



## Annual Report 2014-15

**Balmer Lawrie Investments Ltd.**

(A Government of India Enterprise)

CIN: L65999WB2001GOI093759

# Balmer Lawrie Investments Ltd.

## (A Government of India Enterprise)

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**CHAIRMAN'S ADDRESS**

Dear Esteemed Members,

It is my privilege to present before you the 14th Annual Report of the Company for the financial year 2014-15.

The economy is slowly but surely showing signs of looking up. The Indian economy in 2014-15 has emerged as one of the largest economies with a promising economic outlook on the back of controlled inflation, rise in domestic demand, increase in investments and decline in oil price among others.

The index of industrial production suggests that the industrial sector is recovering slowly with a 2.1% growth in 2014-15 (April-December) over 0.1% increase in the same period last year. The recovery is led by infrastructure sectors: electricity, coal and cement. Thus, the macroeconomic situation in India has improved during 2014-15. Also acceleration in service and manufacturing growth in the face of subdued global demand conditions point to the strengthening of domestic demand.

You may be aware that the income of your Company is primarily the dividend received from its subsidiary Balmer Lawrie & Co. Limited and the interest received by promptly deploying the surplus fund in the Banks. It is a pleasure to approach the members with a recommendation for declaration of a dividend of 125% which is an increase of 5% from the previous year. It is a persistent endeavour to provide maximum value to the shareholders for the investments made by them in the Company.

I would take this opportunity to offer a humble gratitude to the shareholders for vesting their confidence on the management of the Company.

I would like to acknowledge the continuous support and guidance that we have been receiving from the Ministry of Petroleum & Natural Gas and other Ministries of the Govt. of India.

I would like to thank our subsidiary company, Balmer Lawrie & Co. Ltd., its valued shareholders, bankers, financial institutions and other stakeholders for their continued support and co-operation.

Finally, I must convey my gratitude to my colleagues on the Board for their wise counsel and valued involvement with whom, I would strive my best.

Thank You

**Prabal Basu**

Chairman

# Balmer Lawrie Investments Limited

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## BOARD'S REPORT

### To the Members,

Your Directors have the pleasure in presenting their 14<sup>th</sup> Annual Report along with the audited Balance Sheet and Profit & Loss Account for the financial year ended 31<sup>st</sup> March 2015 and other allied statements/disclosures as required as per the applicable statute.

### Overview on the State of Company's Affairs

Your Company's performance is greatly dependent upon two factors, one, being the dividend received from its subsidiary, Balmer Lawrie & Co. Ltd. (BL) and the other being the interest received from deployment of surplus funds with scheduled commercial banks.

Though during the year under review, i.e., 2014-15, the bank interest rates decreased but due to increase in the amount of dividend, received from BL, the total income of your Company increased as compared to the last fiscal, i.e., 2013-14.

Comparative annual financial results for the year under review, i.e., 2014-15, and the immediately preceding year, i.e., 2013-14, has been furnished below:

### Financial Results

(₹ in Lacs)

|                         | Year ended on 31 <sup>st</sup> March 2015 | Year ended on 31 <sup>st</sup> March 2014 |
|-------------------------|---|---|
| Profit before Tax       | 3769.47                                   | 3608.63                                   |
| Less: Provision for Tax | 200.00                                    | 170.00                                    |
| Net Profit              | 3569.47                                   | 3438.63                                   |

### Dividend

Your Directors are pleased to recommend for declaration at the ensuing 14th Annual General Meeting of your company a dividend of 125%, i.e., ₹ 12.50/- (Rupees twelve and paise fifty only) per Equity share of the face value ₹ 10/- each (fully paid-up), for the financial year ended 31<sup>st</sup> March 2015 [as against dividend @ 120%, i.e., ₹ 12/- (Rupees twelve only) per Equity share of the face value of ₹ 10/- each (fully paid-up) recommended and declared in the immediately preceding year, i.e., 2013-14]. Upon declaration by the members, dividend will be paid either by way of warrant, demand draft or NECS mode and will be paid to those Shareholders who would be holding shares in the Company as on the date of commencement of the book closing period i.e., as on 4 September 2015 (End of Day). In respect of shares held electronically, dividend will be paid to the beneficial owners, as per details to be furnished by their respective Depositories, i.e., either Central Depository Services (India) Ltd. or National Securities Depository Ltd.

### Appropriation

The amount available for appropriation is the sum total of Profit after Tax (PAT) and the balance Profit brought forward from the previous financial year(s). The amount available for appropriations for the financial year 2014-15 as compared to the immediately preceding financial year 2013-14, are given hereunder:

(₹ in Lacs)

|  | 2014-15 | 2013-14 |
|--|---------|---------|
| PAT  | 3569.47 | 3438.63 |
| Add: Balance Profit brought forward from the preceeding financial year | 341.39  | 254.15  |
| Amount Available for appropriations                                    | 3910.86 | 3692.78 |

The aforesaid amount available for appropriation for the financial year 2014-15 and 2013-14 has been/was appropriated in the following manner:

(₹ in Lacs)

|  | <b>2014-15</b> | <b>2013-14</b> |
|--|----------------|----------------|
| Dividend                                 | <b>2774.65</b> | 2663.67        |
| (Rate in % )                             | <b>(125%)</b>  | (120%)         |
| Corporate Tax on Dividend                | <b>NIL</b>     | NIL            |
| Transfer to Reserve Fund                 | <b>713.90</b>  | 687.72         |
| Surplus carried forward to the next year | <b>422.32</b>  | 341.39         |

### **Deposits with Bank**

Surplus funds of the Company have been deployed in various Fixed Deposit Schemes of the scheduled commercial Banks. As on 31<sup>st</sup> March 2015, the total amount of deployments in the Fixed Deposit Schemes stood at ₹ 7418 lacs, which in turn has yielded an interest income of ₹ 640.61 lacs.

### **Management Discussion and Analysis Report**

Your Company is not engaged in any other business activity, except, to hold the equity shares of Balmer Lawrie & Co. Ltd. and accordingly matters to be covered under 'Management Discussion and Analysis Report' are not applicable to your Company.

### **Report on Subsidiary Companies**

In terms of Section 2(87) of Companies Act, 2013 ('the Act') your Company has three subsidiary companies, namely, Balmer Lawrie & Co. Ltd., Balmer Lawrie (UK) Ltd. ('BLUK') and Visakhapatnam Port Logistics Park Limited (VPLPL). By virtue of shareholding in BL (61.8%), your Company is the holding Company of BL. BL in turn has 2 subsidiaries BLUK and VPLPL.

Since the control in BL is intended to be temporary and there is no change of such intension, Consolidated financial statements of the Company with BL has not been prepared in terms of para 11(a) of Accounting Standard 21 (AS-21) issued by the Institute of Chartered Accountants of India. Statement containing salient features of Financial Statement of subsidiaries as per first proviso to section 129 (3) in FORM AOC-1 is attached to the Financial Statement. However, separate audited accounts in respect of each of its subsidiary are placed on the website of the Company – [www.blinv.com](http://www.blinv.com). Further, a copy of separate audited financial statements in respect of each of the subsidiary shall be provided to any shareholder of the company who asks for it. Since Financial Statements of the company have not been consolidated with subsidiaries/associates /joint ventures, report on performance and financial position of each of them as per Rule 8(1) of companies (Accounts) Rules 2014 is not required.

The Company has adopted policy for determining 'Material Subsidiaries' w.e.f 28 March 2015. The said policy is uploaded on the website of the Company- [www.blinv.com](http://www.blinv.com).

### **Compliance of Right to Information Act, 2005**

Information, which are mandatorily required to be disclosed under the RTI Act 2005, have been disclosed on the website of your Company. No applications seeking information under the Right to Information Act, 2005 (RTI Act), has been received during the year.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo**

Since the Company does not have any business other than to hold shares of Balmer Lawrie & Co. Ltd. the reporting of Conservation of Energy, Technology Absorption as per Rule 8(3) of Companies(Accounts) Rules 2014 is not applicable for your Company.

The details pertaining to Foreign Exchange Earnings and Outgo are enumerated as under:  
NIL

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## **Risk Management Policy**

The Company does not have any business apart from holding the shares of Balmer Lawrie & Co. Ltd. offloaded by IBP Ltd. and is a Special Purpose Vehicle formed for temporary purpose. Hence, the requirement of laying down procedures for risk assessment and minimization is not applicable. Further, as per Para 4.1 of the Circular of SEBI bearing No. CIR/CFD/POLICY CELL/2/2014 dated 17<sup>th</sup> April, 2014, the requirement of 49(VI)(C) is not applicable to the Company as it does not fall within top 100 listed Companies by market capitalization.

## **Corporate Social Responsibility (CSR)**

Your Company has not made expenditure in CSR projects as per Section 135 of the Companies Act 2013 and applicable Rules and DPE Guidelines. It may be pertinent to mention in this regard that:

- The Company being a Special Purpose Vehicle was formed for a temporary purpose to hold the shares of Balmer Lawrie & Co. Ltd. (BL) offloaded by IBP Ltd. and does not carry on any business, other than holding 61.80% equity shares of BL and receiving dividend from BL.
- The Company does not have any employees of its own. The services of inter-alia Company Secretary who has been placed on secondment by BL is pursuant to a Service Agreement between the Company and BL.
- The Company does not have any functional directors as all the Directors are part-time non-executive directors. Further, the income of the Company is primarily the dividend received from BL which is a Company governed by Section 135 of Companies Act 2013 on CSR and makes the required expenditure on the same as per the applicable provisions.
- In the given constraints, it is not feasible to draft a Corporate Social Responsibility Policy or Action Plan or to oversee its implementation as the status and nature of the Company does not gel with concept of CSR

## **Directors' Responsibility Statement**

Your Directors acknowledges and confirm that:

- (i) In the preparation of the annual accounts, the applicable Accounting Standards had been followed and there was no material departures;
- (ii) The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the said financial year;
- (iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors had prepared the annual accounts on a going concern basis.
- (v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) The Directors had devised proper systems to ensure, compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Corporate Governance**

Your Company has been consistently complying with the various regulations of the Securities & Exchange Board of India (SEBI), including regulations on Corporate Governance, which is enumerated under Clause 49 of the Listing Agreement. Pursuant to the said SEBI regulations, a separate section titled 'Corporate Governance Report' is being furnished and marked as **Annexure 1**.

Your Company being a Government Company is also complying with the corporate governance norms of the Department of Public Enterprise (DPE), to the extent which is not included and does not contradict with SEBI guidelines.

Further, your Company's Statutory Auditors have examined compliance of the aforesaid SEBI Corporate Governance guidelines and issued a certificate, which is annexed to this Report and marked as **Annexure 2**.

### **Directors and meetings during the year**

There has been considerable change in composition of the Board of Directors during the financial year under review. The details of the meetings of the Board during the year have been enumerated in the Corporate Governance Report **Annexure 1**.

### **Directors retired during the year**

Shri P Kalyanasundaram had been long associated with the Company since 2008 as Non-Executive, Government Nominee Director. He was acting as the Chairman of the Board Meetings. The Company had received letter bearing reference no. C-31033/1/2012-CA/FTS:18688 dated 5<sup>th</sup> March, 2015 from Ministry of Petroleum & Natural Gas (MoP&NG) vide which it was communicated that the nomination of Shri P Kalyanasundaram, [the then Joint Secretary in MoP&NG, who had earlier attained the superannuation age on 31<sup>st</sup> December, 2014 was withdrawn with immediate effect. Accordingly the cessation of Shri P Kalyanasundaram from the Board of Directors of the Company with effect from 5<sup>th</sup> March, 2015 due to withdrawal of nomination by MoP&NG was taken on record.

Shri Sukhvir Singh had also been long associated with the Company since 2010 as Non-Executive, Government Nominee Director of the Company. Shri Singh was acting as the Chairman of the Stakeholders Relationship Committee. The Company had received letter bearing reference no. C-31033/1/2012-CA/FTS:18688 dated 5<sup>th</sup> March, 2015 from Ministry of Petroleum & Natural Gas (MoP&NG) vide which it was communicated that the nomination of Shri Sukhvir Singh [the then Director (E&S Division) in MoP&NG who had earlier attained the superannuation age on 30<sup>th</sup> November, 2014] was withdrawn with immediate effect. Accordingly the cessation of Shri Sukhvir Singh from the Board of Directors of the Company with effect from 5<sup>th</sup> March, 2015 due to withdrawal of nomination by MoP&NG, was taken on record.

### **Directors Appointed during the year**

Shri Alok Chandra had been appointed Government Nominee Director of the Company with effect from 5<sup>th</sup> March, 2015 pursuant to the letter bearing reference no. C-31033/1/2012-CA/FTS:18688 dated 5<sup>th</sup> March, 2015 from Ministry of Petroleum & Natural Gas (MoP&NG) vide which it was communicated to the Company that Shri Alok Chandra who is acting as Adviser (Finance), MoP&NG had been nominated as Government Director on the Board of the Company with immediate effect on co-terminus basis or until further order, whichever is earlier. The brief profile of Shri Chandra has been provided with the notice of the Annual General Meeting and explanatory statement thereof.

Smt Mary Jacob had been appointed as the Government Nominee Director of the Company with effect from 24<sup>th</sup> June, 2015 pursuant to the letter bearing reference no. C-31034/6/2015-CA-FTS:37868 dated 14<sup>th</sup> May, 2015 from Ministry of Petroleum & Natural Gas (MoP&NG) vide which it was communicated that Smt. Mary Jacob, Deputy Secretary, MoP&NG having DIN NO. 07208084 had been nominated as Government Director on the Board of the Company with immediate effect or until further order. The brief profile of Smt. Jacob has been provided with the notice of the Annual General Meeting and explanatory statement thereof.

Shri Prabal Basu shall retire by rotation at the ensuing 14<sup>th</sup> Annual General Meeting of your Company. Your Company has received a communication from Shri Prabal Basu wherein he has expressed his willingness to continue as Director, if re-appointed by the shareholders. Therefore the proposal of re-appointment of Shri Basu on the Board has been included under Ordinary business of the Notice convening the ensuing 14<sup>th</sup> Annual General Meeting of your Company. Your Directors recommends passing of the requisite resolutions.

### **Related Party Transactions**

The Company had adopted policy on "Materiality of Related Party Transactions and dealing with Related Party Transactions" w.e.f. 28<sup>th</sup> March, 2015. The said policy has been uploaded on the website of the Company [www.blinv.com](http://www.blinv.com).

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### **Particulars of contracts and arrangements with related parties referred under section 188 (1)**

The particulars of contracts and arrangements with related parties referred under section 188 (1) in the prescribed form as per section 134 (3) (h) of Companies Act, 2013 is as under:

#### **Form No. AOC 2**

1. Details of contracts and arrangements or transactions not at arm's length basis – NIL  
(all the contracts and arrangements or transactions with Related Parties were on arm's length basis)
2. Details of material contracts or arrangement or transactions at arm's length basis – NIL (None of the transactions with related party can be considered as "material" as per the policy on - Materiality of Related Party Transactions and dealing with Related Party Transactions adopted by the Company.

All contracts or arrangement entered into under Section 188(1) has been enumerated in details in Note no. 23 forming part of the financial statement as on 31<sup>th</sup> March, 2015.

#### **Justification on the Related Party Transactions entered –**

- In the year 2002, the Company for the purpose of infrastructure and management support entered into a service contract with its subsidiary Balmer Lawrie & Co. Ltd. (BL), since the Company does not have any infrastructure arrangement or any employee. The said agreement is renewed from time to time pursuant to which the Company receives services in nature of administration, finance, taxation, legal, secretarial, etc from BL.
- The Company was formed as a Special Purpose Vehicle with no regular business activity on 20<sup>th</sup> September, 2001, with the sole objective of holding the Equity shares of BL, transferred / de-merged from IBP Co. Ltd. (under the scheme of Arrangement & Reconstruction).
- The major source of income of your Company is dividend earned from its subsidiary, BL.

### **Particulars of loans, guarantees or investments under section 186**

Details of investments made by Company in other Company is enumerated in Note 7 & 18 of the Financial statement.

#### **Auditors**

The Statutory Auditors of your Company (being a 'Government Company'), are appointed/ re-appointed by the Comptroller & Auditor General of India ('CAG'), Section 139 and other applicable provisions of the Companies Act 2013.

Pursuant to Section 142 and other applicable provisions of the Companies Act 2013, the remuneration of the Statutory Auditors for the year 2014-15 is to be determined by the members at the ensuing 14<sup>th</sup> Annual General Meeting.

