Directors	:	Reinier Hietink	Chairman
		Mohan Menon	Managing Director
		Virendra Sinha	Director
		Prabal Basu	Director
		Egbert Jan Boertien	Director
		Kannan Ananthakrishnan	Director
		Srikumar Menon	Independent Director

Chief Financial Officer : Sanjay Datta

Company Secretary : Rajesh Juthani

Bankers : The Hong Kong & Shanghai Banking Corporation Ltd.
Bank of India
IndusInd Bank Ltd.
Royal Bank of Scotland
Kotak Mahindra Bank Ltd.

Statutary Auditors : Walker Chandiok & Co LLP

Secretarial Auditors : N L Bhatia & Associates

Registered Office : D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi Mumbai-400 705.
Tel. : 6739 6400 Fax : 6739 6436 E-mail : blvl@bom2.vsnl.net.in

Works : ***Drum Closure Division:***
D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi Mumbai-400 705.
Tel. : 6739 6400 Fax : 6739 6436

Plastic Container Division Mumbai:
D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi Mumbai-400 705.
Tel. : 2763 0035-37 Fax : 2763 0038

Plastic Container Division Chennai:
Village : Janakipuram, Taluk : Madurantakam
Dist. : Kancheepuram, Chennai, Tel. : 044-2756 7131 / 7132

Plastic Container Division Dehradun:
Khasra No. 122, Central Hope Town (Now known as Selakui
Industrial Area) Pargana Pachhwa Doon, Dist. Dehradun, Uttarakhand.

Registrar & Share Transfer Agent : **Sharepro Services (India) Pvt. Ltd.**
13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone
Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East),
Mumbai - 400 072
Tel. : 022-2851 1872/6772 0300/6772 0400, Fax : 2859 1568

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NOTICE TO THE MEMBERS

Notice is hereby given that the Fifty Fifth Annual General Meeting of Balmer Lawrie-Van Leer Limited will be held at the Registered office of the Company at D-195/2, TTC Industrial area, MIDC Turbhe, Navi Mumbai-400 705 on Wednesday, 2nd September, 2015 at 3.00 p.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date, together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Kannan Ananthakrishnan (DIN No. 05281184) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 M/s. Walker Chandiok & Co. LLP Chartered Accountants (Firm Registration No. 001076N/N500013), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General meeting until the conclusion of the 58th Annual General Meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors."

SPECIAL BUSINESS:

5. Appointment of Mr. Prabal Basu (DIN: 06414341) as Director

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) Mr. Prabal Basu (DIN: 06414341), who was appointed as Additional Director liable to retire by rotation, pursuant to Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation".

6. Appointment of Mrs. Cristina Paula Trigo Alves Zeitz (DIN: 07146615) as Director

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Cristina Paula Trigo Alves Zeitz (DIN: 07146615), who was appointed as Additional Director liable to retire by rotation, pursuant to Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation".

7. Appointment of Mr. Srikumar Menon (DIN: 00470254) as an Independent Director

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Srikumar Menon (DIN: 00470254), who was appointed as an Additional Director and Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of 59th Annual General Meeting of the Company in the calendar year 2019"

8. Appointment of Mr. Jozef Martinus Casparie (DIN: 07168391) as an Independent Director

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jozef Martinus Casparie (DIN: 07168391), who was appointed as Additional Director and Independent Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, holds office up to the date of this Annual General meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of 60th Annual General Meeting of the Company in the calendar year 2020".

9. Extension of terms of appointment of Mr. Mohan Menon (DIN: 02838483) as Managing Director and payment of managerial remuneration.

   To consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 196, 197,198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification or re-enactment thereof) and subject to approval from Central Government, if necessary, the consent of the Company be and is hereby accorded to the extension of terms of appointment of Mr. Mohan Menon (DIN No. 02838483) as Managing Director by a further period of twelve months with effect from 1st January, 2015 on the terms and conditions including remuneration as set out in the statement annexed to the notice convening this meeting with a liberty to Board of Directors (Board for this purpose shall include Nomination and Remuneration Committee of the Board) to alter the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mohan Menon subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any amendments thereof:

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

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

10. *Creation of Charges:*

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

   "RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby given to the Board of Directors of the Company (which shall include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such manner as the Board may deem fit, in favour of Banks/Financial Institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Equity Shares and/or rupee/foreign currency convertible and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and other money payable by the Company in respect of the Loans, shall not, at any time exceed the limit of Rs.100 Crore (Rupees One Hundred Crore).

   "RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

11. To Adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

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

   "RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), draft regulations contained in the Articles of Association of the Company submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

By Order of the Board of Directors

For **Balmer Lawrie-Van Leer Limited**

Place : Mumbai,
Dated : 24 July, 2015.

Rajesh Juthani
Company Secretary

Registered Office:
D-195/2, TTC Industrial Area,
MIDC Turbhe, Navi Mumbai-400 705

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

Item No. 5 & 6

Pursuant to the provisions in Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 11th December, 2014 and 11th March, 2015 had appointed Mr. Prabal Basu with effect from 1st January, 2015 and Mrs. Cristina Paula Trigo Alves Zeitz with effect from 2nd April, 2015 respectively as Additional Director subject to retirement by rotation, pursuant to change of nomination by Promoter Companies.

Pursuant to Section 161(1) of the Companies Act, 2013, Mr. Prabal Basu and Mrs. Cristina Paula Trigo Alves Zeitz hold office up to the date of this Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 in writing from a member, proposing their candidature for the office of Director.

Mr. Prabal Basu and Mrs. Cristina Paula Trigo Alves Zeitz may be deemed to be concerned or interested in the Resolution as it relates to their appointment. None of the other Directors of the Company are concerned or interested in the resolution.

The Board recommends the ordinary resolutions set out at item no. 5 and 6 for approval by the members.

Item No. 7

The Board of Directors of the Company at their meeting held on 5th September, 2014, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company had appointed Mr. Srikumar Menon as an Additional Director and also as an Independent Director for a period of five years with effect from 1st October, 2014 subject to the approval of the members at the 55th Annual General Meeting of the Company.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Srikumar Menon as an Additional Director holds the office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Srikumar Menon for the office of the Director of the Company.

Mr. Srikumar Menon is Chartered Accountant and has more than 35 years of working experience with private and multinational companies in various capacities. He is well conversant with accounts and finance and has wide knowledge of business administration and management.

Mr. Srikumar Menon has retired as the Managing Director of Linde India Limited (formerly known as BOC India Limited). He has served as Committee member at Confederation of Indian Industry (Eastern Region), Indo German Chamber of Commerce, (Eastern Regional Council) Globsyn Business School and Tollygung Club, Kolkata.

Mr. Srikumar Menon is presently on the Board of Tata Bluescope Limited, Tata Steel Processing and Distribution Limited and member of the Governing Council of Globsyn Business School.

As per Section 149 and other applicable provisions of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Srikumar Menon has given declaration to the Board that he meets the criteria of Independence as prescribed under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Srikumar Menon fulfils the conditions specified in the Act and Rules made there under for appointment as an Independent Director and he is independent of the Management.

Mr. Srikumar Menon has declared that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Srikumar Menon as an Independent Director is now placed before the members in General Meeting for their approval.

Copy of the letter of appointment issued to Mr. Srikumar Menon as Independent Director setting out the terms and conditions is available for inspection by the members at the registered office of the Company during normal business hours on any working days of the Company.

Save and Except Mr. Srikumar Menon and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the members.

Item No. 8

The Board of Directors of the Company at their meeting held on 8th May, 2015, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company had appointed Mr. Jozef Martinus Casparie as an Additional Director and also as an Independent Director for a period of five years with effect from 8th May, 2015 subject to the approval of the members at the 55th Annual General Meeting of the Company.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Jozef Martinus Casparie would hold the office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Jozef Martinus Casparie for the office of the Director of the Company.

Mr. Jozef Martinus Casparie is Bachelor of Mechanical Engineering and also has Masters Degree in Business and Administration.

Mr. Jozef Martinus Casparie has more than 30 years of experience in areas of International Management, General management and manufacturing while working with Steel Industry, Industrial Packaging, Conveyor System and Construction industry in various capacities.

Mr. Jozef Martinus Casparie is at present the Managing Director at Van Wijk, a Civil Construction and Engineering Company and an

Independent Director at Greif Netherlands.

As per Section 149 and other applicable provisions of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Jozef Martinus Casparie has given declaration to the Board that he meets the criteria of Independence as prescribed under Section 149 (6) of the Act.

In the opinion of the Board, Mr. Jozef Martinus Casparie fulfils the conditions specified in the Act and Rules made there under for appointment as an Independent Director and he is independent of the Management.

Mr. Jozef Martinus Casparie has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Mr. Jozef Martinus Casparie as an Independent Director is now placed before the members in General Meeting for their approval.

Copy of the letter of appointment issued to Mr. Jozef Martinus Casparie as Independent Director setting out the terms and conditions is available for inspection by the members at the registered office of the Company during normal business hours on any working days of the Company.

Save and Except Mr. Jozef Martinus Casparie and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no.8 of the Notice for approval by the members.

Item No. 9

The Members of the Company at Annual General Meeting held on 12th September, 2013 had approved the extension of terms of appointment of Mr. Mohan Menon as Managing Director for the period up to 31st December, 2014 with an authority to the Board of Directors (including Remuneration Committee of the Board) to alter and vary the terms and conditions of appointment/re-appointment and revision in remuneration effective 1st April, 2013 and 1st April, 2014 subject to limits specified under Schedule XIII of the erstwhile Companies Act, 1956 as amended from time to time.

In view of his long tenure and experience of business operations, the Board of Directors of the Company at their meeting held on 5th September, 2014 and 11th March, 2015 based on recommendation of Nomination and Remuneration Committee has extended the terms of appointment of Mr. Mohan Menon as Managing Director initially for the period of 3 (three) months and then again for 9 (nine) months period after the expiry of his term last approved by the members i.e. up to 31st December, 2014, subject to the approval of members at the Annual General Meeting.

The Nomination and Remuneration Committee of the Board pursuant to authority granted under special resolution passed by the members at the Annual General meeting held on 12th September, 2013, at their meeting held on 11th March, 2015 has recommended and approved by the Board, a revision in basic monthly remuneration payable to Mr. Mohan Menon, the Managing Director from Rs. 138000/- to Rs. 166000/- effective 1st April, 2013 and from Rs. 166000/- to Rs. 200000/- effective 1st April, 2014 subject to limits specified Section-II, Part-II of the Schedule-V of the Companies Act, 2013 and in case of inadequacy of profit the outstanding dues may be paid after the approval of members by special resolution at forthcoming general meeting."

It is proposed to seek the member's approval for the extension of terms of appointment/ re-appointment of and remuneration payable to Mr. Mohan Menon as Managing Director in terms of the applicable provisions of the Companies Act, 2013 and subject to maximum limit based on effective capital of the Company and in the event of inadequacy of profit as specified in Section-II, Part-II of the Schedule-V of the Companies Act, 2013.

Broad particulars of the terms of extension/re-appointment and remuneration payable to Mr. Mohan Menon are as under:

Basic Monthly Salary:

Rs. 166,000/- with effect from 1st April, 2013 and

Rs. 200,000/- with effect from 1st April, 2014

Allowances & Perquisites:

1. Free unfurnished residential accommodation. Where no accommodation is provided by the Company, house rent allowance @ 45% of salary in lieu thereof will be paid. The expenses on gas and electricity expenses shall be borne by the company, subject to annual ceiling of Rs. 60,000/- (Rupees Sixty Thousand only).
2. An Air-conditioned Car with driver for official purpose subject to monthly recovery towards personal use of the car as per Company Rules.
3. Reimbursement of domiciliary medical expenses for self, spouse and dependent children at actual as per Company Rules.
4. Reimbursement of Insurance premium for Hospitalization policy for self, spouse and dependent children as per Company Rules.
5. Leave travel assistance in the form of one month's salary per annum.
6. Club membership fees (maximum two clubs).
7. Reimbursement of premium for personal accident insurance for the self subject to premium not exceeding Rs.6,000 per annum.
8. Contribution to Provident Fund and Superannuation or annuity fund not exceeding 27% of the salary.
9. Gratuity at the rate of 15 days' salary for every completed year of service and proportionate period thereof subject to upper ceiling as per Payment of Gratuity Act, 1972.
10. Encashment of Privilege and Sick Leave as per Company Rules.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 any rules made there under or any statutory modification(s) or re-enactment thereof; and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent, these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purposes of computation of the overall ceiling of remuneration.

Commission:

In addition to salary, perquisites and allowances as set out above Mr. Mohan Menon shall be entitled to receive remuneration by way of commission @ 0.05% of the net profits of the Company as determined under the Companies Act, 2013 and shall form part of total managerial remuneration.

Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging during business trips, provision of chauffer driven car for use on the Company's business, telephone expenses at residence shall be reimbursed at actual and shall not considered as perquisites.

Post Retirement Benefits:

As per original agreement with Mr. Mohan Menon and applicable to Managing Director.

Minimum Remuneration:

In the event of absence or inadequacy of net profit in any financial year the remuneration as mentioned above shall be the minimum remuneration.

General:

The overall managerial remuneration payable every year to the Managing director and the whole time Directors by way of salary, perquisites, allowances, incentives/bonus/commission etc. shall not exceed in aggregate eleven percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 or any modification(s) or re-enactment thereof.

The Managing Director shall perform duties, manage, attend to the business and carry out and comply with the orders and directions given by the Board from time to time.

The Managing Director shall adhere to the Confidentiality clause and Company's Code of Business Conduct and Ethics for Directors.

The office of the Managing Director may be terminated by either party by giving to the other party three months' notice.

If at any time the Managing Director disqualifies or ceases to be director of the Company for any reason/cause whatsoever, he shall vacate office as the Managing Director of the Company.

Save and Except Mr. Mohan Menon and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the Notice.

The Board recommends the Special Resolution set out at Item no. 9 of the Notice for approval by the members.

Item No. 10

The Company at its' 49th Annual General Meeting held on 30th September, 2009, head authorized the Board of Directors of the Company by way of Ordinary Resolution under Section 293(1) (a) of the Companies act, 1956 to create mortgage and/or charge on the immoveable and/or moveable properties of the Company up to Rs.100 Crore in favour of the lenders to secure their financial assistance sanctioned/to be sanctioned from time to time.

However as per the provisions of Section 180(1) (a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of special resolution. Further as per clarification dated 25th March, 2014 issued by the Ministry of Corporate Affairs ("MCA"), the Ordinary Resolution earlier passed under Section 293(1) (a) of the Companies Act, 1956 was valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. up to 11th September, 2014.

At the last Annual General Meeting held on 5th September, 2014, the members have approved borrowings up to Rs.100 Crore by passing a Special Resolution under Section 180(1) (c) of the Companies Act, 2013. However any fresh borrowings would require creation of security in favour of lenders. As such it is necessary to obtain fresh approval of the shareholders by way of Special Resolution to enable the Board of Directors of the Company to create charge/mortgage on the Companies Moveable and/or Immoveable properties for an amount not exceeding Rs.100 Crore.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution set out at Item no. 10 of the Notice for approval by the members.

Item No. 11

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific sections of the Companies Act, 1956 and some existing regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementations. Subsequently on March 6, 2014, MCA further notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal ("Tribunal"). However substantive sections of the Act which deal with the general working of the companies stands notified.

With the new Act coming into force several regulations of the existing AOA of the Company require alteration or deletions in several Articles. Given this position it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft of AOA will be uploaded on the Company's Website after approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution at Item no. 11 for approval by the Members.

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto. The relevant details of Directors seeking appointment/ re-appointment under item no. 3 and 5 to 8 is annexed herewith.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy in order to be effective must be received at the Company's registered office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organizations. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total shares capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form is sent herewith.**

3. The Register of Member and Share Transfer Books of the Company will remain closed from Thursday the 27th August, 2015 to Wednesday the 2nd September, 2015, both days inclusive.

4. Dividend on Equity Shares as recommended by the Board, if approved at the Annual General Meeting, payment will made on or before 1st October, 2015 to all those members whose names are on the Company's Register of Members after giving effect to valid transfer request lodged with the Company on or before 26th August, 2015. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as per list provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business hours on 26th August, 2015.

5. Members are requested to notify any change in their address, bank details etc. to their Depository Participants (DPs) in respect of shares held in electronic form and to the Registrar and Share Transfer Agent of the Company in respect of shares held in physical form, quoting their folio numbers.

6. As per the provisions of Section 72 of the Companies Act, 2013 facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents M/s. Share Pro Services (India) Private Limited for shares held in physical form and from DPs in case of shares held in electronic form.

7. Members are requested to avail the facility of receiving notices, annual report and other communication through e-mail to support the green initiative.

8. Members are requested to avail the facility of receiving dividend through NEFT/NECS by registering their bank details with Company's Registrar and Share Transfer Agents M/s. Share Pro Services (India) Private Limited for shares held in physical form and with DPs in case of shares held in electronic form to avoid loss in transit or fraudulent encashment.

9. Members holding shares in physical form are requested to consider converting their shareholding in electronic form to eliminate the risks associated with physical shares like fraudulent transfer and loss in transit.

10. Pursuant to the provisions Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, is required to be transferred to the Investor Education and Protection Fund ("the Fund") of the Central Government and no payments shall be made in respect of any such claims by the Fund or the Company. Unpaid/ Unclaimed dividend for and up to the financial year ended on 31st March, 2007 have been transferred to the fund. **Unclaimed Dividend for the financial year ended on 31st March, 2008 will be due for transfer to the fund by 31st October, 2015.**

11. Members who have either not received or en-cashed dividend warrant(s) for the financial year 2007-08, 2009-10, 2011-12, 2012-13 and 2013-14 are requested to send their warrant(s) for revalidation immediately or send claim either to the Company or Registrar and Share Transfer Agent M/s. Share Pro Services (India) Private Limited. The details of unpaid/ unclaimed dividend is uploaded on the website of IEPF-www.iepf.gov.in and on the website of the Company-www.blvlindia.com

12. Electronic copy of the Annual Report is being sent to all those Members whose e-mails are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. Members desiring any information with respect to Accounts are requested to write to the Company at least ten days before the date of the meeting to enable the Management to keep the information ready at the meeting.

14. Members are requested to kindly bring their copy of Annual Report.

15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under the Members are provided with the facility to cast their vote electronically, through the e-voting service provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice.

The facility for voting through ballot shall be made available at the venue of the 55th AGM. The Members attending the Meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

In terms of the requirements of the Companies act, 2013 and the relevant Rules, the Company has fixed 26th August, 2015 as the "Cut-off" date. The remote E-Voting/ voting rights of the shareholders/beneficial owners shall be reckoned on the Equity shares held by them as on "Cut-off" date i.e. 26th August, 2015.

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

In case of members receiving e-mail:

(a) Log on to the e-voting website www.evotingindia.com

(b) Click on "Shareholders" tab.

(c) Now select the "Balmer Lawrie Van Leer Limited" from the drop down menu and click on "SUBMIT".

(d) Now enter your user ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 digits Client ID

Members holding shares in physical form should enter folio number registered with the Company.

(e) Next enter the Image verification as displayed and click on Login.

(f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

(g) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders and physical shareholder). • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of their Demat Account Number/Folio No. as the case may be, in the PAN field. • In case the Folio No. is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example if your name is Vinay Kumar with Folio No. 1 then enter VI00000001 in the PAN Field.
Date of Birth (DOB) or Date of Incorporation	Enter the Date of Birth (DOB) as recorded in your Demat Account or in the Company's records for the said Demat Account in dd/mm/yyyy format or enter Folio No.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No. Please enter any one of the details i.e. DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company or Depository Participant please enter the member ID/Folio No. in the Dividend Bank Details field.

(h) After entering these details appropriately, click on "SUBMIT" tab.

(i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.

(j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(k) Click on EVSN for the relevant "Balmer Lawrie-Van Leer Limited" on which you choose to vote.

(l) On the voting page, you will see "RESOLUTIONS DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(n) After selecting the resolution you have decided to vote on, click ON "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(p) You can also take out print of the voting done by you clicking on "Click here to print" option on the Voting page.

(q) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(r) Note for Institutional shareholders:

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in the PDF format in the system for the scrutinizer to verify the same.

IMPORTANT NOTES:

The e-voting period commences on Sunday 30th August, 2015 (9.00 a.m.) and ends on Tuesday, 1st September, 2015 (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on close of business hours of 26th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Members, he shall not be allowed to change it subsequently.

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

The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 26th August, 2015.

Mr. N L Bhatia, a Practicing Company Secretary (Membership No. FCS 1176) of M/s. N L Bhatia & Associates, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM count the votes cast at the AGM and thereafter, unblock the votes through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make his consolidated Report of the votes cast in favour or against, if any, within a period not exceeding three days from the conclusion of the AGM, to the chairman of the Company.

A Member can vote only through one mode i.e. e-voting.

The result along with the Scrutinizer's Report shall be placed on the Company's website www.blvlindia.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared by the Company.

By Order of the Board of Directors

For **Balmer Lawrie-Van Leer Limited**

Place : Mumbai,

Dated : 24 July, 2015.

Rajesh Juthani

Company Secretary

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

Name of the Director	**Kannan Ananthakrishnan**	**Prabal Basu**	**Cristina Paula Trigo Alves Zeitz**
Din No.	05281184	06414341	07146615
Date of Birth	May 5, 1965	October 18, 1963	April 24, 1975
Date of Appointment	June 1, 2012	January 1, 2015	April 2, 2015
Qualification	B.S.C, ACS, CPA	B.Com (Hons), ACA, ACS, ACMA	Graduate in Business Administration
Experience (in no. of Years)	24	29	19
Expertise in specific functional areas	Strategic Planning, Finance, Accounts and General Management	Finance, Accounts, Taxation and General Management	Strategic Sourcing
Details of shares held in Co.	Nil	Nil	Nil
Directorship held in other Companies*	Nil	Balmer Lawrie & Co. Ltd., Balmer Lawrie (UK) Ltd., Balmer Lawrie Investments Limited Visakhapatnam Port Logistic Park Ltd, Balmer Lawrie (UAE) LLC	Nil
Membership/Chairmanship of Committees** across public Companies	Nil	Audit Committee: Balmer Lawrie Investments Limited Stake Holders Relationship Committee Balmer Lawrie & Co. Ltd., Balmer Lawrie Investments Limited	Nil

Name of the Director	**Srikumar Menon**	**Jozef Martinus Casparie**
Din No.	00470254	07168391
Date of Birth	June 22, 1952	December 23, 1959
Date of Appointment	October 1, 2014	May 8, 2015
Qualification	B.Com (Hons), ACA	Bachelor in Mechanical Engineering, MBA
Experience (in no. of Years)	35	30
Expertise in specific functional areas	Finance, Accounts, Taxation, General Management	Manufacturing, General & International Management
Details of shares held in Co.	150	Nil
Directorship held in other Companies*	Tata Bluescope Limited Tata Steel Processing & Distribution Limited	Nil
Membership/Chairmanship of Committees** across public Companies	Audit Committee: Tata Bluescope Limited Tata Steel Processing & Distribution Limited	Nil

* Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act are not considered.

** Includes Audit Committee and Stake Holders Relationship Committee.

DIRECTOR'S REPORT FOR THE FINANCIAL YEAR 2014-15
(Including Report on Management Discussion and Analysis)

TO THE MEMBERS OF BALMER LAWRIE-VAN LEER LIMITED

Your Directors are pleased to present 55th Annual Report and Audited Financial Statements of the Company for the year ended March 31, 2015.

