabilities	22	3,799	2,127
Provisions	23	19	35
Current tax liabilities (net)	24	202	414
Other current liabilities	25	277	417
		<u>17,421</u>	<u>13,626</u>
TOTAL		<u>31,357</u>	<u>28,380</u>
Significant accounting policies and other explanatory information	1-47		

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Mumbai, 18 July, 2018

For and on behalf of the Board of Directors

Cristina Zeitz – Director
Prabal Basu – Director
Girish Pundlik – Managing Director
Sanjay Datta – Chief Financial Officer
Rajesh Juthani – Company Secretary

Mumbai, 18 July, 2018



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

	Note	Year Ended March 31, 2018 (Rs. in lacs)	Year Ended March 31, 2017 (Rs. in lacs)
Revenue from operations	26	43,723	42,034
Other income	27	132	164
Total Revenue		43,855	42,198
Expenses:			
Cost of materials consumed	28	25,190	23,251
Purchases of stock-in-trade		124	41
Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	386	(553)
Excise duty expense		948	3,428
Employee benefits expense	30	4,353	3,966
Finance costs	31	888	721
Depreciation and amortization expense	2 and 3	1,059	941
Other expenses	32	7,646	7,557
Total expenses		40,594	39,352
Profit before tax		3,261	2,846
Tax expense:	33		
(i) Current tax		1,073	853
(ii) Deferred tax expense		38	147
		1,111	1,000
Net profit after tax		2,150	1,846
Other comprehensive income	34		
(i) Items that will not be reclassified to profit or loss		68	(144)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(24)	48
		44	(96)
Total comprehensive income for the period		2,194	1,750
Earnings per equity share:	45		
Basic and diluted (in Rs.)		11.96	10.27
Face value per share (in Rs.)		10.00	10.00

Significant accounting policies and other explanatory information

1-47

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
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Bharat Shetty
Partner
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Mumbai, 18 July, 2018

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Mumbai, 18 July, 2018

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

Equity share capital (including forfeited equity shares)

	Number of shares	Amount (Rs. in lacs)
As at April 01, 2016	17,974,814	1,796
Changes during the year	—	—
As at March 31, 2017	17,974,814	1,796
Changes during the year	—	—
As at March 31, 2018	17,974,814	1,796

Other equity

(Rs. in lacs)

	Securities premium reserve	General reserve	Retained earnings	Deemed equity contribution on loan from shareholder	Other comprehensive income (OCI)	Total
Opening balance as at April 01, 2016	3,218	796	3,869	185	—	8,068
Transactions during the year						
Total comprehensive income for the year						
Profit / (loss) for the year	—	—	1,846	—	(96)	1,750
Dividend	—	—	(539)	—	—	(539)
Tax on dividends	—	—	(110)	—	—	(110)
Transfer from OCI to retained earnings	—	—	(96)	—	96	—
Closing balance as at March 31, 2017	3,218	796	4,970	185	—	9,169
Transactions during the year						
Total comprehensive income for the year						
Profit / (loss) for the year	—	—	2,150	—	44	2,194
Dividend	—	—	(628)	—	—	(628)
Tax on dividends	—	—	(125)	—	—	(125)
Transfer from OCI to retained earnings	—	—	44	—	(44)	—
Closing balance as at March 31, 2018	3,218	796	6,411	185	—	10,610

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Mumbai, 18 July, 2018

For and on behalf of the Board of Directors

Cristina Zeitz — Director
Prabal Basu — Director
Girish Pundlik — Managing Director
Sanjay Datta — Chief Financial Officer
Rajesh Juthani — Company Secretary

Mumbai, 18 July, 2018



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

	Year Ended March 31, 2018 (Rs. in lacs)	Year Ended March 31, 2017 (Rs. in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	3,261	2,846
Adjusted for:		
Depreciation and amortization expense	1,059	941
Loss on sale of tangible assets (net)	1	8
Interest income	(19)	(25)
Finance costs	881	699
Provision for doubtful debts	65	14
Provision for indirect taxes	(2)	(54)
Liabilities no longer required written back	(10)	(64)
Actuarial gain / (loss) recognised in other comprehensive income	68	(144)
Deferred grant income	(2)	(2)
Notional rent expense	—	1
Unrealised foreign exchange loss/(gain) *	0	(36)
	<u>2,041</u>	<u>1,338</u>
Operating profit before working capital changes	5,302	4,184
Changes in working capital:		
Increase / (Decrease) in provisions, trade payables and other liabilities	874	737
(Increase) / Decrease in trade receivables	(2,290)	(697)
(Increase) / Decrease in inventories	7	(1,005)
(Increase) / Decrease in loans and other assets	97	(398)
	<u>3,990</u>	<u>2,821</u>
Operating profit after working capital changes	(1,285)	(827)
Direct taxes paid (net of refund)		
Net cash generated from operating activities	<u>2,705</u>	<u>1,994</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital work-in-progress)	(2,084)	(1,720)
Sale of property, plant and equipment	5	21
Fixed deposits matured/ (placed)	(21)	32
Interest received	19	25
	<u>(2,081)</u>	<u>(1,642)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid (including dividend distribution tax thereon)	(753)	(648)
Repayment of non-current borrowings	(764)	(375)
Proceeds from non-current borrowings	79	634
Finance costs paid	(872)	(697)
Proceeds from current borrowings (net)	1,437	1,027
	<u>(873)</u>	<u>(59)</u>
Net cash used in financing activities		
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(249)	293
Opening balance of cash and cash equivalents	391	98
Closing balance of cash and cash equivalents	<u>142</u>	<u>391</u>
Components of cash and cash equivalents:		
Balances with banks in current accounts	121	285
Cheques on hand	19	103
Cash on hand	2	3
	<u>142</u>	<u>391</u>
Cash and cash equivalents as per financial statements		

* The amount is lower than Rs. lacs

As per our report of even date attached.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No. 001076N/N500013

Bharat Shetty

Partner

Membership No.: 106815

Mumbai, 18 July, 2018

For and on behalf of the Board of Directors

Cristina Zeitz

– Director

Prabal Basu

– Director

Girish Pundlik

– Managing Director

Sanjay Datta

– Chief Financial Officer

Rajesh Juthani

– Company Secretary

Mumbai, 18 July, 2018

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

1.1 Background of the Company

Balmer Lawrie - Van Leer Limited (the 'Company') is a Company limited by shares and is domiciled in India. The Company's registered office is at D195/2, TTC Industrial Area, Turbhe, Navi Mumbai, 400705.

Balmer Lawrie-Van Leer Limited (BLVL), established in 1962, is into the manufacture of a wide range of industrial packaging products; however, its core competencies are in steel drum closures and plastic drums.

1.2 Significant Accounting Policies

(a) Basis for preparation of consolidated financial statements

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

These financial statements have been prepared on a historical cost and accrual basis, except for certain financial assets and liabilities and defined benefit plans - plan assets, that are measured at fair value.

These financial statements comprise the financial statements of Balmer Lawrie - Van Leer Limited and Transafe Services Limited, its joint venture.

(b) Principles of consolidation and equity accounting

Joint Arrangements

Under Ind AS 111, Joint Arrangements, investment in joint arrangements is classified as either joint operations or joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Joint venture

Interest in joint venture is accounted for using the equity method (see below), after initially being recognised at cost in the consolidated balance sheet.

Equity method

Under the equity method of accounting, the investment is initially recognised at cost and adjusted thereafter to recognise the Company's share of the post-acquisition profits or losses of the investee in consolidated statement of profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint venture is recognised as a reduction in the carrying amount of the investment.

When the Company's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Company and its joint venture is eliminated to the extent of the Company's interest in these entities. Unrealised losses are also eliminated unless the transactions provide evidence of an impairment of the asset transferred. Accounting policies of equity accounted investee has been changed, where necessary for the purpose of consolidation, to ensure consistency with the policies adopted by the Company.

The carrying amount of equity accounted investment is tested for impairment in accordance with the policy for impairment described below.

(c) Property, plant and equipment (including Capital Work-in-Progress)

Property, plant and equipment are stated at cost of acquisition inclusive of all attributable cost of bringing the assets to their working condition, net of central credit/Goods and services tax (GST), accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Consolidated Statement of Profit and Loss.

Losses arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Consolidated Statement of Profit and Loss.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

The Company provides pro-rata depreciation on additions and disposals made during the year. Depreciation on property, plant and equipment is provided under the straight line method over the useful lives of assets as determined by an independent valuer, as prescribed under Part C of Schedule II of the Act. In the case of property, plant and equipment where the technological progress and upgradation is faster, the Company has provided accelerated depreciation as specified in Schedule II of the Act.

Leasehold land is being amortised over the primary period of lease.