#### **Reports of the Auditors**

The Report of the Statutory Auditors on Annual Accounts of your Company for financial year ended 31st March 2015 does not have any reservation, qualification or adverse remark.

The office of the Comptroller & Auditor General of India ('CAG') had conducted a supplementary audit of the financial statements of the Company for the year ended 31<sup>st</sup> March, 2015. On the basis of the audit, CAG states nothing significant has come to its knowledge which would give rise to any comment upon or supplement to statutory auditors' report.

Report of the Statutory Auditors is attached with the Financial Statement. The comments of CAG is annexed and marked as **Annexure 3**.



The Company also appointed Secretarial Auditors in compliance with the provisions of Section 204 of Companies Act, 2013. The Report of Secretarial Auditors is annexed and marked as **Annexure 4**. The response of management to qualification, observations or remarks of the Secretarial Auditors is as under :

| Serial No. | Observation / Comment / Qualification of the Secretarial Auditors   | Clarification from the Management   |
|------------|---|---|
| 1.         | During the year the company has filed some forms after the due date. Where these forms are filed with late fees before expiry of period specified under Section 403 of the Companies Act, 2013, this should be reported as compliance by reference of payment of additional fees. | The Management always endeavor to file the e-forms within the due date. The cases of delay were mostly for the E-forms introduced by the new companies law wherein the position was not clear as to the requirement of filing such form.  |
| 2.         | The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. As on 31.03.2015, the Company had only two Directors on its Board.   | <p>We are a Government Company and as is evident from our shareholding pattern, President of India has a majority shareholding in our Company.</p> <p>As per the Articles of Association of the Company so long as the Company remains a Government Company, the President of India shall be entitled to appoint one or more person(s) to hold office as Director(s) on the Board and also to appoint one or more such Director(s) as Managing or Whole-time Director(s) of the Company. Accordingly, Ministry of Petroleum &amp; Natural Gas, being the administrative Ministry directs us every time there is a change in appointment of Directors is required.</p> <p>BLIL has no employee of its own except, the Company Secretary whose services have been seconded from its subsidiary pursuant to a Service Agreement between the Company and Balmer Lawrie &amp; Co. Ltd.</p> <p>It may be pertinent to mention that MCA vide GSR dated 5 June 2015 has exempted that : The provisions of sub-sections (1), (2), (3) and (4) of section 203 of the Companies Act 2013 shall not apply to a Managing Director or Chief Executive Officer or Manager and in their absence, a wholetime director of the Government Company."</p> |
| 3.         | The Company has not appointed Managing Director/ Whole time Director/Manager/CEO. The Company has not appointed a CFO for the reasons it does not have any Whole-time employee.   | Explained in Serial 2 above   |
| 4.         | The company has not appointed Independent Director on its Board.  | <p>We are a Government Company and as is evident from our shareholding pattern, President of India has a majority shareholding in our Company.</p> <p>As per the Articles of Association of the Company so long as the Company remains a Government Company, the President of India shall be entitled to appoint one or more person(s) to hold office as Director(s) on the Board and also to appoint one or more such Director(s) as Managing or Whole-time Director(s) of the Company. Accordingly, Ministry of Petroleum &amp; Natural Gas, being the administrative Ministry directs us every time there is a change in appointment of Directors is required. The direction of the administrative Ministry is still awaited.</p> <p>It may be pertinent to mention that MCA vide GSR dated 5<sup>th</sup> June, 2015 has changed the definition of the term "Independent Directors" as per Section 149 (6).</p>   |

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| Serial No. | Observation / Comment / Qualification of the Secretarial Auditors  | Clarification from the Management  |
|------------|--|--|
| 5.         | The Company has delayed in appointment of Internal Auditor for 2014-15 after a period of six months from the close of financial year 2013-14.  | The appointment of the Internal Auditor was done in Board meeting dated 28 <sup>th</sup> March, 2015 after restoration of quorum on the Board.   |
| 6.         | The Company has not filed the resolution in Form MGT-14 with the Registrar of Company in respect of resolution passed for taking note of the disclosure of director's interest and shareholding in Board Meeting held on 29.05.2014 and 13.11.2015, as required under the provisions of the Section 179(3) (k) of the Companies Act, 2013. | This being a new requirement as per the new companies law, while it was not clear whether MGT-14 was required to be filed in such cases, subsequently MCA, vide notification dated 18 <sup>th</sup> March, 2015, has omitted the aforesaid requirement from the Rules and hence now it is not required to file the declaration of interest resolution.   |
| 7.         | The Company has not filed the resolution in Form MGT-14 with the Registrar of Company in respect of the Adoption of accounts and Boards Report for the Financial Year 2013-14, as required under the provisions of the Section 179(3) (g) of the Companies Act, 2013.  | <p>The approval of financial statement done by the Board was 2013-14. Ministry vide General Circular No. 08/2014 dated 4.4.2014 clarified matters pertaining to "Commencement of provisions of the Companies Act 2013 with regard to maintenance of books of accounts and preparations/ adoption/ filing of financial statements, auditors report, Board's report and attachments to such statements and reports- Applicability with regard to relevant financial Year." – where the Ministry stated that <i>"although the position in this behalf is quite clear, to make things absolutely clear it is hereby notified that the financial statements (and documents required to be attached thereto), auditors report and Board's report in respect of financial years that commenced earlier than 1<sup>st</sup> April, 2014 shall be governed by the relevant provisions/ Schedules/ rules of the Companies Act, 1956 and that in respect of financial years commencing on or after 1<sup>st</sup> April, 2014, the provisions of the new Act shall apply."</i></p> <p>Hence we were under the impression that the approval of account of FY 2013-14 shall not require filing of MGT-14 as per provisions of Companies Act 2013.</p> |
| 8.         | The Company has no Woman Director on its Board.  | <p>We are a Government Company and as is evident from our shareholding pattern, President of India has a majority shareholding in our Company.</p> <p>As per the Articles of Association of the Company so long as the Company remains a Government Company, the President of India shall be entitled to appoint one or more person(s) to hold office as Director(s) on the Board and also to appoint one or more such Director(s) as Managing or Whole-time Director(s) of the Company. Accordingly, Ministry of Petroleum &amp; Natural Gas, being the administrative Ministry directs us every time there is a change in appointment of Directors is required. The direction of the administrative Ministry is still awaited.</p> <p>The Ministry has recently in FY 2015-16 nominated a woman director on the Board of the Company.</p>  |

| Serial No. | Observation / Comment / Qualification of the Secretarial Auditors  | Clarification from the Management   |
|------------|--|---|
| 9.         | The Company has constituted Audit Committee and Nomination and Remuneration Committee but the composition of both the committees are not as per Companies Act, 2013 and Clause 49 of Listing agreement.                                    | The Composition of the Committee is a fall out of Serial (1) and (2) above explanation to which has been given.<br><br>Fall in the number of members in the Audit Committee was due to vacancy of Government Nominee Directors on the Board of the Company. The same has been filled up upon appointment of one woman director as per direction of the Ministry.  |
| 10.        | The Company has not established Vigil Mechanism/ Whistle Blower as required under Section 177 of the Companies Act, 2013 and Clause 49 of Listing Agreement.   | The Company does not have any employee and is a SPV and shell company hence the said mechanism does not seem to be practical and hence not established.   |
| 11.        | The Company has neither constituted CSR Committee nor has framed any CSR policy as required under Section 135 of the Companies Act, 2013.  | The Company does not have any employee and is a SPV and shell company and the income drawn by the same is through dividend paid to it by Balmer Lawrie Investments Limited to which Section 135 (CSR provisions) are applicable and interest income by depositing those funds in the bank for short term before distributing it to shareholders (major shareholder being President of India). Considering the definition of "Net profits" as per Rule 2 of Co.s (CSR Policy) Rules 2014, the requirement of CSR expenditure seems to be not applicable to the Company. Further, the Company being a SPV and having no employee monitoring the expenditure on CSR activities has its own practical difficulties. |
| 12.        | The Company does not have any policy for prevention of Insider Trading as required under prevention of Insider Trading Regulation, 1992 except as mentioned under Code no. IV of Code of Conduct.  | The provisions regarding Insider Trading was covered under Code of conduct applicable to directors and senior management. The Company has also formulated separate policies in compliance of the new insider trading code.  |
| 13.        | No separate meeting of Independent Directors was held as the company has no Independent Director on its Board during the year under audit.   | Explained in Serial 1, 2 & 4.   |
| 14.        | The Company has violated the provision of clause 49 of listing agreement relating to holding of Audit committee meetings as the company has exceeded the gap of four months between two Audit Committee meetings due to absence of quorum. | Due to fall in the number of members in the Board below 2 owing to vacancy of Government Nominee Directors on the Board of the Company, the gap exceeded 4 months at once instance during the year under review.  |
| 15.        | The company has made delay in approval of quarterly result for the quarter ended 31.12.2014.   | Due to fall in the number of members in the Board below 2 owing to vacancy of Government Nominee Directors on the Board of the Company, the Board & Audit Committee meeting could not be held and hence the quarterly results of the 3 <sup>rd</sup> Quarter could not be approved with 45 days from the end of the quarter.  |

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| Serial No. | Observation / Comment / Qualification of the Secretarial Auditors  | Clarification from the Management   |
|------------|--|---|
| 16.        | The company has not filed form DIR-12 for cessation of Mr. Pandian Kalyanasundaram and Mr. Sukhvir Singh as the MCA has not accepted lesser number of directors below the prescribed limit of the Act. | The MCA system did not accepted DIR12 of cessation of the two directors as it would lead to fall of directors below statutory minimum the same shall be tried to be filed after appointment of one more director.   |
| 17.        | The Company has not framed Remuneration Nomination and Evaluation policy and Risk Management policy.   | <p>The Company has, vide resolution dated 28<sup>th</sup> March, 2015 formed a nomination and remuneration Committee. However, Ministry of Petroleum Natural Gas determines all the appointment of the Directors on the Board of the Company. Further, none of the Directors receive any remuneration / compensation from the Company. The Company being a Special Purpose Vehicle formed only to hold the shares of Balmer Lawrie &amp; Co. Ltd. offloaded by IBP Ltd. does not have any employees of its own. The services of inter-alia Company Secretary who has been placed on secondment by Balmer Lawrie &amp; Co. Ltd. (BLCL) is pursuant to a Service Agreement between the Company and BLCL.</p> <p>In the given situation the role of Nomination and Remuneration Committee is expected to be limited but is still recommended to be formed to comply with the provisions of the Companies Act 2013 and Listing Agreement with Stock Exchanges.</p> <p>Consideration may also be given to exemption given to Govt Co.s by the MCA vide notification dated 5<sup>th</sup> June, 2015 that Section 178(2), (3) and (4) shall not apply to Government company except with regard to appointment of senior management and other employees.</p> |

### Adequacy of Internal financial controls

The Company has inter-alia taken the following measures to ensure that an adequate internal financial control exists :

- Appointment of internal auditor as per Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014.
- The Company has adopted the following policies apart from the Code of Conduct applicable to Directors and Senior Management:
  - ◆ “Materiality of Related Party Transactions and dealing with Related Party Transactions”,
  - ◆ Policy for determining ‘Material subsidiaries’,
  - ◆ “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” and
  - ◆ “Code of Conduct to Regulate, Monitor and Report Trading by Insider”.

### Appreciation

Your Directors wish to place on record their appreciation for the continued guidance and support extended by the Ministry of Petroleum & Natural Gas & and other Ministries. Your Directors also acknowledge the valuable support and services provided by BL. Your Directors appreciate and value the trust imposed upon them by the members of the Company.

On behalf of Board of:  
Balmer Lawrie Investments Ltd.

Registered Office:  
21, Netaji Subhas Road,  
Kolkata-700 001

**Prabal Basu**  
Chairman

**Mary Jacob**  
Director

# Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

## FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. Registration And Other Details:

- i) CIN– L65999WB2001GOI093759
- ii) Registration Date– 20 SEPTEMBER 2001
- iii) Name of the Company– BALMER LAWRIE INVESTMENTS LIMITED
- iv) Category/Sub-Category of the Company – COMPANY LIMITED BY SHARES, UNION GOVERNMENT COMPANY
- v) Address of the Registered office and contact details– 21 NETAJI SUBHAS ROAD, KOLKATA 700001
- vi) Whether listed company Yes / No - YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any–  
C B MANAGEMENT SERVICES (P) LTD., UNIT – BALMER LAWRIE INVESTMENTS LIMITED, P-22  
BONDEL ROAD, KOLKATA 700019, EMAIL – rta@cbmsl.com

### II. Principal Business Activities of The Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| S. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|--------|--|----------------------------------|------------------------------------|
|        | HOLDING SHARES OF BALMER LAWRIE & CO. LTD.       | NOT APPLICABLE                   | NOT APPLICABLE                     |

### III. Particulars of Holding, Subsidiary And Associate Companies:

| S. No. | Name And Address of The Company   | Cin/Gln                            | Holding/ Subsidiary / Associate                | % of shares held | Applicable Section |
|--------|---|------------------------------------|--|------------------|--------------------|
| 1.     | BALMER LAWRIE & CO. LIMITED<br>21, N. S. Road, Kolkata - 700 001                                  | L15492WB1924GOI004835              | SUBSIDIARY                                     | 61.80            | 2(87)(ii)          |
| 2.     | BALMER LAWRIE (UK)<br>C/o. Haines Watts Sterling House,<br>177-181, Farham Road, Slough Berkshire | Registration No. of UK<br>02764967 | FOREIGN SUBSIDIARY<br>OF SUBSIDIARY<br>COMPANY | *100             | 2(87)(ii)          |
| 3.     | VISAKHAPATNAM PORT<br>LOGISTICS PARK LIMITED<br>21, N. S. Road, Kolkata - 700 001                 | U63090WB2014GOI202678              | SUBSIDIARY OF<br>SUBSIDIARY<br>COMPANY         | *100             | 2(87)(ii)          |

\* held by BALMER LAWRIE & CO. LIMITED

### IV. Share Holding Pattern (Equity Share Capital Breakup As Percentage Of Total Equity):

#### i) Category-wise Share Holding :

| Category | Category of Shareholder                     | No. of shares held at the beginning of the year |          |                        |                   | No. of shares held at the end of the year |          |                        |                   | % change during the year |
|----------|---|---|----------|------------------------|-------------------|---|----------|------------------------|-------------------|--------------------------|
|          |   | Demat   | Physical | Total number of shares | % of Total Shares | Demat                                     | Physical | Total number of shares | % of Total Shares |                          |
| (A)      | Shareholding of Promoter and Promoter Group |   |          |                        |                   |   |          |                        |                   |                          |
| 1        | Indian                                      |   |          |                        |                   |   |          |                        |                   |                          |
| (a)      | Individuals/ Hindu Undivided Family         | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |
| (b)      | Central Government/ State Government(s)     | 13246098  | 0        | 13246098               | 59.6744           | 13246098                                  | 0        | 13246098               | 59.6744           | 0.0000                   |
| (c)      | Bodies Corporate                            | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |

# Balmer Lawrie Investments Limited

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| Category | Category of Shareholder  | No. of shares held at the beginning of the year |          |                        |                   | No. of shares held at the end of the year |          |                        |                   | % change during the year |
|----------|--|---|----------|------------------------|-------------------|---|----------|------------------------|-------------------|--------------------------|
|          |  | Demat   | Physical | Total number of shares | % of Total Shares | Demat                                     | Physical | Total number of shares | % of Total Shares |                          |
| (d)      | Financial Institutions / Banks                                       | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |
| (e)      | Any Others (Specify)   | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |
| (e-i)    |  |   |          |                        |                   |   |          |                        |                   |                          |
| (e-ii)   |  |   |          |                        |                   |   |          |                        |                   |                          |
|          | Sub Total(A)(1)  | 13246098  | 0        | 13246098               | 59.6744           | 13246098                                  | 0        | 13246098               | 59.6744           | 0.0000                   |
|          |  |   |          |                        |                   |   |          |                        |                   |                          |
| 2        | Foreign  |   |          |                        |                   |   |          |                        |                   |                          |
| A        | Individuals (Non-Residents Individuals/ Foreign Individuals)         |   |          |                        |                   |   |          |                        |                   |                          |
| B        | Bodies Corporate   |   |          |                        |                   |   |          |                        |                   |                          |
| C        | Institutions   |   |          |                        |                   |   |          |                        |                   |                          |
| D        | Qualified Foreign Investors  |   |          |                        |                   |   |          |                        |                   |                          |
| E        | Any Others(Specify)  |   |          |                        |                   |   |          |                        |                   |                          |
| e-i      |  |   |          |                        |                   |   |          |                        |                   |                          |
| e-ii     |  |   |          |                        |                   |   |          |                        |                   |                          |
|          | Sub Total(A)(2)  | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |
|          |  |   |          |                        |                   |   |          |                        |                   |                          |
|          | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 13246098  | 0        | 13246098               | 59.6744           | 13246098                                  | 0        | 13246098               | 59.6744           | 0.0000                   |
|          |  |   |          |                        |                   |   |          |                        |                   |                          |
| (B)      | Public shareholding  |   |          |                        |                   |   |          |                        |                   |                          |
| 1        | Institutions   |   |          |                        |                   |   |          |                        |                   |                          |
| (a)      | Mutual Funds/ UTI  | 1000  | 700      | 1700                   | 0.0077            | 1000                                      | 700      | 1700                   | 0.0077            | 0.0000                   |
| (b)      | Financial Institutions / Banks                                       | 4711  | 26898    | 31609                  | 0.1424            | 4711                                      | 26898    | 31609                  | 0.1424            | 0.0000                   |
| (c)      | Central Government/ State Government(s)                              | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |
| (d)      | Venture Capital Funds  | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |
| (e)      | Insurance Companies  | 305921  | 0        | 305921                 | 1.3782            | 305921                                    | 0        | 305921                 | 1.3782            | 0.0000                   |
| (f)      | Foreign Institutional Investors                                      | 1297368   | 0        | 1297368                | 5.8447            | 1385930                                   | 0        | 1385930                | 6.2437            | 0.3990                   |
| (g)      | Foreign Venture Capital Investors                                    |   |          |                        |                   |   |          |                        |                   |                          |
| (h)      | Qualified Foreign Investors  |   |          |                        |                   |   |          |                        |                   |                          |
| (i)      | Any Other (specify)  |   |          |                        |                   |   |          |                        |                   |                          |
| (i-i)    |  |   |          |                        |                   |   |          |                        |                   |                          |
| (i-ii)   |  |   |          |                        |                   |   |          |                        |                   |                          |
|          | Sub-Total (B)(1)   | 1609000   | 27598    | 1636598                | 7.3730            | 1697562                                   | 27598    | 1725160                | 7.7719            | 0.3989                   |

# Balmer Lawrie Investments Limited

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| Category | Category of Shareholder   | No. of shares held at the beginning of the year |          |                        |                   | No. of shares held at the end of the year |          |                        |                   | % change during the year |
|----------|---|---|----------|------------------------|-------------------|---|----------|------------------------|-------------------|--------------------------|
|          |   | Demat   | Physical | Total number of shares | % of Total Shares | Demat                                     | Physical | Total number of shares | % of Total Shares |                          |
|          |   |   |          |                        |                   |   |          |                        |                   |                          |
| B 2      | Non-institutions  |   |          |                        |                   |   |          |                        |                   |                          |
| (a)      | Bodies Corporate  | 3336865   | 3329     | 3340194                | 15.0478           | 3176516                                   | 3329     | 3179845                | 14.3254           | -0.7224                  |
| (b)      | Individuals   |   |          |                        |                   |   |          |                        |                   |                          |
| I        | Individuals -<br>i. Individual shareholders holding nominal share capital up to ₹ 1 Lac | 1686620   | 428109   | 2114729                | 9.5270            | 1803631                                   | 417710   | 2221341                | 10.0073           | 0.4803                   |
| II       | ii. Individual shareholders holding nominal share capital in excess of ₹ 1 Lac.         | 1708812   | 12393    | 1721205                | 7.7541            | 1702204                                   | 12393    | 1714597                | 7.7244            | -0.0297                  |
| (c)      | Foreign Qualified Investors   |   |          |                        |                   |   |          |                        |                   |                          |
| (d)      | Any Other (specify)   |   |          |                        |                   |   |          |                        |                   |                          |
| (d-i)    | Trust & Foundations, OCB  | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      | 0                 | 0.0000                   |
| (d-ii)   | Non-Resident Individuals  | 73251   | 62660    | 135911                 | 0.6123            | 41945                                     | 62660    | 104605                 | 0.4713            | -0.1410                  |
| (d-iii)  | Clearing Member   | 2534  | 0        | 2534                   | 0.0114            | 5623                                      | 0        | 5623                   | 0.0253            | 0.0139                   |
|          |   |   |          |                        |                   |   |          |                        |                   |                          |
|          | Sub-Total (B)(2)  | 6808082   | 506491   | 7314573                | 32.9526           | 6729919                                   | 496092   | 7226011                | 32.5536           | -0.3990                  |
|          |   |   |          |                        |                   |   |          |                        |                   |                          |
| (B)      | Total Public Shareholding (B)= (B)(1)+(B)(2)  | 8417082   | 534089   | 8951171                | 40.3256           | 8427481                                   | 523690   | 8951171                | 40.3256           | 0.0000                   |
|          |   |   |          |                        |                   |   |          |                        |                   |                          |
|          | TOTAL (A)+(B)   | 21663180  | 534089   | 22197269               | 100.0000          | 21673579                                  | 523690   | 22197269               | 100               | 0.0000                   |
|          |   |   |          |                        |                   |   |          |                        |                   |                          |
| (C)      | Shares held by Custodians and against which Depository Receipts have been issued        |   |          |                        |                   |   |          |                        |                   |                          |
| 1        | Promoter and Promoter Group   |   |          |                        |                   |   |          |                        |                   |                          |
| 2        | Public  |   |          |                        |                   |   |          |                        |                   |                          |
|          | Sub-Total (C )  | 0   | 0        | 0                      | 0.0000            | 0   | 0        | 0                      |                   | 0.0000                   |
|          |   |   |          |                        |                   |   |          |                        |                   |                          |
|          | GRAND TOTAL (A)+(B)+(C)   | 21663180  | 534089   | 22197269               | 100.0000          | 21673579                                  | 523690   | 22197269               | 100               | 0.0000                   |



## Balmer Lawrie Investments Limited

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### (ii) Shareholding of Promoters :

| Sl. No | Shareholder's Name | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  |  |
|--------|--------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
|        |                    | No. of shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of shares                       | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | % change in shareholding during the year |
| 1      | PRESIDENT OF INDIA | 13246098                                  | 59.67                            | 0  | 13246098                            | 59.67                            | 0  | 0  |

### (iii) Change in Promoters' Shareholding :

| Sl. No. |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|---|----------------------------------|---|----------------------------------|
|         |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year   | 13246098                                  | 59.67                            | 13246098                                | 59.67                            |
|         | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No change                                 | No change                        |   |                                  |
|         | At the End of the year   | 13246098                                  | 59.67                            | 13246098                                | 59.67                            |

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GD Rs and ADRs) :

| Sl. No. | Folio No.            | Name  | Remarks  | Shareholding at the beginning of the year  |   |   | Cumulative shareholding during the year  |  | Reason   |
|---------|----------------------|---|--|--|---|---|--|--|--|
|         |                      |   |  | Shareholding /Transaction Date   | No. of shares   | % of total shares of the Company                                    | No. of shares  | % of total shares of the Company   |  |
| 1.      | 12027700<br>00027190 | CD EQUIFINANCE PRIVATE LIMITED                                  | At the beginning of the year<br>At the end of the year   | 05-04-2014<br>31-03-2015   | 1340586   | 6.04  | 1340586<br>1340586   | 6.04<br>6.04   | No change  |
| 2.      | IN300159<br>10680733 | FINQUEST SECURITIES PVT. LTD.                                   | At the beginning of the year<br>Increase<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Increase<br>At the end of the year | 05-04-2014<br>02-05-2014<br>04-07-2014<br>11-07-2014<br>08-08-2014<br>29-08-2014<br>05-09-2014<br>17-09-2014<br>27-03-2015<br>31-03-2015 | 877500<br>68300<br>10000<br>25000<br>25000<br>85800<br>132000<br>168000<br>200000 | 3.95<br>0.31<br>0.05<br>0.11<br>0.11<br>0.39<br>0.59<br>0.76<br>0.9 | 877500<br>945800<br>935800<br>910800<br>885800<br>800000<br>668000<br>500000<br>700000<br>700000 | 3.95<br>4.26<br>4.22<br>4.1<br>3.99<br>3.6<br>3.01<br>2.25<br>3.15<br>3.15 | Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer |
| 3.      | IN300054<br>10068945 | BARING INDIA PRIVATE EQUITY FUND III LISTED INVESTMENTS LIMITED | At the beginning of the year<br>At the end of the year   | 05-04-2014<br>31-03-2015   | 855623  | 3.85  | 855623<br>855623   | 3.85<br>3.85   | No change  |



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| Sl. No. | Folio No.            | Name  | Remarks   | Shareholding at the beginning of the year  |  |   | Cumulative shareholding during the year   |  | Reason   |
|---------|----------------------|---|---|--|--|---|---|--|--|
|         |                      |   |   | Shareholding /Transaction Date   | No. of shares  | % of total shares of the Company  | No. of shares   | % of total shares of the Company   |  |
| 4.      | 12027700<br>00021640 | CHANDRAVADAN<br>DESAI                             | At the beginning of<br>the year<br>Decrease<br>Decrease<br>At the end of the year   | 05-04-2014<br>18-07-2014<br>17-10-2014<br>31-03-2015   | 349115<br>216859<br>132256   | 1.57<br>0.98<br>0.6   | 349115<br>132256<br>0<br>0  | 1.57<br>0.6<br>0<br>0  | Transfer<br>Transfer   |
| 5.      | IN301250<br>28422773 | PATTON<br>INTERNATIONAL<br>LTD                    | At the beginning of<br>the year<br>At the end of the year   | 05-04-2014<br>31-03-2015   | 316000   | 1.42  | 316000<br>316000  | 1.42<br>1.42   | No<br>change   |
| 6.      | IN301524<br>30030506 | BARING INDIA<br>PRIVATE EQUITY<br>FUND II LIMITED | At the beginning of<br>the year<br>At the end of the year   | 05-04-2014<br>31-03-2015   | 285218   | 1.28  | 285218<br>285218  | 1.28<br>1.28   | No<br>change   |
| 7.      | 12027700<br>00390930 | JYOTSNA DESAI                                     | At the beginning of<br>the year<br>Decrease<br>At the end of the year   | 05-04-2014<br>20-03-2015<br>31-03-2015   | 282087<br>73000  | 1.27<br>0.33  | 282087<br>209087<br>209087  | 1.27<br>0.94<br>0.94   | Transfer   |
| 8.      | IN300812<br>10000012 | LIFE INSURANCE<br>CORPORATION<br>OF INDIA         | At the beginning of<br>the year<br>At the end of the year   | 05-04-2014<br>31-03-2015   | 194499   | 0.88  | 194499<br>194499  | 0.88<br>0.88   | No<br>change   |
| 9.      | 12027700<br>00004650 | H.C.<br>COMMERCIAL<br>LTD.                        | At the beginning of<br>the year<br>At the end of the year   | 05-04-2014<br>31-03-2015   | 152000   | 0.68  | 152000<br>152000  | 0.68<br>0.68   | No<br>change   |
| 10.     | IN300484<br>13130985 | JAGDISH<br>AMRITLAL SHAH                          | At the beginning of<br>the year<br>At the end of the year   | 05-04-2014<br>31-03-2015   | 142705   | 0.64  | 142705<br>142705  | 0.64<br>0.64   | No<br>change   |
| 11.     | 12027700<br>00390920 | CHANDRAVADAN<br>DESAI                             | At the beginning of<br>the year<br>Increase<br>Increase<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>Decrease<br>At the end of the year | 05-04-2014<br>18-07-2014<br>24-10-2014<br>14-11-2014<br>21-11-2014<br>31-12-2014<br>09-01-2015<br>16-01-2015<br>23-01-2015<br>30-01-2015<br>27-02-2015<br>06-03-2015<br>13-03-2015<br>20-03-2015<br>31-03-2015 | 88727<br>216859<br>132256<br>175200<br>17084<br>1003<br>1937<br>2974<br>644<br>875<br>270<br>2849<br>3429<br>201 | 0.4<br>0.98<br>0.6<br>0.79<br>0.08<br>0<br>0.01<br>0.01<br>0<br>0<br>0<br>0.01<br>0.02<br>0 | 88727<br>305586<br>437842<br>262642<br>245558<br>244555<br>242618<br>239644<br>239000<br>238125<br>237855<br>235006<br>231577<br>231376<br>231376 | 0.4<br>1.38<br>1.97<br>1.18<br>1.11<br>1.1<br>1.09<br>1.08<br>1.08<br>1.07<br>1.07<br>1.06<br>1.04<br>1.04<br>1.04 | Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer<br>Transfer |

## Balmer Lawrie Investments Limited

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### (v) Shareholding of Directors and Key Managerial Personnel :

| Sl. No. | For Each of the Directors and KMP   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|---|---|----------------------------------|---|----------------------------------|
|         |   | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year  | NIL                                       | NIL                              | NIL                                     | NIL                              |
|         | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) | NIL                                       | NIL                              | NIL                                     | NIL                              |
|         | At the End of the year  | NIL                                       | NIL                              | NIL                                     | NIL                              |

### V. Indebtedness :

Indebtedness of the Company including interest outstanding/accrued but not due for payment

|   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b><br>i) Principal Amount<br>ii) Interest due but not paid<br>iii) Interest accrued but not due | NIL                              | NIL             | NIL      | NIL                |
| <b>Total (i+ii+iii)</b>   | NIL                              | NIL             | NIL      | NIL                |
| <b>Change in Indebtedness during the financial year</b><br>• Addition<br>• Reduction  | NIL                              | NIL             | NIL      | NIL                |
| <b>Net Change</b>   | NIL                              | NIL             | NIL      | NIL                |
| <b>Indebtedness at the end of the financial year</b><br>i) Principal Amount<br>ii) Interest due but not paid<br>iii) Interest accrued but not due       | NIL                              | NIL             | NIL      | NIL                |
| <b>Total (i+ii+iii)</b>   | NIL                              | NIL             | NIL      | NIL                |

### VI. Remuneration Of Directors And Key Managerial Personnel :

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sl. No. | Particulars of Remuneration  | Name of MD/WTD/ Manager |      |      |      | Total Amount |
|---------|--|-------------------------|------|------|------|--------------|
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | N.A.                    | N.A. | N.A. | N.A. | N.A.         |
| 2.      | Stock Option   | N.A.                    | N.A. | N.A. | N.A. | N.A.         |
| 3.      | Sweat Equity   | N.A.                    | N.A. | N.A. | N.A. | N.A.         |
| 4.      | Commission<br>- as % of profit<br>- others, specify...   | N.A.                    | N.A. | N.A. | N.A. | N.A.         |
| 5.      | Others, please specify   | N.A.                    | N.A. | N.A. | N.A. | N.A.         |
|         | Total (A)  | N.A.                    | N.A. | N.A. | N.A. | N.A.         |
|         | Ceiling as per the Act   | N.A.                    | N.A. | N.A. | N.A. | N.A.         |

**B. Remuneration to other directors:**

| Sl. No. | Particulars of Remuneration  | Name of Directors |      |      |      | Total Amount |
|---------|--|-------------------|------|------|------|--------------|
|         | 1. Independent Directors<br>• Fee for attending board / committee meetings<br>• Commission<br>• Others, please specify         | N.A.              | N.A. | N.A. | N.A. | N.A.         |
|         | Total (1)  | N.A.              | N.A. | N.A. | N.A. | N.A.         |
|         | 2. Other Non-Executive Directors<br>• Fee for attending board / committee meetings<br>• Commission<br>• Others, please specify | NIL               | NIL  | NIL  | NIL  | NIL          |
|         | Total (2)  | NIL               | NIL  | NIL  | NIL  | NIL          |
|         | Total (B)=(1+2)  | NIL               | NIL  | NIL  | NIL  | NIL          |
|         | Total Managerial Remuneration  | NIL               | NIL  | NIL  | NIL  | NIL          |
|         | Overall Ceiling as per the Act   | N.A.              | N.A. | N.A. | N.A. | N.A.         |

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD :**

| Sl. No. | Particulars of Remuneration   | Key Managerial Personnel |                   |      |             |
|---------|---|--------------------------|-------------------|------|-------------|
|         |   | CEO                      | Company Secretary | CFO  | Total       |
| 1.      | Gross salary:<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | N.A.                     | 9,39,148.00       | N.A. | 9,39,148.00 |
| 2.      | Stock Option  | N.A.                     | -                 | N.A. | -           |
| 3.      | Sweat Equity  | N.A.                     | -                 | N.A. | -           |
| 4.      | Commission<br>- as % of profit<br>- others, specify...  | N.A.                     | -                 | N.A. | -           |
| 5.      | Others, please specify  | N.A.                     | -                 | N.A. | -           |
|         | Total   | N.A.                     | 9,39,148.00       | N.A. | 9,39,148.00 |

**VII. Penalties / Punishment/ Compounding of offences:**

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/ NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                             |                                    |
| Penalty                             | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                             |                                    |
| Penalty                             | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                             |                                    |
| Penalty                             | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| Punishment                          | NIL                          | NIL               | NIL  | NIL                         | NIL                                |
| Compounding                         | NIL                          | NIL               | NIL  | NIL                         | NIL                                |

**Prabal Basu**  
Chairman

**Mary Jacob**  
Director

**REPORT ON CORPORATE GOVERNANCE****PHILOSOPHY**

Your company with limited business activity has always strived for better return to its shareholders by strictly governing its activities, in terms of cutting down un-necessary cost and emphasizing on maximizing growth in the area of interest income from bank Term/Fixed deposits.