FINANCIAL PERFORMANCE:

	STAND ALONE		CONSOLIDATED
	2014-15 In Rs. Lac	2013-14 In Rs. Lac	**2014-15 In Rs. Lac**
Net Sales/income	**27,698.62**	26,404.98	**38,404.51**
Total Expenditure	**25,944.33**	24,903.37	**34,371.77**
Operating Profit	**1,754.29**	1,501.61	**4,032.74**
Add: Other Income	**160.95**	432.85	**281.00**
Profit before Interest, Depreciation and Taxes	**1,915.24**	1,934.46	**4,313.74**
Less: Finance Cost	**465.62**	449.02	**1,410.99**
Less: Depreciation	**658.45**	808.04	**1,624.98**
Profit Before Tax	**791.17**	677.40	**1,277.77**
Less: Provision of Tax- Current Year	**299.00**	230.00	**707.81**
Add: Deferred Tax Credit	**31.65**	54.20	**28.18**
Profit After Tax	**523.82**	501.60	**598.14**
Add: Balance B/F from previous year	**3,816.68**	3,561.93	**(660.18)**
Net Amount available for Appropriation	**4,340.50**	4,063.53	**(62.04)**
Less: Transfer to General Reserves	**39.50**	15.00	**39.50**
Less: Proposed Dividend and Tax thereon	**434.17**	231.85	**512.55**
Balance C/f. to Balance Sheet	**3,866.83**	3,816.68	**(614.09)**

DIVIDEND

The Board has recommended a dividend of 20% or Rs.2.00 per Equity share of Rs.10/- each for the year ended March 31, 2015 (Previous Year @ Rs.12% or Rs.1.20 per Equity Share).

AMOUNT CARRIED TO RESERVE

The Board has proposed to transfer Rs.39.50 Lac (previous year Rs.15.00 Lac) to "General Reserve". Capital Investment subsidy of Rs.30 Lac received during the year under Central Capital Investment Subsidy Scheme, 2003 from Government of India for Investment in plant and machinery at Dehradun in Uttaranchal is carried forward as Capital Reserve.

COMPANY PERFORMANCE

Your Company's performance was satisfactory and in line with industry performance. The Company consolidated its market position by retaining most of its customers and satisfying their inorganic growth. Net Income during the year was Rs.27698.62 Lac as against Rs.26404.98 Lac representing growth of 4.99 percent over previous year. Operating profit during the year increased from Rs.1501.61 Lac to 1754.29 Lac due to reduction in import related costs and improvement in operating efficiency. Other Income during current year was lower due to one-time write back in previous year. During the year your Company re-assessed the residual life of plant and machinery as per the requirement of the Companies Act, 2013 and accordingly the depreciation was lower as compared to previous year.

Profit before Tax for the year 2014-15 was higher at Rs.791.17 Lac as compared to Rs.677.40 Lac during the previous year. Net Profit after tax for the year was Rs.523.82 Lac as compared to Rs.501.60 Lac during the previous year.

STEEL DRUM CLOSURE DIVISION – MUMBAI

While domestic demand during the year continued to be buoyant, global economic slowdown had an impact on exports. However stable steel, other raw material prices and depreciation of INR versus USD helped in maintaining realization and margins. The Division achieved net sales of Rs.7169.29 Lac and Profit before Tax of Rs.297.89 Lac as against Rs.7656.48 Lac and Rs.363.21 Lac respectively in the previous year.

PLASTIC CONTAINER DIVISION – MUMBAI

Demand for Company's products remained steady throughout the year. However the performance was partially impacted due to restricted raw material supply, frequent disruption at suppliers end which affected production. Sudden drop in raw material prices during third quarter resulted into forced consumption of high priced inventory during last quarter. Despite few adverse conditions, addition of new customers, better sales realization and strict control on procurement costs in case of imports and overhead costs helped the Company to post better profitability. The Division achieved net sales of Rs.14576.24 Lac and Profit before Tax of Rs.398.70 Lac as against Rs.14,057.75 Lac and loss of Rs.16.92 Lac respectively in the previous year.

PLASTIC CONTAINER DIVISION – CHENNAI

During the year with power situation improving the restriction was partially relaxed. This helped the Company to stabilize the operation and cut down on fuel cost. Thrust to reduce operating costs, improve service level and increased supply of Valerex 200 Liter drums helped the division to regain lost customers. However severe competition and lower selling prices by competitors kept pressure on margins and efforts to turnaround operation could not succeed. Sudden drop in polymer price further impacted the performance. Although Division achieved higher net sales of Rs.3177.23 Lac as against Rs.2618.76 Lac in the previous year, since the Division had high priced inventory to be liquidated, the operations resulted in net loss of Rs.152.17 Lac, marginal reduction as against loss of Rs.163.93 Lac in previous year. Thrust on converting more customers to 200 Litre Valerex drums has paid off and company expects to further consolidate its performance in future.

PLASTIC CONTAINER DIVISION – DEHRADUN

The Division's operation was optimized further and achieved higher production and sales in all products. The Company consolidated its' market position in all product range and added new customers. Large sized Blow Moulded drum which was introduced last year has received encouraging response from local customers and the customer base has widened during the year. The Division achieved net sales of Rs.2775.86 Lac and Profit before Tax of Rs.107.90 Lac as against Rs.2071.98 Lac and Rs.90.95 Lac respectively in the previous year.

OUTLOOK FOR 2015-2016

During 2014-15 with return of political stability there was gradual improvement in general business confidence and growth outlook. A number of factors like improved policy environment, increased pace of reforms, firm commitment towards fiscal consolidation, steps taken towards improving relationship with neighbor countries, improvement of investor confidence and thrust on speeding up infrastructure and transparency, good governance has brought a lot of optimism. Sharp fall in crude oil prices and commodity prices has helped easing of inflationary pressures and reduce current account deficit. However efforts are yet to yield desired results.

US economy has shown signs of gradual improvement on several fronts. However continued economic slowdown in Euro zone, Japan and China has affected exports from Country. Your Company being predominantly dependent on imports, impact of US Fed rate hike following the signs of strengthening of US economy and probable further weakening of Euro Zone may impact the exchange rate of USD in particular and may adversely impact the performance of the Company.

Despite slowdown and deceleration in growth rate witnessed during 2014-15, your Company could sustain its operations at existing levels and post positive growth. While existing customers continued to patronise the Company as preferred supplier, many new Customers were added. Company has planned refurbishment and replacement of all worn out plants to improve/enhance productivity, save on energy costs and thereby reduce operational costs.

Company expects a stable raw material prices and improvement in business environment with actions taken and reforms by government. Your Company has improved its performance with actual demand for plastic containers during 1st two months of the new financial year exceeding production capacities at Mumbai and Dehradun. Chennai has also reported enhanced activities. Performance of Steel Drum Closure Division being largely dependent on exports is expected to be sustained at current level.

COMMENTS ON ADVERSE QUALIFICATION, RESERVATION OR ADVERSE REMARKS IN AUDIT REPORT

COMMENTS BY STATUTORY AUDITORS:

The statutory auditors M/s. Walker Chandiok & Co. LLP has qualified their report on Company's Accounts for non-provisioning of interest expenses amounting to Rs.163.61 Lac on a loan from M/s. Balmer Lawrie & Co. Limited (BL) in accordance with terms of such loan agreement. According to Statutory auditors there is overstatement of profit to the extent of Rs.163.61 Lac.

The statutory auditors M/s. Walker Chandiok & Co. LLP has further qualified their report on Company's Accounts for non- provisioning for diminution in value of investment amounting to Rs.1817.92 Lac held in form of Equity shares of Transafe Service Limited (TSL) despite complete erosion of net worth of TSL as per their audited accounts for last three financial years.

The statutory auditors M/s. Walker Chandiok & Co. LLP has further qualified their report on Consolidated Financial Statements for continuous cash loss made by TSL resulting in erosion of networth and preparation of accounts on a going concern basis.

BOARD'S RESPONSE:

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

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

A legal opinion was sought and the Company was advised that as per the clause 1.3 of the Loan Agreement the loan availed by the Company from BL is a non recourse loan and therefore there will be no loan repayment liability on the Company after the expiry of period of 60 months (validity of agreement extended up to 96 months from the date of disbursement).

Since the Company did not earn any income from this investment and also derive any tax benefit, the Company after written communication to BL has stopped acruing liability in books and has also not paid any interest on this loan since 1st April, 2010. BL as lender has not raised any claim for interest so far.

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

With impetus of current government on infrastructure development, efforts and commitment to implement Goods and Service Tax (GST), unification of markets, orders on hand under negotiation for specialised containers, your Company and TSL management is hopeful of turnaround with improvement of Indian economy.

COMMENTS BY SECRETARIAL AUDITOR

The Secretarial Auditor has made adverse comments in their Audit Report that there is only one Independent Director on the Board of the Company as on 31st March, 2015 as against the requirement of two Independent Director as per law and as a consequence the constitution of Audit Committee and Nomination and Remuneration Committee is also not in compliance with the provisions of the Companies Act, 2013. The Company has also failed to appoint Women Director on the Board before 31st March, 2015.

The Secretarial Auditor has further made an adverse comment that there is failure on part of the Company to spend Corporate Social Responsibility amount during financial year 2014-15.

BOARD'S RESPONSE:

The Board of the Company at their meeting held on 11th March, 2015 had identified and proposed Mr. Jozef Martinus Casparie and Mrs. Cristina Paula Zeitz, foreign National to be appointed as Non Executive Independent Director and Non Executive Women Director immediately on obtaining DIN and completing procedure as required under the Companies Act, 2013. Board has also proposed to reconstitute the Audit Committee and Nomination and Remuneration Committee by inducting Mr. Jozef Martinus Casparie after his appointment as Independent Director. However both Mr. Jozef Martinus Casparie and Mrs. Cristina Paula Zeitz being a foreign national took time for obtaining DIN and completion of other procedures and there was non-compliance as on 31st March, 2015 which has since been complied with.

The Company was required to spend Rs.12.63 Lac being two percent of the average net profits of the Company during three immediately preceding financial years i.e. 2011-12, 2012-13 and 2013-14 during financial year 2014-15. However due to delay in identification of authentic agency involved in kind of activities specified in Schedule VII of the Companies Act, 2013, the amount could not be spent. In current year the Company has already spend Rs.5 Lac so far and proposes to spend the remaining amount before the end of current financial year.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company holds 100% Equity shareholding in Proseal Closures Limited (PCL) and is thus 100% subsidiary of your Company. The subsidiary company has reported Total Revenue of Rs.8133.96 Lac and a Profit before tax of Rs.1064.77 Lac for the year ended on March 31, 2015 as against Rs.8139.28 Lac and Rs.1220.75 Lac respectively during 2013-14.

Your Company holds 11,361,999 Equity shares of Rs.10 each representing 50% of the total shareholding of Transafe Services Limited (TSL) since September 2009. Balance 50% in TSL is held by Balmer Lawrie & Co. Limited (BL). TSL is thus a Joint venture Company of Your Company and BL. TSL has reported Total Revenue of Rs.5749.56 Lac and Loss of Rs.879.46 Lac for the year ended on March 31, 2015 as against Rs.6886.57 Lac and loss of Rs.646.87 Lac respectively during 2013-14.

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

PUBLIC DEPOSITS

The Company has not accepted/renewed any fixed deposits from the public during the year within the meaning of Section 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014 (as amended).

UN-CLAIMED DIVIDENDS

As on March 31, 2015 dividend amounting to Rs.13.32 Lac has not been claimed by the shareholders. The Company has been informing shareholders regularly to lodge their claim for unclaimed dividend, if any.

As per the provision of Section 125 of the Companies Act, 2013 dividend remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be credited to the Investor Education and Protection Fund ("IEPF"). Accordingly unclaimed dividend amount of Rs.1.79 Lac in respect of financial year 2006-07 was transferred to IEPF during the year. Unclaimed dividend amounting to Rs.0.85 Lac in respect of financial year 2007-08 is due for transfer to IEPF in October, 2015. In terms of the section 125 of the Companies Act, 2013 no claim would lie against the Company after the said transfer.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has made the relevant disclosures to the Ministry of Corporate Affairs (MCA) regarding unclaimed dividends. The Company has uploaded the prescribed information on *www.iepf.gov.in* and *www.blvlindia.com*.

CREDIT RATING:

ICRA Limited a Rating agency has maintained Company's Short term rating as A2+ (pronounced as ICRA A two plus) and long term ratings as LA- (pronounced as ICRA A minus).

CHANGES IN SHARE CAPITAL

The Company has not issued any share capital (Equity or Preference) during the year. The Authorized Share Capital, Issued Capital, Subscribed and Paid-up capital of the Company is given at Note No.2 of Significant Accounting Policies and other explanatory information forming part of Audited Financial statements for the year ended March 31, 2015.

LOANS, ADVANCES, GUARANTEES AND INVESTMENTS

The company has not granted any loans (secured or unsecured), advances or issued guarantees to companies, firms or other parties covered under Section 186 of the Companies Act, 2013. The Company has not made investment during the financial year 2014-15.

CONTRACT/ARRANGEMENT WITH RELATED PARTIES

Contract/Arrangement/Transactions with related parties are regularly reviewed by the Audit Committee and Board at each meeting and it is confirmed that these transactions are commercial in nature, entered into by the Company in the ordinary course of business after proper negotiation with due consideration to geographical differential, keeping Company's interest in mind and are at arm's length prices.

List of persons or parties to be considered as related party in relation to the Company, nature of relationship and the details of transactions with such related parties during the financial year 2014-15 are stated at Note No.41 Significant Accounting Policies and other explanatory information annexed and forming part of the audited financial statement

A Register of Contract containing details of the transactions with related parties pursuant to Section 189 of the Companies Act, 2013 is placed at the Board regularly for its information and approval.

Disclosure of particulars of contracts/arrangements pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in form AOC 2 is annexed herewith as "Annexure B" and forms part of the Board Report.

DETAILS/CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL ('KMP')

The Board of the Company as at March 31, 2015 consisted of seven Directors. Of these three Directors were nominee of Greif international Holding B.V., three directors (including the Managing Director) were nominee of Balmer Lawrie & Co. Limited (BL) and one Independent Director.

During the financial year 2014-15 following changes were made in Board.

1. Pursuant to superannuation from BL, nomination of Mr. Anand Dayal was withdrawn and Mr. Prabal Basu was appointed in his place as nominee Director of BL with effect from January 1, 2015.
2. Mr. Srikumar Menon was appointed as Additional Director and Independent Director for five years with effect from 1st October, 2014 subject to approval by the members at the 55th Annual General Meeting.

During the financial year 2014-15, the Board extended the tenure of appointment of Mr. Mohan Menon as Managing Director from 31st December, 2014 to up to 31st December, 2015. Mr. Sanjay Datta was appointed as "Chief Finance Officer" and Mr. Rajesh Juthani was re-designated as "Company Secretary and Chief Compliance Officer". Mr. Mohan Menon, the Managing Director, Mr. Sanjay Datta, the Chief Finance Officer and Mr. Rajesh Juthani, Company Secretary and Chief Compliance Officer are Key Managerial Person ("KMP").

Further from 2nd April, 2015, Greif International Holding B.V. has withdrawn the nomination of Mr. Egbert Jan Boertien and has appointed Ms. Cristina Paula Zeitz as their nominee under the category of "Non Executive Women Director".

Mr. Jozef Martinus Casparie is appointed as Additional Director and Independent Director for five years with effect from 8th May, 2015 subect to approval by the members at the 55th Annual General Meeting.

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company Mr. Kannan Ananthakrishnan will retire by rotation and are eligible for re-appointment.

The details of Director, nature of directorship, details of other directorship/membership on the Board/ Committee of the Board of other Companies and no. of shares held by directors in your Company based on individual declaration received from each Director in Form MBP-1 and DIR-8 is given hereunder:

Name of Director	Category	No. of Directorship in other Companies*	No. of Membership/ Chairmanship in Committee of other Companies**	No. of Shares held in Company
Reinier Hietink	Chairman-NEND	5	Nil	Nil
Mohan Menon	MD	2	Nil	Nil
Virendra Sinha	NEND	4	2	Nil
K. Ananthakrishnan	NEND	Nil	Nil	Nil
Prabal Basu	NEND	6	3	Nil
Egbert Jan Boertien	NEND	11	Nil	Nil
Srikumar Menon	NEID	2	2	150

MD Managing Director

NEND Non Executive Nominee Director

NEID Non Executive Independent Director

* Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act are not considered.

** Includes Audit Committee and Stake Holders Relationship Committee.

BOARD/GENERAL MEETING AND DIRECTOR'S ATTENDANCE

During the year Financial Year 2014-15 four Board meetings were held on 7th May, 2014, 16th May, 2014 (adjourned meeting of 7th May, 2014), 5th September, 2014, 11th December, 2014 and 11th March, 2015. The Attendance record is as under:

Name of Director	No. of Board Meeting attended	Attendance at AGM
Reinier Hietink	4	Yes
Mohan Menon	4	Yes
Virendra Sinha	4	Yes
K. Ananthakrishnan	4	Yes
Anand Dayal	3	Yes
Prabal Basu	1	No
Egbert Jan Boertien	—	No
Srikumar Menon	2	No

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

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

Further as per Articles of Association so long Greif International Holding B.V., Amsterdam and Balmer Lawrie & Co. Limited, Kolkata, continue to hold more than 50% of the Paid up Equity Capital of the Company, are entitled to nominate one Director each on the Board of the Company from time to time. The Directors so appointed shall not be subject to retirement by rotation and shall hold office until with-drawl of nomination or expiry of terms of appointment.

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

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

Appointment of Independent Directors is made by Board considering his background, integrity, education, experience, areas of specialization, contribution to industry, knowledge about finance and personal attributes so as to enable the Board to discharge its function and duties effectively. Before appointment of Independent Directors the declaration of independence and other submissions is reviewed by the Board. Independent Directors are not liable to retire by rotation.

The Managing Director who is in the Whole time employment of the Company is paid remuneration by way of monthly payment and commission @ 0.5% of the net profits of the Company as per Audited Accounts subject to limits specified by the Companies Act, 2013 and approved by the members in General Meeting from time to time. No sitting fees are paid to Managing Director or any other Non Executive Directors for attending Board and/or Committee meetings. Independent Directors are paid sitting fees of Rs.10,000/- for attending every Board/ Committee meetings and are not entitled to any remuneration.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

ANNUAL EVALUATION BY THE BOARD

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out and evaluation of its own performance, of its committee and Individual Directors. The performance was evaluated by seeking input from all Directors based on certain parameters which were evolved after discussion at the Board Meeting. Board evaluated its own performance based on parameters such as role played, structure, composition, deligation of responsibilities to various committees, effectiveness of Board Processes, information and functioning. The Board also considered quality of discussion, direction, ability to handle conflecting situation, dynamics and relationship amongst Board Membership. Similarly the Directors made self assessment of their effectiveness in terms of attandence, participation, guidance and support extended to management team. The feedback received from the Directors was discussed and reviewed by the Independent Directos.

DECLARATION BY INDEPENDENT DIRECTOR

Mr. Srikumar Menon and Mr. Jozef Martinus Casparie, Independent Directors has given a declaration of independence pursuant to Section 149(6) & (7) of the Companies Act, 1956 at the time of his appointment and as of April 1, 2015.

COMMITTEES OF THE BOARD

AUDIT COMITTEE

Audit Committee of the Board as at March 31, 2015 consisted of four Directors viz. Mr. Reinier Hietink (Non Executive Nominee Director), Mr. Mohan Menon, the Managing Director, Mr. Virendra Sinha (Non Executive Nominee Director) and Mr. Srikumar Menon (Non Executive Independent Director). Mr. Reinier Hietink is the Chairman of the Committee.

During the Financial Year 2014-15 the Committee met four times on 7th May, 2014, 16th May, 2014 (adjourned meeting of 7th May, 2014), 5th September, 2014, 11th December, 2014 and 11th March, 2015.

Audit Committee acts in accordance with the terms of reference as specified in section 177(4) of the Companies Act, 2013 and given in writing by the Board.

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee ("NRC") of the Board as at March 31, 2015 consisted of three Directors viz., Mr. Reinier Hietink (Non Executive Nominee Director), Mr. Virendra Sinha (Non Executive Nominee Director) and Mr. Srikumar Menon (Non Executive Independent Director).

During the Financial Year 2014-15 the erstwhile Remuneration Committee was renamed as "Nomination and Remuneration Committee" and the Committee met once on 11th March, 2015.

The role of Nomination and Remuneration Committee is to identify eligible and qualified person for Directorship, senior management team, lay down criteria for their selection, formulate compensation policy for Directors, Key Managerial Personnel and other Employees.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE & INITIATIVES

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules framed there under, the Company has a Corporate Social Responsibility Committee of Directors comprising of Mr. Reinier Hietink (Non Executive Nominee Director), Mr. K. Ananthakrishnan (Non Executive Nominee Director), Mr. Virendra Sinha (Non Executive Nominee Director) and Mr. Srikumar Menon (Non Executive Independent Director) and has inter alia also formulated a CSR Policy.

The role of the CSR Committee is to review the CSR policy, indicate activities to be undertaken by the Company towards CSR activities and formulate a transparent monitoring mechanism to ensure implementation of projects and activities undertaken by the Company towards CSR initiatives.

During the year the Committee met once on 10th March, 2015.

The Annual Report on CSR Activities which forms part of the Director's Report is annexed as "Annexure C" to this report.

STAKEHOLDERS RELATIONSHIP COMMITEE

Stakeholders Relationship Committee ("SRC") of the Board as at March 31, 2015 consisted of Mr. Virendra Sinha a Non Executive Director, Mr. Mohan Menon the Managing Director and Mr. Rajesh Juthani, the Company Secretary.

During the Financial Year 2014-15 the erstwhile Shareholder Grievance Committee was renamed as "Stakeholders Relationship Committee" . The Committee met twice on 11th December, 2014 and 10th March, 2015.

The role of Stakeholders Relationship Committee is to authorize the issue of duplicate share certificates and to resolve the shareholder's grievance, if any.

COMMITTEE MEETINGS AND DIRECTOR'S ATTENDANCE:

Name of Director	Attendance at Audit Committee	Attendance at NRC	Attendance at SRC	Attendance at CSR
Reinier Hietink	4	1	NA	1
Mohan Menon	4	NA	2	NA
Virendra Sinha	4	1	2	1
K. Ananthakrishanan	NA	NA	NA	1
Anand Dayal	2	NA	NA	NA
Srikumar Menon	2	1	NA	1

SHARE TRANSFER COMMITEE

The Board has constituted a Committee of Officers consisting of Mr. Mohan Menon, the Managing Director, Mr. Rajesh Juthani, Company Secretary and Mr. Prashant Mujumdar and has empowered them to approve share transfer.

During the year the Committee met 13 (Thirteen) times and processed 21 (Twenty One) physical transfers comprising 1775 Equity Shares.

There were no valid Share Transfers pending as on March 31, 2015.