Assets not yet ready for use are recognised as Capital work-in-progress.

(d) Intangible assets

Intangible assets are stated at acquisition cost, net of cenvat/GST credit, accumulated amortisation and accumulated impairment losses, if any. Intangible assets i.e. Computer software are amortised on a straight line basis over their estimated useful life of three years. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Consolidated Statement of Profit and Loss.

(e) Borrowing costs

General and specific borrowing costs directly attributable to the acquisition/ construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time the assets are substantially ready for their intended use. All other borrowing costs are recognised as an expense in the Consolidated Statement of Profit and Loss in the period in which they are incurred.

(f) Impairment of non-financial assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to their recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

(g) Investments and financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in consolidated statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the consolidated statement of profit and loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Measurement of debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statement of profit and loss, when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to consolidated statement of profit and loss. Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in consolidated statement of profit and loss and presented net in the consolidated statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Measurement of equity instruments

All equity investments in the scope of Ind AS 109, Financial Instruments, are measured at fair value. For equity instruments, the Company may make an irrevocable election to present the subsequent fair value changes in Other Comprehensive Income (OCI). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. There is no recycling of the amounts from OCI to consolidated statement of profit or loss, even on sale of investment.

Equity instruments included within the FVTPL (fair value through profit or loss) category are measured at fair value with all changes in fair value recognised in the consolidated statement of profit and loss.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Interest income from financial assets

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(h) Derivatives and embedded derivatives

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss.

Derivatives embedded in a host contract that is an asset within the scope of Ind AS 109 are not separated. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Derivatives embedded in all other host contracts are separated only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host and are measured at fair value through profit or loss. Embedded derivatives closely related to the host contracts are not separated.

(i) Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial recognition is recognised as an asset / liability based on the underlying reason for the difference.

Subsequently, all financial liabilities are measured at amortised cost using the effective interest rate method.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the consolidated statement of profit and loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

(j) Inventories

Inventories are stated at lower of cost and net realisable value. Cost of raw materials, stores, spares and packing materials is determined at weighted average cost or net realisable value whichever is lower. The cost of finished goods and work in progress comprises raw materials cost, packing materials cost, direct labour, other direct costs and related production overheads, as applicable. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(k) Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of such transactions. Monetary assets and liabilities as at the Balance Sheet date are translated at the rates of exchange prevailing at the date of the Balance Sheet. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Consolidated Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(l) Revenue Recognition

Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates and taxes.

Export incentives are recognised when the right to receive the benefit is established.

(m) Other Income

Interest income for all debt instruments is recognised using the effective interest rate method. Dividend Income is recognised when right to receive the payment is established by the balance sheet date. Management and marketing fees are recognised on the basis of rendering of services.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

(n) Employee Benefits

Defined Contribution Plan

The Company has Defined Contribution Plans for post employment benefits namely Provident Fund, Superannuation Fund and Employee's State Insurance Plan (ESIC) which are recognised by the income tax authorities and administered through appropriate authorities. The Company contributes to a Government administered Provident Fund and Employee State Insurance Plan and has no further obligation beyond making its contribution.

The Company makes contribution for superannuation to Life Insurance Corporation of India ("LIC") and has no further obligation beyond making its contribution.

The Company's contributions to the above funds are charged to Consolidated Statement of Profit and Loss every year as and when due.

Defined Benefit Plan - Gratuity

The Company has Defined Benefit Plan comprising of Gratuity. The Gratuity scheme is funded through Group Gratuity Cum Life Assurance Scheme from LIC. The adequacy of accumulated fund balance available with LIC has been established by comparing such balance based on actuarial valuation carried out by an independent actuary as at the Balance Sheet date and shortfall/ excess, if any, has been provided for/ considered as prepaid.

The actuarial valuation method used by independent actuary for measuring the liability is the Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions are recognised immediately in other comprehensive income as income or expense.

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. All other absences are treated as long term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

Termination Benefits

Termination benefits in the nature of voluntary retirement benefits are recognised in the Consolidated Statement of Profit and Loss as and when incurred.

(o) Current and Deferred Tax

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Where there are unabsorbed business losses and/or unabsorbed depreciation, deferred tax assets are recognised and carried forward only to the extent management is virtually certain that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company reassesses unrecognised deferred tax assets, if any.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of interest in joint arrangements where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for the temporary differences between the carrying amount and tax bases of interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary differences can be utilised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws. Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

(p) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Consolidated Statement of Profit and Loss on a straight-line basis over the period of the lease.

(q) Provisions and Contingent Liabilities

Provisions for legal claims, service warranties, volume discounts and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses, except on long term contracts, if applicable.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(r) Government grants

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the consolidated statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in liabilities as deferred income and are credited to consolidated statement of profit and loss on a straight-line basis over the expected lives of the related assets and presented within other income.

(s) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss (excluding other comprehensive income) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a right issue, share split and reserve share splits (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(t) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 2 : PROPERTY, PLANT AND EQUIPMENT

Gross block	Freehold Land	Leasehold Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Computers	Office equipment	Enabling assets	Total
	477	1,269	2,081	6,757	88	80	44	49	—	10,845
Balance as at April 01, 2016	—	—	65	1,077	12	20	9	3	161	1,347
Additions/Adjustments *	—	—	(4)	(17)	(7)	(19)	(0)	(0)	—	(47)
Balance as at March 31, 2017	477	1,269	2,142	7,817	93	81	53	52	161	12,145
Additions/Adjustments	46	—	593	1,297	59	34	18	33	—	2,080
Deletions/Adjustments *	—	—	—	(20)	(0)	(1)	(1)	(0)	—	(22)
Balance as at March 31, 2018	523	1,269	2,735	9,094	152	114	70	85	161	14,203
Accumulated depreciation and amortisation										
Balance as at April 01, 2016	—	18	112	640	16	11	19	9	—	825
Depreciation/amortisation	—	18	119	735	16	16	14	9	1	928
Deletions/Adjustments *	—	—	(0)	(9)	(3)	(6)	(0)	(0)	—	(18)
Balance as at March 31, 2017	—	36	231	1,366	29	21	33	18	1	1,735
Depreciation/amortisation	—	18	130	811	17	18	14	13	16	1,037
Deletions/Adjustments *	—	—	—	(15)	(0)	(1)	(0)	(0)	—	(16)
Balance as at March 31, 2018	—	54	361	2,162	46	38	47	31	17	2,756
Net block										
Balance as at March 31, 2017	477	1,233	1,911	6,451	64	60	20	34	160	10,410
Balance as at March 31, 2018	523	1,215	2,374	6,932	106	76	23	54	144	11,447

Note: Enabling Assets represent high voltage service line drawn from Maharashtra State Electricity Board and funded by the Company, the ownership of which does not vest with the Company.

NOTE 3 : OTHER INTANGIBLE ASSETS

Gross block	Computer	Software	Total
Balance as at April 01, 2016	7		7
Additions/Adjustments	62		62
Deletions/Adjustments	(1)		(1)
Balance as at March 31, 2017	68		68
Additions/Adjustments	3		3
Deletions/Adjustments	—		—
Balance as at March 31, 2018	71		71
Accumulated amortisation			
Balance as at April 01, 2016	2		2
Amortisation charge	13		13
Deletions/Adjustments	(1)		(1)
Balance as at March 31, 2017	14		14
Amortisation charge	22		22
Deletions/Adjustments	—		—
Balance as at March 31, 2018	36		36
Net block			
Balance as at March 31, 2017	54		54
Balance as at March 31, 2018	35		35

* The amount is lower than Rs. Lac



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 4: LOANS (NON-CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Security Deposits:		
Considered good	241	230
Considered doubtful	7	7
Less: Provision for doubtful deposits	(7)	(7)
	241	230
Other Loans:		
Others - considered good	5	8
	246	238

NOTE 5: OTHER FINANCIAL ASSETS (NON-CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Bank deposits with maturity more than 12 months	40	95
	40	95

NOTE 6: OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Capital advances	367	148
Prepaid expenses	10	4
Balances with government authorities	497	679
	874	831

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 7: INVENTORIES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Raw materials		
Goods-in-transit	90	159
Others	2,956	2,691
	3,046	2,850
Work-in-progress	971	991
Finished goods	948	1,282
Stock-in-trade	5	37
Stores and spares	851	674
Packing materials	47	41
	5,868	5,875

NOTE 8: TRADE RECEIVABLES (UNSECURED)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Considered good	8,830	6,597
Considered doubtful	92	27
Less: Provision for doubtful debts	(92)	(27)
	8,830	6,597

NOTE 9: CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Balances with banks in current accounts	121	285
Cheques on hand	19	103
Cash on hand	2	3
	142	391