The framework of your company's corporate governance policy, is based on the following principles:

- ☐ Framing the composition/size of the Board of Directors (subject to recommendation from the Administrative Ministry) commensurate with the activity of the Company;
- ☐ Ensuring timely flow of information to the Board and Board Committees to enable them to discharge their functions, effectively.
- ☐ Safeguarding integrity of the Company's financial reporting.
- ☐ Ensuring a sound system of internal control.
- ☐ Timely and adequate disclosure to all its stakeholders.
- ☐ Transparency and accountability.
- ☐ Compliance with all applicable Rules and Regulations.
- ☐ Fair and equitable treatment to all its shareholders and investors.

**BOARD OF DIRECTORS ('THE BOARD')****Composition**

Your Company does not have any functional director on its Board. All the (3) three Directors on the Board are non-executive out of which two directors are Government nominee and the third director [being the Director (Finance) of the subsidiary company, namely, Balmer Lawrie & Co. Ltd.] is an ex-officio member.

As per the statute at least 50% of the Board should comprise of independent directors, i.e., under the present scenario your Company requires at least three directors in the independent category. We understand that for induction of adequate numbers of independent directors on the Board, steps would be taken by the administrative ministry of your Company, viz., Ministry of Petroleum & Natural Gas, Government of India.

The composition Board of Directors during 2014-15 has undergone major change which has been discussed in the Director's Report. As on 30<sup>th</sup> July, 2015, the Board consists of the following three Directors:

- a. Shri Prabal Basu (Ex-officio member)
- b. Shri Alok Chandra (Government Nominee Director)
- c. Smt. Mary Jacob (Government Nominee Director/Woman Director)

The brief profile and other particulars of the Directors have been already discussed in the Notice for AGM.

**Shareholdings**

The Articles of Association of your Company does not stipulate holding of Shares in the form of qualification shares by its Directors. Further, none of the Directors hold Equity Shares in your Company.

**Meetings & Attendances**

The Board met five times during the financial year ended 31<sup>st</sup> March 2015.

- (i) Dates of the Board Meeting, Board strength and Nos. of Directors present in each of the meetings held during the financial year ended 31<sup>st</sup> March, 2015, are given hereunder:

| Sl.No. | Date                            | BoardStrength | No. of DirectorsPresent |
|--------|---------------------------------|---------------|-------------------------|
| 1.     | 29 <sup>th</sup> May, 2014      | 3             | 2                       |
| 2.     | 14 <sup>th</sup> August, 2014   | 3             | 3                       |
| 3.     | 13 <sup>th</sup> November, 2014 | 3             | 3                       |
| 4.     | 9 <sup>th</sup> March 2015      | 1             | 1                       |
| 5.     | 28 <sup>th</sup> March, 2015    | 2             | 2                       |

- (ii) Attendance of the Directors at the Board and Shareholders meetings, during the financial year ended 31<sup>st</sup> March, 2015, are given hereunder:

| Name of the Directors  | Date of the Board Meetings |                               |                                 |                             |                              | Date of the Annual General Meeting |
|------------------------|----------------------------|-------------------------------|---------------------------------|-----------------------------|------------------------------|------------------------------------|
|                        | 29 <sup>th</sup> May, 2014 | 14 <sup>th</sup> August, 2014 | 13 <sup>th</sup> November, 2014 | 9 <sup>th</sup> March, 2015 | 28 <sup>th</sup> March, 2015 | 25 <sup>th</sup> September, 2014   |
| Shri P Kalyanasundaram | YES                        | YES                           | YES                             | NA                          | NA                           | YES                                |
| Shri Sukhvir Singh     | NO                         | YES                           | YES                             | NA                          | NA                           | YES                                |
| Shri Prabal Basu       | YES                        | YES                           | YES                             | YES                         | YES                          | YES                                |
| Shri Alok Chandra      | NA                         | NA                            | NA                              | NA                          | YES                          | NA                                 |
| Smt. Mary Jacob        | NA                         | NA                            | NA                              | NA                          | NA                           | NA                                 |

**Other Directorship & Committee Positions**

Details of the Directors on Directorship in other companies and membership in various Board level committees (as on 30<sup>th</sup> July 2015), are given hereunder: -

| Name of the Director | No. of companies / bodies corporate, in which the Director holds Directorship. | Membership held by the Director in various Committees* across all companies (including this Company) in which he is a Director | Chairmanship held by the Director in various Committees* across all companies (including this Company) in which he is a Director | Chairmanship held by the Director in other Boards | Whether attended the last Annual General Meeting of the Company held on 24 <sup>th</sup> September, 2013 |
|----------------------|--|--|--|---|--|
| Shri Prabal Basu     | 7  | 3  | 0  | 0   | Yes  |
| Shri Alok Chandra    | 2  | 3  | 2  | 0   | NA   |
| Smt. Mary Jacob      | 1  | 2  | 0  | 0   | NA   |

*\*Pursuant to Clause 49 (II)(D) of the Listing Agreement, Only the 'Audit Committee' and the Shareholders'/Investors 'Grievance Committee' are reckoned for evaluating the Committee position.*

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## CODE OF CONDUCT

The Code of Conduct ('the Code') for the Directors and Senior Management (who are one level below the Board), came into being, w.e.f. 22<sup>nd</sup> December, 2005. During the twelve months period ended 31<sup>st</sup> March, 2015, all the Directors of your Company and the Company Secretary (being the only members in the Senior Management team) have complied with the Code and to that effect have given their individual declaration to the Board. Since, your Company does not have any designated Chief Executive Officer, Shri Prabal Basu, has given a composite declaration on behalf of the Board and Senior Management, which is being furnished in **Annexure 'X'**, to this Report.

## BOARD COMMITTEES

Your Company has four Board Committees, namely, "Audit", "Investor's Grievance", "Committee of Directors for Share transfer, transmission, etc.", "Nomination & Remuneration Committee". The terms of reference of all the Committees were determined by the Board of Directors of the Company ('the Board').

The role and composition of these Board Committees, including, number of meetings held and attendance of the members at such meetings have been enumerated below:

### Audit Committee

The Audit Committee was formed by the Board on 23<sup>rd</sup> September 2002. The terms of reference of Audit Committee have been amended by the Board of Directors in August 2014 in accordance with the amendments in Listing Agreement and inception of the Companies Act 2013.

### Composition

The Committee consists of 3 members and all of them, including the Chairman of the Committee, are non-executive Directors.

As of 31<sup>st</sup> July 2015, the following are the members of the Committee:

| Names             | Position held |
|-------------------|---------------|
| Shri Alok Chandra | Chairman      |
| Shri Prabal Basu  | Member        |
| Smt. Mary Jacob   | Member        |

The members of the Audit Committee are all financially literate and have expertise in finance and general management matters.

### Meetings & Attendances

The Committee met 4 times during the financial year ended 31<sup>st</sup> March, 2015.

- (i) Date of the Meetings, Committee strength and Nos. of Members present, in each of the meetings held during the financial year ended 31<sup>st</sup> March, 2015, are enumerated below:

| SI No. | Date                            | Committee Strength | No. of Members present |
|--------|---------------------------------|--------------------|------------------------|
| 1.     | 29 <sup>th</sup> May, 2014      | 3                  | 2                      |
| 2.     | 14 <sup>th</sup> August, 2014   | 3                  | 3                      |
| 3.     | 13 <sup>th</sup> November, 2014 | 3                  | 3                      |
| 4.     | 28 <sup>th</sup> March, 2015    | 2                  | 2                      |

- (ii) Attendance of the Committee Members at the meetings during the financial year ended 31<sup>st</sup> March 2015, are enumerated below:

| Name of the Directors   | Date of the Audit Committee Meetings |                               |                                 |                              |
|-------------------------|--------------------------------------|-------------------------------|---------------------------------|------------------------------|
|                         | 29 <sup>th</sup> May, 2014           | 14 <sup>th</sup> August, 2014 | 13 <sup>th</sup> November, 2014 | 28 <sup>th</sup> March, 2015 |
| Shri Prabal Basu        | YES                                  | YES                           | YES                             | YES                          |
| Shri Sukhvir Singh      | NO                                   | YES                           | YES                             | NA                           |
| Shri P. Kalyanasundaram | YES                                  | YES                           | YES                             | NA                           |
| Shri Alok Chandra       | NA                                   | NA                            | NA                              | YES                          |
| Smt Mary Jacob          | NA                                   | NA                            | NA                              | NA                           |

## **POWERS & ROLE**

Powers & Roles of the Audit Committee is as per the terms of reference of the Committee which is fixed as the following:

- a) Investigate into any matter referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if necessary.
- b) Investigate any activity within its terms of reference.
- c) Seek information from any employee.
- d) Obtain outside legal or other professional advice.
- e) Secure attendance of outsiders with relevant expertise, if it considers necessary.
- f) Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- g) Recommend the appointment, reappointment and if required the replacement or removal of statutory auditors, fixation of audit fee, terms of appointment and also approval for payment for any other services.
- h) Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- i) Review with the management the annual financial statements before submissions to the Board, focusing primarily on:
  - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report.
  - ii) Any changes in accounting policies and practices.
  - iii) Major accounting entries involving estimates based on exercise of judgment by management.
  - iv) Examination of the auditor's report and Qualification in draft audit report.
  - v) Significant adjustments made in financial statements arising out of audit findings.
  - vi) The going concern assumption.
  - vii) Compliance with accounting standards,
  - viii) Compliance with listing and legal requirements concerning financial statements.
  - ix) Disclosure of any related party transactions and approval of any subsequent modification of transactions of the Company with related Parties
- j) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- k) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other

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than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- l) Review with the management, performance of the statutory and internal auditors, the adequacy of internal control systems.
- m) Review the adequacy of internal audit function, including the structure of the Internal Audit Department, staff, seniority of official heading the department reporting structure coverage and frequency of internal audit.
- o) scrutiny of inter-corporate loans and investments;
- p) valuation of undertakings or assets of the company, wherever it is necessary;
- q) evaluation of internal financial controls and risk management systems;
- r) monitoring the end use of funds raised through public offers and related matters.
- s) Discuss with internal auditors any significant findings and follow up thereon.
- t) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- u) Discuss with statutory auditors before the audit commences, nature and scope of audit as well as to have post-audit discussion to ascertain any area of concern.
- v) Review the financial and risk management policies of the Company.
- w) Look into the reasons for substantial defaults in the payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors.
- x) Discuss with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review of the quarterly, half-yearly and annual financial statements before submission to the Board.
- y) Ensure compliance of internal control systems.
- z) The Chairman of the Audit Committee shall attend the Annual General Meetings of the Company to provide any clarification on matters relating to audit sought by the members of the Company.
- za) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

## REMUNERATION POLICY & REMUNERATION COMMITTEE

None of the Directors receive any remuneration/compensation, including sitting fee, for attending meetings of the Board and/or any Board Committees. The appointment of the Directors on the Board of the Company is done as per the direction of the administrative ministry – Ministry of Petroleum Natural Gas which determines all the terms of appointment of the appointees.

The Company being a Special Purpose Vehicle formed only to hold the shares of Balmer Lawrie & Co. Ltd. offloaded by IBP Ltd. does not have any employees of its own. The services of inter-alia Company Secretary who has been placed on secondment by Balmer Lawrie & Co. Ltd. (BLCL) is pursuant to a Service Agreement between the Company and BLCL.



In the given situation the role of Nomination and Remuneration Committee is expected to be limited but the same is still constituted to comply with the provisions of the Companies Act 2013 and Listing Agreement with Stock Exchanges.

During the financial year 2014-15 no meeting of the Nomination and Remuneration Committee had taken place.

### **SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE**

The Shareholders'/Investors' Grievance Committee ('the Committee') was constituted by the Board on 29<sup>th</sup> July, 2003 with terms of reference as was delegated and determined by the Board. The main function of the Committee is to review the status of redressal of the shareholders'/investors' complaints on a periodical basis.

In August 2014, the "Investors Grievance Committee" has been renamed as "Stakeholders Relationship Committee" in compliance with Section 178 of the Companies Act 2013.

#### **Composition:**

The Members of the Committee, including the Chairman are all non-executive Directors. As of 30<sup>th</sup> July 2015, the Committee consists of the following three members:

| <b>Names</b>      | <b>Position held</b> |
|-------------------|----------------------|
| Shri Alok Chandra | Chairman             |
| Shri Prabal Basu  | Member               |
| Smt. Mary Jacob   | Member               |

#### **Status of investor complaints:**

|  |     |
|--|-----|
| Pending at the beginning of the year:        | NIL |
| Received during the year:                    | NIL |
| Disposed of during the year:                 | NIL |
| Remaining unresolved at the end of the Year: | NIL |

#### **Compliance Officer:**

Name : Shri Abhishek Lahoti  
Designation : Company Secretary

### **COMMITTEE OF DIRECTORS FOR SHARE TRANSFER, TRANSMISSION, ETC.**

The 'Committee of Directors' for Share transfer, Transmission, etc., ('The Committee') was constituted by the Board to approve, registration of transfer, transmission, split or subdivision/consolidation of shares; issue of duplicate share certificate(s) in lieu of lost/misplaced; replacement of original share certificate in lieu of torn/defaced share certificate(s) and issue of share certificate(s) against re-materialisation of shares. The Committee as on 30<sup>th</sup> July, 2015 comprises of three Board members, namely, Shri Prabal Basu, Shri Alok Chandra and Smt Mary Jacob. All such aforesaid approvals were taken by circulation with consent of any two members of the Committee. The share related activities of Company, are being looked after by its Registrar & Share Transfer Agent ('RSTA'), supervision of the Company Secretary of your Company. All requests for transfer, transmission, etc., are placed before the Committee on a weekly basis for Committee's necessary consideration and approval.

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### GENERAL BODY MEETINGS

(i) Details of the last three Annual General Meetings (AGMs) and Special Resolution(s) passed thereat:

| Year | AGM No.          | Venue   | Date & Time                                      | Details of the Special Resolution(s) passed  |
|------|------------------|---|--|--|
| 2012 | 11 <sup>th</sup> | G.D. Birla Sabhagar,<br>29, Ashutosh Choudhury Avenue,<br>Kolkata – 700 019 | 26 <sup>th</sup> September,<br>2012 at 2.30 p.m. | Nil  |
| 2013 | 12 <sup>th</sup> | G.D. Birla Sabhagar,<br>29, Ashutosh Choudhury Avenue,<br>Kolkata – 700 019 | 24 <sup>th</sup> September,<br>2013 at 2.30 p.m. | NIL  |
| 2014 | 13 <sup>th</sup> | G.D. Birla Sabhagar,<br>29, Ashutosh Choudhury Avenue,<br>Kolkata – 700 019 | 25 <sup>th</sup> September,<br>2014 at 2:30 p.m. | Renewal of service contract with Balmer Lawrie & Co. Ltd. ('BL'), for span of 1 (one) year with the effect from 1 <sup>st</sup> May 2014 |

(ii) Special Resolution(s) passed through Postal Ballot

During the financial year (2014-15) under review and till the date of consideration of this report, i.e., till 30<sup>st</sup> July, 2015, there was no such situation of passing a special resolution through postal ballot.