DIRECTORS RESPONSIBILITY STATEMENT

As required under clause (c) of sub section 3 of section 134 of the Companies Act, 2013, the Board of Directors confirms that:

I. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

II. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and profits of the Company for that period;

III. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013 for safeguarding the assets of the Company and for detecting fraud and other irregularities;

IV. They have prepared the annual accounts on a going concern basis; and

V. They have devised a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and is operating efficiently.

STATUTORY AUDITORS

M/s. Walker Chandiok & Co. LLP Chartered Accountants, retire as auditors of the Company at the ensuing Annual General Meeting and are eligible for re-appointment. The company has obtained necessary consent and confirmation as required under the Companies Act, 2013 from statutory auditors.

COST AUDITORS

As per Companies (Cost Records and Audit) Rules, 2014 issued on June 30, 2014 read with the Amendment Rules, 2014 issued on December 31, 2014, products manufactured by Companies viz., Steel Drum Closures and Plastic Drums does not fall under of Table A and Table B. Hence the Company is not required maintain cost records and is outside the purview of cost audit. The Company will be required to maintain cost records and conduct cost audit for Pneumatic Tool effective 1st April, 2015.

Accordingly M/s. Musib & Associates, Practicing Cost Accountant has been appointed as the Cost Auditors for conducting audit of the cost records maintained by the Company for the year ended 31st March, 2015. The company has obtained necessary consent and confirmation as required under the Companies Act, 2013 from cost auditors.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. N L Bhatia & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure D".

VIGIL MECHANISM

The Company in pursuance of Rule 7 of the Companies (Meeting of Board and its Powers) Rules 2014 has established a vigil mechanism for Directors and employees to report their genuine concerns, grievances, ethical issues and fraud(s), if any, committed or in existence. The framework and procedure has been approved by the Board. The Managing Director and the Chairman has been empowered to deal with the grievances after thorough investigation and following the procedures outlined. There are no cases reported during the financial year 2014-15.

RISK MANAGEMENT POLICY

The Company has a Risk Management framework approved by the Board of Directors. Company's Risk Management framework provides the mechanism for risk identification, assessment, evaluation and mitigation. The Board has delegated responsibility of overseeing Risk Management framework to the Audit Committee. The Risk Management Committee (RMC) of the Company comprises of Business Heads, Division or Unit Heads, Chief Financial Officer and the managing director.

During the year, the RMC reviewed the risks associated with the business of the Company, its root causes and the efficacy of the measures taken to mitigate the same. Thereafter, the Audit Committee and the Board of Directors also reviewed the key risks associated with the business of the Company, the procedures adopted to assess the risks, efficacy and mitigation measures.

Some of the risks associated with your company identified and measures taken are below:

Business cyclical risks arising out of deterioration in economic conditions due to change in government policy, change in climatic condition, escalation of geo political tensions or political stability. Board and Management review the situation, weigh the risk and reward ratio and commit the business accordingly.

Company's high dependence on Joint venture partners for sale of drum closures and few big customers in oil & lube, soft drink and spice oil segment in case of plastic drums. In the last few years, your company as part of risk mitigation strategy has increased its direct sales of drum closures in domestic and export market and has also tried to acquire new customers from various segments in case of plastic drums.

The Company depends on limited supplier for HMHDPE principal raw material for plastic drums and thus has limited negotiation power. In the last two years the Company has identified few other sources and has successfully tried out raw materials from these suppliers for some of the application which has helped in reducing dependence on one supplier.

There have been sizeable capacity additions by both existing players and new entrants into the market. The Company too has undertaken initiatives to enhance capacities of existing plants by debottlenecking critical operations and retain customer through better servicing. The company is working on cost reduction through optimization and replacement of old plants with latest technology.

Increase in compliance under various acts and statute is closely monitored by Internal Auditor and Audit Committee and is also reviewed by the Board.

HUMAN RESOURCE AND INDUSTRIAL RELATIONS

Human resource development is given utmost importance for successful implementation of business plans. Constant efforts are being made to offer professional growth opportunities and recognitions apart from imparting in house and external training to employees. Employees are encouraged for undergoing need based external training program conducted by industry body/association, educational institutions, professional consultants etc., Company also organizes visits to overseas plants, seminars, trade expo and conference to enhance employee knowledge and general awareness.

During the current year, in-house program were held to provide training to employees inter alia in operation excellence, commercial excellence, functional expertise and improvement of personal attributes.

Industrial relations were cordial at all locations. Negotiation with permanent workmen at Steel Drum Closure, Mumbai for long term settlement is in progress.

Company believes in fair and reasonable compensation in line with its performance and industry trend. Compensation include fixed and variable component linked to KRA score.

Total strength of permanent staff and workmen as at March 31, 2015 was 347.

SAFETY HEALTH AND ENVIRONMENT

Safety, Health and protection of environment are the key focus areas and one of the prime drivers of the Company's operating efficiency. The Company has taken a challenge to ensure zero accidents or injuries to its employees, contract workforce and the communities in which it operates. Each minor or major accident is analyzed into reasons, corrective actions taken and closely monitored to avoid re-occurrence. The Company organized in house training and regular communications for improving safety at the work place across the organization.

Periodical in-house review by senior management and surveillance audits of ISO 9001 is held by an external agency. The Board reviews the performance against set standard and guides on deficiencies and corrective actions, if any.

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal Control systems through established policies and procedures set up by the management. Internal control system provides for:

- Reliability of financial and operational information
- Adherence to applicable Accounting standards
- Compliance with applicable laws, statutes as well as internal procedures and practices
- Safe guard of assets and their proper usage

The Audit Committee of the Board at each meeting review internal audit report with representative/s of external Internal Auditor M/s. L. B. Jha & Co. Practicing Chartered Accountant and senior management team. The Committee reviews the adequacy and effectiveness of the internal control systems and monitor action initiated on earlier internal audit recommendations including those relating to strengthening the Company's risk management policies and systems.

The Board reviews quarterly and annual performance reports in comparison with the budget and discuss with management the reasons for the variations. Board approves the capital expenditure Budget for all operating plants.

DISCLOSURES

Board including all Directors and Senior Executive (below Board level) has complied with code of conduct and there was no fraud reported or committed during the year.

No material changes or commitments has occurred between the end of the financial year of the Company to which the financial statement relate and the date of the report which can have any adverse or long lasting impact on the performance or sustainability of the Company.

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

No significant or material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and / or the Company's operations in future.

There are no materially significant related party transactions other than those reported in annexed audited financial statements has been made by the Company with its Promoter's, Directors or Management, their relatives or subsidiaries etc. which can have potential conflict with the interests of the Company at large.

Company has approved the Policy and formed Internal Complaint Committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Committee consists of Mrs. Sandhya Tendulkar, Mrs. Shobha Nair and Mr. Shashikant Gangan the employees of the Company with Mrs. Shobha Nair as Presiding Officer There has been no case of harassment reported during the financial year 2014-15.

PARTICLUARS OF EMPLOYEES

None of the Employees of the Company are drawing remuneration in excess of Rs.60.00 Lac per annum or Rs.5.00 Lac per month if employed for a part of the financial year as on 31st March, 2015.

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

CONSERVATION OF ENERGY

Some of the actions taken for reduction of energy costs during the financial year 2014-15 are as under:

1. Replacement of high H.P. Motors with Low H.P. Motors on selected machine
2. Replacement of V belt with rubber coupling in all 30 HP scrubber Motors
3. Installed energy saving drives for Chiller water pump, Chiller Condenser pump and Cooling Tower fan
4. Reduced no. of plating bath maintaining cycle time at same level
5. Modification of electronic panels and electrical gadgets to reduce excessive heat generation and make plant/equipment cool faster.
6. Made arrangement for switching off equipments and utilities when not in use and provided for auto switch off in some cases.

TECHNOLOGY UPGRADATION AND ABSORPTION

The Company continues to upgrade technology with input and assistance from Greif and its associate companies. As part of green initiative and offering better product the Company changed plating process from CR-6 to CR-3 which is less polluting and environment friendly.

FOREIGN EXCHANGE EARNINGS AND OUTGO

	2014-2015 In Rs. Lac	2013-2014 In Rs. Lac
Revenue from Exports	**4,053.53**	4,388.68
Expenditure / Imports	**13,023.27**	11,697.35

EXTRACT OF ANNUAL RETURN [FORM NO. MGT-9]

The details forming part of the extract of the Annual Return in Form MGT-9 is provided as “Annexure E” to this report.

ACKNOWLEDGEMENT

Your Directors wish to thank Customers, Suppliers, Service Providers, Bankers and Shareholders for valuable guidance, technical and financial support. Your Directors also wish thank all employees and officials of the Company for active involvement and contribution towards the growth of the Company.

On behalf of the Board of Directors

MOHAN MENON
Managing Director
(DIN 02838483)

PRABAL BASU
Director
(DIN 06414341)

Place : Mumbai
Dated: 24 July, 2015.

ANNEXURE: A TO THE DIRECTORS' REPORT

Form AOC – I

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

Statement containing salient features of the financial statement of Subsidiaries / Associate companies / Joint ventures

Part "A": Subsidiaries

(Amounts in Rupees)

Sl. No.	1
Name of the subsidiary	Proseal Closures Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not Applicable
Share capital	2,200,000
Reserves & surplus	213,085,373
Total assets	611,454,991
Total Liabilities	611,454,991
Investments	—
Turnover (Gross)	834,874,742
Profit before taxation	106,477,065
Provision for taxation	40,881,000
Profit after taxation	65,250,065
Proposed Dividend	38,500,000
% of shareholding	100%

1. Names of subsidiaries which are yet to commence operations: **None**
2. Names of subsidiaries which have been liquidated or sold during the year: **None**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Part "B": Associates and Joint Ventures

(Amounts in Rupees)

Name of Associates/Joint Ventures	Transafe Services Limited
1. Latest audited Balance Sheet Date	31st March, 2015
2. Shares of Associate / Joint Ventures held by the company on the year end	
No. of shares	11,361,999
Amount of Investment in Associates / Joint Venture	181,791,984
Extend of Holding %	50
3. Description of how there is significant influence	Company has right to appoint equal no. of Directors as other Joint Venture Partner
4. Reason why the Associate / Joint venture is not consolidated	Not Applicable
5. Networth attributable to Shareholding as per latest audited Balance Sheet	(104,111,569)
6. Profit / Loss for the year	(43,972,887)
i. Considered in Consolidation	(43,972,887)
ii. Not Considered in Consolidation	—

1. Names of associates or joint ventures which are yet to commence operations: **None**
2. Names of associates or joint ventures which have been liquidated or sold during the year: **None**

On behalf of the Board of Directors

MOHAN MENON	**PRABAL BASU**
Managing Director	*Director*
(DIN 02838483)	(DIN 06414341)

Place : Mumbai
Dated: 24 July, 2015.

ANNEXURE-B

FORM NO. AOC – 2

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

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

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

   The Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length process during the financial year 2014-15.

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

   (a) Name of the related parties and nature of relationship:
   Refer Note No. 41 (a) of the Standalone Financial Statements annexed herewith.

   (b) Nature of contracts/arrangements/ transactions:
   Refer Note No.41 (b) of the Standalone Financial Statements for related party transactions.

   (c) Duration of the Contract/arrangements/transactions:
   It is ongoing contract

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
   Sale/Purchase of Goods, Components, Services and other transactions as indicated in Note No. 41(b) of the Standalone Financial Statements.

   (e) Date(s) of approval by the Board, if any:
   Not applicable, since these transactions were in the ordinary course of business and on arm's length basis.

   (f) Amount paid as advances, if any:
   Nil

For and on behalf of the Board of Directors

On behalf of the Board of Directors

MOHAN MENON	**PRABAL BASU**
Managing Director	*Director*
(DIN 02838483)	(DIN 06414341)

Place : Mumbai
Dated: 24 July, 2015.

ANNEXURE: C TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

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

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

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

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

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

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

   The CSR Committee has identified following activities to be undertaken under CSR initiatives in the sectors of:
   (i) Promoting preventive health care by (a) providing foods, Clothing and sponsoring medicines, assistance towards treatment of poor & needy patients;
   (ii) Promoting Education by (a) providing books and payment of fees for education of under-privileged children and (b) providing funds for renovation of school buildings/classrooms or making available facility of potable water;
   (iii) Empowering women by (a) alleviating their poverty by creating income generation alternatives for women living in urban slums; and (b) Providing Seed Capital Assistance for women's Federation and self-Help Groups in rural area to be used for construction of Sanitation Units and as soft loans for Income Generation activities.
   (iv) Donation to Prime Minister's National Relief fund in case natural calamity and for national cause.

   BLVL has decided to carry out CSR activities in the states of Maharashtra, West Bengal, Tamil Nadu and Uttarakhand where it has operation.

2. Composition of the CSR Committee: The CSR Committee comprises of Mr.Reinier Hietink as Chairman, Mr. Virendra Sinha, Mr. K. Ananthakrishnan and Mr. Srikumar Menon as members.
3. Average net profit of the Company for last three financial years: Rs.631.45 Lac.
4. Prescribed CSR Expenditure: The Company was required to spend Rs.12.63 Lac towards CSR.
5. Details of CSR spend for the financial year:
   (a) Total CSR expense Amount Committed during FY 2014-15: Rs.12.63 Lac
   (b) Cumulative CSR expense Incurred during FY 2014-15: Nil
   (c) CSR amount Committed as on March 31, 2015 but to be spent [(a)-(b)]: Rs.12.63 Lac
   (d) Amount unspent, if any: Rs. 12.63 Lac
   (e) Manner in which the amount spent during the financial year is detailed below:
   Not Applicable
6. Reason for not spending the amount at 5(d):

   Delay in identification of proper agency involved in kind of activities.

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

For and on behalf of the Board of Directors

MOHAN MENON
Managing Director
(DIN 02838483)

Place: Mumbai
Date: 24 July, 2015

ANNEXURE: D TO DIRECTOR'S REPORT

SECRETARIAL AUDIT REPORT (IN FORM MR-3) FOR THE FINANCIAL YEAR ENDED MARCH 31, 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]

The Members,
Balmar Lawrie-Van Leer Limited.

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

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31,2015 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:

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

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **Not applicable**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **Not applicable**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **Not applicable**

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other laws applicable to the Company;

1. Factories Act, 1948 and Maharashtra Factories Rules, 1963.
2. The Employees Provident Fund Act, 1952
3. The Employees State Insurance Act, 1948
4. The Contract Labour (Regulation & Abolition) Act, 1970 & Rules 1971
5. The Payment of Bonus Act, 1965
6. Employment Exchange Act, 1959
7. The Apprentice Act, 1961
8. Minimum Wages Act, 1948
9. Payment of Wages Act, 1936

10. The Industrial Employment (Standing) Order Act, 1946
11. Payment of Gratuity Act, 1972
12. Maternity Benefit Act, 1961
13. Maharashtra Labour Welfare Fund Act, 1953
14. The Air (Prevention & Control of Pollution) Act, 1981 & The Water (Prevention & Control of Pollution) Act, 1975 and Rules there under.
15. Hazardous Waste (Management & Handling) Rules, 2000
16. Weights & Measurement Act

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

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

(ii) The Listing Agreements entered into by the Company with BSE limited and National Stock Exchange Limited, **Not applicable**

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

We further report that the Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is only one Independent Director on the Board as against two Independent Directors as required by law and as a consequence the constitution of Audit Committee and Nomination and Remuneration Committee is also not in compliance with the provisions of the Act. The Company has also failed to appoint Women Director upto March 31, 2015.

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

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

The Corporate Social Responsibility amount is not fully spent.

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

We further report that Members in pursuance to Section 180 of the Companies Act, 2013 approved the Borrowing Limit of Rs.100 Crores (Rupees hundred Crores only) at the Annual General Meeting held on September 05, 2014.

For **N L Bhatia & Associates**
UID NO: S1996MH016600

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

Place: Mumbai
Date: May 6, 2015

This report is to be read with our letter of even date which is annexed as Annexure and forms the part of this report.

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

The Members,
Balmar Lawrie-Van Leer Limited.

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever require we 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, regulations, standard is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **N L Bhatia & Associates**
UID NO: S1996MH016600

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

ANNEXURE: E TO DIRECTORS REPORT

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2015

I. REGISTRATION AND OTHER DETAILS

CIN No.	U99999MH1962PLC012424
Registration Date	12th February, 1960
Name of the Company	Balmer Lawrie Van Leer Limited
Category/Sub-Category of the Company	Medium Scale Manufacturing Company
Address of the Registered Office	D-195/2, TTC Industrial Area, MIDC Turbhe, Navi Mumbai- 400 705
Whether Listed or not	De-listed with effect from 4th March, 2008
Registrar and Transfer Agents	M/s Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 Contact Person : Mr. Krishnan Telephone No: 2851 1872 / 6772 0300/ 6772 0400 Fax No : 2859 1568

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

Sl. No.	Name & Description of main Products	NIC Code of the Product	Annual Turnover	% of total turnover of the Company
1	Manufacturing of other basic Iron & Steel (Flanges & Plugs-Steel Drum Closures)	24,109	625,857,956	20.50
2	Manufacturing of Plastic articles for packing of goods (Plastic Containers/Liners)	22,203	2,290,687,299	75.05
	Total		**2,916,545,255**	**95.55**

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section of the Companies Act, 2013
1	Balmer Lawrie & Co. Limited, Balmer Lawrie House, 21, N.S. Road, Kolkata - 700 001	L15492WB1924GOI004835	Joint Venture Promoter Company	47.91	2(69)
2	Greif International Holding B.V. Bergseweg 6, 3633 AK Vreeland, The Netherlands	33065401	Joint Venture Promoter Company	47.91	2(69)
3	Proseal Closures Limited, Plot No.51, Road No. 3, Jigani Industrial Area, Anekal Taluk, Bangalore Dist- 562 106	U27100KA1989PLC010148	Subsidiary	100.00	2(87)
4	Transafe Services Limited, Balmer Lawrie House, Rear Building, 6th Floor, 21, N. S. Road, Kolkata - 700 001	U28992WB1990PLC050028	Associate (Joint Venture)	50.00	2(6)

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

I) Category wise Share Holding

Category	No of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% change during the Year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
Indian	7,501,277	1,100,000	8,601,277	47.91	7,501,277	1,100,000	8,601,277	47.91	Nil
Foreign	1,067,465	7,533,817	8,601,282	47.91	1,067,465	7,533,817	8,601,282	47.91	Nil
Total - A	**8,568,742**	**8,633,817**	**17,202,559**	**95.82**	**8,568,742**	**8,633,817**	**17,202,559**	**95.82**	**Nil**
B. Public Shareholding									
a) Institutions									
Mutual Funds	—	4,850	4,850	0.03	—	4,850	4,850	0.03	Nil
Banks/FI	1,259	1,050	2,309	0.01	1,259	1,050	2,309	0.01	Nil
Central Govt.	—	—	—	—	—	—	—	—	—
State Govt.	—	—	—	—	—	—	—	—	—
Venture Capital Funds	—	—	—	—	—	—	—	—	—
Insurance Cos.	—	—	—	—	—	—	—	—	—
FII's					—	—	—	—	—
Foreign Venture Capital Others	—	—	—	—	—	—	—	—	—
b) Non-Institutions									
Bodies Corporate									
Indian	10,261	4,465	14,726	0.08	11,761	4,401	16,162	0.09	+0.01
Overseas	0	150	150	0.00	0	150	150	0.00	Nil
Individuals									
Up to Rs. 1 Lac	345,431	381,989	727,420	4.06	356,981	369,003	725,984	4.05	-0.01
Above Rs. 1 Lac	—	—	—	—	—	—	—	—	
Total - B	**356,951**	**392,504**	**749,455**	**4.18**	**370,001**	**379,454**	**749,455**	**4.18**	**Nil**
C. Share held by Custodian for GDR/ ADR	—	—	—	—	—	—	—	—	—
Grand Total - A+B+C	**8,925,693**	**9,026,321**	**17,952,014**	**100.00**	**8,938,743**	**9,013,271**	**17,952,014**	**100.00**	**Nil**

II) Share holding of Promoters

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

III) Change in Promoter's Shareholding:

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

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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Increase (+)/ Decrease (-)	Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of Total Shares of the Company		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Surendra Chhajer	7,900	0.04	+1000*	8,900	0.05	8,900	0.05
2	Pheroze K Mistry	7,150	0.04	Nil	7,150	0.04	7,150	0.04
3	Naveen Bothra	5,000	0.03	Nil	5,000	0.03	5,000	0.03
4	Jayesh B Salot	4,601	0.02	Nil	4,601	0.02	4,601	0.02
5	Darshan P Vohra	4,600	0.02	Nil	4,600	0.02	4,600	0.02
6	Hemant A Thakker	4,200	0.02	Nil	4,200	0.02	4,200	0.02
7	Rajesh J Kandhar	4,100	0.02	Nil	4,100	0.02	4,100	0.02
8	Kapil S Gupta	3,860	0.02	Nil	3,860	0.02	3,860	0.02
9	Kanta Chhajer	3,722	0.02	Nil	3,722	0.02	3,722	0.02
10	Samir Kedia	3,550	0.02	Nil	3,550	0.02	3,550	0.02

* consolidation of folio

V) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of Director / KMP	Shareholding at the beginning of the year		Increase (+)/ Decrease (-) during the year	Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of Shares	% of Total Shares of the Company		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Mr Reinier Hietink	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Mr. Virendra Sinha	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Mr. Mohan Menon	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Mr. K. Ananthakrishnan	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	Mr. Egbert J Boertien	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6	Mr. Prabal Basu	Nil	Nil	Nil	Nil	Nil	Nil	Nil
7	Mr. Srikumar Menon	150	0.00	Nil	150	0.00	150	0.00
8	Mr. Rajesh Juthani	Nil	Nil	+25*	25	0.00	25	0.00
9	Mr. Sanjay Datta	Nil	Nil	Nil	Nil	Nil	Nil	Nil

* Off Market Purchase

V. INDEBTEDNESS:

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

	Secured Loan (Excl. Deposit)	Unsecured Loans	Public Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	473,998,045	86,034,069	Nil	560,032,114
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	523,570	Nil	Nil	523,570
Total	**474,521,615**	**86,034,069**		**560,555,684**
Changes in Indebtedness during the financial year				
— Additions	52,370,462	1,378,697	Nil	53,749,159
— Reductions	22,868,633	1,705,660	Nil	24,574,293
Net Change	**29,501,829**	**(326,963)**		**29,174,866**
Indebtedness at the end of the financial year				
i) Principal Amount	503,196,830	85,685,937	Nil	588,882,767
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	826,614	21,169	Nil	847,783
Total	**504,023,444**	**85,707,106**	**Nil**	**589,730,550**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director

Sl. No.	Particulars of Remuneration	Total Amount
1	Gross Salary	
	(a) Salary as per the provisions of Section 17(1) of I.T. Act	3,786,231
	(b) Value of Perquisites under Section 17(2) of I.T. Act	121,233
	(c) Profits in lieu of Salary under Section 17(3) of I.T. Act	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission as % of Profit	Nil
	Total	**3,907,464**
	Ceiling as per Act	4,179,529

B. Remuneration to Other Directors

Sl. No.	Name of Director	Category	Sitting Fees	Commission	Total Amount
1	Mr. Reinier Hietink	Non Executive Director	Nil	Nil	Nil
2	Mr. Virendra Sinha	Non Executive Director	Nil	Nil	Nil
3	Mr. K. Ananthakrishnan	Non Executive Director	Nil	Nil	Nil
4	Mr. Egbert Jan Boertien	Non Executive Director	Nil	Nil	Nil
5	Mr. Anand Dayal	Non Executive Director	Nil	Nil	Nil
6	Mr. Srikumar Menon	Independent Director	Nil	Nil	Nil
7	Mr. Prabal Basu	Non Executive Director	Nil	Nil	Nil
	Total Managerial Remuneration				**3,907,464**
	Overall Ceiling as per Act				**4,179,529**

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

Sl. No.	Particulars of Remuneration	Rajesh Juthani (Co. Sec)	Sanjay Datta (CFO)	Total
1	Gross Salary			
	(a) Salary as per provisions of Sec. 17(1) of I.T. Act	2,019,358	1,777,734	3,797,092
	(b) Value of Perquisites u/s 17(2) of I.T. Act	22,205	Nil	22,205
	(c) Profits in lieu of Salary u/s 17(3) of I.T. Act	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission as % of Profit	Nil	Nil	Nil
	Total	**2,041,563**	**1,777,734**	**3,819,297**

VII. PENALTIES/PUNISHMENTS/COMPOUNDING OF OFFENCES:

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

Independent Auditor's Report

To the Members of Balmer Lawrie-Van Leer Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

1. We have audited the accompanying standalone financial statements of Balmer Lawrie – Van Leer Limited (the "Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

BASIS FOR QUALIFIED OPINION

8. (a) As stated in Note 39 to the financial statements, the Company has not accrued interest aggregating Rs. 16,361,279 (Previous year Rs. 16,361,279) on a loan in accordance with terms of such loan agreement. Had the Company provided for interest in accordance with the terms of the aforesaid agreement, net profit for the year ended 31 March 2015 would have been lower by Rs. 11,052,862 (Previous year: Rs. 11,052,862), other current liabilities as at 31 March 2015 would have been higher by Rs. 92,698,972 (Previous year: Rs. 76,337,693) and the reserves and surplus as at that date would have been lower by Rs. 87,390,555 (Previous year: Rs. 71,029,276). Further, interest expense amounting to Rs. 76,337,693 (Previous year: Rs. 59,976,414) would have been classified as a prior period item. Our audit opinion on the financial statements for the year ended 31 March 2014 was also qualified in respect of this matter.