NOTE 10: OTHER BANK BALANCES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Restricted balance with bank in current account	55	55
Unpaid dividend accounts	31	24
Deposits with maturity of more than three months but less than twelve months	122	47
	208	126



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 11: LOANS (CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Security deposits	72	78
Loans and advances to employees	15	22
Recoverable from related parties	1	1
Others - considered good	54	23
Others - considered doubtful	14	14
Less: Provision for doubtful loans	(14)	(14)
	142	124

NOTE 12: OTHER FINANCIAL ASSETS (CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Duty drawback	39	34
Receivable under Merchandise Exports from India Scheme (MEIS)	49	154
	88	188

NOTE 13: OTHER CURRENT ASSETS

	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
[Unsecured, considered good (unless otherwise stated)]		
Advances other than capital advances		
Advance to suppliers	96	99
Balances with government authorities	1,619	1,412
Prepaid expenses	29	79
	1,744	1,590

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 14 : EQUITY SHARE CAPITAL

	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Authorised		
19,000,000 (Previous Year: 18,500,000) Equity Shares of Rs. 10 each	1,900	1,850
Issued		
17,974,814 (Previous Year: 17,974,814) Equity Shares of Rs. 10 each	1,797	1,797
Subscribed and Paid-Up		
17,952,014 (Previous Year: 17,952,014) Equity Shares of Rs. 10 each fully paid up	1,795	1,795
Add: Forfeited Equity Shares	1	1
[22,800 (Previous Year: 22,800) Equity Shares of Rs. 10 each (amount originally paid up Rs. 5 each)]		
	1,796	1,796

(a) Reconciliation of Share Capital

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount (in Rs. lacs)	No. of Shares	Amount (in Rs. lacs)
Balance as at the beginning of the year	17,974,814	1,796	17,974,814	1,796
Add: Shares issued during the year	—	—	—	—
Balance as at the end of the year	17,974,814	1,796	17,974,814	1,796

(b) Rights, preferences and restrictions

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) No bonus shares has been issued during last five years.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	% of holding	No. of Shares	% of holding
Equity Shares				
Balmer Lawrie and Company Limited	8,601,277	47.91%	8,601,277	47.91%
Greif International Holding B.V.	8,601,282	47.91%	8,601,282	47.91%



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 15: OTHER EQUITY

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Reserves and surplus		
Securities premium *	3,218	3,218
General reserve **	796	796
Retained earnings ***	6,411	4,970
	10,425	8,985
Other		
Deemed equity contribution on loan from shareholder	185	185
Other comprehensive Income	—	—
	185	185
Total	10,610	9,169

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
* Securities premium reserve		
Balance as at the beginning of the year	3,218	3,218
Add : Additions made during the year	—	—
Balance as at the end of the year	3,218	3,218
Nature and Purpose - Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.		
** General reserve		
Balance as at the beginning of the year	796	796
Transaction during the year	—	—
Add : Transfer from Surplus in the Statement of Profit and Loss	—	—
Balance as at the end of the year	796	796

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
*** Retained earnings		
Balance as at the beginning of the year	4,970	3,869
Transaction during the year		
Net profit for the year	2,150	1,846
Dividend	(628)	(539)
Tax on dividends	(125)	(110)
Transfer from other comprehensive income	44	(96)
Balance as at the end of the year	6,411	4,970
Deemed equity contribution on loan from shareholder		
Balance as at the beginning of the year	185	185
Transaction during the year	—	—
Balance as at the end of the year	185	185
Nature and Purpose - The difference between the fair value of interest free borrowing from shareholder and the transaction price is recognised as a deemed equity component of the shareholder.		
Other comprehensive income		
Balance as at the beginning of the year	—	—
Transaction during the year -		
Actuarial gain or loss	68	(144)
Deferred tax on actuarial gain or loss	(24)	48
Transferred to retained earnings	(44)	96
Balance as at the end of the year	—	—

NOTE 16: BORROWINGS (NON-CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Secured		
Term loan from banks	202	650
Vehicle loans from bank / financial institution	7	12
Loan from Balmer Lawrie and Company Limited (refer note iii)	—	1,818
	209	2,480



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Nature of security and terms of repayment for secured borrowings

- | | |
|--|--|
| <p>(i) Term Loans from a Bank are secured by first charge over movable plant and equipment of the Steel Drum Closures Division for Rs. 450 Lacs and equitable mortgage of leasehold land (95 years lease), Mumbai along with immovable plant and equipment.</p> | <p>(a) Loan of Rs. 150 Lacs with outstanding amount of Rs. 29 lacs repayable in 1 equal half yearly installment of Rs. 29 Lacs from the reporting date carrying interest of 9.75% per annum as at the Balance Sheet.</p> |
| | <p>(b) Loan of Rs. 100 Lacs with outstanding amount of Rs.29 Lacs repayable in 2 equal half yearly installments of Rs. 14 Lacs from the reporting date carrying interest of 9.75% per annum as at the Balance Sheet.</p> |
| | <p>(c) Loan of Rs. 200 Lacs with outstanding amount of Rs. 114 Lacs repayable in 4 equal half yearly installments of Rs. 28 lacs from the reporting date carrying interest of 9.75% per annum as at the Balance Sheet.</p> |
| <p>(ii) Term Loan from Kotak Mahindra Bank is secured by first and exclusive hypothecation charge on all existing and future movable fixed assets including Plant and Equipment of the Company, located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai. First and exclusive equitable mortgage charge on immovable properties being property located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai.</p> | <p>(a) Loan of Rs. 250 Lacs with outstanding amount of Rs. 73 Lacs repayable in 7 equal monthly instalments of Rs. 10 Lacs from the reporting date carrying interest of 10.35% per annum as at the Balance Sheet.</p> |
| | <p>(b) Loan of Rs. 230 Lacs with outstanding amount of Rs.153 Lacs repayable in 8 equal quarterly instalments of Rs. 19 Lacs from the reporting date carrying interest of 10.65% per annum as at the Balance Sheet.</p> |
| | <p>(c) Loan of Rs. 145 Lacs with outstanding amount of Rs. 96 Lacs repayable in 8 equal quarterly instalments of Rs. 12 Lacs from the reporting date carrying interest of 10.50% per annum as at the Balance Sheet.</p> |
| <p>(iii) Loan from Balmer Lawrie and Company Limited is secured by pledge on all the shares held by the Company in Transafe Services Limited.</p> | <p>Repayable within 108 months from the date of disbursement of first installment (August, 2009) of the loan. Interest to be paid annually at 9% or the prevailing bank rate, whichever is higher. The Company has not accrued interest expense for the current financial year aggregating Rs. 164 Lacs (Previous year Rs. 164 lacs). (Refer Note 22 and 46)</p> |
| <p>(iv) Term loans from Corporation Bank are secured by exclusive mortgage / first charge on factory land and building and hypothecation / first charge on plant and equipment and other moveable fixed assets</p> | <p>(a) Loan of Rs. 157 Lacs is repayable in 13 equal monthly installments amounting to Rs. 11 Lacs and last installment amounting to Rs. 8 Lacs. Interest to be paid monthly at the rate of 11.75% p.a.</p> |
| | <p>(b) Loan of Rs. 36 Lacs is repayable in 3 installments of Rs. 11 Lacs each and last installment of Rs. 2 Lacs. Interest to be paid monthly at the rate of 11.75% p.a.</p> |
| <p>(v) Vehicle Loans from bank and financial institution are secured by hypothecation of vehicles purchased against the loan.</p> | <p>Repayable in installments ranging between 48 and 60 months from the date of respective loan. Interest to be paid monthly at the rate ranging from 9.48% to 10.15% per annum</p> |

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 17: OTHER NON-CURRENT LIABILITIES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Retention money	—	1
Security deposits	3	1
Deferred grant income	20	22
	23	24

NOTE 18: PROVISIONS (NON-CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Provision for employee benefits		
Provision for gratuity	196	255
Provision for compensated absences	265	253
Others		
Provision for indirect taxes	142	144
	603	652

NOTE 19: DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Deferred tax liabilities		
Depreciation	1,010	940
Deferred tax assets		
Provision for doubtful debts, advances and deposits	39	16
Provision for indirect taxes	49	48
Deferred tax on forward contracts payable	—	1
Provision for employee benefits	227	240
Others	—	2
	695	633



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 20: BORROWINGS (CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Secured		
Cash credit / packing credit	6,184	5,164
Bill discounting	43	1,108
Unsecured		
Overdraft facility with Bank	1,483	—
	7,709	6,272

(a) Cash Credit/ Packing Credit from Banks are secured by first pari passu charge on current assets viz. inventory of raw materials, work-in-progress, finished goods, stocks, stores and consumables (not relating to plant and equipment), bills receivables/ book debts and other movable assets, both present and future and second pari passu charge on movable plant and equipment (including stores and consumables relating to plant and equipment), both present and future.