### DISCLOSURES

During the financial year ended 31<sup>st</sup> March, 2015, we would like to disclose that:

- (a) Apart from transactions with its subsidiary, Balmer Lawrie & Co. Ltd. ('BL'), there was no other related-Party transaction. Further, the transactions with BL were all carried out at arm's length and the disclosures have been made in the Notes to the Annual Accounts;
- (b) There has been no instance of non-compliance by the Company on capital market related issues and no penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities except the following

| Fine imposed by       | Amount  | Reason  |
|-----------------------|---------|---|
| Bombay Stock Exchange | 84270/- | Fine for Non submission of Financial Results under Clause 41 of the Listing Agreement for the quarter ended December 2014 |
| Bombay Stock Exchange | 7865/-  | Fine for late submission of Annual Report under Clause 31   |

- (c) There was no substantial default in payments to our Shareholders and Creditors;
- (d) The Company has not accepted any deposits from the Public;
- (e) The Company has electronically filed Balance Sheet and Profit & Loss Account (2013-14), Annual Return and other returns with the Ministry of Corporate Affairs, within the statutory time line as envisaged under various provisions of the Companies Act, 1956;
- (f) The Company has a system of monthly audit by a Company Secretary-in-Practice, the share related activities, which is looked after by the Company's RSTA, C B Management Services Pvt. Ltd.

- (g) The Company has a system of quarterly audit of the total issued/paid-up capital with the total number of shares held in physical form and the total number of shares held in electronic form;
- (h) The Company has a Code of Conduct for its Board members and the Senior Management;
- (i) None of the Directors are holding any Equity share in the Company;
- (j) The Company has no functional Directors;
- (k) None of the Directors receive any remuneration/compensation including sitting fee (for attending Board/ Board Committee Meetings) from the Company;
- (l) Details of compliance of Mandatory requirements of Clause 49 during the FY 2014-15:
  - i. Company's Board was not constituted as per Clause 49 only to the extent that:
    - a) The number of directors on the Board of the Company had fallen below 2 directors on the Board for a particular period during the financial year. The Ministry of Petroleum & Natural Gas (MOP&NG) had withdrawn nomination of Shri P Kalyanasundaram, the then Joint Secretary in MOP&NG and Shri Sukhvair Singh, the then Director (E&S Division) in MOP&NG – Government Nominee Directors vide its OM No. 3-31033/1/2012-CA/ FTS:18688 dated 5<sup>th</sup> March 2015, who had earlier attained the superannuation age on 31<sup>st</sup> December 2014 and 30<sup>th</sup> November 2014 respectively.
    - b) None of the Directors were independent directors as the matter of appointment of Independent Directors on the Board of the Company is pending before the Administrative Ministry.
    - c) There was no woman director on the Board during the financial year under review. Woman Director was appointed only after 31<sup>st</sup> March, 2015.
  - ii. Audit Committee and nomination and remuneration committee was not constituted in accordance with Clause 49 of Listing Agreements as there was no independent director.
  - iii. The gap between two Audit Committee meetings exceeded four months due to lack of quorum for reasons explained above.
  - iv. The company has not established Vigil Mechanism/Whistle Blower policy as there is no employee in the company.
  - v. The Company has neither constituted CSR committee nor framed CSR policy since there is no employee in the Company as the Company was formed as special purpose vehicle and the substantial income of the Company is from dividend paid by its subsidiary which is incurring expenditure on CSR as per the applicable statute.
  - vi. The Company has not framed Remuneration Nomination and Evaluation policy and Risk Management policy.
  - vii. There has been a delay in approval of quarterly results for the quarter ended 31<sup>st</sup> December, 2015. Such delay was due to lack of quorum owing to superannuation of two Government nominee directors and delay in nomination of directors in their place by the Govt. of India.
  - viii. Since the Company does not have any employees hence it has not adopted any Whistle Blower Policy, however, no employee/officer has been denied access to audit Committee.
- m) The Non-Executive Directors of the Company (in absence CEO or the Managing Directors, or Manager or Whole-time Directors or CFO) have given certification as per Clause 49(IX) of the Listing Agreement.
- n) The Company has so far, not adopted the non-mandatory requirement (as being listed under Clause 49 of the Listing Agreement)

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### MEANS OF COMMUNICATIONS

The quarterly results (un-audited) were submitted to the Stock Exchanges within 45 days from the end of each quarter except for one instance where there had been a delay in approval of the same due to lack of quorum for reasons as explained above. Subsequently the said results were published in the news papers within 48 hours from the conclusion of the Board Meetings, where such results were approved.

The audited financial results for the year ended 31<sup>st</sup> March 2015 (together with Statement of Assets and Liabilities as on the said date) and summary of financial results with the percentage of recommended dividend were submitted to the Stock Exchanges on 27<sup>th</sup> May 2015

Statement of audited financial results for the year ended 31<sup>st</sup> March 2015 (together with Statement of Assets and Liabilities as on the said date) was subsequently published in the newspapers on 28<sup>th</sup> May 2015.

Such financial results, whether quarterly or annual, were published in 'Business Standard' (English – all editions), 'Aajkal' (Bengali) and 'Business Standard' (Hindi - Kolkata). However, from 2015-16 such publication shall be done in the 'The Financial Express' (English – all editions), 'Aajkal' (Bengali) and Jansatta (Hindi – Kolkata).

The Company's corporate website [www.blinv.com](http://www.blinv.com) provides comprehensive information of the Company, including information on financial results (quarterly and annual), Report of the Auditors and Directors on the annual financial results, statutory information and various policies adopted by the Company including various Codes and policies adopted by the Company.

### SHAREHOLDERS' INFORMATION

#### **Details of Annual General Meeting 2014-15**

|                           |   |
|---------------------------|---|
| <b>Date &amp; Time</b>    | Tuesday, 22 <sup>th</sup> September 2015 at 2:30 p.m.   |
| <b>Venue</b>              | Ghanshyam Das Birla Sabhagar,<br>29, Ashutosh Choudhury Avenue, Kolkata – 700 019                                 |
| <b>Book Closure Dates</b> | From Saturday, 5 <sup>th</sup> September 2015 till Tuesday, 22 <sup>th</sup> September 2015 (both days inclusive) |

#### **Payment of Dividend**

Upon declaration at the ensuing 14<sup>th</sup> Annual General Meeting scheduled on 22<sup>nd</sup> September 2015, dividend shall be paid to the shareholders (holding shares as on 4<sup>th</sup> September 2015 EOD) on or around 7<sup>th</sup> October 2015.

#### **Share Transfer Procedure**

The power to approve requests for registration of physical share transfer, transmission, subdivision/consolidation of shares, issue of duplicate share certificate in lieu of lost/misplaced original share certificate(s), replacement of share certificate(s) in lieu of torn/defaced share certificate(s) and issue of share certificate(s) upon re-materialization, etc., has been delegated by the Board to a separate Board Committee, which was formed in the name and style of "Committee of Directors for share transfer, transmission etc." composition of which has been detailed above. The Committee considers such request by circulation on a weekly basis (twice in a week) subject to receipt of such request from shareholder/shareholders. Share certificates after registration of transfer, transmission etc., are normally dispatched within the statutory time line.

### Registrar & Share Transfer Agent

The share registry functions, in both physical and de-mat segments are handled by a single common agency, namely, C B Management Services (P) Ltd ('CB'). CB is registered with SEBI and is based in Kolkata, having its corporate office at P-22, Bondel Road, Kolkata – 700 019.

### Listing of Equity Shares

The Equity Shares of the Company are listed in Calcutta and Bombay Stock Exchanges, details whereof are given hereunder:

| Stock Exchanges   | Stock Code |
|---|------------|
| Calcutta Stock Exchange Ltd.<br>7, Lyons Range, Kolkata – 700 001<br>website: www.cse-india.com       | 12638      |
| BSE Ltd.<br>Phiroze Jeejeebhoy Towers, Dalal Street,<br>Mumbai – 400 001<br>website: www.bseindia.com | 532485     |

Listing fees for the current financial year 2014-15, have been paid to both the Stock Exchanges.

Equity shares of your Company are actively traded in BSE Ltd.

### Dematerialization of Shares and Liquidity

The Equity shares of your Company are to be traded compulsorily in de-materialized mode and are available for trading, in both the Depositories in India, i.e., National Securities Depository Ltd. ('NSDL') and Central Depository Services (India) Ltd. ('CDSL').

As of 24<sup>th</sup> July 2015, the distribution of Equity Shares held in physical and de-materialized mode, are produced below:

| Mode            | Nos.     | % (to the total paid-up capital) |
|-----------------|----------|----------------------------------|
| <b>Physical</b> | 517070   | 2.33                             |
| <b>De-mat</b>   |          |                                  |
| i. NSDL         | 5229264  | 23.56                            |
| ii. CDSL        | 16450935 | 74.11                            |

ISIN number allotted to the Company is INE 525F01017.

Your Company, for the current financial year 2014-15, has paid the annual custody fee to both the Depositories, i.e., NSDL & CDSL,

### Monthly High and Low quotes on Bombay Stock Exchange Ltd. ('BSE') during the period from April 2014 to June 2015

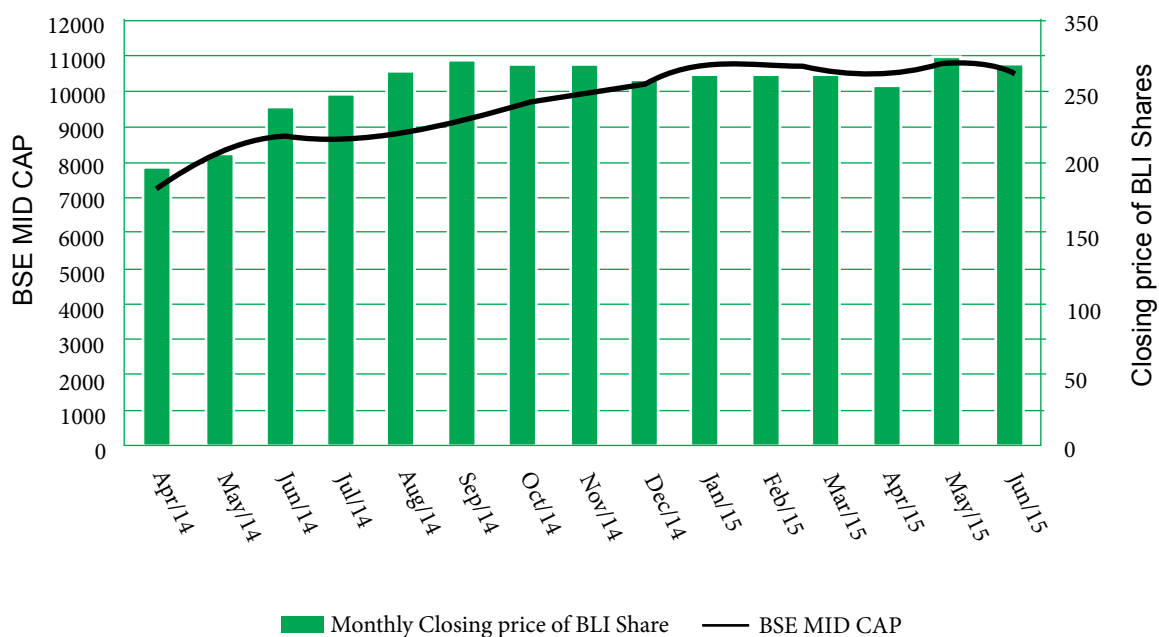
| Month (2014) | High (₹.) | Low (₹.) | Month (2015) | High (₹.) | Low (₹.) |
|--------------|-----------|----------|--------------|-----------|----------|
| Apr 14       | 208.80    | 185.20   | Jan 15       | 271.80    | 252.00   |
| May 14       | 230.00    | 189.00   | Feb 15       | 281.00    | 247.00   |
| Jun 14       | 248.50    | 208.55   | Mar 15       | 285.20    | 248.30   |

## Balmer Lawrie Investments Limited

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| Month (2014) | High (₹.) | Low (₹.) | Month (2015) | High (₹.) | Low (₹.) |
|--------------|-----------|----------|--------------|-----------|----------|
| Jul 14       | 265.00    | 234.00   | Apr 15       | 272.00    | 245.50   |
| Aug 14       | 266.95    | 243.00   | May 15       | 278.00    | 248.10   |
| Sep 14       | 290.00    | 255.50   | Jun 15       | 289.00    | 255.00   |
| Oct 14       | 278.85    | 252.15   |              |           |          |

**Comparative Analysis of BSE SMALLCAP vis-a-vis monthly closing prices of the Equity shares of Balmer Lawrie Investments Ltd.('BLI') as quoted on BSE**



### Categories of Shareholders as on 24 July 2015

| Category  | Total no. of Equity shares | % (On the total Equity holding) |
|---|----------------------------|---------------------------------|
| Promoter & its Associates:<br>President of India  | 1,32,46,098                | 59.67                           |
| Foreign National/NRI                              | 1,13,158                   | 0.51                            |
| Indian Financial Institution, Mutual Fund & Banks | 32,309                     | 0.14                            |
| Insurance Companies                               | 3,05,921                   | 1.38                            |
| Foreign Institutional Investors                   | 13,93,548                  | 6.28                            |
| Bodies Corporate:                                 |                            |                                 |
| Domestic Companies                                |                            |                                 |
| Foreign Companies                                 | 31,00,007                  | 13.97                           |
| Others  | 40,06,228                  | 18.05                           |
| Total   | 2,21,97,269                | 100.00                          |

**Distribution of Shareholding as on 30<sup>th</sup> July, 2015**

| Range of Shares  | No. of Shareholders in each category | % (on total number of shareholders) | No. of Shares   | % (on the total no of Shares) |
|------------------|--------------------------------------|-------------------------------------|-----------------|-------------------------------|
| 1 – 500          | 11439                                | 91.1983                             | 749889          | 3.3783                        |
| 501 – 1000       | 549                                  | 4.3769                              | 407005          | 1.8336                        |
| 1001 – 2000      | 266                                  | 2.1207                              | 375316          | 1.6908                        |
| 2001 – 3000      | 96                                   | 0.7654                              | 239340          | 1.0782                        |
| 3001 – 4000      | 30                                   | 0.2392                              | 107625          | 0.4849                        |
| 4001 – 5000      | 30                                   | 0.2392                              | 137202          | 0.6181                        |
| 5001 – 10000     | 61                                   | 0.4863                              | 452161          | 2.037                         |
| 10001 – 50000    | 50                                   | 0.3986                              | 1163302         | 5.2407                        |
| 50001 – 100000   | 8                                    | 0.0638                              | 525908          | 2.3692                        |
| 100001 and above | 14                                   | 0.1116                              | 18039521        | 81.2691                       |
| <b>Total</b>     | <b>12543</b>                         | <b>100</b>                          | <b>22197269</b> | <b>99.9999</b>                |

**Dividend History & Amount of Unclaimed Dividend to be transferred to the ‘Investors’ Education and Protection Fund’**

| Date on which, dividend declared / Financial year   | Total amount of Dividend (in ₹) & % | Date of transfer to the unpaid dividend account | Amount of unclaimed dividend as on 31 <sup>st</sup> March, 2015 (in ₹) | % Of unclaimed dividend to total dividend | Due date of transfer to the “Investors’ Education and Protection Fund” |
|---|-------------------------------------|---|--|---|--|
| 26 <sup>th</sup> September, 2008<br>2007-08 (Final) | 3,32,95,903.00<br>15%               | 1 <sup>st</sup> November, 2008                  | 4,00,579.50  | 1.20                                      | 1 <sup>st</sup> November, 2015   |
| 24 <sup>th</sup> September, 2009<br>(2008-09)       | 14,20,62,521.60<br>64%              | 30 <sup>th</sup> October, 2009                  | 16,75,907.80   | 1.18                                      | 30 <sup>th</sup> October, 2016   |
| 24 <sup>th</sup> September, 2010<br>2009-10         | 16,86,99,244.00<br>76%              | 30 <sup>th</sup> October, 2010                  | 18,75,923.21   | 1.11                                      | 30 <sup>th</sup> October, 2017   |
| 23 <sup>rd</sup> September, 2011<br>2010-11         | 18,86,76,785.00<br>85%              | 30 <sup>th</sup> October, 2011                  | 19,43,839.50   | 1.03                                      | 30 <sup>th</sup> October, 2018   |
| 26 <sup>th</sup> September, 2012<br>2011-2012       | 22,19,72,690.00<br>100%             | 2 <sup>nd</sup> November, 2012                  | 22,63,620.00   | 1.02                                      | 2 <sup>nd</sup> November, 2019   |

## Balmer Lawrie Investments Limited

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| Date on which, dividend declared / Financial year | Total amount of Dividend (in ₹) & % | Date of transfer to the unpaid dividend account | Amount of unclaimed dividend as on 31 <sup>st</sup> March, 2015 (in ₹) | % Of unclaimed dividend to total dividend | Due date of transfer to the “Investors’ Education and Protection Fund” |
|---|-------------------------------------|---|--|---|--|
| 24 <sup>th</sup> September, 2013<br>2012-13       | 24,41,69,959.00<br>110%             | 31 <sup>st</sup> October, 2013                  | 26,95,154.00   | 1.10                                      | 31 <sup>st</sup> October, 2020   |
| 25 <sup>th</sup> September, 2014<br>2013-14       | 26,63,67,228.00                     | 1 <sup>st</sup> November 2014                   | 29,85,048.00   | 1.12                                      | 1 <sup>st</sup> November, 2021   |

The unpaid dividend outstanding in the accounts for FY 2006-07(Final) and 2007-08 (Interim) has been transferred to the ‘Investors’ Education and Protection Fund’ within the statutory timeline.