   (b) As stated in Note 39 to the financial statements, non-current investments, as at 31 March 2015, held by the Company, include an investment amounting to Rs. 181,791,984 in its Joint Venture Company, Transafe Services Limited, whose financial statements indicate significant accumulated losses and net worth being fully eroded, however, no provision has been recognised in the books for 'other than temporary' diminution in value of investments. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the carrying value of this investment and the consequential impact, if any, on the financial statements. Our audit opinion on the financial statements for the year ended 31 March 2014 was also qualified in respect of this matter.

QUALIFIED OPINION

9. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of matter described in paragraph 8(a) and possible effects of the matter described in paragraph 8(b) in the Basis for Qualified Opinion paragraph,the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

10. As required by the Companies (Auditor's Report) Order, 2015 (the "Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section143(3) of the Act, we report that:

    (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    (b) except for the effects of matter described in paragraph 8(a) and possible effects of the matter described in paragraph 8(b) in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    (c) the standalone financial statements dealt with by this report are in agreement with the books of account;

    (d) except for the effects of matter described in paragraph 8(a) and possible effects of the matter described in paragraph 8(b) in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);

    (e) the matters described in paragraphs 8(a) and 8(b), under the Basis for Qualified Opinion paragraph, in our opinion, may have an adverse effect on the functioning of the Company;

    (f) on the basis of the written representations received from the directors as at 31 March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2015 from being appointed as a director in terms of Section 164(2) of the Act;

    (g) the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph;

    (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        i. as detailed in Note 22 to the standalone financial statements, the Company has disclosed the impact of pending litigations on its standalone financial position;

        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

        iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

per Khushroo B. Panthaky
Partner
Membership No.: 42423

Place: Mumbai
Date: 14 May 2015

Annexure to the Independent Auditor's Report of even date to the members of Balmer Lawrie-Van Leer Limited, on the financial statements for the year ended 31 March 2015

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

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management.

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory and no material discrepancies between physical inventory and book records were noticed on physical verification.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.

(iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's productsand are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax,cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

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

Name of the statute	Nature of dues	Amount (Rupees)	Amount paid under protest (Rupees)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Non submission of forms, interest and other matters	9,291,350	2,000,000	Financial year 2008-09	Joint Commissioner of Sales Tax (Appeals)

(c) The Company has transferred the amount required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within the specified time.

(viii) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.

(ix) The Company has not defaulted in repayment of dues to any bank during the year. The Company has no dues payable to a financial institution or debenture-holders during the year.

(x) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.

(xi) In our opinion, the Company has applied the term loans for the purpose for which these loans were obtained.

(xii) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

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

per Khushroo B. Panthaky
Partner
Membership No.: 42423

Place: Mumbai
Date: 14 May 2015

BALANCE SHEET AS AT MARCH 31, 2015

	Note	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
EQUITY AND LIABILITIES			
Shareholders' Funds:			
Share Capital	2	**179,634,140**	179,634,140
Reserves and Surplus	3	**745,006,266**	733,041,519
		924,640,406	912,675,659
Non-Current Liabilities			
Long-Term Borrowings	4	**236,476,956**	47,652,963
Deferred Tax Liabilities (Net)	5	**26,287,876**	29,452,367
Long-Term Provisions	6	**32,266,658**	28,739,902
		295,031,490	105,845,232
Current Liabilities			
Short-Term Borrowings	7	**328,422,923**	305,797,977
Trade Payables	8	**257,904,355**	298,030,584
Other Current Liabilities	9	**135,377,376**	314,189,108
Short-Term Provisions	10	**63,621,131**	47,565,174
		785,325,785	965,582,843
TOTAL		**2,004,997,681**	1,984,103,734
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	**587,282,637**	616,852,162
Intangible Assets	12	**50**	920,808
Capital Work-in-Progress		**46,178,810**	25,126,675
Non-Current Investments	13	**444,291,837**	444,291,837
Long-Term Loans and Advances	14	**39,397,384**	29,357,406
Other Non-Current Assets	15	**10,000**	10,000
		1,117,160,718	1,116,558,888
Current Assets			
Inventories	16	**322,925,708**	271,382,690
Trade Receivables	17	**406,377,823**	414,108,799
Cash and Bank Balances	18	**29,103,543**	33,136,928
Short-Term Loans and Advances	19	**125,895,608**	144,518,583
Other Current Assets	20	**3,534,281**	4,397,846
		887,836,963	867,544,846
TOTAL		**2,004,997,681**	1,984,103,734
Significant accounting policies and other explanatory information	**1 to 49**		

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, May 14, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, May 8, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Note	Year Ended March 31, 2015 Rupees	Year Ended March 31, 2014 Rupees
REVENUE			
Revenue from Operations (Gross)	23	3,052,346,095	2,901,762,777
Less: Excise Duty		282,483,965	261,264,809
Revenue from Operations (Net)		2,769,862,130	2,640,497,968
Other Income	24	16,095,179	43,285,241
TOTAL REVENUE		2,785,957,309	2,683,783,209
EXPENSES			
Cost of Materials Consumed	25	1,956,875,037	1,877,646,867
Changes in Inventories of Finished Goods and Work-in-Progress	26	4,743,580	(32,333,687)
Employee Benefits Expense	27	207,765,025	183,413,389
Finance Costs	28	46,562,127	44,902,407
Depreciation and Amortisation Expense	29	65,844,938	80,803,584
Other Expenses	30	425,049,400	461,610,901
TOTAL EXPENSES		2,706,840,107	2,616,043,461
Profit Before Tax		79,117,202	67,739,748
Tax Expense			
Current tax (Refer Note 40)		29,900,000	23,000,000
Deferred Tax Credit		(3,164,491)	(5,420,540)
Profit for the Year		52,381,693	50,160,288
Earnings Per Equity Share			
Basic and Diluted	31	2.92	3.10
Significant accounting policies and other explanatory information	1 to 49		

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, May 14, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, May 8, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

		Year Ended March 31, 2015 Rupees	Year Ended March 31, 2014 Rupees
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net profit before tax	**79,117,202**	67,739,748
	Adjustments for:		
	Depreciation	**65,844,938**	80,803,584
	(Profit)/ Loss on sale of tangible assets (net)	**—**	(813,071)
	Interest income	**(2,600,586)**	(1,415,390)
	Dividend Income on Investment in Subsidiary	**—**	(28,050,000)
	Finance costs	**46,562,127**	44,902,407
	Bad debts/ Advances written off	**460,098**	185,046
	Provision for indirect taxes (Refer Note 43)	**1,157,687**	3,684,599
	Liabilities no longer required written back	**(3,616,892)**	(2,845,931)
	Unrealised foreign exchange loss/(gain)	**(861,616)**	5,560,640
	Operating profit before working capital changes	**186,062,958**	169,751,632
	Changes in working capital:		
	Increase / (Decrease) in provisions, trade payables and other current liabilities	**(38,481,577)**	50,753,418
	(Increase) / Decrease in trade receivables	**7,451,223**	(37,633,954)
	(Increase) / Decrease in inventories	**(51,543,018)**	(821,890)
	(Increase) / Decrease in loans and advances and other current assets	**19,941,023**	(63,845,015)
	Operating profit after working capital changes	**123,430,609**	118,204,191
	Direct taxes paid (net of refund)	**(35,718,550)**	(16,719,547)
	Net cash generated from operating activities (A)	**87,712,059**	101,484,644
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of fixed assets (including capital work-in-progress)	**(54,871,671)**	(36,307,601)
	Sale of fixed assets	**51,649**	854,903
	Investments in Subsidiary	**—**	(219,999,862)
	Fixed deposits matured/ (placed)	**(3,894,548)**	682,582
	Interest received	**2,600,586**	2,049,809
	Dividend received on Investment in Subsidiary	**—**	28,050,000
	Net cash used in investing activities (B)	**(56,113,984)**	(224,670,169)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Dividend paid (including dividend distribution tax thereon)	**(25,203,551)**	(52,903,658)
	Issue of share capital (inclusive of securities premium)	**—**	220,000,000
	Capital subsidy received	**3,000,000**	—
	Repayment of long-term borrowings	**(25,006,381)**	(31,087,730)
	Proceeds from long-term borrowings	**31,232,088**	14,000,000
	Finance costs paid	**(46,237,914)**	(44,592,738)
	Proceeds from short-term borrowings (net)	**22,624,946**	35,273,524
	Net cash generated from/(used in) financing activities (C)	**(39,590,812)**	140,689,398
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	**(7,992,737)**	17,503,873
	Cash and cash equivalents at the beginning of the year	**31,869,602**	14,365,729
	Cash and cash equivalents at the end of the year	**23,876,865**	31,869,602
	Cash and cash equivalents comprise of:		
	Cash on Hand	**134,172**	184,019
	Cheques on Hand	**9,299,542**	15,031,932
	Bank Balances:		
	In Current Accounts	**14,443,151**	16,653,651
	Cash and cash equivalents as per Note 18 to the financial statements	**23,876,865**	31,869,602

Notes:
1. The above Cash Flow Statement has been prepared under "Indirect Method" as set out in Accounting Standard - 3 on "Cash Flow Statements" notified under Section 133 to the Companies Act, 2013.
2. Figures in brackets indicate cash outgo.
3. Previous year's figures have been regrouped/ rearranged wherever necessary.

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, May 14, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, May 8, 2015

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 1: Summary of Significant Accounting Policies

1.1 Basis of accounting and preparation of financial statements

These financial statements have been prepared in accordance with the generally accepted accounting principles (GAAP) in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Accounting Standards prescribed by the Central Government, in accordance with the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 (the “Act”). All assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non current classification of assets and liabilities.

The preparation of financial statements in conformity with GAAP requires that the management of the Company make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans, provision for inventory obsolescence, etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

1.2 Fixed Assets (including Capital Work-in-Progress)

(a) Tangible assets

Tangible Assets are stated at cost of acquisition inclusive of all attributable cost of bringing the same to their working condition, net of cenvat credit, accumulated depreciation and accumulated impairment losses, if any.

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

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

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

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

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

(b) Intangible Assets

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

(c) Capital Work-in-Progress

Assets acquired but not ready for use are classified under Capital work-in-progress.

1.3 Borrowing Costs

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

1.4 Impairment

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

1.5 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments; such reduction being determined and made for each investment individually.

1.6 Inventories

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

1.7 Foreign Currency Transactions

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

The premium or discount arising at the inception of forward exchange contracts entered into to hedge an existing foreign currency asset/ liability, is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period.

1.8 Revenue Recognition

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

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

1.9 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rates applicable.

Management and marketing fees are recognised on the basis of rendering of services.

Dividend income is recognised when the right to receive dividend is established.

1.10 Employee Benefits

Defined Contribution Plan

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

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

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

Defined Benefit Plan

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

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

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

Compensated Absences

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

Termination Benefits

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

1.11 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Income" and "Unallocable Expenses" respectively. Segment assets and liabilities include those directly identifiable with respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

1.12 Current and Deferred Tax

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

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

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

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

1.13 Leases

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

1.14 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to their present value.

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

		As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE 2 : SHARE CAPITAL			
Authorised			
18,500,000	(Previous Year: 18,500,000) Equity Shares of Rs. 10 each	**185,000,000**	185,000,000
Issued			
17,974,814	(Previous Year: 17,974,814) Equity Shares of Rs. 10 each	**179,748,140**	179,748,140
Subscribed and Paid up			
17,952,014	(Previous Year: 17,952,014) Equity Shares of Rs. 10 each fully paid up	**179,520,140**	179,520,140
	Add: Forfeited Equity Shares [22,800 (Previous Year: 22,800) Equity Shares of Rs. 10 each (amount originally paid up Rs. 5 each)]	**114,000**	114,000
		179,634,140	179,634,140

(a) Reconciliation of Share Capital

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	**Amount**	**No. of Shares**	**Amount**
Issued				
Balance as at the beginning of the year	**17,974,814**	**179,748,140**	15,774,814	157,748,140
Add: Shares issued during the year	—	—	2,200,000	22,000,000
Balance as at the end of the year	**17,974,814**	**179,748,140**	17,974,814	179,748,140
Subscribed and Paid up (including forfeited equity shares)				
Balance as at the beginning of the year	**17,974,814**	**179,634,140**	15,774,814	157,634,140
Add: Shares issued during the year	—	—	2,200,000	22,000,000
Balance as at the end of the year	**17,974,814**	**179,634,140**	17,974,814	179,634,140

(b) Rights, preferences and restrictions

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

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

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

	As at March 31, 2015		As at March 31, 2014	
	No. of Shares	**% holding**	**No. of Shares**	**% holding**
Equity Shares				
Balmer Lawrie and Company Limited	**8,601,277**	**47.91%**	8,601,277	47.91%
Greif International Holding B.V.	**8,601,282**	**47.91%**	8,601,282	47.91%

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE 3 : RESERVES AND SURPLUS		
Capital Reserve		
Balance as at the beginning of the year	**720,125**	720,125
Add: Addition made during the year	**3,000,000**	—
Balance as at the end of the year	**3,720,125**	720,125
Securities Premium		
Balance as at the beginning of the year	**321,762,975**	123,762,975
Add: Addition made during the year	**—**	198,000,000
Balance as at the end of the year	**321,762,975**	321,762,975
[Securities Premium includes Rs. 171,000 (Previous Year: Rs. 171,000) originally paid up on 22,800 (Previous Year: 22,800) equity shares forfeited]		
General Reserve		
Balance as at the beginning of the year	**28,890,480**	27,390,480
Add: Transferred from Surplus in Statement of Profit and Loss	**3,950,000**	1,500,000
Balance as at the end of the year	**32,840,480**	28,890,480
Surplus in Statement of Profit and Loss		
Balance as at the beginning of the year	**381,667,939**	356,192,707
Profit for the year	**52,381,693**	50,160,288
Appropriations:		
Proposed Dividend	**(35,904,028)**	(21,542,417)
Dividend Distribution Tax on Proposed Dividend	**(7,512,918)**	(1,642,639)
Transferred to General Reserve	**(3,950,000)**	(1,500,000)
Balance as at the end of the year	**386,682,686**	381,667,939
Total	**745,006,266**	733,041,519

NOTE 4 : LONG-TERM BORROWINGS

	Non-Current		Current Maturities	
	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees	**As at March 31, 2015 Rupees**	As at March 31, 2014 Rupees
Secured				
Term Loan from Banks:				
HSBC Bank	**22,857,144**	11,518,080	**18,660,937**	17,555,040
Kotak Mahindra Bank	**4,666,667**	9,333,333	**4,666,667**	4,666,667
Loan from Balmer Lawrie & Co. Ltd.	**181,791,984**	—	**—**	181,791,984
Vehicle Loans from Banks	**911,161**	551,550	**655,284**	861,823
	210,226,956	21,402,963	**23,982,888**	204,875,514
Unsecured				
Loan from Greif International Holding B.V.	**26,250,000**	26,250,000	**—**	—
Sales Tax Deferral Loan	**—**	—	**—**	1,705,660
	26,250,000	26,250,000	**—**	1,705,660
Total	**236,476,956**	47,652,963	**23,982,888**	206,581,174

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

(a) Nature of security and terms of repayment for secured borrowings	
Nature of Security	**Terms of repayment**
(i) Term Loans from HSBC Bank are secured by first charge over movable plant and equipment of the Steel Drum Closures Division for Rs. 45,000,000 and equitable mortgage of leasehold land (95 years lease), Mumbai along with immovable plant and equipment.	(a) Loan of Rs. 9,184,800 repayable in 5 equal half yearly installments which commenced from September, 2013. Interest to be paid monthly at 11.75% per annum. (b) Loan of Rs.16,702,800 repayable in 5 equal half yearly installments which commenced from October, 2013. Interest to be paid monthly at 11.60% per annum. (c) Loan of Rs. 18,000,000 repayable in 30 equal monthly installments which commenced from March, 2013. Interest to be paid monthly at 11.50% per annum. (d) Loan of Rs. 20,000,000 repayable in 7 equal half yearly installments commencing from August 2015. Interest to be paid monthly at 11.75% per annum. (e) Loan of Rs. 10,000,000 repayable in 7 equal half yearly installments commencing from March, 2016. Interest to be paid monthly at 11.75% per annum.
(ii) Term Loan from Kotak Mahindra Bank is secured by first and exclusive hypothecation charge on all existing and future movable fixed assets including Plant and Equipment of the Company, located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai. First and exclusive equitable mortgage charge on immovable properties being property located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai.	Loan of Rs. 14,000,000 repayable in 36 equal monthly installments commencing from April, 2014. Interest to be paid monthly at 12.00% per annum.
(iii) Loan from Balmer Lawrie and Company Limited is secured by pledge on all the shares held by the Company in Transafe Services Limited.	Repayable within 96 months from the date of disbursement of first installment (August, 2009) of the loan. Interest to be paid annually at 9% or the prevailing bank rate whichever is higher. The Company has not accrued interest expense for the current financial year aggregating Rs. 16,361,279 (Previous year Rs. 16,361,279). (Refer Note 39)
(iv) Vehicle Loans from Banks are secured by hypothecation of vehicles purchased against the loan.	Repayable in installments ranging between 48 and 60 months from the date of respective loan. Interest to be paid monthly at the rate ranging from Base rate plus 1.25% to 3.75%.
(b) Terms of repayment for unsecured borrowing	**Terms of Repayment**
Loan from Greif International Holding B.V.	The loan has been granted for an indefinite period but not less than 8 years from the year 2001. The loan is interest free and is received for strategic investment. The loan is repayable as per mutual agreement.

NOTE 5 : DEFERRED TAX LIABILITIES (NET)

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Deferred Tax Liabilities:		
Depreciation	**41,110,282**	44,829,653
Deferred Tax Assets:		
Provision for Doubtful Debts, Advances and Deposits	**1,743,013**	2,331,176
Provision for Indirect Taxes	**5,302,498**	4,926,886
Provision for Employee Benefits	**7,776,895**	8,119,224
	26,287,876	29,452,367

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE 6 : LONG-TERM PROVISIONS		
Provision for Employee Benefits		
Provision for Compensated Absences	**15,923,622**	13,554,553
Other Provisions (Refer Note 43)		
Provision for Indirect Taxes	**16,343,036**	15,185,349
	32,266,658	28,739,902
NOTE 7 : SHORT-TERM BORROWINGS		
Secured		
Cash Credit/ Packing Credit	**238,986,986**	217,719,568
Term Loan from Bank	**30,000,000**	30,000,000
Unsecured		
Overdraft with Bank	**59,435,937**	58,078,409
	328,422,923	305,797,977

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

(b) Term Loan of Rs. 30,000,000 from Indusind bank is secured by extension of charge on assets of Dehradun plant financed, including immovable property of the plant.

(c) Overdraft from Bank is supported by Corporate Guarantee issued by Greif Inc.