(b) Bill discounting are secured against the earmarked debtors for the purpose of discounting.

NOTE 21: TRADE PAYABLES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Dues to Micro and Small Enterprises	282	236
Dues to others	5,133	4,125
	5,415	4,361

NOTE 22: OTHER FINANCIAL LIABILITIES (CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Current maturities of long-term debt (refer note 46)	2,309	723
Interest accrued and due on borrowings	2	5
Interest accrued but not due on borrowings	29	17
Unpaid dividends	31	24
Deposits received	141	128
Employee benefits payable	305	347
Payable for property, plant and equipment	89	41
Derivative financial liability	—	25
Outstanding expenses	893	817
	3,799	2,127

There are no amounts due to be transferred to the Investor Education and Protection Fund as at the year end.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 23: PROVISIONS (CURRENT)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Provision for employee benefits		
Provision for compensated absences	19	35
	19	35

NOTE 24: CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Provision for tax [net of advance tax]	202	414
	202	414

NOTE 25: OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Advances from customers	191	124
Statutory dues	84	289
Lease rent equalisation	—	2
Deferred grant income	2	2
	277	417

NOTE 26: REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Sale of products (including excise duty)	40,996	39,568
Sale of services	50	54
Recovery towards freight outward	774	837
Other Operating Revenue		
Scrap sales (including excise duty)	1,470	1,159
Income from duty drawback / MEIS	433	416
	43,723	42,034



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 27: OTHER INCOME

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Interest income		
From fixed deposits with banks	11	12
From others	8	13
Finance income on security deposit	1	4
Gain on foreign exchange (Net)	96	26
Liabilities no longer required written back	10	64
Deferred grant income	2	2
Miscellaneous Income	4	43
	132	164

NOTE 28: COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Raw materials and packing materials consumed		
Opening inventory	2,891	2,421
Add: Purchases	25,392	23,721
Less: Closing inventory	3,093	2,891
	25,190	23,251

NOTE 29: CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
At the end of the year		
Work-in-progress	971	991
Finished goods	948	1,282
Stock-in-trade	5	37
	1,924	2,310
At the beginning of the year		
Work-in-progress	991	738
Finished goods	1,282	1,019
Stock-in-trade	37	—
	2,310	1,757
	386	(553)

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 30: EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Salaries, wages and bonus	3,660	3,404
Contribution to provident and other funds	372	235
Staff welfare expenses	321	327
	4,353	3,966

NOTE 31: FINANCE COSTS

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Interest on borrowings:		
— From banks	705	672
— From others	55	16
Interest on delayed payment of income tax	7	22
Other borrowing costs	121	11
	888	721



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 32: OTHER EXPENSES

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Consumption of stores and spare parts	1,268	1,226
Excise duty	(134)	26
Power, fuel and water charges	2,395	2,297
Screen printing charges	242	231
Repairs and maintenance:		
Plant and equipment	292	277
Buildings	76	141
Others	175	166
Rent (refer note 47)	33	41
Rates and taxes	212	114
Bank charges	46	62
Insurance	40	31
Communication charges	28	32
Printing and stationery	24	26
System and software expenses	18	19
Travelling, conveyance and car expenses	278	293
Security and safety expenses	107	96
Legal, professional and secretarial expenses	159	301
Corporate social responsibility expenses	47	45
Freight and transportation expenses	2,049	1,762
Commission on sales	30	166
Export processing charges	34	25
Loss on fixed assets sold / scrapped / written off	1	8
Provision for doubtful debts	65	14
Miscellaneous expenses	161	158
	7,646	7,557

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 33: TAX EXPENSE

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Current tax expense		
Current tax for the year	1,073	853
Deferred tax expenses		
(Increase) / Decrease in deferred tax assets	(32)	40
Increase / (Decrease) in deferred tax liabilities	70	107
	38	147
	1,111	1,000
Tax reconciliation		
Profit before tax	3,261	2,846
Taxes at applicable rate	1,129	966
Tax effect of amounts which are not deductible / taxable		
Depreciation	12	6
Interest on delayed payment of income tax	2	8
Interest on MSMED	4	2
Provision for doubtful debts	(1)	4
Provision for employee benefits	(27)	3
Disallowance of expenditure u/s 14A read with rule 8D	—	4
Donations *	—	0
Corporate social responsibility expenses	16	15
Provision for indirect taxes	(2)	3
Loss/ (Profit) on sale of asset *	0	3
Liabilities no longer required written back	—	(6)
Deferred grant income	(1)	(1)
	3	41
Other tax deductions		
Donation u/s 80G	12	6
Donation u/s 80 IC or 80 IE	9	—
	21	6
Others *	(0)	(1)
Income tax expense	1,111	1,000

NOTE 34: OTHER COMPREHENSIVE INCOME

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Items that will not be reclassified to profit or loss		
Actuarial loss on defined benefit obligations	68	(144)
Deferred taxes on above	(24)	48
	44	(96)

* The amount is lower than Rs. lacs



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 35: FAIR VALUE MEASUREMENTS

Financial instruments by category:

All financial assets and financial liabilities, except derivatives of the Company are under the amortised cost measurement category at each of the reporting dates. Derivatives are recognised and measured at fair value through profit or loss.

Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Financial assets and liabilities measured at fair value at each reporting date

Only derivative financial liability are measured at fair value through profit or loss at each reporting date. Since, the valuation involves maximum use of observable inputs, valuation of forward contract derivatives is categorised as level 2.

Financial assets and financial liabilities measured at amortised cost, but for which fair values are disclosed as below:

(Rs. in lacs)

Fair value for assets measured at amortised cost	March 31, 2018				March 31, 2017			
	Level 1	Level 2	Level 3	Carrying amount	Level 1	Level 2	Level 3	Carrying amount
Financial liabilities								
Borrowings (other than current borrowings)	—	2,549	—	2,549	—	3,208	—	3,226
Financial assets								
Fixed deposits with bank	—	162	—	162	—	133	—	134

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of security deposits, current loans, other financial assets, fixed deposits with banks (other than stated above), borrowings (other than stated above), trade payables and other current financial liabilities are considered to be approximately equal to their fair value.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current market interest rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of observable inputs.

Valuation processes

The Company evaluates the fair value of financial assets and financial liabilities on periodic basis using the best and most relevant data available. The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 36: FINANCIAL RISK MANAGEMENT

The Company is exposed to credit risk, liquidity risk and market risk.

A. Credit risk

Credit risk arises from cash and cash equivalents, other bank balances, current and non-current loans, trade receivables and other financial assets carried at amortised cost.

Credit risk management

To manage credit risk, the Company periodically assesses the financial reliability of customers and other counterparties, taking into account the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. There is no significant concentration of credit risk.

Bank balances are held with only high rated banks and majority of security deposits are placed majorly with government agencies. Trade receivables are generally recovered within the credit period. Accordingly, the provision for impairment is considered immaterial. Also, trade receivables are monitored on periodic basis for any non-recoverability of the dues.

B. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – borrowings, trade payables and other financial liabilities.

Liquidity risk management

The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. The processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturities of non – derivative financial liabilities

As at March 31, 2018

(Rs. in lacs)

Particulars	Within 6 months	6 months to 1 year	Between 1 and 2 years	Beyond 2 years	Total
Non-current borrowings from banks (including current maturities)	346	203	210	—	759
Vehicle loans from bank / financial institution	3	3	4	3	13
Loan from Balmer Lawrie and Group Limited	1,818	—	—	—	1,818
Security deposits	—	—	3	—	3
Current financial liabilities – Borrowings	7,709	—	—	—	7,709
Trade payables	5,415	—	—	—	5,415
Other current financial liabilities	1,459	—	—	—	1,459
Total	16,750	206	217	3	17,176



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

As at March 31, 2017

(Rs. in lacs)

Particulars	Within 6 months	6 months to 1 year	Between 1 and 2 years	Beyond 2 years	Total
Non-current borrowings from banks (including current maturities)	456	432	497	210	1,595
Vehicle loans from bank / financial institution	5	4	7	7	23
Loan from Balmer Lawrie and Group Limited	—	—	1,818	—	1,818
Retention money	—	—	—	1	1
Security deposits	—	—	—	1	1
Current financial liabilities — Borrowings	6,272	—	—	—	6,272
Trade payables	4,361	—	—	—	4,361
Other current financial liabilities	1,271	111	—	—	1,382
Total	12,365	547	2,322	219	15,453

C. Market risk

Foreign currency risk

The Company is exposed to foreign currency risk to the extent there is a mismatch between the currencies in which sales and purchases are denominated and the functional currency of the Company. The functional currency of the Company is INR. Some sales and purchase are denominated in USD, AUD, SGD and EURO.