### Payment of Dividend through National Electronic Clearing Services (‘NECS’)

The Reserve Bank of India has introduced NECS to bring in further efficiency and uniformity in electronic credit of the dividend amount and has instructed the banks to move to the NECS platform. The advantages of NECS over ECS include faster credit of remittance to beneficiary’s account, wider coverage with no limitations of location in India.

Your Company accordingly encourages the use of NECS for payment of dividend wherever, available. To avail such NECS facility the shareholders, are requested to fill-in the NECS mandate form thereby providing the 9 digit MICR code number of their bank and branch along with 15 digit bank account number to the Registrar & Share Transfer Agent of the Company, i.e., namely C B Management Services (P) Ltd. (where the shares are being held in physical form) or to their Depository Participant (where the shares are being held in dematerialized mode).

This would facilitate prompt encashment of dividend proceeds and enable the Company to reduce cost of dividend distribution.

### Address for Correspondences

All communications relating to share matters shall be addressed to –  
Either -

C B Management Services (P) Ltd.  
Unit: Balmer Lawrie Investments Ltd.,  
P-22, Bondel Road,  
Kolkata- 700 019  
E-mail -- rta@cbmsl.com

Or-

The Company Secretary  
Balmer Lawrie Investments Ltd.,  
21, Netaji Subhas Road,  
Kolkata – 700 001  
E-mail – lahoti.a@balmerlawrie.com



**CODE OF CONDUCT**

Declaration on behalf of the Board and Senior Management

TO WHOM IT MAY CONCERN

I, Prabal Basu, Director, would like to confirm that myself, all the Directors and the Company Secretary (being only member in the Senior Management team) of the Company, have affirmed compliance with the Code of Conduct (meant for the Directors and Senior Management) for the financial year ended 31<sup>st</sup> March, 2015.

(PRABAL BASU)

Place: Kolkata

Date: 21 May 2015

**AUDITOR'S CERTIFICATE  
ON CORPORATE GOVERNANCE**

**To the Members of Balmer Lawrie Investments Limited**

We have examined the compliance of conditions of Corporate Governance by Balmer Lawrie Investments Ltd. ("the Company"), for the financial year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

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

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

1. As per the requirements of Clause 49 of the Listing Agreements, the Board should comprise of atleast 3 Directors out of which atleast half should be independent Directors and one of the Directors on the Board should be Woman Director. But the Company has only 2 Directors on its Board as on 31 March, 2015. None of the Directors are Independent or Woman Director. Company's Board is not constituted properly. However, as per the information and explanation received, the Administrative Ministry, i.e., Ministry of Petroleum and Natural Gas, has taken the initiative of inducting independent Directors on the Board of the Company. Moreover, women director was appointed only after 31st March, 2015.
2. Audit Committee nomination, remuneration committee was not constituted in accordance with Clause 49 of Listing Agreements as there was no independent director. The gap between two Audit Committee meetings exceeded four months due to lack of quorum.
3. The company has not established Vigil Mechanism/Whistle Blower policy as there is no employee in the company.
4. The Company has neither constituted CSR committee nor framed CSR policy.
5. The Company has not framed Remuneration Nomination and Evaluation policy and Risk Management policy.
6. There has been a delay in approval of quarterly results for the quarter ended 31st December, 2015. Such delay was due to lack of quorum owing to superannuation of two Government nominee directors and delay in nomination of people in their place by the Govt. of India.

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

For and on behalf of  
**S. K. Naredi & Co.**  
Chartered Accountants  
Firm Registration No -003333C

**(Rashmi Chhawchharia)**  
**Partner**  
Membership No: 401727

Place: Kolkata  
Date: 29 July, 2015

**Annexure 3****COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF BALMER LAWRIE INVESTMENTS LIMITED FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2015.**

The preparation of financial statements of Balmer Lawrie Investments Limited for the year ended 31<sup>st</sup> March, 2015 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The statutory auditor appointed by the Comptroller and Auditor General of India under section 139(5) of the Act is responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 27<sup>th</sup> May, 2015.

I, on the behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6) (a) of the Act of the financial statements of Balmer Lawrie Investments Limited for the year ended 31<sup>st</sup> March, 2015. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report.

Place : Kolkata

Date: 10<sup>th</sup> July 2015

For and on the behalf of the  
Comptroller & Auditor General of India

(Praveer Kumar)  
Principal Director of Commercial Audit  
& Ex-officio Member, Audit Board-I, Kolkata.

**CS N.K & ASSOCIATES**  
Company Secretaries

**159, RABINDRA SARANI**  
9th Floor,  
Kolkata - 700 007  
Phone : +91-33-6525-5200  
e-mail : kothari.navin@yahoo.com

**MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2015**

[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 Investments Limited  
21 Netaji Subhas Road  
Kolkata – 700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Balmer Lawrie Investments Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - 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, 1992;
  - c) 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;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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 have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with The Bombay Stock Exchange Ltd and The Calcutta Stock Exchange Ltd.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations as mentioned in Annexure "A".

I further report that,

During the year the company has filed some forms after the due date. Where these forms are filed with late fees before expiry of period specified under Section 403 of the Companies Act, 2013, this should be reported as compliance by reference of payment of additional fees.

**The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. As on 31.03.2015, the Company had only two Directors on its Board.** 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 are sent as per the provisions of the Act, 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.

I 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.K & Associates  
Company Secretaries

Navin Kothari  
Proprietor

FCS No. 5935  
C P No.: 3725

Place: Kolkata  
Date: 26.05.2015

*Note : This report is to be read with my letter of even date which is annexed as 'Annexure B' and forms an integral part of this report.*

To,  
The Members  
Balmer Lawrie Investments Limited  
21 Netaji Subhas Road  
Kolkata – 700001

My observations on Secretarial Audit for the financial year ended 31<sup>st</sup> March, 2015 are as follows:

1. The Company has not appointed Managing Director/Whole time Director/Manager/CEO. The Company has not appointed a CFO for the reasons it does not have any Whole-time employee.
2. The company has not appointed Independent Director on its Board.
3. The Company has delayed in appointment of Internal Auditor for 2014-15 after a period of six months from the close of financial year 2013-14.
4. The Company has not filed the resolution in Form MGT-14 with the Registrar of Company in respect of resolution passed for taking note of the disclosure of director's interest and shareholding in Board Meeting held on 29.05.2014 and 13.11.2015, as required under the provisions of the Section 179(3) (g) of the Companies Act, 2013.
5. The Company has not filed the resolution in Form MGT-14 with the Registrar of Company in respect of the Adoption of accounts and Boards Report for the Financial Year 2013-14, as required under the provisions of the Section 179(3) (g) of the Companies Act, 2013.
6. The Company has no Woman Director on its Board.
7. The Company has constituted Audit Committee and Nomination and Remuneration Committee but the composition of both the committees are not as per Companies Act, 2013 and Clause 49 of Listing agreement.
8. The Company has not established Vigil Mechanism/Whistle Blower as required under Section 177 of the Companies Act, 2013 and Clause 49 of Listing Agreement.
9. The Company has neither constituted CSR Committee nor has framed any CSR policy as required under Section 135 of the Companies Act, 2013.
10. The Company does not have any policy for prevention of Insider Trading as required under prevention of Insider Trading Regulation, 1992 except as mentioned under Code no. IV of Code of Conduct.
11. No separate meeting of Independent Directors was held as the company has no Independent Director on its Board during the year under audit.
12. The Company has violated the provision of clause 49 of listing agreement relating to holding of Audit committee meetings as the company has exceeded the gap of four months between two Audit Committee meetings due to absence of quorum.

13. The company has made delay in approval of quarterly result for the quarter ended 31.12.2014.
14. The company has not filed form DIR-12 for cessation of Mr. Pandian Kalyanasundaram and Mr. Sukhvir Singh as the MCA has not accepted lesser number of directors below the prescribed limit of the Act.
15. The Company has not framed Remuneration Nomination and Evaluation policy and Risk Management policy.

Place: Kolkata

Date: 26.05.2015

For N.K & Associates

Company Secretaries

Navin Kothari

Proprietor

FCS No. 5935

C P No.: 3725

## Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

### Annexure “B”

To,  
The Members  
Balmer Lawrie Investments Limited  
21 Netaji Subhas Road  
Kolkata – 700001

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For N.K & Associates  
Company Secretaries

Navin Kothari  
Proprietor

Place: Kolkata  
Date: 26.05.2015

FCS No. 5935  
C P No.: 3725



**Independent Auditor's Report To the Members of  
"BALMER LAWRIE INVESTMENTS LIMITED"****REPORT ON THE FINANCIAL STATEMENTS**

- 1) We have audited the accompanying financial statements of Balmer Lawrie Investments Limited, which comprise the Balance sheet as at March 31<sup>st</sup>, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year the ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENT**

- 2) The Management and Board of Directors of the company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITOR'S RESPONSIBILITY**

- 3) Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- 4) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error in making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
- 5) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

### OPINION

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

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 7) As required by the Companies (Auditor's Report) Order, 2015 (lithe Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 8) As required by section 143(3) of the Act, we further 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) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014.
  - e) On the basis of written representations received from the directors as on March 31<sup>st</sup>, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31<sup>st</sup>, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
    - (i) The company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note. 13 of the financial statements.
    - (ii) The company did not have any long term contracts including derivate contracts and as such the question of commenting on any material foreseeable losses thereon does not arise.
    - (iii) The company has transferred such amount which was required to be done to the Investor Education and Protection Fund on time.
- 9) As required by Section 143(5) of the Companies Act 2013, we further report on Directions of the Comptroller and Auditor General of India as under:

| Sl. No. | Description   | Auditor's Comments |
|---------|---|--------------------|
| 1.      | If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed & General Reserves) may be examined including the mode and present stage of disinvestment process. | Not Applicable.    |

## Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

| Sl. No. | Description  | Auditor's Comments  |
|---------|--|---|
| 2.      | Please report whether there are any cases of waiver/ write off of debts/ loans/ interest etc., if yes, the reasons therefore and amount involved.  | There were no such case, reported during the audit period.  |
| 3.      | Whether proper records are maintained for inventories lying with third parties & assets received as gift from Govt or other authorities.   | The Company does not have any fixed assets/ inventories. Thus maintenance of records/ registers for assets including inventory is not required. |
| 4.      | A report on age-wise analysis of pending legal/arbitration cases including the reasons of pendency and existence/ effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given. | As per the information and explanation received by the management, no such cases are pending.   |

**For S. K. Naredi & Co.**

Chartered Accountants

Firm Registration No : 003333C

Place : Kolkata

Date : 27<sup>th</sup> May, 2015

Rashmi Chhawchharia

(Partner)

Membership No. : 401727

## Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

### **Annexure referred to in Paragraph 7 of our Report of even date to the members of Balmer Lawrie Investments Limited on the accounts of the company for the year ended 31st March, 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. There are no Fixed Assets in the Company; hence this clause is not applicable.
2. There are no Inventory in the Company and as such this clause is not applicable.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2015 is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories, fixed assets, and for sale of goods & services. Further, on the basis our examination of the books and records of the company and according to the information and explanation given to us no major weaknesses in the internal controls has been noticed.
5. The Company has not accepted any deposits covered under section 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under.
6. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
7. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing undisputed statutory dues including Investor Education and Protection Fund, income tax and any other material Statutory dues, as applicable with the appropriate authorities and no statutory dues as on 31<sup>st</sup> of March, 2015 was outstanding for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us and based on the records of the company examined by us there are no dues of income tax and other statutory dues which have not been deposited on account of any disputes except the following:

| Name of the Statute  | Nature of Dues                             | Amount in ₹ | Period to which the amount relates | Forum where dispute is pending |
|----------------------|--|-------------|------------------------------------|--------------------------------|
| Income Tax Act, 1961 | Demand under section 143(3) dt. 26.10.2010 | 2,95,530.00 | A.Y.2008-09                        | CIT (Appeals) Kolkata          |

- (c) There has been no delay in transfer of sums to the Investor Education and Protection Fund during the year covered under audit.
8. The company has no accumulated losses and the company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
9. According to the records of the company examined by us and as per the information and explanation given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
10. According to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.

## Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

11. In our opinion and according to the information and explanation given to us the company has not raised any term loans during the year
12. During the course of our examination of the books of records of the company carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the year nor have we been informed of such instance by the management.

**For S. K. Naredi & Co.**

Chartered Accountants

Firm Registration No : 003333C

Rashmi Chhawchharia

(Partner)

Membership No. : 401727

Place : Kolkata

Date : 27<sup>th</sup> May, 2015

# Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

## BALANCE SHEET as at 31st March, 2015

in ₹ Lakhs

| Particulars  | Note No.  | As at<br>31st March, 2015 | As at<br>31st March, 2014 |
|--|-----------|---------------------------|---------------------------|
| <b>A EQUITY AND LIABILITIES</b>                                    |           |                           |                           |
| <b>1. Shareholders' funds</b>                                      |           |                           |                           |
| (a) Share capital  | 3         | 2,219.73                  | 2,219.73                  |
| (b) Reserves and surplus   | 4         | 6,078.88                  | 5,284.05                  |
|  |           | <b>8,298.61</b>           | <b>7,503.78</b>           |
| <b>2. Share application money pending allotment</b>                |           | -                         | -                         |
| <b>3. Non-current liabilities</b>                                  |           | -                         | -                         |
| <b>4. Current liabilities</b>                                      |           |                           |                           |
| (a) Other current liabilities                                      | 5         | 159.51                    | 142.05                    |
| (b) Short-term provisions  | 6         | 2,774.65                  | 2,663.67                  |
|  |           | <b>2,934.16</b>           | <b>2,805.72</b>           |
| <b>TOTAL</b>   |           | <b>11,232.77</b>          | <b>10,309.50</b>          |
| <b>B ASSETS</b>  |           |                           |                           |
| <b>1. Non-current assets</b>                                       |           |                           |                           |
| (a) Non-current investments  | 7         | 3,267.77                  | 3,267.77                  |
|  |           | <b>3,267.77</b>           | <b>3,267.77</b>           |
| <b>2. Current assets</b>   |           |                           |                           |
| (a) Cash and cash equivalents                                      | 8         | 7,644.62                  | 6,743.56                  |
| (b) Other current assets   | 9         | 320.38                    | 298.17                    |
|  |           | <b>7,965.00</b>           | <b>7,041.73</b>           |
| <b>TOTAL</b>   |           | <b>11,232.77</b>          | <b>10,309.50</b>          |
| <b>Corporate Information &amp; Significant Accounting Policies</b> |           |                           |                           |
| <b>Accompanying Notes to Financial Statements</b>                  |           |                           |                           |
| <b>are an integral part of the Financial Statements</b>            |           |                           |                           |
|  | 1 & 2     |                           |                           |
|  | (1 to 24) |                           |                           |

In terms of our report attached.