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE 8 : TRADE PAYABLES		
Dues to micro and small enterprises (Refer Note 46)	**15,155,796**	52,446,740
Dues to others	**242,748,559**	245,583,844
	257,904,355	298,030,584
NOTE 9 : OTHER CURRENT LIABILITIES		
Current Maturities of Long-Term Borrowings (Refer Note 4)	**23,982,888**	206,581,174
Interest Accrued but not due on Borrowings	**847,783**	523,570
Unpaid Dividends (Refer Note below)	**1,332,130**	1,267,326
Deposits Received	**10,112,635**	7,543,516
Advance from Customers	**5,152,701**	18,945,014
Employee Benefits Payable	**15,637,087**	20,974,682
Statutory Dues (including Provident Fund and Tax Deducted at Source)	**18,705,524**	19,288,262
Payable for Fixed Assets	**15,561,162**	3,200,404
Outstanding Expenses	**41,820,466**	33,640,160
Others	**2,225,000**	2,225,000
	135,377,376	314,189,108

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

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
NOTE 10 : SHORT-TERM PROVISIONS		
Provision for Employee Benefits (Refer Note 38 (b))		
Provision for Gratuity	**6,905,112**	3,400,701
Provision for Compensated Absences	**1,140,737**	984,036
Provision for Income Tax [Net of Advance Tax Rs.176,485,980 (Previous Year: Rs.140,778,744)]	**12,158,336**	17,976,886
Other Provisions:		
Provision for Proposed Dividend	**35,904,028**	21,542,417
Provision for Dividend Distribution Tax on Proposed Dividend	**7,512,918**	3,661,134
	63,621,131	47,565,174

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015

NOTE 11 : TANGIBLE ASSETS

(Amount in Rupees)

Gross block	Freehold Land	Leasehold Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Computers	Office equipment	Enabling assets	Total
Balance as at April 01, 2013	**41,030,824**	**139,949,950**	**168,322,470**	**997,534,599**	**20,343,129**	**6,985,550**	**10,154,518**	**3,998,435**	**2,127,362**	**1,390,446,837**
Additions/Adjustments	—	—	1,819,755	73,272,062	956,904	—	808,181	260,905	—	77,117,807
Deletions/Adjustments	—	—	—	(5,899,918)	(48,000)	(1,004,968)	(190,000)	—	—	(7,142,886)
Balance as at March 31, 2014	**41,030,824**	**139,949,950**	**170,142,225**	**1,064,906,743**	**21,252,033**	**5,980,582**	**10,772,699**	**4,259,340**	**2,127,362**	**1,460,421,758**
Additions/Adjustments	—	—	—	29,038,684	529,197	1,904,683	1,073,300	2,860,440	—	35,406,304
Deletions/Adjustments	—	—	—	—	(211,149)	—	(90,600)	—	—	(301,749)
Balance as at March 31, 2015	**41,030,824**	**139,949,950**	**170,142,225**	**1,093,945,427**	**21,570,081**	**7,885,265**	**11,755,399**	**7,119,780**	**2,127,362**	**1,495,526,313**
Accumulated depreciation and amortisation										
Balance as at April 01, 2013	**—**	**9,389,103**	**51,203,567**	**678,524,089**	**15,316,635**	**3,439,363**	**6,740,763**	**1,912,379**	**2,127,362**	**768,653,261**
Depreciation charge	—	1,842,060	7,272,615	67,049,270	753,531	1,066,230	1,034,891	279,887	—	79,298,484
Deletions/Adjustments	—	—	—	(3,181,012)	(48,000)	(1,004,967)	(148,170)	—	—	(4,382,149)
Balance as at March 31, 2014	**—**	**11,231,163**	**58,476,182**	**742,392,347**	**16,022,166**	**3,500,626**	**7,627,484**	**2,192,266**	**2,127,362**	**843,569,596**
Depreciation charge	—	1,841,860	7,884,450	48,541,610	1,054,992	1,941,969	2,282,431	1,376,868	—	64,924,180
Deletions/Adjustments	—	—	—	—	(171,163)	—	(78,937)	—	—	(250,100)
Balance as at March 31, 2015	**—**	**13,073,023**	**66,360,632**	**790,933,957**	**16,905,995**	**5,442,595**	**9,830,978**	**3,569,134**	**2,127,362**	**908,243,676**
Net block										
Balance as at March 31, 2014	41,030,824	128,718,787	111,666,043	322,514,396	5,229,867	2,479,956	3,145,215	2,067,074	—	616,852,162
Balance as at March 31, 2015	**41,030,824**	**126,876,927**	**103,781,593**	**303,011,470**	**4,664,086**	**2,442,670**	**1,924,421**	**3,550,646**	**—**	**587,282,637**

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

NOTE 12 : INTANGIBLE ASSETS

(Amount in Rupees)

Gross block	Computer Software	Total
Balance as at April 01, 2013	**5,398,056**	**5,398,056**
Additions	—	—
Deletions/Adjustments	—	—
Balance as at March 31, 2014	**5,398,056**	**5,398,056**
Additions	—	—
Deletions/Adjustments	—	—
Balance as at March 31, 2015	**5,398,056**	**5,398,056**
Accumulated amortisation		
Balance as at April 01, 2013	**2,972,148**	**2,972,148**
Amortisation charge	1,505,100	1,505,100
Deletions/Adjustments	—	—
Balance as at March 31, 2014	**4,477,248**	**4,477,248**
Amortisation charge	920,758	920,758
Deletions/Adjustments	—	—
Balance as at March 31, 2015	**5,398,006**	**5,398,006**
Net block		
Balance as at March 31, 2014	920,808	920,808
Balance as at March 31, 2015	**50**	**50**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 13 : NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Trade Investments in Equity Instruments - Unquoted, at Cost		
(a) Investment in Subsidiary:	**262,499,853**	262,499,853
2,200 (Previous Year: 2,200) Equity Shares in Proseal Closures Limited of Rs. 1,000 each, fully paid up		
(b) Investment in Joint Venture:	**181,791,984**	181,791,984
11,361,999 (Previous Year: 11,361,999) Equity Shares in Transafe Services Limited of Rs. 10 each, fully paid up (Refer Note 39)		
	444,291,837	444,291,837

NOTE 14 : LONG-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
[Unsecured, Considered Good (unless otherwise stated)]		
Capital Advances	**12,595,264**	1,821,274
Security Deposits		
Considered Good	**15,001,839**	15,312,596
Considered Doubtful	**681,671**	681,671
Less: Provision for Doubtful Deposits	**(681,671)**	(681,671)
Other Loans and Advances:		
Balances with Government Authorities	**7,654,822**	7,326,192
Prepaid Expenses	**970,114**	1,263,184
Others - Considered Good	**3,175,345**	3,634,160
Others - Considered Doubtful	**1,368,325**	2,143,148
Less: Provision for Doubtful Loans and Advances	**(1,368,325)**	(2,143,148)
	39,397,384	29,357,406

NOTE 15: OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
[Unsecured, Considered Good (unless otherwise stated)]		
Bank Deposit with maturity more than 12 months	**10,000**	10,000
	10,000	10,000

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 16: INVENTORIES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Stores and Spares	**52,966,079**	48,458,462
Raw Materials [Includes in Transit Rs. Nil (Previous Year: Rs. 2,224,984)]	**141,013,228**	91,058,392
Packing Materials	**2,715,774**	891,629
Work-in-Progress	**57,480,151**	69,318,900
Finished Goods	**68,750,476**	61,655,307
	322,925,708	271,382,690
Details of Inventory		
(i) Work-in-Progress		
Flanges	**6,383,319**	6,091,770
Plugs	**9,660,294**	8,419,860
Plastic Containers/ Liners	**40,005,300**	53,252,166
Others	**1,431,238**	1,555,104
	57,480,151	69,318,900
(ii) Finished Goods		
Flanges	**25,687,225**	14,432,111
Plugs	**6,106,992**	14,948,280
Plastic Containers/ Liners	**32,073,372**	26,304,692
Others	**4,882,887**	5,970,224
	68,750,476	61,655,307

NOTE 17: TRADE RECEIVABLES (UNSECURED)

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Unsecured		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	**7,162,777**	4,618,489
Considered Doubtful	**3,322,213**	4,360,190
Less: Provision for Doubtful Debts	**(3,322,213)**	(4,360,190)
Others	**399,215,046**	409,490,310
	406,377,823	414,108,799

NOTE 18: CASH AND BANK BALANCES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Cash and Cash Equivalents		
Cash on Hand	**134,172**	184,019
Cheques on Hand	**9,299,542**	15,031,932
Bank Balances:		
In Current Accounts	**14,443,151**	16,653,651
	23,876,865	31,869,602
Other Bank Balances		
Bank Deposits with maturity more than 3 months but less than 12 months	**3,817,048**	—
Unpaid Dividend Accounts	**1,332,130**	1,267,326
Balance with Bank held as Margin Money	**77,500**	—
	5,226,678	1,267,326
Total	**29,103,543**	33,136,928

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 19: SHORT-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
[Unsecured, Considered Good (unless otherwise stated)]		
Recoverable from Related Parties	**9,584,672**	8,627,520
Loan given to Subsidiary	**—**	13,500,000
Security Deposits	**7,027,968**	4,105,133
Advance to Suppliers	**8,940,948**	3,801,888
Other Loans and Advances:		
Balances with Government Authorities	**91,275,489**	107,830,260
Prepaid Expenses	**3,760,090**	3,271,547
Others	**5,306,441**	3,382,235
	125,895,608	144,518,583

NOTE 20: OTHER CURRENT ASSETS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
[Unsecured, Considered Good (unless otherwise stated)]		
Duty Entitlement Pass Book (DEPB) Licenses on Hand	**914,255**	978,893
Duty Drawback	**2,620,026**	3,418,953
	3,534,281	4,397,846

NOTE 21: CAPITAL COMMITMENTS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Estimated value of contracts in capital account remaining to be executed [Net of advances of Rs. 12,595,264 (Previous Year: Rs.1,821,274)]	**31,903,704**	11,808,124
	31,903,704	11,808,124

NOTE 22: CONTINGENT LIABILITIES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Sales Tax Liability that may arise in respect of matter in appeal	**6,067,869**	6,067,869
	6,067,869	6,067,869

Notes:

1. The Company does not expect any reimbursement in respect of the above contingent liability.
2. It is not practical to estimate the timing of cash outflows, if any, in respect of above matter, pending resolution/completion of the appellate proceedings/other proceedings, as applicable.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 23: REVENUE FROM OPERATIONS

Particulars	**Year ended March 31, 2015 Rupees**	Year ended March 31, 2014 Rupees
Sale of Products:		
Finished Goods	**2,957,661,676**	2,800,913,914
Other Operating Revenue:		
Scrap Sales	**88,245,104**	92,440,560
Income from Duty Drawback and DEPB Licenses	**6,439,315**	8,408,303
	3,052,346,095	2,901,762,777
Details of Sales (Finished Goods)		
Flanges	**367,196,263**	393,416,072
Plugs	**258,661,693**	278,267,137
Plastic Containers/ Liners	**2,290,687,299**	2,070,029,464
Others	**41,116,421**	59,201,241
	2,957,661,676	2,800,913,914

NOTE 24: OTHER INCOME

Particulars	**Year ended March 31, 2015 Rupees**	Year ended March 31, 2014 Rupees
Interest Income on		
Fixed Deposits with Banks	**303,905**	68,972
Others	**2,296,681**	1,346,418
Dividend Income on Investment in Subsidiary	**—**	28,050,000
Management and Marketing Fees from Subsidiary	**9,877,701**	10,150,086
Profit on Sale of Fixed Assets (Net)	**—**	813,071
Liabilities no Longer Required Written Back	**3,616,892**	2,845,931
Miscellaneous Income	**—**	10,763
	16,095,179	43,285,241

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 25: COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
Raw Material Consumed (Refer Note 32 (a))		
Opening Inventory	**91,058,392**	132,272,050
Add: Purchases	**1,983,881,192**	1,819,424,791
Less: Closing Inventory	**141,013,228**	91,058,392
	1,933,926,356	1,860,638,449
Packing Material Consumed (Refer Note 32 (a))		
Opening Inventory	**891,629**	899,526
Add: Purchases	**24,772,826**	17,000,521
Less: Closing Inventory	**2,715,774**	891,629
	22,948,681	17,008,418
	1,956,875,037	1,877,646,867

NOTE 26: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
(Increase)/Decrease in Inventory		
Closing Inventory:		
Work-In-Progress	**57,480,151**	69,318,900
Finished Goods	**68,750,476**	61,655,307
	126,230,627	130,974,207
Opening Inventory:		
Work-In-Progress	**69,318,900**	51,173,010
Finished Goods	**61,655,307**	47,467,510
	130,974,207	98,640,520
	4,743,580	(32,333,687)

NOTE 27: EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
Salaries, Wages and Bonus (Refer Note 38 (c))	**171,173,170**	152,102,231
Contribution to Provident and Other Funds (Refer Note 38 (a) and (b))	**19,486,930**	14,688,345
Staff Welfare Expenses	**17,104,925**	16,622,813
	207,765,025	183,413,389

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 28: FINANCE COSTS

Particulars	**Year ended March 31, 2015 Rupees**	Year ended March 31, 2014 Rupees
Interest on Borrowings		
— From Banks	**42,098,120**	37,823,833
— From Others	**2,432,322**	4,639,073
Other Borrowing Costs	**2,031,685**	2,439,501
	46,562,127	44,902,407

NOTE 29: DEPRECIATION AND AMORTISATION EXPENSE

Particulars	**Year ended March 31, 2015 Rupees**	Year ended March 31, 2014 Rupees
Depreciation on Tangible Assets	**64,924,180**	79,298,484
Amortisation on Intangible Assets	**920,758**	1,505,100
	65,844,938	80,803,584

NOTE 30: OTHER EXPENSES

Particulars	**Year ended March 31, 2015 Rupees**	Year ended March 31, 2014 Rupees
Consumption of Stores and Spare Parts (Refer Note 32 (b))	**73,490,588**	67,326,206
Excise duty (Refer Note 37)	**657,382**	2,580,342
Power, Fuel and Water Charges	**158,558,959**	166,631,049
Screen Printing Charges	**17,567,056**	16,919,881
Repairs and Maintenance:		
Plant and Equipment	**11,725,239**	18,355,222
Buildings	**8,976,908**	3,833,657
Others	**673,731**	277,408
Rent (Refer Note 44)	**3,311,245**	3,373,215
Rates and Taxes	**5,416,339**	10,550,499
Bank Charges	**5,024,168**	8,313,167
Insurance	**2,109,606**	1,962,569
Communication Charges	**1,674,979**	1,521,491
Printing and Stationery	**1,195,432**	1,274,570
System and Software Expenses	**3,205,839**	3,854,562
Travelling, Conveyance and Car Expenses	**17,149,351**	17,769,660
Security and Safety Expenses	**6,410,122**	6,107,965
Legal, Professional and Secretarial Expenses (Refer Note 36)	**8,460,233**	19,368,046
Freight and Transportation Expenses	**62,573,176**	56,656,577
[net of recovery of Rs. 61,292,254 (Previous Year: Rs. 53,242,642)]		
Commission on Sales	**18,687,197**	15,895,202
Loss on Foreign Exchange (Net)	**7,571,567**	30,776,086
Bad Debts/Advances Written Off	**460,098**	185,046
Miscellaneous Expenses	**10,150,185**	8,078,481
	425,049,400	461,610,901

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 31: COMPUTATION OF EARNINGS PER SHARE (BASIC AND DILUTED)

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
I. Profit Computation for both Basic and Diluted Earnings per share:		
Net Profit available for equity shareholders (in Rs.)	**52,381,693**	50,160,288
II. Computation of weighted average number of equity shares:		
Number of shares for Basic and Diluted earnings per share	**17,952,014**	16,155,850
III. Earnings Per Share:		
Basic (in Rs.)	**2.92**	3.10
Diluted (in Rs.)	**2.92**	3.10

NOTE 32: DETAILS OF CONSUMPTION

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
(a) Details of Raw Materials/ Packing Materials consumed		
Steel	**300,621,830**	324,712,957
High-density Polyethylene	**1,307,849,222**	1,262,170,190
Co-polymer Polypropylene	**38,368,774**	42,950,667
Packing Materials	**22,948,681**	17,008,418
Others	**287,086,530**	230,804,635
Total	**1,956,875,037**	**1,877,646,867**

(b) Value of imported and indigenous materials consumed

Particulars	Year Ended March 31, 2015		Year Ended March 31, 2014	
	Rupees	%	Rupees	%
Raw Materials and Packing Materials				
Imported	**1,292,977,583**	**66**	1,268,981,601	68
Indigenous	**663,897,454**	**34**	608,665,266	32
Total	**1,956,875,037**	**100**	1,877,646,867	100
Stores and Spares				
Imported	**4,034,463**	**5**	7,936,650	12
Indigenous	**69,456,125**	**95**	59,389,556	88
Total	**73,490,588**	**100**	67,326,206	100

Note: The consumption of raw materials, packing materials, spares, components and other items have been arrived at on the basis of opening stock plus purchases less closing stock. The consumption therefore includes adjustment for shortage/excess and the effect of reduction of stock items to net realisable value. Imported and indigenous consumption have been identified to the extent information was available with the Company.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 33: VALUE OF IMPORTS (on CIF basis)

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
Raw Materials and Packing Materials	**1,266,019,211**	1,136,956,243
Stores and Spares	**5,339,574**	6,470,831
Capital Goods (including Capital Work-in-Progress)	**13,967,280**	1,822,539

NOTE 34: EXPENDITURE IN FOREIGN CURRENCY

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
Travelling	**812,670**	2,023,988
Commission on Sales	**15,907,263**	12,703,245
Professional fees	**—**	9,733,350
Others	**281,296**	25,230

NOTE 35: EARNINGS IN FOREIGN CURRENCY

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
Revenue from Exports on F.O.B. Basis	**405,353,261**	438,867,830

NOTE 36: AUDITORS' REMUNERATION (excluding service tax)

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
Audit Fees	**1,275,000**	1,275,000
Other Services	**25,000**	25,000
Out of Pocket Expenses	**58,000**	40,150
	1,358,000	1,340,150

NOTE 37:

The Company has disclosed the turnover as net of total excise duty (excluding difference of excise duty on closing inventory and opening inventory). The excise duty related to the difference between the closing inventory and opening inventory is recognised separately in Other expenses (Refer Note 30) in the Statement of Profit and Loss. The same is in accordance with the Accounting Standard Interpretation 14 (Revised), "Disclosure of Revenue from Sales Transactions" issued by the Council of The Institute of Chartered Accountants of India.

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
Excise Duty on Opening Inventory	**8,641,236**	6,060,894
Excise Duty on Closing Inventory	**9,298,618**	8,641,236
(Increase)/Decrease in Excise Duty, recognised in the Statement of Profit and Loss	**(657,382)**	(2,580,342)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 38: DISCLOSURE AS PER ACCOUNTING STANDARD 15 (REVISED) – EMPLOYEE BENEFITS

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
The Company has classified various benefits provided to employees as under:		
(a) Defined Contribution Plans		
The amount recognised as an expense during the year ended 31st March 2015 towards Provident Fund, ESIC contribution and Superannuation is Rs. 9,577,861 (Previous Year Rs. 8,265,489), Rs. 161,932 (Previous Year Rs. 213,890) and Rs. 3,116,421 (Previous Year Rs. 2,723,021) respectively.		
(b) Defined Benefit Plan		
Gratuity		
(i) In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-		
Discount Rate	**7.95%**	9.00%
Rate of increase in Compensation Levels	**7.25%**	7.50%
Rate of Return on Plan Assets	**8.75%**	8.75%
Attrition rate	**3.29%**	2.00%
Mortality Rate	**IALM Mortality-Tables (2006-08) Ultimate**	IALM Mortality-Tables (2006-08) Ultimate
(ii) Changes in the Fair value of Plan Assets		
Present Value of Plan Assets at the beginning of the year	**31,808,201**	28,276,265
Expected Return on Plan Assets	**2,973,395**	2,298,023
Actuarial Gain/ (Loss) on Plan Assets	**(113,424)**	—
Contributions	**3,067,769**	4,172,367
Benefits Paid	**(1,279,154)**	(2,938,454)
Fair Value of Plan Assets at the end of the year	**36,456,787**	31,808,201
(iii) Changes in the Present Value of Obligation		
Present Value of Obligation at the beginning of the year	**35,208,902**	32,383,412
Interest Cost	**3,160,843**	2,671,632
Past Service Cost	**—**	—
Current Service Cost	**3,046,289**	2,425,562
Curtailment Cost/ (Credit)	**—**	—
Settlement Cost/ (Credit)	**—**	—
Benefits Paid	**(1,279,154)**	(2,938,454)
Actuarial (Gain)/ Loss	**3,225,019**	666,750
Present Value of Obligation at the end of the year	**43,361,899**	35,208,902

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

Particulars	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees
(iv) Amount recognised in the Balance Sheet		
Present Value of Obligation at the end of the year	**43,361,899**	35,208,902
Fair Value of Plan Assets at the end of the year	**(36,456,787)**	(31,808,201)
Net Liability recognised at the end of the year	**6,905,112**	3,400,701
(v) Percentage of each category of plan assets to total fair value of plan assets as at year end:		
Administered by Life Insurance Corporation of India	**100%**	100%
(vi) Expenses recognised in the Statement of Profit and Loss		
Current Service Cost	**3,046,289**	2,425,562
Past Service Cost	**—**	—
Interest Cost	**3,160,843**	2,671,632
Expected Return on Plan Assets	**(2,973,395)**	(2,298,023)
Curtailment Cost/ (Credit)	**—**	—
Settlement Cost/ (Credit)	**—**	—
Actuarial (Gain)/ Loss	**3,338,443**	666,750
Total Expenses recognised in the Statement of Profit and Loss	**6,572,180**	3,465,921

(vii) Expected Contribution to Gratuity Fund for the next year, Rs. 9,644,818 (Previous Year: Rs. 1,821,961).

(viii) Details of Present Value of Obligation, Plan Assets and Experience Adjustments:

	Year ended March 31, 2015 Rupees	Year ended March 31, 2014 Rupees	Year ended March 31, 2013 Rupees	Year ended March 31, 2012 Rupees	Year ended March 31, 2011 Rupees
Present value of obligation	**43,361,899**	35,208,902	32,383,412	29,893,753	26,331,990
Fair value of plan assets	**36,456,787**	31,808,201	28,276,265	26,322,841	21,863,387
(Surplus)/Deficit	**6,905,112**	3,400,701	4,107,147	3,570,912	4,468,603
Experience Adjustments:					
(Gain)/Loss on plan liabilities	**3,225,019**	666,750	(1,500,355)	1,240,564	(131,607)
Gain/(Loss) on plan assets	**(113,424)**	—	—	—	—

(c) Compensated absences

The obligation for compensated absences is recognised in the same manner as gratuity and net charge to the Statement of Profit and Loss for the year is Rs. 4,729,383 (Previous Year: Rs. 994,866).

NOTE 39:

The Company had purchased 11,361,999 Equity Shares of Rs. 10 each of Transafe Services Limited ("TSL"), an unlisted Company, from ICICI Venture Funds Management Company Limited @ Rs. 16 per share during the year ended March 31, 2010 at the total consideration of Rs. 181,791,984. The investment was made by availing a 100% loan from Balmer Lawrie and Company Limited ("BL") under the loan agreement with BL dated July 31, 2009. As per the said loan agreement, the Company is liable to pay interest on the outstanding principal amount @ 9% per annum or the prevailing bank rate, whichever is higher, annually by September 30 each year.

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

As per a legal opinion from a reputed firm of Solicitors and Advocates on the above mentioned clause 1.3 of the loan agreement, the loan is a non recourse loan and the loan amount is secured by pledge of all the TSL shares in favour of BL. This clause read with the letter dated May 05, 2015 from BL, provides that in case the Company defaults in repayment of the outstanding loan amount at the end of 96 months from the date of disbursement, BL's recovery will be limited to the collateral of the said TSL shares. On transfer of such shares, neither the Company nor BL shall have any further claims on the other. Investment in TSL will therefore get neutralised against the loan taken from BL having no impact on the profit of the Company.

In the event the Company desires to sell all or part of the TSL shares within the aforesaid period of 96 months, the same can be done by obtaining prior approval from BL and there shall be an obligation on the Company to repay the loan to BL from the proceeds of such sale of TSL shares and also execute a satisfactory interim security as mutually agreed. Also, in the event of termination of the agreement, the Company shall be liable to repay the entire loan amount along with the interest due thereon to BL.

During the year ended March 31, 2013, the Company had expressed its inability to BL to pay accrued interest amounting to Rs. 29,450,302 (net of TDS) for the financial years ended March 31, 2011 and March 31, 2012. As the Company had never earned any income from this investment and the interest expense being disallowed under the Income tax Act, 1961, the Company has stopped accruing any further interest. Accordingly, during the financial year ended March 31, 2013, the Company had written back the interest accrued and payable amounting to Rs. 29,450,302 and has not accrued the annual interest expense of Rs. 16,361,279 for the financial years ended March 31, 2013 to March 31, 2015 based on the written communication to BL.

NOTE 40:

Based on the tax consultant's opinion/ advice obtained by the Company, the Management is of the opinion that there may not be any tax liability on account of transfer pricing of its transactions with associated enterprises referred to in Section 92 to 92 F of the Income-tax Act, 1961, of India.

NOTE 41: RELATED PARTY DISCLOSURES

(a) Names of related parties and nature of relationship

(i) Parties having joint control over the Company

Balmer Lawrie and Company Limited

Greif International Holding B.V.