Foreign currency risk management

The Company imports certain raw materials which are denominated in USD, which exposes it to foreign currency risk. Exposures are kept open since the management believes that the same will be offset by the corresponding receivables, which will be in the nature of natural hedge.

Foreign currency risk exposure

(Rs. in lacs)

Particulars	March 31, 2018				March 31, 2017			
	USD	AUD	SGD	Euro	USD	AUD	SGD	Euro
Financial assets								
Trade receivables (net of forward contract derivatives)	2,315	1	—	942	1,266	33	12	732
Advances to Vendors	22	—	—	104	—	—	—	—
Financial liabilities								
Trade payables (net of forward contract derivatives)	3,042	—	—	73	1,362	35	—	16

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Sensitivity to foreign currency risk

Particulars	Impact on statement of profit and loss for the year ended	
	March 31, 2018 (Rupees in lacs)	March 31, 2017 (Rupees in lacs)
USD sensitivity		
INR / USD		
Increase by 5%	(35)	(5)
Decrease by 5%	35	5
SGD sensitivity		
INR / SGD		
Increase by 5%	—	1
Decrease by 5%	—	(1)
Euro sensitivity		
INR / Euro		
Increase by 5%	49	36
Decrease by 5%	(49)	(36)
AUD sensitivity		
INR / AUD		
Increase by 5% *	0	(0)
Decrease by 5% *	(0)	0

* The amount is lower than Rs. lacs

NOTE 37: CAPITAL MANAGEMENT

37.1 Risk management

The Company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders.

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
The capital composition is as follows:		
Net debt#	10,116	9,107
Total equity	12,406	10,965
Net debt to equity ratio	82%	83%

includes non-current borrowings, current borrowings, current maturities of non-current borrowings and interest accrued but not due & interest accrued and due on borrowings (net of cash and cash equivalents).

Debt covenants

As per the agreement letter of the major borrowing facilities sanctioned, the Company is required to give undertaking to the bank that assets financed/ to be financed under term loan facility is/ will not be financed by any other bank/financial institution. Cost overruns shall be borne by the borrower.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

As per the agreement letter of other major borrowing facilities sanctioned, the Company is required to comply with various financial covenants viz. Company shall not invest any amount for acquisition of fixed assets without any long term arrangement and without maintaining current ratio of 1.10:1.

37.2 Dividends

	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Equity dividend		
Final dividend for the year ended March 31, 2017 of Rs. 3.5 (March 31, 2016 - Rs. 3) per fully paid share	628	539

NOTE 38: RELATED PARTY DISCLOSURES:

As per Ind AS 24 "Related party Disclosures", disclosure of transactions with the related parties as defined in the Accounting Standard are given below:

(I) List of related parties and relationship.

(i) Parties having joint control over the Company

Balmer Lawrie and Company Limited
Greif International Holding B.V.

(ii) Joint Venture

Transafe Services Limited

(iii) Parties under the common control

Balmer Lawrie (UAE) LLC
Greif Singapore Pte Ltd
Greif Egypt LLC
Greif Nederland B.V.
Greif France SAS
Greif Saudi Arabia Ltd
Greif Czech Republic a.s.
Greif Vologda Limited Liability Company Russian
Greif Packaging & Supply Chain Llc
Greif Nigeria PLC
Greif Sweden AB
Greif Mexico, S.A. de C.V.
Pachmas Packaging Ltd
Greif Eastern Packaging Pte Limited
American Flange and Manufacturing Co. Inc.
Kunststofftechnik Hartmut Muehlhoff Gmbh & Co. Kg
Greif Embalagenes Ind do Brasil Ltda
Greif Embalajes Industriales S.A
Greif Italia SpA
Greif Plastics Italy S.R.L.
Trisure Closures Australia Pty Limited
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.

(iv) Key Managerial Personnel

- (a) Girish Pundlik - Chief executive officer - till March 31, 2018 (Managing Director w.e.f April 1, 2018)
- (b) Sanjay Datta - Chief Financial Officer
- (c) Rajesh Juthani - Company Secretary
- (d) Mohan Menon - Managing Director till March 31, 2016 & Chief Executive Officer from April 1, 2016 to July 7, 2016)

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

(II) Transactions during the year with related parties :

(Rs. in lacs)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Purchase of Raw Materials and Stores (Inclusive of Levies and taxes)						
Balmer Lawrie and Company Limited	3	6	—	—	—	—
Greif Embalagenes Ind do Brasil Ltda	—	—	—	—	43	52
Greif France SAS	—	—	—	—	28	51
Greif Singapore Pte Ltd	—	—	—	—	16	—
Greif Nederland B.V.	—	—	—	—	69	10
Greif Germany Gmbh	—	—	—	—	26	—
Trisure Closures Australia Pty Limited	—	—	—	—	75	137
	3	6	—	—	257	250
Sale of Finished Goods (Exclusive of levies and taxes)						
Balmer Lawrie and Company Limited	1,654	1,859	—	—	—	—
Balmer Lawrie (UAE) LLC	—	—	—	—	419	494
Greif Singapore Pte Ltd	—	—	—	—	1,751	1,634
American Flange and Manufacturing Co. Inc.	—	—	—	—	3,705	2,972
Greif Egypt LLC	—	—	—	—	105	148
Greif Embalajes Industriales S.A	—	—	—	—	—	53
Greif Embalagenes Ind do Brasil Ltda	—	—	—	—	766	73
Greif Eastern Packaging Pte Limited	—	—	—	—	11	394
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	—	116	587
Trisure Closures Australia Pty Limited	—	—	—	—	594	114
Greif Czech Republic A.S	—	—	—	—	41	58
Greif France SAS	—	—	—	—	120	120
Greif Mexico, S.A.De C.V.	—	—	—	—	241	384
Greif Nigeria PLC	—	—	—	—	11	32
Greif Saudi Arabia Co. Ltd.	—	—	—	—	175	214
Greif Sweden AB	—	—	—	—	30	30
Greif Vologda Limited Liability Company Russian	—	—	—	—	139	27
Kunststofftechnik Hartmut Muehlhoff Gmbh & Co. Kg	—	—	—	—	1	—
Pachmas Packaging limited	—	—	—	—	84	117
Greif Nederland B.V.	—	—	—	—	1,057	1,000
	1,654	1,859	—	—	9,366	8,451
Lease Rent Expenses						
Balmer Lawrie and Company Limited	1	1	—	—	—	—
	1	1	—	—	—	—
Purchase of Services						
Balmer Lawrie and Company Limited	518	471	—	—	—	—
Transafe Services Limited *	—	—	0	1	—	—
	518	471	0	1	—	—
Commission Expense						
Greif Nederland B.V.	—	—	—	—	16	154
	—	—	—	—	16	154
Loan Received						
Balmer Lawrie and Company Limited	1,000	550	—	—	—	—
	1,000	550	—	—	—	—
Repayment of Loan Taken						
Balmer Lawrie and Company Limited	1,000	550	—	—	—	—
	1,000	550	—	—	—	—
Loan Given						
Balmer Lawrie and Company Limited	100	—	—	—	—	—
	100	—	—	—	—	—
Repayment of Loan Given						
Balmer Lawrie and Company Limited	100	—	—	—	—	—
	100	—	—	—	—	—



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

(II) Transactions during the year with related parties — (contd.)