**For S.K.NAREDI & Co.**

Chartered Accountants

Registration No. : 003333C

For and on behalf of the Board of Directors

**Rashmi Chhawchharia**

Partner

Membership No.- 401727

**Alok Chandra**

Directors

**Prabal Basu**

**Abhishek Lahoti**

Company Secretary

Place : Kolkata

Date : 27-05-2015

**STATEMENT OF PROFIT AND LOSS ACCOUNT**  
**for the year ended 31st March, 2015**

|  |           | in ₹ Lakhs                             |  |
|--|-----------|--|--|
| Particulars  | Note No.  | For the year ended<br>31st March, 2015 | For the year ended<br>31st March, 2014 |
| <b>A CONTINUING OPERATIONS</b>   |           |  |  |
| 1 Revenue from operations (gross)  |           | -                                      | -                                      |
| Less: Excise duty  |           | -                                      | -                                      |
| Revenue from operations (net)  |           | -                                      | -                                      |
| 2 Other income   | 10        | 3,818.80                               | 3,656.71                               |
| 3 Total revenue (1+2)  |           | <b>3,818.80</b>                        | 3,656.71                               |
| 4 Expenses   |           |  |  |
| (a) Employee Benefit Expense   | 11        | 9.39                                   | 13.34                                  |
| (b) Other expenses   | 12        | 39.94                                  | 34.74                                  |
| Total expenses   |           | 49.33                                  | 48.08                                  |
| 5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)                       |           | <b>3,769.47</b>                        | 3,608.63                               |
| 6 Exceptional items  |           | -                                      | -                                      |
| 7 Extraordinary items  |           | -                                      | -                                      |
| 8 Profit / (Loss) before tax (5-(6+7))   |           | 3,769.47                               | 3,608.63                               |
| 9 Tax expense:   |           |  |  |
| (a) Current tax expense for current year   |           | 200.00                                 | 170.00                                 |
|  |           | <b>200.00</b>                          | 170.00                                 |
| 10 Profit / (Loss) from continuing operations (8-9)  |           | <b>3,569.47</b>                        | 3,438.63                               |
| 11 Earnings per share (of ₹ 10/- each):  |           |  |  |
| (a) Basic  | 22.1      | 16.08                                  | 15.49                                  |
| (b) Diluted  | 22.2      | 16.08                                  | 15.49                                  |
| <b>Corporate Information &amp; Significant Accounting Policies</b>                                 |           |  |  |
|  | 1 & 2     |  |  |
| <b>Accompanying Notes to Financial Statements are an integral part of the Financial Statements</b> |           |  |  |
|  | (1 to 24) |  |  |

In terms of our report attached.

**For S.K.NAREDI & Co.**

Chartered Accountants

Registration No. : 003333C

For and on behalf of the Board of Directors

**Rashmi Chhawchharia**

Partner

Membership No.- 401727

**Alok Chandra**

Directors

**Prabal Basu**
**Abhishek Lahoti**

Company Secretary

Place : Kolkata

Date : 27-05-2015

# Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

## CASH FLOW STATEMENT for the year ended 31<sup>st</sup> March, 2015

in ₹ Lakhs

| Particulars  | Note No. | For the year ended<br>31st March, 2015 | For the year ended<br>31st March, 2014 |
|--|----------|--|--|
| <b>A. Cash flow from operating activities</b>                          |          |  |  |
| Net Profit / (Loss) before extraordinary items and tax                 |          | 3,769.47                               | 3,608.63                               |
| Operating profit / (loss) before working capital changes               |          |  |  |
| Change in working capital :  |          |  |  |
| Trade receivables  |          | (22.20)                                | (101.82)                               |
| Adjustments for increase / (decrease) in operating liabilities:        |          |  |  |
| Trade payables   |          | (2.50)                                 | 3.20                                   |
| Cash generated from operations   |          | 3,744.77                               | 3,510.01                               |
| Net income tax (paid) / refunds  |          | (197.27)                               | (159.30)                               |
| <b>Net cash flow from / (used in) operating activities (A)</b>         |          | <b>3,547.50</b>                        | <b>3,350.71</b>                        |
| <b>B. Cash flow from investing activities</b>                          |          |  |  |
| <b>Net cash flow from / (used in) investing activities (B)</b>         |          | <b>-</b>                               | <b>-</b>                               |
| <b>C. Cash flow from financing activities</b>                          |          |  |  |
| Dividends paid   |          | (2,646.44)                             | (2,422.37)                             |
| Net cash flow from / (used in) Financing activities (C)                |          | (2,646.44)                             | (2,422.37)                             |
| <b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>  |          | <b>901.06</b>                          | <b>928.34</b>                          |
| Cash and cash equivalents at the beginning of the year                 |          | <b>6,743.56</b>                        | <b>5,815.22</b>                        |
| Cash and cash equivalents at the end of the year *                     |          | <b>7,644.62</b>                        | <b>6,743.56</b>                        |
| * Comprises:   |          |  |  |
| (a) Balances with banks  |          |  |  |
| (i) In current accounts  |          | 88.15                                  | 122.32                                 |
| (iii) In deposit accounts with original maturity of less than 3 months |          | 7,418.00                               | 6,500.00                               |
| (iv) In earmarked accounts (Refer Note (ii) below)                     |          | 138.47                                 | 121.24                                 |
| Unpaid Dividend Accounts   |          | <b>7,644.62</b>                        | <b>6,743.56</b>                        |

Notes:

- The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
- These earmarked account balances with banks can be utilised only for the specific identified purposes.

In terms of our report attached.

**For S.K.NAREDI & Co.**

Chartered Accountants

Registration No. : 003333C

For and on behalf of the Board of Directors

**Rashmi Chhawchharia**

Partner

Membership No.- 401727

**Alok Chandra**

Directors

**Prabal Basu**

**Abhishek Lahoti**

Company Secretary

Place : Kolkata

Date : 27-05-2015



**CORPORATE INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES****Note****1 Corporate information**

Balmer Lawrie Investments Limited (The Company) is a Government Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its Shares are listed on two stock exchanges in India. The Company is not engaged in any other business activity, except, to hold the Equity Shares of Balmer Lawrie & Co. Ltd.

The Company is the holding company of Balmer Lawrie & Co. Limited (BL) by virtue of its acquiring 61.8% Equity Shares of BL from IBP Co. Ltd. through a Scheme of Arrangement and Reconstruction between IBP Co. Ltd., Balmer Lawrie Investments Limited and their respective shareholders and creditors in terms of Section 391 to 394 of the Companies Act, 1956. The Scheme became effective on 5th February, 2002 with an appointed date of 15th October, 2001.

1,32,46,098 Equity Shares of the Company are held by President of India (including its nominees)

The Registered office of the Company is situated at 21, Netaji Subhas Road, Kolkata - 700 001.

**2 Significant accounting policies****2.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2014 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

**2.2 Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**2.3 Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises balances lying with the Banks under the current account and under the fixed/term accounts. Cash equivalents are short-term balances (with an original maturity of less than a year from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**2.4 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**2.5 Revenue recognition**

Revenue is recognized to the extent it is possible that the economic benefit will flow to the company and the revenue can be reliably measured Interest-on a time proportion basis taking into account the outstanding principal and the relative rate of interest. Dividend from Investment - on establishment of the Company's right to receive. All Expenses, claims,

## Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

interest and other income to the extent ascertainable and considered payable or receivable as the case may be has been accounted for.

### 2.6 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

### 2.7 Employee benefits

Employee benefits include contribution provident fund, superannuation fund, gratuity fund and encashment of earned leave which was reimbursed to the service provider, who maintains and makes provisions for the aforesaid amounts.

### 2.8 Borrowing costs

Borrowing costs, if any, that are directly attributable to the acquisition, construction or production of assets which take substantial period of time to get ready for its intended use are capitalised as part of the cost of these assets. Other Borrowing costs are recognised as expense in the period in which they are incurred.

### 2.9 Segment reporting

The Company's only business is investment in its subsidiary Balmer Lawrie & Co. Ltd., and hence segment reporting as envisaged by Accounting Standard 17 issued by the Institute of Chartered Accountants of India is not applicable to the Company.

### 2.10 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

### 2.11 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

### 2.12 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2015**
**Note 3 : Share capital**

| Particulars  | As at 31 <sup>st</sup> March, 2015 |              | As at 31 <sup>st</sup> March, 2014 |              |
|--|------------------------------------|--------------|------------------------------------|--------------|
|  | Number of shares                   | in ₹ Lakhs   | Number of shares                   | in ₹ Lakhs   |
| (a) Authorised<br>Equity shares of ₹. 10/- each with voting rights                     | 2,50,00,000                        | 2,500        | 2,50,00,000                        | 2,500        |
| (b) Issued, Subscribed and paid Up<br>Equity shares of ₹. 10/- each with voting rights | 2,21,97,269                        | 2,220        | 2,21,97,269                        | 2,220        |
| <b>Total</b>   | <b>2,21,97,269</b>                 | <b>2,220</b> | <b>2,21,97,269</b>                 | <b>2,220</b> |

Refer Notes (i) to (v) below

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars                      | Year ended<br>31 <sup>st</sup> March, 2014 | Fresh issue | Bonus | Other changes<br>(give details) | Year ended<br>31 <sup>st</sup> March, 2015 |
|----------------------------------|--|-------------|-------|---------------------------------|--|
| Equity shares with voting rights |  |             |       |                                 |  |
| - Number of shares               | 2,21,97,269                                | -           | -     | -                               | 2,21,97,269                                |
| - Amount (In lakhs)              | 2,220                                      | -           | -     | -                               | 2,220                                      |

(ii) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates: NIL

(iii) Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder | As at 31 <sup>st</sup> March, 2015 |                                   | As at 31 <sup>st</sup> March, 2014 |                                   |
|---------------------------------------|------------------------------------|-----------------------------------|------------------------------------|-----------------------------------|
|                                       | Number of shares held              | % holding in that class of shares | Number of shares held              | % holding in that class of shares |
| Equity shares with voting rights      |                                    |                                   |                                    |                                   |
| President of India                    | 1,32,46,098                        | 59.67                             | 1,32,46,098                        | 59.67                             |
| C D Equifinance Pvt. Ltd.             | 13,40,586                          | 6.04                              | 13,40,586                          | 6.04                              |

(vi) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:

| Particulars                            | Aggregate number of shares               |  |  |  |  |
|--|--|--|--|--|--|
|  | As at<br>31 <sup>st</sup> March,<br>2015 | As at<br>31 <sup>st</sup> March,<br>2014 | As at<br>31 <sup>st</sup> March,<br>2013 | As at<br>31 <sup>st</sup> March,<br>2012 | As at<br>31 <sup>st</sup> March,<br>2011 |
| Equity shares with voting rights       |  |  |  |  |  |
| Fully paid up pursuant to contract(s)  |  |  |  |  |  |
| without payment being received in cash | 2,21,47,269                              | 2,21,47,269                              | 2,21,47,269                              | 2,21,47,269                              | 2,21,47,269                              |

Note : ₹ 10/- each was allotted as fully paid up shares pursuant to Scheme of Arrangement and Reconstruction between IBP Co. Ltd and Balmer Lawrie Investments Limited and their respective shareholders and creditors in terms of Section 391 to Section 394 of the Companies Act, 1956

# Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2015

| Particulars  | As at<br>31st March, 2015   | in ₹ Lakhs<br>As at<br>31st March, 2014 |
|--|-----------------------------|---|
| <b>Note 4 : Reserves and surplus</b>   |                             |   |
| <b>(a) Capital reserve</b>   |                             |   |
| Opening balance  | 1,053.04                    | 1,053.04                                |
| Add: Additions during the year (give details)  | -                           | -                                       |
| Less: Utilised / transferred during the year (give details)  | -                           | -                                       |
| Closing balance  | <b>1,053.04</b>             | 1,053.04                                |
| <b>(b) General reserve</b>   |                             |   |
| Opening balance  | 3,889.62                    | 3,201.90                                |
| Add: Transferred from surplus in Statement of Profit and Loss  | 713.90                      | 687.72                                  |
| Less: Utilised / transferred during the year:  | -                           | -                                       |
| Closing balance  | <b>4,603.52</b>             | 3,889.62                                |
| <b>(c) Surplus / (Deficit) in Statement of Profit and Loss</b>   |                             |   |
| Opening balance  | 341.40                      | 254.16                                  |
| Add: Profit / (Loss) for the year  | 3,569.47                    | 3,438.63                                |
| Less: Proposed Dividend  | 2,774.65                    | 2,663.67                                |
| Transferred to General reserve   | 713.90                      | 687.72                                  |
| Closing balance  | <b>422.32</b>               | 341.40                                  |
| <b>Total</b>   | <b>6,078.88</b>             | 5,284.05                                |
| <b>Note 5 : Other current liabilities</b>  |                             |   |
| <b>(a) Unpaid dividends (Refer Note No. - 20 )</b>   | 138.47                      | 121.24                                  |
| (An amount of ₹ 4,64,540 relating to FY 2006-07 and an amount of ₹ 7,68,339 relating to Interim Dividend of FY 2007-08 has been credited to Investor Education & Protection Fund during the year.) |                             |   |
| <b>(b) Other payables</b>  |                             |   |
| (i) Statutory remittances - TDS Payable  | 0.84                        | 0.57                                    |
| (ii) Contractually reimbursable expenses   | 6.27                        | 9.05                                    |
| (iii) Provision for Taxation (Net of Advance) (Refer Note - 17)  | 13.93                       | 11.19                                   |
| <b>Total</b>   | <b>159.51</b>               | 142.05                                  |
| <b>Note 6 : Short-term provisions</b>  |                             |   |
| <b>(a) Provision - Others:</b>   |                             |   |
| (i) Provision for proposed equity dividend   | 2,774.65                    | 2,663.67                                |
| <b>Total</b>   | <b>2,774.65</b>             | 2,663.67                                |
| <b>Note 7 : Non-current investments</b>  |                             |   |
| Trade Investments (Quoted) (At cost):  |                             |   |
| Investment in equity instruments of subsidiaries   | 3,267.77                    | 3,267.77                                |
| Less: Provision for diminution in value of investments   |                             |   |
| <b>Total</b>   | <b>3,267.77</b>             | 3,267.77                                |
| Aggregate amount of quoted investments   | 3,267.77                    | 3,267.77                                |
| Aggregate market value of listed and quoted investments  | 99,541.14                   | 53,649.88                               |
| <b>Details of Trade Investments</b>  |                             |   |
| Name of Company  | Balmer Lawrie & Co. Limited | Balmer Lawrie & Co. Limited             |
| Relationship   | Subsidiary                  | Subsidiary                              |
| No. Of Shares (Refer Note 18)  | 1,76,13,225                 | 1,76,13,225                             |
| Amount in Rupees in lakhs  | 3,267.77                    | 3,267.77                                |
| Type of Investment   | Quoted & Fully Paid Up      | Quoted & Fully Paid Up                  |
| Stated at  | Cost                        | Cost                                    |
| % Shareholding   | 61.80%                      | 61.80%                                  |

**Note:** The investments made by the company appear at cost inclusive of acquisition charges. Provision is made for diminution in value, if any, considering the nature and extent of temporary / permanent diminution