(ii) Subsidiary of the Company

Proseal Closures Limited

(iii) Joint Venture

Transafe Services Limited

(iv) Parties under the common control

Balmer Lawrie (UAE) LLC

Greif Singapore Pte Ltd

Greif Egypt LLC

Greif Embalagenes Ind do Brasil Ltda

Greif Nederland B.V.

Greif France SAS

Greif Eastern Packaging Pte Limited

Greif Australia Pty Limited

Greif Phillipines Inc.

American Flange and Manufacturing Co. Inc.

Greif Italia SpA

Trisure Closures Australia Pty Limited

Greif Hua I Taiwan Co Limited

Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.

Greif Malaysia SDN BHD

(v) Key Management Personnel

Mohan Menon - Managing Director

Sanjay Datta - Chief Financial Officer

Rajesh Juthani - Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015.

Related Party Disclosures

(b) The following transactions were carried out during the year with the related parties in the ordinary course of business; (Amount in Rupees)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above		Parties referred to in (iv) above		Total	
	2014-2015	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014
Purchase of Raw Materials and Stores (Inclusive of Levies and taxes)										
Balmer Lawrie and Company Limited	863,838	297,529	—	—	—	—	—	—	863,838	297,529
Proseal Closures Limited	—	—	13,525,954	9,614,362	—	—	—	—	13,525,954	9,614,362
Greif Embalagenes Ind do Brasil Ltda	—	—	—	—	—	—	4,596,665	5,193,512	4,596,665	5,193,512
Greif France SAS	—	—	—	—	—	—	5,537,395	2,931,447	5,537,395	2,931,447
Greif Nederland B.V.	—	—	—	—	—	—	7,984,466	10,244,649	7,984,466	10,244,649
	863,838	297,529	**13,525,954**	9,614,362	**—**	—	**18,118,526**	18,369,608	**32,508,318**	28,281,499
Sale of Finished Goods										
Balmer Lawrie and Company Limited	116,985,142	111,540,999	—	—	—	—	—	—	116,985,142	111,540,999
Balmer Lawrie (UAE) LLC	—	—	—	—	—	—	29,222,173	25,912,690	29,222,173	25,912,690
Greif Singapore Pte Ltd	—	—	—	—	—	—	262,949,111	292,412,618	262,949,111	292,412,618
Greif Philippines Inc.	—	—	—	—	—	—	665,523	2,081,944	665,523	2,081,944
American Flange and Manufacturing Co. Inc.	—	—	—	—	—	—	7,719,654	—	7,719,654	—
Proseal Closures Limited	—	—	306,272	1,270,152	—	—	—	—	306,272	1,270,152
Greif Egypt LLC	—	—	—	—	—	—	9,482,144	12,192,830	9,482,144	12,192,830
Greif Italia SpA	—	—	—	—	—	—	9,676,623	13,848,949	9,676,623	13,848,949
Greif Eastern Packaging Pte Limited	—	—	—	—	—	—	16,529,633	10,479,628	16,529,633	10,479,628
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	—	—	—	2,233,552	4,680,774	2,233,552	4,680,774
Tri-Sure Closures Australia Pty Ltd.	—	—	—	—	—	—	23,005	—	23,005	—
Greif Malaysia SDN BHD	—	—	—	—	—	—	—	328,970	—	328,970
Greif Hua I Taiwan Co Limited	—	—	—	—	—	—	—	151,967	—	151,967
	116,985,142	111,540,999	**306,272**	1,270,152	**—**	—	**338,501,418**	362,090,370	**455,792,832**	474,901,521
Lease Rent Expenses										
Balmer Lawrie and Company Limited	205,088	182,016	—	—	—	—	—	—	205,088	182,016
Transafe Services Limited	—	—	—	—	36,495	87,588	—	—	36,495	87,588
	205,088	182,016	**—**	—	**36,495**	87,588	**—**	**—**	**241,583**	269,604
Dividend Income										
Proseal Closures Limited	—	—	—	28,050,000	—	—	—	—	—	28,050,000
	—	—	**—**	28,050,000	**—**	—	**—**	—	**—**	28,050,000
Purchase of Services										
Balmer Lawrie and Company Limited	59,339,028	62,745,851	—	—	—	—	—	—	59,339,028	62,745,851
Proseal Closures Limited	—	—	261,686	—	—	—	—	—	261,686	—
Greif Nederland B.V.	—	—	—	—	—	—	—	9,733,350	—	9,733,350
Transafe Services Limited	—	—	—	—	1,314,507	1,200,119	—	—	1,314,507	1,200,119
	59,339,028	62,745,851	**261,686**	—	**1,314,507**	1,200,119	**—**	**9,733,350**	**60,915,221**	73,679,320

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015.

Related Party Disclosures

(b) The following transactions were carried out during the year with the related parties in the ordinary course of business; (Amount in Rupees)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above		Parties referred to in (iv) above		Total	
	2014-2015	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014
Management and Marketing Fees										
Proseal Closures Limited	—	—	9,877,701	10,150,086	—	—	—	—	9,877,701	10,150,086
	—	**—**	**9,877,701**	10,150,086	**—**	—	**—**	—	**9,877,701**	10,150,086
Commission Expense										
Greif Nederland B.V.	—	—	—	—	—	—	15,907,264	12,703,245	15,907,264	12,703,245
	—	**—**	**—**	—	**—**	—	**15,907,264**	12,703,245	**15,907,264**	12,703,245
Loan Received										
Balmer Lawrie and Company Limited	115,000,000	75,000,000	—	—	—	—	—	—	115,000,000	75,000,000
	115,000,000	75,000,000	**—**	—	**—**	—	**—**	—	**115,000,000**	75,000,000
Repayment of Loan Taken										
Balmer Lawrie and Company Limited	115,000,000	75,000,000	—	—	—	—	—	—	115,000,000	75,000,000
	115,000,000	75,000,000	**—**	—	**—**	—	**—**	—	**115,000,000**	75,000,000
Loan Given										
Proseal Closures Limited	—	—	—	13,500,000	—	—	—	—	—	13,500,000
	—	—	**—**	13,500,000	**—**	—	**—**	—	**—**	**13,500,000**
Repayment of Loan Given										
Proseal Closures Limited	—	—	13,500,000	—	—	—	—	—	13,500,000	—
	—	—	**13,500,000**	—	**—**	—	**—**	—	**13,500,000**	—
Expenses Reimbursed by other Companies										
Balmer Lawrie and Company Limited	395,153	—	—	—	—	—	—	—	395,153	—
Proseal Closures Limited	—	—	2,979,541	—	—	—	—	—	2,979,541	—
Transafe Services Limited	—	—	—	—	36,604	—	—	—	36,604	—
Greif Nederland B.V.	—	—	—	—	—	—	824,374	—	824,374	—
	395,153	—	**2,979,541**	—	**36,604**	—	**824,374**	—	**4,235,672**	—
Expenses Reimbursed to other Companies										
Balmer Lawrie and Company Limited	—	785,329	—	—	—	—	—	—	—	785,329
Proseal Closures Limited	—	—	128,155	561,966	—	—	—	—	128,155	561,966
Greif Singapore Pte Ltd	—	—	—	—	—	—	77,533	—	77,533	—
	—	785,329	**128,155**	561,966	**—**	—	**77,533**	—	**205,688**	1,347,295
Interest Expense										
Balmer Lawrie and Company Limited	2,262,699	3,730,438	—	—	—	—	—	—	2,262,699	3,730,438
	2,262,699	3,730,438	**—**	—	**—**	—	**—**	—	**2,262,699**	3,730,438
Interest Income										
Proseal Closures Limited	—	—	758,632	248,548	—	—	—	—	758,632	248,548
	—	**—**	**758,632**	**248,548**	**—**	**—**	**—**	**—**	**758,632**	248,548
Dividend Paid										
Balmer Lawrie and Company Limited	10,321,532	22,503,831	—	—	—	—	—	—	10,321,532	22,503,831
Greif International Holding B.V.	10,321,538	22,503,546	—	—	—	—	—	—	10,321,538	22,503,546
	20,643,070	45,007,377	**—**	**—**	**—**	**—**	**—**	**—**	**20,643,070**	**45,007,377**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015.

Related Party Disclosures

(c) Amount Due to / from related parties; (Amount in Rupees)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above		Parties referred to in (iv) above		Total	
	2014-2015	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014	**2014-2015**	2013-2014
Outstanding Receivable (Net of Payable)										
Balmer Lawrie and Company Limited	17,717,013	9,784,033	—	—	—	—	—	—	17,717,013	9,784,033
Proseal Closures Limited	—	—	8,478,399	8,064,512	—	—	—	—	8,478,399	8,064,512
Greif Singapore Pte Ltd	—	—	—	—	—	—	34,273,685	40,409,286	34,273,685	40,409,286
Greif Egypt LLC	—	—	—	—	—	—	3,480,695	5,857,806	3,480,695	5,857,806
Greif Eastern Packaging Pte Limited	—	—	—	—	—	—	979,306	2,788,544	979,306	2,788,544
Greif Philippines Inc.	—	—	—	—	—	—	—	1,042,657	—	1,042,657
Balmer Lawrie (UAE) LLC	—	—	—	—	—	—	5,814,457	2,733,672	5,814,457	2,733,672
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	—	—	—	—	4,605,181	—	4,605,181
Greif Italia SpA	—	—	—	—	—	—	2,513,025	2,163,433	2,513,025	2,163,433
Greif Australia Pty Limited	—	—	—	—	—	—	—	24,641	—	24,641
Tri-Sure Closures Australia Pty. Ltd.	—	—	—	—	—	—	23,920	—	23,920	—
	17,717,013	9,784,033	**8,478,399**	8,064,512	**—**	—	**47,085,088**	59,625,220	**73,280,500**	77,473,765
Outstanding Payable (Net of Receivable)										
Greif Embalagenes Ind do Brasil Ltda	—	—	—	—	—	—	1,815,449	2,704,321	1,815,449	2,704,321
Transafe Services Limited	—	—	—	—	496,719	481,584	—	—	496,719	481,584
Greif France SAS	—	—	—	—	—	—	—	3,122,349	—	3,122,349
Greif Nederland B.V.	—	—	—	—	—	—	12,707,707	28,350,532	12,707,707	28,350,532
	—	—	**—**	—	**496,719**	481,584	**14,523,156**	34,177,202	**15,019,875**	34,658,786
Outstanding Loan Payable (Including Interest)										
Greif International Holding B.V.	26,250,000	26,250,000	—	—	—	—	—	—	26,250,000	26,250,000
Balmer Lawrie and Company Limited	181,791,984	181,791,984	—	—	—	—	—	—	181,791,984	181,791,984
	208,041,984	208,041,984	**—**	—	**—**	—	**—**	—	**208,041,984**	208,041,984
Outstanding Loan Receivable (Including Interest)										
Proseal Closures Limited	—	—	—	13,500,000	—	—	—	—	—	13,500,000
	—	—	**—**	13,500,000	**—**	—	**—**	—	**—**	13,500,000

(d) Key Management Personnel (KMP):

(i) Remuneration to Managing Director Rs. 3,907,464 (Previous Year Rs. 3,522,457)

(ii) Remuneration to Chief Financial Officer Rs. 1,777,734 (Previous Year Rs. Nil)

(iii) Remuneration to Company Secretary Rs. 2,041,563 (Previous Year Rs. 1,817,184)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 42: DISCLOSURE OF DERIVATIVES

i Forward Exchange Contracts outstanding as at March 31, 2015, to hedge the foreign currency exposure for payments to be made against imports and other payables are as follows:

Currency	Number of Contracts		Amount	
	March 31, 2015	March 31, 2014	**March 31, 2015**	March 31, 2014
Secured Loan				
USD	**—**	1	**—**	198,000
(Equivalent Rs.)			**—**	12,636,360
Import Payables				
USD	**4**	7	**993,220**	2,252,565
(Equivalent Rs.)			**62,255,030**	140,887,916

ii The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at March 31, 2015 are as follows:

Particulars	Foreign Currency Denomination	Foreign Currency Amount	Amount (In Rupees)	Foreign Currency Amount	Amount (In Rupees)
		March 31, 2015	**March 31, 2015**	March 31, 2014	March 31, 2014
Trade Receivables	USD	**749,231**	**46,489,782**	946,250	56,320,808
	SGD	**21,840**	**979,306**	59,483	2,788,544
Secured Loan	USD	**195,975**	**12,283,713**	—	—
Trade Payables	USD	**1,387,694**	**86,980,687**	1,840,403	112,736,691
	EURO	**129,013**	**8,778,075**	226,859	18,774,838

The foreign currency outstanding has been translated at the rates of exchange prevailing on the Balance Sheet date in accordance with Accounting Standard 11 - "The Effects of Changes in Foreign Exchange Rates (Revised 2003)" notified under Section 133 of the Act.

NOTE 43: PROVISIONS

Particulars	Indirect Taxes	
	Year Ended March 31, 2015 Rupees	Year Ended March 31, 2014 Rupees
Balance at the beginning of the year	**15,185,349**	11,500,750
Additions	**1,157,687**	3,684,599
Amount used	**—**	—
Balance at the end of the year	**16,343,036**	15,185,349

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

NOTE 44:

The Company has entered into cancellable leasing arrangements mainly for residential flats, office premises, warehouse, vehicles etc. The Lease rent of Rs. 3,311,245 (Previous Year: Rs. 3,373,215) has been included under the head 'Other Expenses - Rent' under Note 30 to the Financial Statements.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 45: SEGMENT REPORTING

The Business Segments have been considered as the primary segments for disclosure. The categories included in each of the reported business segments are as follows:

(i) Steel Drum Closures
(ii) Plastic Containers

The above business segments have been identified considering:

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

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

(Rupees)

Particulars	2014-2015			2013-2014		
	Steel Drum Closures	**Plastic Containers**	**Total**	Steel Drum Closures	Plastic Containers	Total
Revenue						
External Segment Revenue	716,929,322	2,052,932,808	2,769,862,130	765,648,572	1,874,849,396	2,640,497,968
Inter-Segment Revenue	—	—	—	—	—	—
Total Revenue	**716,929,322**	**2,052,932,808**	**2,769,862,130**	**765,648,572**	**1,874,849,396**	**2,640,497,968**
Result						
Segment Result	73,814,831	110,444,894	184,259,725	88,956,858	46,844,405	135,801,263
Add: Unallocable Income			2,600,586			29,465,390
Less: Interest Expense			46,562,127			44,902,407
Unallocable Expenses			61,180,982			52,624,498
Profit Before Taxation			**79,117,202**			**67,739,748**
Less: Tax Expenses			26,735,509			17,579,460
Profit After Taxation			**52,381,693**			**50,160,288**
Other Information						
Segment Assets	529,152,696	861,072,302	1,390,224,998	524,938,388	808,788,727	1,333,727,115
Unallocable Assets			614,772,683			650,376,619
Total Assets			**2,004,997,681**			**1,984,103,734**
Segment Liabilities	98,805,349	249,608,056	348,413,405	146,898,722	237,660,640	384,559,362
Unallocable Liabilities			731,943,870			686,868,713
Total Liabilities			**1,080,357,275**			**1,071,428,075**
Capital Expenditure						
Segment	17,870,340	33,814,321	51,684,661	23,944,135	17,764,234	41,708,369
Unallocable			4,773,778			1,236,264
Total Capital Expenditure			**56,458,439**			**42,944,633**
(Including Capital Work-In-Progress)						
Depreciation and amortisation						
Segment	19,521,329	39,334,803	58,856,132	29,014,586	47,925,913	76,940,499
Unallocable			6,988,806			3,863,085
Total Depreciation and amortisation			**65,844,938**			**80,803,584**
Non-cash expenses other than depreciation and amortisation						
Segment	460,098	—	460,098	185,046	—	185,046
Unallocable			1,157,687			3,684,599
Total			**1,617,785**			**3,869,645**
GEOGRAPHICAL SEGMENT						
Revenue						
India			2,364,508,869			2,158,498,884
Outside India			405,353,261			481,999,084
			2,769,862,130			**2,640,497,968**
Assets						
India			1,342,755,910			1,273,030,048
Outside India			47,469,088			60,697,067
			1,390,224,998			**1,333,727,115**
Capital Expenditure						
India			51,684,661			41,708,369
Outside India			—			—
			51,684,661			**41,708,369**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2015.

NOTE 46: OUTSTANDING DUES TO MICRO AND SMALL ENTERPRISES

The Company has amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) as at March 31, 2015. The disclosure pursuant to the said Act is as under:

Particulars	**Year Ended March 31, 2015 Rupees**	Year Ended March 31, 2014 Rupees
Principal amount due to suppliers under MSMED Act	**15,155,796**	52,446,740
Interest accrued and due to suppliers under MSMED Act on the above amount unpaid	**26,455**	299,404
Payment made to suppliers (other than interest) beyond the appointed day during the year	**116,696,957**	78,176,889
Interest paid to suppliers under MSMED Act (Other than Section 16)	**—**	—
Interest paid to suppliers under MSMED Act (Section 16)	**—**	—
Interest due and payable to suppliers under MSMED Act for payment already made	**725,113**	701,571
Interest accrued and remaining unpaid at the end of the period to suppliers under MSMED Act	**2,537,376**	1,785,808

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

NOTE 47: PROPOSED DIVIDEND

Particulars	**Year Ended March 31, 2015 Rupees**	Year Ended March 31, 2014 Rupees
The Final Dividend proposed for the year is as follows:		
On Equity Shares of Rs. 10 each:		
Amount of Dividend proposed	**35,904,028**	21,542,417
Dividend per Equity Share	**Rs. 2.00/- per share**	Rs. 1.20/- per share

NOTE 48: DIVIDEND REMITTED IN FOREIGN CURRENCY

Particulars	**Year Ended March 31, 2015 Rupees**	Year Ended March 31, 2014 Rupees
Dividend paid during the year	**10,321,538**	22,503,846
Number of non-resident shareholders	**1**	3
Number of Equity Shares held by such non-resident shareholders	**8,601,282**	7,501,282
Year to which the dividends relate	**2013-14**	2012-13

NOTE 49:

Figures for the previous year have been regrouped / reclassified, wherever necessary.

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, May 14, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, May 8, 2015

Independent Auditor's Report

To the Members of Balmer Lawrie - Van Leer Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

1. We have audited the accompanying consolidated financial statements of Balmer Lawrie - Van Leer Limited, (the "Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as the "Group") and jointly controlled entity, which comprise the Consolidated Balance Sheet as at 31 March 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group and its jointly controlled entity, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The Holding Company's Board of Directors and the respective Board of Directors/ management of the subsidiary included in the Group and of its jointly controlled entity are responsible for the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. Further, in terms with the provisions of the Act, the respective Board of Directors of the Holding Company and its subsidiary and jointly controlled entity, are responsible for maintenance of adequate accounting records; safeguarding the assets; preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the auditor's report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding 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 the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 11(a) of the "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

BASIS FOR QUALIFIED OPINION

8. As stated in Note 34 to the consolidated financial statements, the Holding Company has not accrued interest aggregating Rs. 16,361,279 on a loan in accordance with terms of such loan agreement. Had the Holding Company provided for interest in accordance with the terms of the aforesaid agreement including for earlier periods, net profit for the year ended 31 March 2015 would have been lower by Rs. 11,052,862, other current liabilities as at 31 March 2015 would have been higher by Rs. 92,698,972 and reserves and surplus as at that date would have been lower by Rs. 87,390,555. Further, interest expense amounting to Rs.76,337,693 would have been classified as a prior period item.

QUALIFIED OPINION

9. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiary and jointly controlled entity as noted below in paragraph 11, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entity as at 31 March 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

EMPHASIS OF MATTER

10. The Independent Auditors of the Company's jointly controlled entity, Transafe Services Limited (TSL), in their audit report on financial statements of TSL for the year ended 31 March 2015,

have drawn attention to the matter stated in Note 42 to the consolidated financial statements which indicates that the TSL's accumulated losses have exceeded its net worth by Rs. 208,223,138 and its application for revival under Sick Industrial Companies Act, 1985 (case number 83/2013) is pending. These conditions indicate the existence of material uncertainty that may cast significant doubt about TSL's ability to continue as a going concern. However, the financial statements of TSL have been prepared on a going concern basis for the reasons stated in the said Note. Our opinion is not qualified in respect of this matter.

OTHER MATTER

11. We did not audit the financial statements of a subsidiary and a jointly controlled entity, included in the consolidated financial statements, whose financial statements reflect total assets (after eliminating intra-group transactions) of Rs. 1,291,311,416 as at 31 March 2015, total revenues (after eliminating intra-group transactions) of Rs. 1,093,239,063 and net cash flows amounting to Rs. 17,288,317 for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and jointly controlled entity and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and jointly controlled entity, is based solely on the reports of the other auditors.

    Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done by and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

12. As required by the Companies (Auditor's Report) Order, 2015 (the "Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, and based on the comments in the auditor's reports of the subsidiary company and jointly controlled entity, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, as applicable to such companies.
13. As required by Section 143(3) of the Act, and based on the auditor's reports of the subsidiary and jointly controlled entity, we report, to the extent applicable, that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

    (b) Except for the effect of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

    (c) The consolidated financial statements dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

    (d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph,in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);

    (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company and jointly controlled entity, none of the directors of the Group companies and jointly controlled entity is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

    (f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph;

    (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

        (i) as detailed in Note 24, the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and jointly controlled entity;

        (ii) the Group and jointly controlled entity did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

        (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company and jointly controlled entity.

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

per Khushroo B. Panthaky
Partner
Membership No.: 42423

Place: Mumbai
Date: 24 July 2015

Annexure to the Independent Auditor's Report of even date to the members of Balmer Lawrie-Van Leer Limited, on the consolidated financial statements for the year ended 31 March 2015

Based on the audit procedures performed for the purpose of reporting a true and fair view on the consolidated financial statements of the Holding Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit and based on the comments in the auditor's reports of the subsidiary company and jointly controlled entity, we report that:

(i) (a) The Holding Company, subsidiary company and jointly controlled entity have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets have been physically verified by the managements of Holding Company and jointly controlled entity during the year. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the aforesaid companies and the nature of their assets. The subsidiary company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the subsidiary company and the nature of its assets. No material discrepancies were noticed on such aforesaid verification.

(ii) (a) The management of Holding Company, subsidiary company and jointly controlled entity have conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management of the respective companies.

(b) The procedures of physical verification of inventory followed by the management of Holding Company, subsidiary company and jointly controlled entity are reasonable and adequate in relation to the size of the respective companies and the nature of their business.

(c) The Holding Company, subsidiary company and jointly controlled entity are maintaining proper records of inventory and no material discrepancies between physical inventory and book records were noticed on physical verification.

(iii) The Holding Company, subsidiary company and jointly controlled entity have not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.

(iv) In our opinion, there is an adequate internal control system commensurate with the size of the Holding Company and jointly controlled entity and the nature of their businesses for the purchase of inventory and fixed assets and for the sale of goods and services.

In case of subsidiary company, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations,there is an adequate internal control system commensurate with the size of the company and the nature of its businesses for the purchase of inventory and fixed assets and for the sale of goods and services.

During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas with respect to aforesaid companies.

(v) The Holding Company, subsidiary company and jointly controlled entity have not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Holding Company, subsidiary company and jointly controlled entity pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of their respective products and services and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Holding Company, subsidiary company and jointly controlled entity are regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities, except for the delay in payment of income-tax related dues by the subsidiary company. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable, except for income-tax dues of Rs. 7,780,673 payable by the subsidiary company.