(Rs. in lacs)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Expenses Reimbursed by other Companies						
Transafe Services Limited *	—	—	0	2	—	—
	—	—	0	2	—	—
Expenses Reimbursed to other Companies						
Balmer Lawrie and Company Limited	—	19	—	—	—	—
	—	19	—	—	—	—
Interest Expense						
Balmer Lawrie and Company Limited	41	15	—	—	—	—
	41	15	—	—	—	—
Dividend Paid						
Balmer Lawrie and Company Limited	301	258	—	—	—	—
Greif International Holding B.V.	301	258	—	—	—	—
	602	516	—	—	—	—

* The amount is lower than Rs. lacs

(III) Amount Due to / from related parties

(Rs. in lacs)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Outstanding Receivable (Net of Payable)						
Balmer Lawrie and Company Limited	446	223	—	—	—	—
Transafe Services Limited	—	—	3	3	—	—
Greif Singapore Pte Ltd	—	—	—	—	293	186
Greif Egypt LLC	—	—	—	—	40	71
Greif Eastern Packaging Pte Limited	—	—	—	—	—	12
Greif Embalagens Ind do Brasil Ltda	—	—	—	—	521	34
American Flange and Manufacturing Co. Inc.	—	—	—	—	1,224	840
Balmer Lawrie (UAE) LLC	—	—	—	—	1	10
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	—	199	169
Greif Czech Republic A. S.	—	—	—	—	20	23
Greif France SAS	—	—	—	—	10	37
Greif Mexico S.A.DE C.V	—	—	—	—	52	56
Greif Nederland B.V.	—	—	—	—	183	212
Greif Saudi Arabia Co. Ltd.	—	—	—	—	104	77
Greif Vologda Limited Liability Company Russian	—	—	—	—	59	27
Greif Germany Gmbh	—	—	—	—	87	—
Pachmas Packaging Limited	—	—	—	—	42	—
Tri-Sure Closures Australia Pty. Ltd.	—	—	—	—	1	33
	446	223	3	3	2,836	1,787
Outstanding Payable (Net of Receivable)						
American Flange and Manufacturing Co. Inc.	—	—	—	—	—	16
Greif Nederland B.V.	—	—	—	—	46	154
Tri-Sure Closures Australia Pty. Ltd.	—	—	—	—	—	35
	—	—	—	—	46	205
Outstanding Loan Payable						
Balmer Lawrie and Company Limited	1,818	1,818	—	—	—	—
	1,818	1,818	—	—	—	—

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Transactions with Key Management Personnel (KMP):

(Rs. in lacs)

Particulars	March 31, 2018	March 31, 2017
Remuneration to Mohan Menon *	—	64
Remuneration to Girish Pundlik	32	17
Remuneration to Sanjay Datta	25	21
Remuneration to Rajesh Juthani	29	26

* includes payment towards gratuity and compensated absences related to periods, prior to his appointment as KMP.

NOTE 39: NET DEBT RECONCILIATION

(Rs. in lacs)

Particulars	March 31, 2018	March 31, 2017
Cash and cash equivalents	142	391
Non-current borrowings (including current maturities)	(2,518)	(3,203)
Current borrowings	(7,709)	(6,272)
Interest payable	(31)	(22)
Net Debt	(10,116)	(9,106)

	Cash and cash equivalents	Non-current borrowings (including current maturities)	Current borrowings	Interest Payable
Net debt as at April 01, 2017	391	(3,203)	(6,272)	(22)
Cash flows	(249)	685	(1,437)	—
Finance costs	—	—	—	(881)
Interest paid	—	—	—	872
Net debt as at March 31, 2018	142	(2,518)	(7,709)	(31)

NOTE 40:

Pursuant to the Scheme of amalgamation (the 'Scheme') between the Company (the "transferee") and Proseal Closures Limited (the "transferor") manufacturing Steel Drum Closures and other accessories, as approved by the respective shareholders of transferee and transferor companies and subsequently approved by National Company Law Tribunal ("NCLT") vide its Order dated March 16, 2017 (filed with the Registrar of Companies on July 18, 2017), the entire business and the whole undertaking of the transferor were transferred to, as a going concern and became vested in the Company, effective from April 01, 2015 (the appointed date). Accounting treatment given as per the scheme approved by NCLT has been given effect in the above financial statements and the same is as under:

- All the assets and liabilities of the transferor were incorporated in the financial statements of the Company at their carrying value.
- Inter-Company balances, if any, stands cancelled.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 41: CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
(A) Contingent Liabilities		
(a) Sales Tax Liability that may arise in respect of matters in appeal	68	68
(b) Income Tax Liability that may arise in respect of matters in appeal	119	79
(c) Sales tax liability that may arise on account of uncollected 'C' Forms	19	65
(d) Service tax/excise duty liability that may arise in respect of matters in appeal	39	39
(e) Duty demand on account of non fulfillment of export obligation of few advance licences	123	—
(f) Outstanding guarantees to various banks, in respect of the guarantees given by those banks in favour of various government authorities and others	57	42

Notes:

1. The Company does not expect any reimbursement in respect of the above contingent liabilities.
2. It is not practical to estimate the timing of cash outflows, if any, in respect of matters (a) to (e) above, pending resolution / completion of the appellate proceedings/other proceedings, as applicable.

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
(B) Commitments		
(a) Estimated value of contracts in capital account remaining to be executed (net of capital advance)	691	323
(b) Commitment relating to lease arrangements (Refer Note 47)	—	25

NOTE 42: EMPLOYEE BENEFITS

As per Indian Accounting Standard-19, 'Employee Benefits', the disclosure of Employee benefits as defined in the Standard are given below:

(a) Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Employer's Contribution to Provident fund	160	154
Employer's Contribution to ESIC	12	6
Employer's Contribution to Superannuation	47	48

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(b) Defined Benefit Plan:

Gratuity

In accordance with Indian Accounting Standard-19, 'Employee Benefits', actuarial valuation was carried out in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Mortality Table	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Discount rate	7.50%	7.30%
Salary growth rate	7.00%	7.00%
Withdrawal rate	5.00%	2.90%
Changes in the Fair value of Plan Assets		
Present Value of Plan Assets at the beginning of the year	570	458
Investment Income	42	36
Employer's contribution	107	120
Employee's contribution	—	—
Benefits paid	(56)	(44)
Return on plan assets, excluding amount recognised in net interest expense *	19	(0)
Fair Value of Plan Assets at the end of the year	682	570
Changes in the Present Value of Obligation		
Present value of obligation at the beginning of the year	830	647
Current service cost	53	51
Interest expenses or cost	60	51
Re-measurement (or actuarial) (gain) / loss arising from:		
— change in the demographic assumptions	4	1
— change in the financial assumptions	(15)	25
— experience variance (i.e. actual experience v/s assumptions)	(38)	90
Past service cost	40	—
Benefits paid	(56)	(35)
Present Value of Obligation at the end of the year	878	830

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Amount recognised in the Balance Sheet		
Present Value of Obligation at the end of the year	878	830
Fair Value of Plan Assets at the end of the year	(682)	(570)
Net Liability recognised at the end of the year	196	260

Percentage of each category of plan assets to total fair value of plan assets as at year end:

Administered by Life Insurance Corporation of India 100.00% 100.00%

* The amount is lower than Rs. lacs



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Expenses recognised in the Statement of Profit and Loss		
Current Service Cost	53	51
Past service cost	40	—
Net interest cost / (income) on the net defined benefit liability/(assets)	19	14
Total expenses recognised in the Statement of Profit and Loss	112	65
Actuarial (gains) / losses		
— change in demographic assumptions	4	1
— change in financial assumptions	(15)	25
— experience variance (i.e. actual experience v/s assumptions)	(38)	90
Return on plan assets, excluding amount recognised in net interest expense *	(19)	0
Actuarial (Gain)/ Loss recognised in Other Comprehensive Income	(68)	116
Maturity Profile of Defined Benefit Obligation		
Weighted average duration (based on discounted cash flows)	8 years	
Expected cash flows over the next (valued on undiscounted basis):		
1 year	76	
2 to 5 years	359	
6 to 10 years	486	
More than 10 years	792	

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase, attrition rate and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

Defined Benefit Obligation (Base) 878 830

	March 31, 2018		March 31, 2017	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)	948	817	894	771
(% change compared to base due to sensitivity)	7.9%	-7.0%	7.9%	-7.0%
Salary Growth Rate (-/+ 1%)	817	945	775	886
(% change compared to base due to sensitivity)	-7.0%	7.6%	-6.4%	6.9%
Attrition Rate (-/+ 50%)	873	882	N.A.	N.A.
(% change compared to base due to sensitivity)	-0.6%	0.4%	N.A.	N.A.
Mortality Rate (-/+ 10%)	878	878	N.A.	N.A.
(% change compared to base due to sensitivity)	0.0%	0.0%	N.A.	N.A.

(c) Compensated absences

The obligation for compensated absences is recognised in the same manner as gratuity and net charge to the Statement of Profit and Loss for the year is Rs. 33 Lacs (Previous Year: Rs. 49 Lacs).

* The amount is lower than Rs. lacs

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 43: SEGMENT REPORTING

The Company's chief operating decision maker - Board of Directors examines the Company's performance from a product perspective and has identified two reportable segments of its business:

- (i) Steel Drum Closures
- (ii) Plastic Containers

The above operating segments have been identified considering:

- (i) The internal financial reporting systems
- (ii) The nature of the product
- (iii) The risk return profile of individual divisions

Revenue and expenses has been accounted on the basis of their relationship to the operating activities of the segment. Income and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Income" and "Unallocable Expenses" respectively. Assets and Liabilities, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Assets/ Liabilities". Inter-segment transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods.