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2015**

| Particulars   | in ₹ Lakhs                                     |  |
|---|--|--|
|   | As at<br>31st March, 2015                      | As at<br>31st March, 2014                      |
| <b>Note 8 : Cash and cash equivalents</b>   |  |  |
| (a) Balances with banks   |  |  |
| (i) In current accounts   | 88.15  | 122.32   |
| (iii) In deposit accounts (Refer Note (i) below)  | 7418.00  | 6,500.00                                       |
| (iv) In earmarked accounts  |  |  |
| - Unpaid dividend accounts  | 138.47   | 121.24   |
| <b>Total</b>  | <b>7,644.62</b>                                | <b>6,743.56</b>                                |
| Note : (i) Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is ₹ 7,644.62 lakhs (maturity within one year) |  |  |
| Notes : (ii) Balances with banks - Other earmarked accounts include ₹. 1,38,47,377/- (As at 31 March, 2015) which have restriction on repatriation.                         |  |  |
| <b>Note 9 : Other current assets</b>  |  |  |
| (a) Accruals  |  |  |
| (i) Interest accrued on deposits  | 297.38   | 281.12   |
| (ii) Sundry Expenses Recoverable  | 23.00  | 17.05  |
| <b>Total</b>  | <b>320.38</b>                                  | <b>298.17</b>                                  |
|   | <b>For the year ended<br/>31st March, 2015</b> | <b>For the year ended<br/>31st March, 2014</b> |
| <b>Note 10 : Other income</b>   |  |  |
| Interest income comprises:  |  |  |
| Interest from banks on Deposits :   | 640.62   | 556.78   |
| (Current Year TDS ₹. 62.44 lakhs, Previous Year TDS ₹. 47.20 lakhs)   |  |  |
| Dividend income from Non - Current investments  | 3,170.38                                       | 3,099.93                                       |
| Miscellaneous Income  | 7.80   | -  |
| <b>Total</b>  | <b>3,818.80</b>                                | <b>3,656.71</b>                                |
| <b>Note 11 : Employee benefits expense</b>  |  |  |
| Salaries and wages  | 9.39   | 13.34  |
| <b>Total</b>  | <b>9.39</b>                                    | <b>13.34</b>                                   |
| <b>Note 12 : Other expenses</b>   |  |  |
| Service Charges (Refer Note 19)   | 24.27  | 24.10  |
| Listing Fees and Other fees   | 6.31   | 3.71   |
| Bank Charges  | 0.01   | 0.01   |
| Telephone, Telex, Postage, Cables and Telegrams.  | 0.93   | 0.06   |
| Travelling and conveyance   | 0.93   | 2.85   |
| Printing and stationery   | 0.91   | 0.13   |
| Payments to auditors (Refer Note (i) below)   | 0.56   | 0.56   |
| Miscellaneous expenses  | 6.02   | 3.32   |
| <b>Total</b>  | <b>39.94</b>                                   | <b>34.74</b>                                   |
| Note: (i) Payments to the auditors comprises [Includes Service Tax paid / payable amounting to ₹. 6,901/- (₹. 4,893/-)]:  |  |  |
| As auditors - statutory audit   | 0.22   | 0.22   |
| For taxation matters  | 0.08   | 0.08   |
| For other services  | 0.26   | 0.26   |
| <b>Total</b>  | <b>0.56</b>                                    | <b>0.56</b>                                    |

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2015**

| Note No.  | Particulars   | in ₹ Lakhs                            |                                       |
|-----------|---|---------------------------------------|---------------------------------------|
|           |   | As at<br>31 <sup>st</sup> March, 2015 | As at<br>31 <sup>st</sup> March, 2014 |
| <b>13</b> | <b>Additional information to the financial statements</b><br><b>Contingent liabilities and commitments</b><br><b>(to the extent not provided for)</b><br>(i) Contingent liabilities<br>(a) Income Tax for the Asst. Year 2008-09 paid under dispute<br>Disputed Income Tax Paid against which the Company had filed Appeal in view of the facts of the case before the Commissioner of Income Tax (Appeals) for Assessment Year 2008-09 and had paid ₹ 2,95,530/- under protest. Appeal hearing is pending as on 31 <sup>st</sup> March, 2015.<br>(b) Other commitments (specify nature)  | 2.96<br><br><br><br><br><br>NIL       | 2.96<br><br><br><br><br><br>NIL       |
| <b>14</b> | <b>Scheme of Arrangement and Reconstruction</b><br>(a) A Scheme of Arrangement and Reconstruction ('the Scheme'), made under sections 391 to 394 of the Companies Act, 1956 ('the Act'), was executed by and between IBP Co. Ltd. ('IBP') and Balmer Lawrie Investments Ltd. ('the Company') and their respective creditors and shareholders. The Scheme under notification no. GSR/238 dated 2 <sup>nd</sup> February, 1978, was approved by the erstwhile Department of Company Affairs, Ministry of Law, Justice and Company Affairs, Govt. of India, was approved on 8 <sup>th</sup> January, 2002, with the appointed date of 15 <sup>th</sup> October 2001. Under the Scheme 1,00,64,700 Equity Shares of ₹ 10/- each, fully paid-up, of Balmer Lawrie & Co. Ltd. ('BL'), held by IBP, was transferred to the Company, whereby the Company became holder of 61.8% Equity Shares of BL, with effect from the aforesaid appointed date of the Scheme, i.e., 15 <sup>th</sup> October, 2001.<br>(b) In consideration of transfer of the aforesaid shares of BL by IBP, the Company had allotted 2,21,47,269 equity shares of ₹ 10/- each, fully paid-up to the shareholders of IBP (consideration other than cash), in the ratio of 1:1. |                                       |                                       |
| <b>15</b> | <b>Public Deposit :</b><br>The Company has not accepted any Public deposit within the meaning of Section 45(bb) of RBI Act 1934 during the year in question & the company has also passed resolution for non-acceptance of any Public Deposit.  |                                       |                                       |
| <b>16</b> | <b>Non Banking Financial Company ('NBFC')</b><br>Balmer Lawrie Investments Limited is a non-banking financial Company as defined under section 45-I(f) of the Reserve Bank of India Act, 1934. On the basis of application given by the Company the RBI in exercise of their power conferred under section 45-NC of the Reserve Bank of India Act, 1934, has exempted the Company to comply with the formalities of registration and minimum net owned funds, under the Notification No. DNBS.153/CGM(LMF)-2001 dated December 10, 2001.  |                                       |                                       |
| <b>17</b> | During the year the Company has made a provision for Income Tax amounting to ₹ 200.00 lacs under the normal provision of Income Tax Act 1961. (Previous Year Rs. 170 lacs under normal provision of The Income Tax Act. 1961)   |                                       |                                       |
| <b>18</b> | <b>Investment Details</b><br>The Company holds 61.8 % equity shares of Balmer Lawrie & Co. Ltd.(BL). Since the control in BL is intended to be temporary and there is no change of such intention, Consolidated Financial Statements of the Company with BL has not been drawn in terms of para 11 (a) of Accounting Standard 21 (AS-21) issued by the Chartered Accountants of India. The Company holds 1,76,13,225 equity shares of Balmer Lawrie & Co. Ltd (PY 1,76,13,225 shares).  |                                       |                                       |
| <b>19</b> | <b>Agreement for Employee Benefits</b><br>The Company has entered into Service Agreement with Balmer Lawries & Co. Ltd (BL) on 1 <sup>st</sup> May, 2014 whereby BL shall act as a Service Provider to maintain Books of Accounts, Statutory Regsisters, provide services, in nature of administration, finance, taxation, secretarial and other allied functions., provide office space and other requisite infrastructure.  |                                       |                                       |



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2015**

|  |   |   |                |  |  |   |   |                       |             |             |                      |             |           |              |                    |                    |
|--|---|---|----------------|--|--|---|---|-----------------------|-------------|-------------|----------------------|-------------|-----------|--------------|--------------------|--------------------|
| 20                                       | <b>Unpaid Dividend Accounts</b><br>The Company has to maintain a dividend account from where the dividends are issued to the shareholders, the amount of unclaimed dividend which remains there for more than seven years is then transferd to the Investor Education & Protection Fund Account. ForThe Financial Year 2006-07, the unpaid Final dividend outstanding in the accounts was ₹ 4,64,540.40 which has been transfered to the Investor Education & Protection Fund Account during the year. Also, For the Financial Year 2007-08, the unpaid interim dividend outstanding in the accounts was ₹ 7,70,439, during the year warrents encashed were ₹ 2,100/- thus the remaining balance of ₹ 7,68,339/- has been transfered to the Investor Education & Protection Fund Account during the year. |   |                |  |  |   |   |                       |             |             |                      |             |           |              |                    |                    |
| 21                                       | <table><tr><td><b>Details of Miscellaneous Expenses</b></td><td colspan="2"><b>(in ₹ )</b></td></tr><tr><td></td><td><b>As at<br/>31<sup>st</sup> March 2015</b></td><td><b>As at<br/>31<sup>st</sup> March 2014</b></td></tr><tr><td>Statutory Publication</td><td>1,52,801.00</td><td>2,93,103.00</td></tr><tr><td>Other Misc. Expenses</td><td>4,49,621.14</td><td>38,428.00</td></tr><tr><td><b>TOTAL</b></td><td><b>6,02,422.14</b></td><td><b>3,31,531.00</b></td></tr></table>   | <b>Details of Miscellaneous Expenses</b>    | <b>(in ₹ )</b> |  |  | <b>As at<br/>31<sup>st</sup> March 2015</b> | <b>As at<br/>31<sup>st</sup> March 2014</b> | Statutory Publication | 1,52,801.00 | 2,93,103.00 | Other Misc. Expenses | 4,49,621.14 | 38,428.00 | <b>TOTAL</b> | <b>6,02,422.14</b> | <b>3,31,531.00</b> |
| <b>Details of Miscellaneous Expenses</b> | <b>(in ₹ )</b>  |   |                |  |  |   |   |                       |             |             |                      |             |           |              |                    |                    |
|  | <b>As at<br/>31<sup>st</sup> March 2015</b>   | <b>As at<br/>31<sup>st</sup> March 2014</b> |                |  |  |   |   |                       |             |             |                      |             |           |              |                    |                    |
| Statutory Publication                    | 1,52,801.00   | 2,93,103.00                                 |                |  |  |   |   |                       |             |             |                      |             |           |              |                    |                    |
| Other Misc. Expenses                     | 4,49,621.14   | 38,428.00                                   |                |  |  |   |   |                       |             |             |                      |             |           |              |                    |                    |
| <b>TOTAL</b>                             | <b>6,02,422.14</b>  | <b>3,31,531.00</b>                          |                |  |  |   |   |                       |             |             |                      |             |           |              |                    |                    |

**Note 22 : Disclosures under Accounting Standards (contd.)**

| (in ₹)      |  |  |  |
|-------------|--|--|--|
| Note No.    | Particulars  | For the year ended<br>31 <sup>st</sup> March, 2015 | For the year ended<br>31 <sup>st</sup> March, 2014 |
| <b>22.1</b> | <b>Earnings per share</b>  |  |  |
|             | <b>Basic</b>   |  |  |
|             | Net profit / (loss) for the year from continuing operations attributable to the equity shareholders  | 35,69,46,958.70                                    | 34,38,63,000.00                                    |
|             | Weighted average number of equity shares   | 2,21,97,269  | 2,21,97,269  |
|             | Par value per share (₹)  | 10   | 10   |
|             | Earnings per share from continuing operations - Basic (₹)  | 16.08  | 15.49  |
| <b>22.2</b> | <b>Diluted</b>   |  |  |
|             | The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. |  |  |
|             | Profit / (loss) attributable to equity shareholders from continuing operations (on dilution)   | 35,69,46,958.70                                    | 34,38,63,000.00                                    |
|             | Weighted average number of equity shares for Basic EPS   | 2,21,97,269  | 2,21,97,269  |
|             | Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive  | -  | -  |
|             | Weighted average number of equity shares-for diluted EPS   | 2,21,97,269  | 2,21,97,269  |
|             | Par value per share  | 10   | 10   |
|             | Earnings per share, from continuing operations - Diluted   | 16.08  | 15.49  |

# Balmer Lawrie Investments Limited

CIN: L65999WB2001GOI093759

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31<sup>st</sup> MARCH 2015

|           |  |   |
|-----------|--|---|
| <b>23</b> | <b>Related party transactions</b><br>Details of related parties:   |   |
|           | <b>Name of Related Parties</b>   | <b>Description of Relationship</b>  |
|           | Balmer Lawrie & Co. Ltd. (BL)  | Subsidiary Company  |
|           | Balmer Lawrie (UK) Ltd. (BL-UK)  | Wholly Owned Subsidiary of BL   |
|           | PT. Balmer Lawrie- Indonesia   | Associate in which the (BL-UK) is having significant influence.                     |
|           | Transafe Services Ltd.   | An Associate in which the subsidiary of the Company is having significant influence |
|           | Balmer Lawrie-Van Leer Ltd.  | An Associate on which the subsidiary of the Company is having significant influence |
|           | Balmer Lawrie (UAE) LLC.   | An Associate on which the subsidiary of the Company is having significant influence |
|           | Balmer Lawrie Hind Terminals Ltd.  | An Associate on which the subsidiary of the Company is having significant influence |
|           | Avi - Oil India (P) Ltd.   | An Associate on which the subsidiary of the Company is having significant influence |
|           | Proseal Closures Ltd.  | Subsidiary of Balmer Lawrie Van-Leer Limited  |
|           | Vishakapatnam Logistics Park Ltd   | Wholly owned subsidiary of Balmer Lawrie & Co. Limited                              |
|           | Note: Related parties have been identified by the Management.  |   |
|           | <b>Details of related party transactions during the year ended 31<sup>st</sup> March, 2015 and balances outstanding as at 31<sup>st</sup> March, 2015:</b> |   |
|           | <b>Particulars</b>   | <b>in ₹ Lakhs</b>   |
|           |  | <b>31<sup>st</sup> March 2015</b>   |
|           |  | <b>31<sup>st</sup> March 2014</b>   |
|           | <b>Relationship - Subsidiary</b>   |   |
|           | Purchase of items  | 0.00  |
|           | Receiving of services  | 21.75   |
|           | Dividend Income  | 3170.38   |
|           | Investment in Shares as on   | 3267.77   |
|           | Amount incurred on a/c of Salaries etc. of employees deputed or otherwise  | 12.15   |
|           | Balances outstanding at the end of the year :  |   |
|           | Outstanding Payable  | 3.50  |
| <b>24</b> | Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.           |   |

In terms of our report attached.

**For S.K.NAREDI & Co.**

Chartered Accountants

Registration No. : 003333C

For and on behalf of the Board of Directors

**Rashmi Chhawchharia**

Partner

Membership No.- 401727

**Alok Chandra**

Directors

**Prabal Basu**

**Abhishek Lahoti**

Company Secretary

Place : Kolkata

Date : 27-05-2015



**AOC-1**
**Information in respect of Subsidiaries, Associates & Joint Ventures**

(Pursuant to Section 129 (3) of Companies Act 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Part - A - Subsidiaries**

| Sl. No. | Particulars  | 1                       | 2                     | 3                                      |
|---------|--|-------------------------|-----------------------|--|
| 1.      | Name of the subsidiary   | Balmer Lawrie & Co Ltd. | Balmer Lawrie UK Ltd. | Visakhapatnam Port Logistics Park Ltd. |
| 2.      | Reporting period for the subsidiary concerned, if different from the holding company's reporting period.                     | NA                      | NA                    | NA                                     |
| 3.      | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | INR                     | USD<br>@ ₹ 60.70/USD  | INR                                    |
| 4.      | Share Capital  | 28,50,06,410            | 17,22,34,915          | 1,00,000                               |
| 5.      | Reserves & surplus   | 8,74,56,11,715          | 14,35,35,348          | (96,55,621)                            |
| 6.      | Total assets   | 14,49,55,63,733         | 31,69,42,258          | 1,00,82,940                            |
| 7.      | Total Liabilities  | 5,46,49,45,608          | 11,71,996             | 1,96,38,561                            |
| 8.      | Investments  | 57,40,26,281            | 9,21,24,633           | -                                      |
| 9.      | Turnover   | 28,15,77,52,402         | 34,10,794             | -                                      |
| 10.     | Profit before taxation / (Loss)  | 2,10,44,44,523          | 28,50,776             | (96,55,621)                            |
| 11.     | Provision for taxation   | 63,00,00,000            | 9,77,938              | -                                      |
| 12.     | Profit after taxation / (Loss)   | 1,47,44,44,523          | 18,72,838             | (96,55,621)                            |
| 13.     | Proposed Dividend  | 51,30,11,538            | -                     | -                                      |
| 14.     | % of shareholding  | 61.80%                  | 100%                  | 100%                                   |

**Note :**

1. Visakhapatnam Port Logistics Park Ltd. (100% Subsidiary of BL) is yet to commence operations
2. None of the subsidiaries have been liquidated or sold during the year.

**Part - B - Associates and Joint Ventures**

Nil

**Alok Chandra**

Directors

**Prabal Basu**
**Abhishek Lahoti**

Company Secretary



## Glimpses of our Subsidiary Balmer Lawrie & Co. Ltd.



MoU signed with CGDA in February 2015 for developing Air Travel module in the Defence Travel System. Portal launched in May 2015



149th Foundation Day celebrated on 1st February 2015



Swachh Bharat walkathon organised in October 2014



Travel & Vacations, rated amongst the Top 20 Agents across India, was awarded by Emirates Airlines



Leather Chemicals participated in All China Leather Exhibition 2014, in September at Shanghai



Logistics Services handled a major wagon shipment in January 2015



Free health check-up camps for 50,000 drivers across the country over the year 2014-15



Launch of TechTonic Packaging of Balmerol