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

Name of the statute	Nature of dues	Amount (Rupees)	Amount paid under protest (Rupees)	Period to which the amount relates	Forum where dispute is pending
Holding Company					
Central Sales Tax Act, 1956	Non submission of forms, interest and other matters	9,291,350	2,000,000	Financial year 2008-09	Joint Commissioner of Sales Tax (Appeals)
Subsidiary company					
Finance Act, 1994	Service Tax (including penalty)	264,440	—	Financial year 2008-09	Customs Excise and Service Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	423,683	—	Assessment year 2011-12	Deputy Commissioner Income Tax
Jointly controlled entity					
Central Sales Tax Act, 1956	Central Sales Tax	3,043,011	—	Financial year 2007-08	Appellate Tribunal
Central Sales Tax Act, 1956	Central Sales Tax	1,612,076	—	Financial year 2009-10	Appellate Tribunal
Central Sales Tax Act, 1956	Central Sales Tax	20,955	—	Financial year 2007-08	Commissioner (Appeals)
Central Sales Tax Act, 1956	Central Sales Tax	43,608	—	Financial year 2008-09	Commissioner (Appeals)
Central Sales Tax Act, 1956	Central Sales Tax	364,901	—	Financial year 2008-09	Commissioner (Appeals)
Central Sales Tax Act, 1956	Central Sales Tax	252,365	—	Financial year 2009-10	Commissioner (Appeals)
Central Sales Tax Act, 1956	Central Sales Tax	561,992	—	Financial year 2010-11	Commissioner (Appeals)
Central Sales Tax Act, 1956	Central Sales Tax	1,745,319	—	Financial year 2011-12	Commissioner (Appeals)
West Bengal Value Added Tax, 2003	Value Added Tax	801,887	—	Financial year 2009-10	Appellate Tribunal
West Bengal Value Added Tax, 2003	Value Added Tax	164,476	—	Financial year 2008-09	Commissioner (Appeals)

Name of the statute	Nature of dues	Amount (Rupees)	Amount paid under protest (Rupees)	Period to which the amount relates	Forum where dispute is pending
West Bengal Value Added Tax, 2003	Value Added Tax	24,811,267	—	Financial year 2007-08	Appellate Tribunal
Finance Act, 1994	Service Tax	153,238,601	—	Financial year 2008-09 and 2012-13	Customs, Excise and Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty	2,701,443	—	Financial year 2009-10	Customs, Excise and Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty	990,868	—	Financial year 2006-07	Commissioner (Appeals)
Central Excise Act, 1944	Excise Duty	628,852	—	Financial year 2006-07 and 2007-08	Commissioner (Appeals)
Central Excise Act, 1944	Excise Duty	3,134	—	Financial year 2008-09	Commissioner (Appeals)
Central Excise Act, 1944	Excise Duty	119,375	—	Financial year 2009-10	Commissioner (Appeals)

(c) The Holding Company has transferred the amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within the specified time.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company and jointly controlled entity in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder. Accordingly, the provisions of clause 3(vii)(c) of the Order are not applicable to the subsidiary company and jointly controlled entity.

(viii) In our opinion, the Holding Company and subsidiary company have no accumulated losses at the end of the financial year and they have not incurred cash losses in the current and the immediately preceding financial year.

In our opinion, the jointly controlled entity's accumulated losses at the end of the financial year are more than fifty percent of its net worth and it has not incurred cash losses in the current and the immediately preceding financial year.

(ix) The Holding Company has not defaulted in repayment of dues to any bank during the year.The Holding Company has no dues payable to a financial institution or debenture-holders during the year.

The subsidiary company has not defaulted in repayment of dues to any bank or financial institution during the year.The subsidiary company has no dues payable to debenture-holders during the year.

In case of jointly controlled entity, there are no dues payable to financial institutions or debenture-holders. The jointly controlled entity has defaulted in repayment of dues to the following banks:

Name of the bank	Nature of dues	Amount (Rupees)	Due date	Delay in days
HDFC Bank	Principal	2,770,614	31 March 2015	1
Axis Bank	Principal	6,130,090	31 March 2015	1
	Interest	4,301,040	31 March 2015	1
Karur Vysya Bank	Principal	4,661,522	31 March 2015	1
	Interest	2,541,431	31 March 2015	1
Syndicate Bank	Principal	21,645,508	31 March 2015	1
	Interest	16,502,500	31 March 2015	1

(x) The Holding Company, subsidiary company and jointly controlled entity have not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.

(xi) In our opinion, the Holding Company, subsidiary company and jointly controlled entity have applied the term loans for the purpose for which these loans were obtained.

(xii) No fraud on or by the Holding Company, subsidiary company and jointly controlled entity have been noticed or reported during the period covered by our audit.

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

per Khushroo B. Panthaky
Partner
Membership No.: 42423

Place: Mumbai
Date: 24 July 2015

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

	Note	As at March 31, 2015 Rupees
EQUITY AND LIABILITIES		
Shareholders' Funds:		
Share Capital	2	179,634,140
Preference Share Capital	3	136,348,500
Reserves and Surplus	4	405,576,244
		721,558,884
Non-Current Liabilities		
Long-Term Borrowings	5	728,427,211
Deferred Tax Liabilities (Net)	6	51,133,876
Other Long Term Liabilities	7	9,845,917
Long-Term Provisions	8	36,403,013
		825,810,017
Current Liabilities		
Short-Term Borrowings	9	559,684,042
Trade Payables	10	385,304,007
Other Current Liabilities	11	343,698,657
Short-Term Provisions	12	109,044,156
		1,397,730,862
TOTAL		**2,945,099,763**
ASSETS		
Non-Current Assets		
Fixed Assets		
Tangible Assets	13	1,408,326,582
Intangible Assets	14	101,804,908
Capital Work-in-Progress		69,357,944
Deferred Tax Assets (Net)	15	208,670
Long-Term Loans and Advances	16	82,774,318
Other Non-Current Assets	17	2,035,000
		1,664,507,422
Current Assets		
Inventories	18	483,480,113
Trade Receivables	19	534,604,412
Cash and Bank Balances	20	48,324,138
Short-Term Loans and Advances	21	207,440,614
Other Current Assets	22	6,743,064
		1,280,592,341
TOTAL		**2,945,099,763**
Significant accounting policies and other explanatory information	**1 to 43**	

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, July 24, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, July 13, 2015

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Note	Year Ended March 31, 2015 Rupees
REVENUE		
Revenue from Operations (Gross)	25	4,157,889,354
Less: Excise Duty		317,438,262
Revenue from Operations (Net)		3,840,451,092
Other Income	26	28,100,206
TOTAL REVENUE		**3,868,551,298**
EXPENSES		
Cost of Materials Consumed	27	2,372,840,079
Changes in Inventories of Finished Goods and Work-in-Progress	28	14,318,769
Employee Benefits Expense	29	345,816,345
Finance Costs	30	141,098,908
Depreciation and Amortisation Expense	31	162,497,905
Other Expenses	32	704,202,517
TOTAL EXPENSES		**3,740,774,523**
Profit Before Tax		**127,776,775**
Tax Expense		
Current tax		70,781,000
Deferred Tax Credit		(2,818,490)
Profit for the Year		**59,814,265**
Earnings Per Equity Share		
Basic and Diluted	38	3.33
Significant accounting policies and other explanatory information	**1 to 43**	

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, July 24, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, July 13, 2015

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

		Year Ended March 31, 2015 Rupees
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**	
	Net profit before tax	**127,776,775**
	Adjustments for:	
	Depreciation	162,497,905
	(Profit)/ Loss on sale of tangible assets (net)	(1,181,466)
	Interest income	(3,201,894)
	Finance costs	141,098,908
	Liabilities no longer required written back	(20,237,055)
	Unrealised foreign exchange loss/(gain)	(1,015,055)
	Operating profit before working capital changes	**405,738,118**
	Changes in working capital:	
	Increase / (Decrease) in provisions, trade payables and other current liabilities	(78,597,732)
	(Increase) / Decrease in trade receivables	32,516,076
	(Increase) / Decrease in inventories	(49,060,980)
	(Increase) / Decrease in loans and advances and other current assets	42,528,898
	Operating profit after working capital changes	**353,124,380**
	Direct taxes paid (net of refund)	(78,999,743)
	Net cash generated from operating activities (A)	**274,124,637**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**	
	Purchase of fixed assets (including capital work-in-progress)	(107,757,160)
	Sale of fixed assets	2,310,683
	Fixed deposits matured/ (placed)	(3,798,200)
	Interest received	3,037,747
	Net cash used in investing activities (B)	**(106,206,930)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**	
	Dividend paid (including dividend distribution tax thereon)	(25,203,551)
	Capital subsidy received	3,000,000
	Repayment of long-term borrowings (net)	(20,764,395)
	Finance costs paid	(128,551,516)
	Proceeds from short-term borrowings (net)	8,180,564
	Net cash generated from/(used in) financing activities (C)	**(163,338,898)**
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	**4,578,809**
	Cash and cash equivalents at the beginning of the year	38,015,448
	Cash and cash equivalents at the end of the year	42,594,257
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**4,578,809**
	Cash and cash equivalents comprise:	
	Cash on Hand	304,048
	Cheques on Hand	9,299,542
	Bank Balances:	
	In Current Accounts	16,950,695
	In EEFC Accounts	442,853
	In Demand Deposit Accounts	15,597,119
	Cash and cash equivalents as per Note 20 to the financial statements	**42,594,257**

Notes:
1. The above Cash Flow Statement has been prepared under "Indirect Method" as set out in Accounting Standard - 3 on "Cash Flow Statements" notified under Section 133 to the Companies Act, 2013.
2. Figures in brackets indicate cash outgo.

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, July 24, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, July 13, 2015

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 1: Summary of Significant Accounting Policies

1.1 Basis of Consolidation

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with the generally accepted accounting principles (GAAP) in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Accounting Standards prescribed by the Central Government, in accordance with the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 (the "Act"). All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non current classification of assets and liabilities.

The preparation of financial statements in conformity with GAAP requires that the management of the Company make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of tangible and intangible fixed assets, provision for doubtful debts/ advances, future obligations in respect of retirement benefit plans, provision for inventory obsolescence, etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

The consolidated financial statements comprises the financial statements of Balmer Lawrie – Van Leer Limited (the "Company"), Proseal Closures Limited, its subsidiary and Transafe Services Limited, its jointly controlled entity (collectively referred as the "Group").

(b) Principles of consolidation

The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiary company have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances/transactions and elimination of resulting unrealised profits in accordance with Accounting Standard ('AS') – 21 'Consolidated Financial Statements' notified by the Companies (Accounting Standards) Rules, 2006 read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 of the Act.

The interest in Joint Venture which is in the nature of jointly controlled entity have been consolidated by using the proportionate consolidation method on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances/transactions and elimination of resulting unrealized profits in accordance with AS 27 – 'Financial Reporting of Interests in Joint Ventures' notified by the Companies (Accounting Standards) Rules, 2006 read with Rule 7 to the Companies (Accounts) Rules 2014 in respect of Section 133 of the Act.

The difference between the cost to the Group of investment in subsidiary and joint venture and the proportionate share in the equity of the investee company as at the date of the acquisition of stake is recognised in the consolidated financial statements as goodwill or capital reserve, as the case may be. Goodwill arising on consolidation is tested for impairment annually.

1.2 Fixed Assets (including Capital Work-in-Progress)

(a) Tangible assets

Tangible Assets are stated at cost of acquisition inclusive of all attributable cost of bringing the same to their working condition, net of cenvat credit, accumulated depreciation and accumulated impairment losses, if any.

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

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

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

The Group provides pro-rata depreciation on additions and disposals made during the year. Depreciation on fixed assets has been provided on the straight-tine method as per the useful life prescribed in Schedule II to the Act except for plant and equipment, in which case the life of the assets has been assessed based on technical advice by an independent valuer, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support, etc. In the case of tangible assets which have been used for more than one shift, the Group has provided accelerated depreciation as specified in Schedule II of the Act.

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

(b) Intangible Assets

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

Goodwill arising on consolidation is amotised over a period of ten years.

(c) Capital Work-in-Progress

Assets acquired but not ready for use are classified under Capital work-in-progress.

1.3 Borrowing Costs

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

1.4 Impairment

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

1.5 Inventories

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

1.6 Foreign Currency Transactions

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

The premium or discount arising at the inception of forward exchange contracts entered into to hedge an existing foreign currency asset/ liability, is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Consolidated Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period.

1.7 Revenue Recognition

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

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

Income from operating lease rentals is recognised on the basis of on-hire days with customers except in certain cases of international lease where initial holidays from rentals are allowed as per the terms of the agreement.

Income from Indo Trailers service is recognised from the commencement of a trip as per transportation contract based on the reports received from respective branches.

1.8 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rates applicable.

Dividend income is recognised when the right to receive dividend is established.

1.9 Employee Benefits

Defined Contribution Plan

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

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

The Group's contributions to the above funds are charged to Consolidated Statement of Profit and Loss every year.

Defined Benefit Plan

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

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

Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Consolidated Statement of Profit and Loss as income or expense.

Compensated Absences

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

Termination Benefits

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

1.10 Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Income" and "Unallocable Expenses" respectively. Segment assets and liabilities include those directly identifiable with respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

1.11 Current and Deferred Tax

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

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

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

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

1.12 Leases

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

1.13 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Consolidated Balance sheet date and are not discounted to their present value.

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

		As at March 31, 2015 Rupees
NOTE 2 : SHARE CAPITAL		
Authorised		
18,500,000	Equity Shares of Rs. 10 each	185,000,000
Issued		
17,974,814	Equity Shares of Rs. 10 each	179,748,140
Subscribed and Paid up		
17,952,014	Equity Shares of Rs. 10 each fully paid up	179,520,140
	Add: Forfeited Equity Shares	114,000
	[22,800 Equity Shares of Rs. 10 each (amount originally paid up Rs. 5 each)]	
		179,634,140

(a) **Reconciliation of Share Capital**

	As at March 31, 2015	
	No. of Shares	Amount
Issued		
Balance as at the beginning of the year	17,974,814	179,748,140
Add: Shares issued during the year	—	—
Balance as at the end of the year	17,974,814	179,748,140
Subscribed and Paid up (including forfeited equity shares)		
Balance as at the beginning of the year	17,974,814	179,634,140
Add: Shares subscribed during the year	—	—
Balance as at the end of the year	17,974,814	179,634,140

(b) **Rights, preferences and restrictions**

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

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

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

	As at March 31, 2015	
	No. of Shares	% holding
Equity Shares		
Balance Lawrie and Company Limited	8,601,277	47.91%
Greif International Holding B.V.	8,601,282	47.91%

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015 Rupees
NOTE 3 : PREFERENCE SHARE CAPITAL (ISSUED BY TRANSAFE SERVICES LIMITED)	
Issued, Subscribed and Paid up	
13,634,850 0.001% Cumulative Redeemable Preference Shares of Rs. 10 each fully paid up	136,348,500

(a) Reconciliation of Cumulative Redeemable Preference Share Capital

	As at March 31, 2015	
	No. of Shares	Amount
Issued		
Balance as at the beginning of the year	13,634,850	136,348,500
Add: Shares issued during the year	—	—
Balance as at the end of the year	13,634,850	136,348,500

(b) Relevant terms of Cumulative Redeemable Preference Share Capital including the conversion terms:

Pursuant to the Corporate Debt Restructuring Scheme, 27,269,700 0.001% Cumulative Redeemable Preference Shares (CRPS) of Rs. 10 each were issued and allotted as fully paid up to the bankers and other lenders of Transafe Services Limited on conversion of 10% of outstanding Term Loans and Short Term Working Capital Loans as at July 1, 2010. The Company has disclosed 50% of the aforesaid capital considering its stake of 50% in the jointly controlled entity. These CRPS are redeemable at a redemption premium calculated at 8.50% p.a. on simple basis along with cumulative dividend on April 1, 2020.

(c) Transafe Services Limited has not amortised premium on redemption amounting to INR 5,794,811 till March 31, 2015, since the net worth of this company stood fully eroded as at the year end.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015 Rupees
NOTE 4 : RESERVES AND SURPLUS	
Capital Reserve	
Balance as at the beginning of the year	720,125
Add: Addition made during the year	3,000,000
Balance as at the end of the year	3,720,125
Capital Reserve on Consolidation	
Balance as at the beginning of the year	26,578,006
Add: Addition made during the year	—
Balance as at the end of the year	26,578,006
Securities Premium	
Balance as at the beginning of the year	327,234,969
Add: Addition made during the year	—
Balance as at the end of the year	327,234,969
[Securities Premium includes Rs. 171,000 originally paid up on 22,800 equity shares forfeited]	
General Reserve	
Balance as at the beginning of the year	105,501,783
Add: Transferred from Surplus in Consolidated Statement of Profit and Loss	3,950,000
Balance as at the end of the year	109,451,783
Deficit in Consolidated Statement of Profit and Loss	
Balance as at the beginning of the year	(66,018,264)
Profit for the year	59,814,265
Appropriations:	
Proposed Dividend	(35,904,028)
Dividend Distribution Tax	(15,350,612)
Transferred to General Reserve	(3,950,000)
Balance as at the end of the year	(61,408,639)
Total	**405,576,244**

	As at March 31, 2015 Rupees	
	Non-Current	**Current**
NOTE 5 : LONG-TERM BORROWINGS		
Secured		
Term Loans from Banks	509,845,802	178,800,568
Vehicle Loans from Banks	1,539,425	1,250,279
	511,385,227	**180,050,847**
Unsecured		
Loans from Balmer Lawrie and Company Limited	190,791,984	—
Loan from Greif International Holding B.V.	26,250,000	—
	217,041,984	**—**
Total	**728,427,211**	**180,050,847**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(a) Nature of security and terms of repayment for secured borrowings	
Nature of Security	**Terms of repayment**
(i) Term Loans from HSBC Bank are secured by first charge over movable plant and equipment of the Steel Drum Closures Division for Rs. 45,000,000 and equitable mortgage of leasehold land (95 years lease), Mumbai along with immovable plant and equipment.	(a) Loan of Rs. 9,184,800 repayable in 5 equal half yearly installments which commenced from September, 2013. Interest to be paid monthly at 11.75% per annum. (b) Loan of Rs.16,702,800 repayable in 5 equal half yearly installments which commenced from October, 2013. Interest to be paid monthly at 11.60% per annum. (c) Loan of Rs. 18,000,000 repayable in 30 equal monthly installments which commenced from March, 2013. Interest to be paid monthly at 11.50% per annum. (d) Loan of Rs. 20,000,000 repayable in 7 equal half yearly installments commencing from August 2015. Interest to be paid monthly at 11.75% per annum. (e) Loan of Rs. 10,000,000 repayable in 7 equal half yearly installments commencing from March, 2016. Interest to be paid monthly at 11.75% per annum.
(ii) Term Loan from Kotak Mahindra Bank is secured by first and exclusive hypothecation charge on all existing and future movable fixed assets including Plant and Equipment of the Company, located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai. First and exclusive equitable mortgage charge on immovable properties being property located at survey no-237/1, 238 & 264/2 in Janakipuram Village, Madhuranthakam Taluk Village, Kanchipuram district, Chennai.	Loan of Rs. 14,000,000 repayable in 36 equal monthly installments which commenced from April, 2014. Interest to be paid monthly at 12.00% per annum.
(iii) Term Loan from Corporation Bank is secured by exclusive mortgage/first charge on factory land and building and hypothecation on plant and equipment and other moveable properties of Proseal Closures Limited.	Term Loan 1 : Loan is repayable in 36 equal monthly installments of Rs. 625,000 each commencing from June 30, 2013. The interest at 13.80% p.a shall be paid separately as and when due. Term Loan 2 : Loan is repayable in 35 equal monthly installments of Rs. 1,550,000 each and last installment of Rs. 1,450,000, commencing from March 31, 2015. The Interest at 14.25% p.a shall be paid separately as and when due.
(iv) Term Loans taken from Banks by Transafe Services Limited are secured by pari passu charge on all the containers, both present and future and all current assets of this company. In addition to this: (a) loan from HDFC Bank is further secured by first charge on moveable plant and equipment and immovable properties pertaining to Dharuhera Unit in Haryana; and (b) loan from Syndicate Bank is further secured by first charge on assets purchased out of the proceeds of the term loan and mortgage of immovable fixed assets.	Repayable over the period of 5 years from the reporting date alongwith interest rate ranging between 8.5% p.a. to 9.5% p.a.
(v) Vehicle Loans from Banks are secured by hypothecation of vehicles purchased against the loan.	Repayable in installments ranging between 36 and 60 months from the date of respective loan. Interest to be paid monthly at the rate ranging from Base rate plus 1.25% to 3.75%.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(b) Terms of repayment for unsecured borrowings	Terms of repayment
Loan from Greif International Holding B.V.	The loan has been granted for an indefinite period but not less than 8 years from the year 2001. The loan is interest free and is received for strategic investment. The loan is repayable as per mutual agreement.
Loan from Balmer Lawrie and Company Limited	Loan 1: of Rs. 181,791,984 – Repayable within 96 months from the date of disbursement of first installment (August, 2009) of the loan. Interest to be paid annually at 9% or the prevailing bank rate whichever is higher. The Group has not accrued interest expense for the current financial year aggregating Rs. 16,361,279. (Refer Note 34) Loan 2: of Rs. 9,000,000 – Loan will be subservient to loans of CDR lenders and will be repayable after the restructuring period alongwith interest rate of 8.5% p.a. upto March 31, 2015 and 9.5% p.a. thereafter.

(c) Particulars of continuing default

Name of the banks	Period to which the amount relates	Amount Rupees
HDFC Bank		
Principal	January to March 2015	2,770,614
Interest	January to March 2015	—
Axis Bank		
Principal	January to March 2015	6,130,090
Interest	January to March 2015	4,301,040
Karur Vysya Bank		
Principal	January to March 2015	4,661,522
Interest	January to March 2015	2,541,431
Syndicate Bank		
Principal	May 2013 to March 2015	21,645,508
Interest	May 2013 to March 2015	16,502,500

	As at March 31, 2015 Rupees
NOTE 6 : DEFERRED TAX LIABILITIES (NET)	
Deferred Tax Liabilities:	
Depreciation	70,100,282
Deferred Tax Assets:	
Provision for Doubtful Debts, Advances and Deposits	1,743,013
Provision for Indirect Taxes	5,302,498
Provision for Employee Benefits	11,920,895
	51,133,876

	As at March 31, 2015 Rupees
NOTE 7 : OTHER LONG TERM LIABILITIES	
Security Deposits	150,000
Others	9,695,917
	9,845,917

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015 Rupees
NOTE 8 : LONG-TERM PROVISIONS	
Provision for Employee Benefits	
Provision for Compensated Absences	20,059,977
Other Provisions	
Provision for Indirect Taxes	16,343,036
	36,403,013
NOTE 9 : SHORT-TERM BORROWINGS	
Secured	
Cash Credit/ Packing Credit	411,748,105
Term Loan from Bank	30,000,000
Unsecured	
Overdraft with Bank	117,935,937
	559,684,042

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

(b) Term Loan of Rs. 30,000,000 from Indusind Bank is secured by extension of charge on assets of Dehradun plant financed, including immovable property of the plant.

(c) Overdraft from Bank is supported by Corporate Guarantee issued by Greif Inc.