(Rs. in lacs)

Particulars	2017-2018			2016-2017		
	Steel Drum Closures	Plastic Containers	Total	Steel Drum Closures	Plastic Containers	Total
Revenue						
External Segment Revenue	18,549	25,174	43,723	16,420	25,614	42,034
Inter-Segment Revenue	—	—	—	—	46	—
Total Revenue	18,549	25,174	43,723	16,420	25,660	42,034
Result						
Segment Result	2,839	2,354	5,193	2,536	1,984	4,520
Add: Unallocable Income			24			27
Less: Interest Expense			888			721
Less: Unallocable Expenses			1,068			980
Profit Before Taxation			3,261			2,846
Less: Tax Expenses			1,111			1,000
Profit After Taxation			2,150			1,846
Other Information						
Segment Assets	14,503	13,174	27,678	12,836	11,273	24,109
Unallocable Assets			3,680			4,271
Total Assets			31,357			28,380
Segment Liabilities	1,894	5,627	7,521	4,471	3,833	8,304
Unallocable Liabilities			11,431			9,111
Total Liabilities			18,952			17,415
Depreciation and amortisation						
Segment	580	341	921	482	367	849
Unallocable			138			92
Total Depreciation and amortisation			1,059			941
Non-cash expenses other than depreciation and amortisation						
Segment	—	66	66	49	3	52
Unallocable			—			—
Total			66			52
Information about geographical segment *						
Revenue						
India			32,674			31,961
Outside India			11,049			10,073
			43,723			42,034
Non Current Assets (Other than financial instrument, deferred tax and employee benefits)						
India			14,049			13,156
Outside India			—			—
			14,049			13,156

* Sales attributable to any individual foreign country is not material, hence the same has been disclosed on an aggregate basis.

As per Ind AS 108 - Operating Segments, the Company is required to disclose revenue from individual external customers when it is 10 per cent or more of entity's revenue. Since, none of the individual external customers has revenue equal to or more than 10 per cent, no disclosure has been given.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 44 : INTEREST IN JOINT VENTURE

Set out below is the disclosure pertaining to a Joint venture of the Company as at March 31, 2018. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Place of business	% of ownership interest	Relationship	Accounting method
Transafe Services Limited	India	50%	Joint Venture	Equity method

Transafe Services Limited started its business of leasing containers for road and rail transportation of goods. Later it forayed into the business of specialty container manufacturing and logistics services.

Commitments and contingent liabilities in respect of Transafe Services Limited (Joint venture) - based on % of ownership interest

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Claims against Transafe Services Limited not acknowledged as debt relating to:		
Excise duty	78	79
Sales tax	337	337
Service tax	1,963	1,960
Erstwhile employees and suppliers (pending legal cases)	58	61
Total commitments and contingent liabilities	2,436	2,437

It is not practical to estimate the timing of cash outflows, if any, in respect of above matters, pending resolution / completion of the appellate proceedings/other proceedings, as applicable.

Guarantees

Counter guarantees given to Karur Vysya Bank Limited in respect of guarantees given by them on behalf of Transafe Services Limited amounted to Rs. 30 Lacs (March 31, 2017: Rs. 57 Lacs)

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Summarised financial information of Transafe Services Limited (Joint venture)

The tables below provide summarised financial information of Transafe Services Limited (Joint venture). The information disclosed reflects the amounts presented in the financial statements of the relevant joint venture and not Balmer Lawrie Van Leer Limited's share of those amounts.

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Non-current assets		
Property, plant and equipment	8,073	8,978
Capital work-in-progress	79	79
Other non current assets	50	50
Deferred tax assets (net)	1,732	1,357
Total non-current assets	9,934	10,464
Current assets		
Inventories	617	624
Financial assets	1,643	1,578
Current tax assets	658	712
Other current assets	142	193
Total current assets	3,060	3,107
Total assets	12,994	13,571
Non-current liabilities		
Financial liabilities	7,078	9,210
Provisions	18	16
Other non-current liabilities	50	82
Total non-current liabilities	7,146	9,308
Current liabilities		
Financial liabilities	14,376	10,559
Provisions	1	1
Other current liabilities	652	772
Current tax liabilities	303	303
Total current liabilities	15,332	11,635
Total liabilities	22,478	20,943
Net assets	(9,484)	(7,372)



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

Reconciliation to carrying amounts

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Opening net assets	(7,372)	(6,294)
Loss for the year	(2,116)	(1,078)
Other comprehensive income *	4	0
Closing net assets	(9,484)	(7,372)

Summarised statement of profit and loss

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
Revenue	3,311	5,482
Other income	118	200
Cost of materials consumed	618	1,035
Purchase of stock-in-trade	13	63
Changes in inventories of work-in-progress, stock-in-trade and finished goods	(54)	(63)
Excise duty	6	172
Employee benefit expense	536	545
Depreciation and amortisation expense	898	941
Finance costs	1,717	1,634
Other expenses	2,187	2,913
Income tax expense	(376)	(480)
Loss for the year	(2,116)	(1,078)
Other comprehensive income *	4	0
Total comprehensive income	(2,112)	(1,078)
Share of loss as per the equity method	(1,056)	(539)
Share of loss over the investment value	1,056	539
Loss recognised in consolidated statement of profit and loss	—	—

* The amount is lower than Rs. lacs

NOTE 45: EARNINGS PER SHARE

Particulars	Year ended March 31, 2018 (Rs. in lacs)	Year ended March 31, 2017 (Rs. in lacs)
I. Profit Computation for both Basic and Diluted Earnings per share: Net Profit attributable to equity share holders (Rs. in lacs)	2,150	1,846
II. Computation of weighted average number of equity shares : Number of shares for Basic and Diluted earnings per share	17,974,814	17,974,814
III. Earnings Per Share: Basic (in Rs.)	11.96	10.27
Diluted (in Rs.)	11.96	10.27

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

NOTE 46:

- (a) The Company had purchased 11,361,999 Equity Shares of Rs. 10 each of Transafe Services Limited ("TSL"), an unlisted Company, from ICICI Venture Funds Management Company Limited @ Rs. 16 per share during the year ended March 31, 2010 at the total consideration of Rs. 1,818 Lacs. The investment was made by availing a 100% loan from Balmer Lawrie and Company Limited ("BL") under the loan agreement with BL dated July 31, 2009. As per the said loan agreement, the Company is liable to pay interest on the outstanding principal amount @ 9% per annum or the prevailing bank rate, whichever is higher, annually by September 30 each year.

Post investment, TSL has been reporting continuous losses. Consequent to the losses and erosion in the net worth (negative net worth as at March 31, 2018, the fair value of investment held by the Company has come down. The Company has made no provision in the accounts for such notional diminution in the value of the investment by virtue of the provision in clause 1.3 of the aforesaid loan agreement executed with BL.

As per a legal opinion from a reputed firm of Solicitors and Advocates on the above mentioned clause 1.3 of the loan agreement, the loan is a non recourse loan and the loan amount is secured by pledge of all the TSL shares in favour of BL. This clause read with the letter dated May 05, 2015 from BL, provides that in case the Company defaults in repayment of the outstanding loan amount at the end of 108 months from the date of disbursement i.e. June 30, 2018, BL's recovery will be limited to the collateral of the said TSL shares. On transfer of such shares, neither the Company nor BL shall have any further claims on the other. Investment in TSL will therefore get neutralised against the loan taken from BL having no impact on the profit of the Company.

In the event, the Company desires to sell all or part of the TSL shares within the aforesaid period of 108 months, the same can be done by obtaining prior approval from BL and there shall be an obligation on the Company to repay the loan to BL from the proceeds of such sale of TSL shares and also execute a satisfactory interim security as mutually agreed. Also, in the event of termination of the agreement, the Company shall be liable to repay the entire loan amount along with the interest due thereon to BL.

During the year ended March 31, 2013, the Company had expressed its inability to BL to pay accrued interest amounting to Rs. 294 Lacs (net of TDS) for the financial years ended March 31, 2011 and March 31, 2012. As the Company had never earned any income from this investment and the interest expense was being disallowed under the Income tax Act, 1961, the Company has stopped accruing any further interest. Accordingly, during the financial year ended March 31, 2013, the Company had written back the interest accrued and payable amounting to Rs. 294 Lacs and has not accrued the annual interest expense of Rs. 164 Lacs for the financial years ended March 31, 2013 to March 31, 2018 based on the written communication to BL.

- (b) Continuous losses incurred by Transafe Services Limited (TSL) over the last few years have resulted in negative net worth as at March 31, 2018. Based on negative net worth as at March 31, 2013, a reference application was made to Board for Industrial and Financial Reconstruction (BIFR) under Section 15 of The Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) on July 22, 2013. TSL's reference was pending with BIFR. The Ministry of Finance vide its notification Nos. S.O.3568 (E) and 3699 (E) has repealed SICA, 1985 and dissolved the BIFR. Consequently, all pending references / appeals before BIFR stands abated.

The management of TSL in order to revive TSL has approached all the five consortium bankers for One Time Settlement (OTS) and waiver of 50% existing term loans, working capital and preference share capital with the sole objective of reducing the finance charges/preference share dividend which has been strangulating TSL. Through such restructuring, TSL will revive through reduction of finance charges/preference share dividend and easing out funds for working capital for its day to day business operations. The proposed OTS is expected to bring out TSL from a negative net worth to a positive zone.

The management of TSL has put forward the following justifications/business plan to support its future viability:

- (i) For Manufacturing Business:
- Orders in hand and the ones in pipeline show better prospects;
 - Business with ONGC and ISRO is expected to reach new heights;
 - Improvement in production facilities in the area of shot blasting and painting;
 - Signed MOU with Siemens, Mumbai for supply of E-Houses;
 - Tapping huge business of Koiltainers for Adani, B2B and DARCL;
 - Tapping Refrigerated Container business in a focused manner.



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2018

- (ii) For Logistics Business:
- Increase in corporate client base with better margin;
 - Widening the customer base to cater to varying logistics needs;
 - Focusing on tender business on e-portals;
 - Thrust on reduction of turnaround time;
 - Better assets utilisation;
 - More penetration into transport activities of promoter company.
- (iii) For Leasing Business:
- Reducing idle / off- leased stock of containers;
 - Trying to increase customer base;
 - Trying to have better product mixes, i.e. shifting to higher PCPD rate business;
 - Thrust on collection for repairs against off leased containers;
 - Putting the damaged containers on usage track through economically viable repairs.

NOTE 47:

The Company has entered into cancellable leasing arrangements mainly for residential flats, office premises, warehouse, vehicles etc. The Lease rent of Rs. 33 Lacs (Previous Year: Rs. 41 Lacs) has been included under the head 'Other Expenses - Rent' in Note 32 to the financial statements.

Certain non-cancellable operating leases extend upto a maximum of three years from their respective dates of inception. Some of such lease agreements have a price escalation clause. Maximum obligations on long term non-cancellable operating leases in accordance with the rent stated in the respective agreements are as under:

Particulars	As at March 31, 2018 (Rs. in lacs)	As at March 31, 2017 (Rs. in lacs)
Not later than 1 year	—	25
Later than 1 year but not later than 5 years	—	—
Later than 5 years	—	—
Total	—	25

As per our report of even date attached.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815

Mumbai, 18 July, 2018

For and on behalf of the Board of Directors

Cristina Zeitz – Director
Prabal Basu – Director
Girish Pundlik – Managing Director
Sanjay Datta – Chief Financial Officer
Rajesh Juthani – Company Secretary

Mumbai, 18 July, 2018

[illegible]

KYC NOTICE

Dear Investor,

We refer to the recent SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, in which SEBI has directed all the **Listed Companies** to record the PAN and Bank Account details of all their shareholders holding shares in physical mode through their RTA. A copy of the said circular can be accessed at www.sharexindia.com=> Downloads=> RTA=>KYC.

Accordingly Your Company though unlisted and SEBI Circular strictly speaking is not applicable, as a matter of better governance and to enable the Company to give shareholders a better service has initiated steps for registering the PAN details of all the shareholders (including joint holders, if any) and the Bank Account details of the registered shareholders.

We would like to register other KYC details such as email id, mobile number, specimen signature and nomination. In this context, we request you to kindly fill in the details in KYC form given herein below and forward the same along with all the supporting documents considering the below mentioned instructions.

A. For updating PAN of the first registered and/or joint shareholders

Self-attested legible copy of PAN card (exempted for Sikkim Shareholders)

B. For updating Bank Account details of the registered shareholder :

1. In cases where in the original cancelled cheque leaf has the shareholder's name printed

- For address proof: Self-attested legible copy of Aadhar/passport/utility bill (not older than 3 months)
- Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

OR

2. In cases where in the cancelled cheque leaf does not contain the shareholder's name printed on it

- For address proof: Self- attested legible copy of Aadhar /passport/utility bill (not older than 3months)
- Original cancelled cheque leaf containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code.
- Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

C. For updating the Specimen signature of the first registered and/or joint shareholders

- Affidavit duly notarized on non-judicial stamp paper of Rs.100/.
- Banker's verification (format available on www.sharexindia.com=> Downloads=>RTA=>KYC.
- Original cancelled cheque containing the details, Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.
- Legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.(if the cancelled cheque leaf does not contain shareholder name)

D. For Change of address, if any:

For old Address Proof: Old Utility Bill and for new Address Proof: Aadhar /Passport/ Utility Bill (not olderthan3months)

E. For registering Email id: Email-id of the first registered shareholder for all future communication in electronic mode (i.e. Go Green Initiative)

F. For registering Mobile No.: Mobile no. of the first registered shareholder for future direct communication.

G. For registering Nominee: You are requested to register the Nomination (Form SH-13) to your folio. Nomination form is available on our website at www.sharexindia.com=> Downloads=>RTA=>KYC.

We request you to kindly forward the duly filled in KYC form along with self attested copies of supporting documents for all the "Required" remarks within 21days from the date of this letter. Single copy of supporting document is sufficient for updating multiple subjects.

Your attention is also drawn to the recent SEBI notification regarding compulsory transfer of Securities in Dematerialized form w.e.f. 05.12.2018. Please read the said circular available on <http://www.sharexindia.com/KYC/BSE-Circular.pdf>

KYC FORM

Date: _____

The Secretarial Department
Balmer Lawrie-Van Leer Limited
D-195/2, TTC Industrial Area,
MIDC Turbhe,
Navi Mumbai-400 705.

Dear Sir,

Folio No. _____ No. of Shares _____

We enclose herewith the followings:

- A. PAN Card copy
Registered Shareholder ☐ Jt. Holder-1 ☐ Jt. Holder-2 ☐
- B. Address Proof of Registered Shareholder
Aadhar ☐ Pass Port ☐ Utility Bill ☐ Driving Licence ☐
- C. Bank Details of Registered Shareholder
1. Original Cancelled Cheque Leaf (with Name Printed) ☐
2. Bank Passbook ☐ Bank Statement ☐
- D. Mobile No. of Registered Shareholder _____
- E. E-mail ID of Registered Shareholder _____

I / we hereby confirm that the above mentioned details are true & correct and give our consent to update the particulars as per self-attested copies of documents enclosed herewith.

Signature

Registered Shareholder

Jt. Holder-1

Jt. Holder-2

Balmer Lawrie-Van Leer Limited

CIN: U99999MH1962PLC012424

Registered Office:

D-195/2, TTC Industrial Area, MIDC Turbhe, Navi Mumbai-400 705

Tel: +91 22 67396400; Fax: +91 22 6739 6436; Email: compliance_officer@blvlindia.com;

Website: www.blvlindia.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No. DP ID No. Client ID No.

I/We, being the member(s) of Balmer Lawrie Van Leer Limited, holding Shares appoint

Name: E-mail Id:

Address:

..... Signature: or failing him/her

Name: E-mail Id:

Address:

..... Signature: or failing him/her

Name: E-mail Id:

Address:

..... Signature: or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company to be held on Friday, the 7th September, 2018 at 11.00 A.M. at the Registered office of the Company at D-195/2, TTC Industrial Area, MIDC Turbhe, Navi Mumbai-400 705 and at any adjournment thereof in respect of resolutions indicated below:

Ordinary Business	Special Business
Adoption of Audited Standalone and Consolidated Financial Statements for the year ended on 31st March, 2018 together with the Report of the Directors and Auditors thereon.	Appointment of Mr. Girish Pundlik, as Managing Director and Payment of Remuneration
Declare Dividend on Equity Shares	Authorize the Board to borrow up to Rs. 200 Cr. pursuant to Section 180 (1) (c) of the Companies Act, 2013
Re-appointment of Mr. Prabal Basu (DIN: 06414341) as Director liable to retire by rotation	Authorize the Board to create of charge on assets/properties of the Company up to Rs.200 Cr. pursuant to Section 180 (1) (a) of the Companies Act, 2013
Re-appointment of Mrs. Cristina Zeitz (DIN: 07146615) as Director liable to retire by rotation	
Appointment of M/s. Walker Chandiok & Co. LLP Chartered Accountants (Registration No. 001076N/ N500013) as Auditors of the Company and fix their remuneration.	

Signed this day of 2018

Signature of the Member: Signature of Proxy holder:

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

If not delivered, please return to :

Balmer Lawrie-Van Leer Limited



D-195/2, TTC Industrial Area,
MIDC Turbhe, Navi Mumbai-400 705