NOTE 10 : TRADE PAYABLES	
Dues to micro and small enterprises (Refer Note 41)	16,847,779
Dues to others	368,456,228
	385,304,007
NOTE 11 : OTHER CURRENT LIABILITIES	
Current Maturities of Long-Term Borrowings (Refer Note 5)	180,050,847
Interest Accrued but not due on Borrowings	1,372,240
Interest Accrued and due on Borrowings	23,344,971
Unpaid Dividends (Refer Note below)	1,332,130
Deposits Received	10,112,635
Advance from Customers	24,241,138
Employee Benefits Payable	16,866,745
Statutory Dues (including Provident Fund and Tax Deducted at Source)	23,901,290
Payable for Fixed Assets	15,561,162
Outstanding Expenses	41,820,477
Others	5,095,022
	343,698,657

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

NOTE 12 : SHORT-TERM PROVISIONS	
Provision for Employee Benefits	
Provision for Gratuity	12,943,885
Provision for Compensated Absences	1,656,149
Provision for Income Tax [Net of Advance Tax Rs. 187,853,833]	43,189,482
Other Provisions:	
Provision for Proposed Dividend	35,904,028
Provision for Dividend Distribution Tax	15,350,612
	109,044,156

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 13 : TANGIBLE ASSETS

(Amount in Rupees)

Gross block	Freehold Land	Leasehold Land	Buildings	Plant and equipment	Plant and equipment (under lease)	Furniture and fixtures	Vehicles	Computers	Enabling assets	Total
Balance as at April 01, 2014	**58,776,392**	**145,527,083**	**331,837,055**	**1,437,141,520**	**993,633,861**	**32,467,784**	**92,776,476**	**21,294,837**	**2,127,362**	**3,115,582,370**
Additions/Adjustments	—	—	258,000	58,750,660	114,850	1,369,604	3,157,233	1,695,713	—	65,346,060
Deletions/Adjustments	—	—	—	(2,166,714)	(2,294,582)	(996,837)	—	(263,440)	—	(5,721,573)
Balance as at March 31, 2015	**58,776,392**	**145,527,083**	**332,095,055**	**1,493,725,466**	**991,454,129**	**32,840,551**	**95,933,709**	**22,727,110**	**2,127,362**	**3,175,206,857**
Accumulated depreciation										
Balance as at April 01, 2014	**—**	**14,181,042**	**78,106,303**	**878,070,801**	**555,210,387**	**20,413,044**	**57,344,957**	**16,674,690**	**2,127,362**	**1,622,128,586**
Depreciation charge	—	1,870,414	13,380,752	80,408,996	38,157,620	2,952,518	9,063,162	3,510,584	—	149,344,046
Deletions/Adjustments	—	—	—	(1,686,811)	(1,700,740)	(953,029)	—	(251,777)	—	(4,592,357)
Balance as at March 31, 2015	**—**	**16,051,456**	**91,487,055**	**956,792,986**	**591,667,267**	**22,412,533**	**66,408,119**	**19,933,497**	**2,127,362**	**1,766,880,275**
Net block										
Balance as at March 31, 2015	**58,776,392**	**129,475,627**	**240,608,000**	**536,932,480**	**399,786,862**	**10,428,018**	**29,525,590**	**2,793,613**	**—**	**1,408,326,582**

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

NOTE 14 : INTANGIBLE ASSETS

(Amount in Rupees)

Gross block	Goodwill	Computer Software	Total
Balance as at April 01, 2014	**145,380,873**	**6,602,272**	**151,983,145**
Additions	—	94,030	94,030
Deletions/Adjustments	—	—	—
Balance as at March 31, 2015	**145,380,873**	**6,696,302**	**152,077,175**
Accumulated amortisation			
Balance as at April 01, 2014	**32,296,899**	**4,821,509**	**37,118,408**
Amortisation charge	11,523,074	1,630,785	13,153,859
Deletions/Adjustments	—	—	—
Balance as at March 31, 2015	**43,819,973**	**6,452,294**	**50,272,267**
Net block			
Balance as at March 31, 2015	**101,560,900**	**244,008**	**101,804,908**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 15 : DEFERRED TAX ASSETS (NET)

Particulars	As at March 31, 2015 Rupees
Depreciation	208,670
	208,670

NOTE 16 : LONG-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2015 Rupees
[Unsecured, Considered Good (unless otherwise stated)]	
Capital Advances	24,268,507
Security Deposits	
Considered Good	21,359,689
Considered Doubtful	681,671
Less: Provision for Doubtful Deposits	(681,671)
Advance Income Tax (Net of Provision Rs. 181,587,602)	25,345,841
Other Loans and Advances:	
Balances with Government Authorities	7,654,822
Prepaid Expenses	970,114
Others - Considered Good	3,175,345
Others - Considered Doubtful	47,287,714
Less: Provision for Doubtful Loans and Advances	(47,287,714)
	82,774,318

NOTE 17: OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2015 Rupees
[Unsecured, Considered Good (unless otherwise stated)]	
Bank Deposit with maturity more than 12 months	10,000
Balance with Banks held as Margin Money	2,025,000
	2,035,000

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 18: INVENTORIES

Particulars	As at March 31, 2015 Rupees
Stores and Spares	68,339,521
Raw Materials	228,418,841
Packing Materials	3,809,039
Work-in-Progress	88,322,152
Finished Goods	94,590,560
	483,480,113
Details of Inventory	
(i) Work-in-Progress	
Flanges	10,054,303
Plugs	13,265,862
Plastic Containers/ Liners	40,005,300
Lever and Latches	11,553,762
Others	13,442,925
	88,322,152
(ii) Finished Goods	
Flanges	28,517,704
Plugs	8,103,017
Plastic Containers/ Liners	32,073,372
Lever and Latches	14,002,382
Others	11,894,085
	94,590,560

NOTE 19: TRADE RECEIVABLES (UNSECURED)

Particulars	As at March 31, 2015 Rupees
Unsecured	
Outstanding for a period exceeding six months from the date they are due for payment	
Considered Good	7,162,777
Considered Doubtful	26,194,508
Less: Provision for Doubtful Debts	(26,194,508)
Others	527,441,635
	534,604,412

NOTE 20: CASH AND BANK BALANCES

Particulars	As at March 31, 2015 Rupees
Cash and Cash Equivalents	
Cash on Hand	304,048
Cheques on Hand	9,299,542
Bank Balances:	
In Current Accounts	16,950,695
In EEFC Accounts	442,853
In Demand Deposit Accounts	15,597,119
	42,594,257
Other Bank Balances	
Bank Deposits with maturity more than 3 months but less than 12 months	4,320,251
Unpaid Dividend Accounts	1,332,130
Balance with Bank held as Margin Money	77,500
	5,729,881
Total	**48,324,138**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 21: SHORT-TERM LOANS AND ADVANCES

Particulars	As at March 31, 2015 Rupees
[Unsecured, Considered Good (unless otherwise stated)]	
Security Deposits	9,567,791
Advance to Suppliers	15,692,875
Other Loans and Advances:	
Balances with Government Authorities	163,303,637
Prepaid Expenses	5,455,987
Others	13,420,324
	207,440,614

NOTE 22: OTHER CURRENT ASSETS

Particulars	As at March 31, 2015 Rupees
[Unsecured, Considered Good (unless otherwise stated)]	
Duty Entitlement Pass Book (DEPB) Licenses on Hand	914,255
Duty Drawback	5,538,273
Interest accrued on deposits	290,536
	6,743,064

NOTE 23: CAPITAL COMMITMENTS

Particulars	As at March 31, 2015 Rupees
Estimated value of contracts in capital account remaining to be executed [Net of advances of Rs. 12,595,264]	65,508,080

NOTE 24: CONTINGENT LIABILITIES

Particulars	As at March 31, 2015 Rupees
(a) Sales Tax Liability that may arise in respect of matters in appeal	39,489,726
(b) Service Tax Liability that may arise in respect of matters in appeal	153,503,041
(c) Income Tax Liability that may arise in respect of matters in appeal	423,683
(d) Excise Duty Liability that may arise in respect of matters in appeal	4,443,672
(e) Claims made against the Company, not acknowledged as debts	3,483,250
(f) Bills discounted with banks	80,093,450
(g) Counter gaurantees given to banks in respect of gaurantees given by them on behalf of Transafe Servies Limited	4,881,878

Notes:

1. The Company does not expect any reimbursement in respect of the above contingent liabilities.
2. It is not practical to estimate the timing of cash outflows, if any, in respect of matters (a) to (e) above, pending resolution / completion of the appellate proceedings/other proceedings, as applicable.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 25: REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2015 Rupees
Sale of Goods	3,782,180,229
Sale of Services	96,122,719
Other Operating Revenue:	
Scrap Sales	140,150,522
Income from Duty Drawback and DEPB Licenses	15,339,345
Lease Rentals	124,096,539
	4,157,889,354
Details of Sales (Finished Goods)	
Flanges	367,196,263
Plugs	258,661,693
Drum Closures	227,156,636
Lever and Latches	284,948,420
Closing Rings	122,031,984
Rubber Gasket	97,669,080
Plastic Containers/ Liners	2,290,687,299
Others	133,828,854
	3,782,180,229

NOTE 26: OTHER INCOME

Particulars	Year ended March 31, 2015 Rupees
Interest Income on	
Fixed Deposits with Banks	1,385,269
Others	1,816,625
Profit on Sale of Fixed Assets (Net)	1,181,466
Liabilities no Longer Required Written Back	20,237,055
Miscellaneous Income	3,479,791
	28,100,206

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 27: COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2015 Rupees
Raw Materials Consumed *	
Opening Inventory	181,210,525
Add: Purchases	2,393,163,512
Less: Closing Inventory	232,135,408
	2,342,238,629
Packing Materials Consumed #	
Opening Inventory	1,744,249
Add: Purchases	32,666,240
Less: Closing Inventory	3,809,039
	30,601,450
	2,372,840,079

* Consumption of stores and spares and raw material related to Transafe Services Limited has been clubbed together, since no details pertaining to purchase of stores and spares are available with the Group.

Packing material have been identified to the extent information was available with the Group.

NOTE 28: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	Year ended March 31, 2015 Rupees
(Increase)/ Decrease in Inventory	
Closing Inventory:	
Work-In-Progress	88,322,152
Finished Goods	94,590,560
	182,912,712
Opening Inventory:	
Work-In-Progress	92,653,658
Finished Goods	104,577,823
	197,231,481
	14,318,769

NOTE 29: EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2015 Rupees
Salaries, Wages and Bonus	286,610,754
Contribution to Provident and Other Funds	30,215,867
Staff Welfare Expenses	28,989,724
	345,816,345

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 30: FINANCE COSTS

Particulars	Year ended March 31, 2015 Rupees
Interest on Borrowings	
— From Banks	122,034,202
— From Others	17,033,021
Other Borrowing Costs	2,031,685
	141,098,908

NOTE 31: DEPRECIATION AND AMORTISATION EXPENSE

Particulars	Year ended March 31, 2015 Rupees
Depreciation on Tangible Assets	149,344,046
Amortisation on Intangible Assets	13,153,859
	162,497,905

NOTE 32: OTHER EXPENSES

Particulars	Year ended March 31, 2015 Rupees
Consumption of Stores and Spare Parts *	91,907,078
Excise duty	258,536
Power, Fuel and Water Charges	188,311,928
Screen Printing Charges	17,567,056
Repairs and Maintenance:	
Plant and Equipment	20,941,590
Buildings	13,213,413
Others	20,994,168
Rent (Refer Note 40)	9,703,172
Rates and Taxes	8,237,255
Bank Charges	8,728,030
Insurance	4,678,033
Communication Charges	3,197,707
Printing and Stationery	1,940,849
System and Software Expenses	3,205,839
Travelling, Conveyance and Car Expenses	30,530,081
Security and Safety Expenses	8,011,960
Legal, Professional and Secretarial Expenses	17,242,577
Corporate Social Responsibility Expenses	1,550,111
Freight and Transportation Expenses	79,358,806
Commission on Sales	21,879,715
Loss on Foreign Exchange (Net)	1,410,121
Indo Trailer Expenses	79,623,796
Provision for Doubtful Debts and Advances	24,189,214
Bad Debts/ Advances Written Off	14,815,233
Miscellaneous Expenses	32,706,249
	704,202,517

* Consumption of stores and spares and raw material related to Transafe Services Limited has been clubbed together under "Cost of Materials Consumed", since no separate details pertaining to purchase of stores and spares are available with the Group.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 33: DISCLOSURE AS PER ACCOUNTING STANDARD 15 (REVISED) – EMPLOYEE BENEFITS OF THE COMPANY ONLY:

Particulars	Year ended March 31, 2015 Rupees
The Company has classified various benefits provided to employees as under:	
(a) Defined Contribution Plans	
The amount recognised as an expense during the year ended March 31, 2015 towards Provident Fund, ESIC contribution and Superannuation is Rs. 9,577,861, Rs. 161,932 and Rs. 3,116,421 respectively.	
(b) Defined Benefit Plan	
Gratuity	
(i) In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined benefit plan of gratuity based on the following assumptions:-	
Discount Rate	7.95%
Rate of increase in Compensation Levels	7.25%
Rate of Return on Plan Assets	8.75%
Attrition rate	3.29%
Mortality Rate	IALM Mortality-Tables (2006-08) Ultimate
(ii) Changes in the Fair value of Plan Assets	
Present Value of Plan Assets at the beginning of the year	31,808,201
Expected Return on Plan Assets	2,973,395
Actuarial Gain/ (Loss) on Plan Assets	(113,424)
Contributions	3,067,769
Benefits Paid	(1,279,154)
Fair Value of Plan Assets at the end of the year	**36,456,787**
(iii) Changes in the Present Value of Obligation	
Present Value of Obligation at the beginning of the year	35,208,902
Interest Cost	3,160,843
Past Service Cost	—
Current Service Cost	3,046,289
Curtailment Cost/ (Credit)	—
Settlement Cost/ (Credit)	—
Benefits Paid	(1,279,154)
Actuarial (Gain)/ Loss	3,225,019
Present Value of Obligation at the end of the year	**43,361,899**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Year ended March 31, 2015 Rupees
(iv) Amount recognised in the Balance Sheet	
Present Value of Obligation at the end of the year	43,361,899
Fair Value of Plan Assets at the end of the year	(36,456,787)
Net Liability recognised at the end of the year	**6,905,112**
(v) Percentage of each category of plan assets to total fair value of plan assets as at year end:	
Administered by Life Insurance Corporation of India	100%
(vi) Expenses recognised in the Statement of Profit and Loss	
Current Service Cost	3,046,289
Past Service Cost	—
Interest Cost	3,160,843
Expected Return on Plan Assets	(2,973,395)
Curtailment Cost/ (Credit)	—
Settlement Cost/ (Credit)	—
Actuarial (Gain)/ Loss	3,338,443
Total Expenses recognised in the Statement of Profit and Loss	**6,572,180**
(vii) Expected Contribution to Gratuity Fund for the next year, Rs. 9,644,818.	

(c) Compensated absences

The obligation for compensated absences is recognised in the same manner as gratuity and net charge to the Statement of Profit and Loss for the year is Rs. 4,729,383.

NOTE 34:

The Company had purchased 11,361,999 Equity Shares of Rs. 10 each of Transafe Services Limited ("TSL"), an unlisted Company, from ICICI Venture Funds Management Company Limited @ Rs. 16 per share during the year ended March 31, 2010 at the total consideration of Rs. 181,791,984. The investment was made by availing a 100% loan from Balmer Lawrie and Company Limited ("BL") under the loan agreement with BL dated July 31, 2009. As per the said loan agreement, the Company is liable to pay interest on the outstanding principal amount @ 9% per annum or the prevailing bank rate, whichever is higher, annually by September 30 each year.

In the event the Company desires to sell all or part of the TSL shares within the aforesaid period of 96 months, the same can be done by obtaining prior approval from BL and there shall be an obligation on the Company to repay the loan to BL from the proceeds of such sale of TSL shares and also execute a satisfactory interim security as mutually agreed. Also, in the event of termination of the agreement, the Company shall be liable to repay the entire loan amount along with the interest due thereon to BL.

During the year ended March 31, 2013, the Company had expressed its inability to BL to pay accrued interest amounting to Rs. 29,450,302 (net of TDS) for the financial years ended March 31, 2011 and March 31, 2012. As the Company had never earned any income from this investment and the interest expense being disallowed under the Income tax Act, 1961, the Company has stopped accruing any further interest. Accordingly, during the financial year ended March 31, 2013, the Company had written back the interest accrued and payable amounting to Rs. 29,450,302 and has not accrued the annual interest expense of Rs. 16,361,279 for the financial years ended March 31, 2013 to March 31, 2015 based on the written communication to BL.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 35: RELATED PARTY DISCLOSURES

(a) Names of related parties and nature of relationship

(i) Parties having joint control over the Company

Balmer Lawrie and Company Limited

Greif International Holding B.V.

(ii) Parties under the common control

American Flange and Manufacturing Co. Inc.

Balmer Lawrie (UAE) LLC

Greif Algerie Spa

Greif Czech Republic A.S

Greif Eastern Packaging Pte Limited

Greif Egypt LLC

Greif Embalagenes Ind do Brasil Ltda

Greif France SAS

Greif Horizon Metallic Industries Company LLC

Greif International Holding B.V.

Greif Italia SpA

Greif Mexico, S.A.De C.V

Greif Nederland B.V.

Greif Nigeria Plc

Greif Packaging & Supply Chain LLC

Greif Philippines Inc.

Greif Saudi Arabia Co. Ltd.

Greif Singapore Pte Ltd

Greif Sweden Ab

Greif Vologda Limited Liability Company

Tri-Sure Closures Australia Pty Ltd.

Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.

(iii) Key Management Personnel

Mohan Menon – Managing Director

Sanjay Datta – Chief Financial Officer

Rajesh Juthani – Company Secretary

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(b) The following transactions were carried out during the year with the related parties in the ordinary course of business:

Nature of Transaction	Parties referred to in (i) above	Parties referred to in (ii) above	Total
Purchase of Raw Materials and Stores (Inclusive of Levies and taxes)			
Balmer Lawrie and Company Limited	863,838	—	863,838
Greif Embalagenes Ind do Brasil Ltda	—	4,596,665	4,596,665
Greif France SAS	—	5,537,395	5,537,395
Greif Nederland B.V.	—	7,984,466	7,984,466
American Flange and Manufacturing Co. Inc.	—	1,055,238	1,055,238
	863,838	**19,173,764**	**20,037,602**
Sale of Goods/Services			
Balmer Lawrie and Company Limited	155,138,939	—	155,138,939
Balmer Lawrie (UAE) LLC	—	29,565,497	29,565,497
Greif Singapore Pte Ltd	—	275,923,145	275,923,145
Greif Philippines Inc.	—	665,523	665,523
American Flange and Manufacturing Co. Inc.	—	25,425,605	25,425,605
Greif Egypt LLC	—	9,482,144	9,482,144
Greif Italia SpA	—	9,676,623	9,676,623
Greif Eastern Packaging Pte Limited	—	16,529,633	16,529,633
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	24,401,849	24,401,849
Tri-Sure Closures Australia Pty Ltd.	—	17,406,488	17,406,488
Greif Algerie Spa	—	3,024,060	3,024,060
Greif Czech Republic A.S	—	5,377,660	5,377,660
Greif Embalagenes Ind do Brasil Ltda	—	3,100,491	3,100,491
Greif Horizon Metallic Industries Company LLC	—	20,183	20,183
Greif Mexico, S.A.De C.V	—	22,193,997	22,193,997
Greif Nederland B.V.	—	118,485,898	118,485,898
Greif Nigeria Plc	—	6,263,303	6,263,303
Greif Packaging & Supply Chain LLC	—	125,151,463	125,151,463
Greif Saudi Arabia Co. Ltd.	—	13,103,670	13,103,670
Greif Sweden Ab	—	6,258,780	6,258,780
Greif Vologda Limted Liability Company	—	10,412,482	10,412,482
	155,138,939	**722,468,494**	**877,607,433**
Lease Rent Expenses			
Balmer Lawrie and Company Limited	205,088	—	205,088
	205,088	**—**	**205,088**
Purchase of Services			
Balmer Lawrie and Company Limited	63,675,165	—	63,675,165
	63,675,165	**—**	**63,675,165**
Commission Expense			
Greif Nederland B.V.	—	15,907,264	15,907,264
	—	**15,907,264**	**15,907,264**
Loan Received			
Balmer Lawrie and Company Limited	115,000,000	—	115,000,000
	115,000,000	**—**	**115,000,000**
Repayment of Loan Taken			
Balmer Lawrie and Company Limited	115,000,000	—	115,000,000
	115,000,000	**—**	**115,000,000**
Expenses Reimbursed by other Companies			
Balmer Lawrie and Company Limited	395,153	—	395,153
Greif Nederland B.V.	—	824,374	824,374
	395,153	**824,374**	**1,219,527**
Expenses Reimbursed to other Companies			
Greif Singapore Pte Ltd	—	77,533	77,533
	—	**77,533**	**77,533**
Interest Expense			
Balmer Lawrie and Company Limited	3,027,699	—	3,027,699
	3,027,699	**—**	**3,027,699**
Dividend Paid			
Balmer Lawrie and Company Limited	10,321,532	—	10,321,532
Greif International Holding B.V.	10,321,538	—	10,321,538
	20,643,070	**—**	**20,643,070**

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(c) Amount Due to/from related parties

Nature of Transaction	Parties referred to in (i) above As at March 31, 2015	Parties referred to in (ii) above As at March 31, 2015	Total As at March 31, 2015
Outstanding Receivable (Net of Payable)			
Balmer Lawrie and Company Limited	29,765,967	—	29,765,967
Greif Singapore Pte Ltd	—	35,080,696	35,080,696
Greif Egypt LLC	—	3,480,695	3,480,695
Greif Eastern Packaging Pte Limited	—	979,306	979,306
Balmer Lawrie (UAE) LLC	—	5,814,457	5,814,457
Greif Italia SpA	—	2,513,025	2,513,025
Tri-Sure Closures Australia Pty Ltd.	—	5,888,438	5,888,438
American Flange and Manufacturing Co. Inc.	—	5,547,069	5,547,069
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	4,445,274	4,445,274
Greif Nederland B.V.	—	27,828,014	27,828,014
Greif Packaging & Supply Chain LLC	—	27,380,167	27,380,167
Greif Mexico, S.A.De C.V	—	6,578,084	6,578,084
Greif Saudi Arabia Co. Ltd.	—	1,006,097	1,006,097
Greif Sweden Ab	—	2,445,261	2,445,261
Greif Czech Republic A.S	—	1,086,493	1,086,493
Greif Vologda Limted Liability Company	—	2,350,207	2,350,207
Greif Embalagenes Ind do Brasil Ltda	—	153,338	153,338
	29,765,967	**132,576,621**	**162,342,588**
Outstanding Payable (Net of Receivable)			
Greif Embalagenes Ind do Brasil Ltda	—	1,815,449	1,815,449
Greif Nederland B.V.	—	13,134,863	13,134,863
	—	**14,950,312**	**14,950,312**
Outstanding Loan Payable (Including Interest)			
Greif International Holding B.V.	26,250,000	—	26,250,000
Balmer Lawrie and Company Limited	190,791,984	—	190,791,984
	217,041,984	**—**	**217,041,984**

(d) Key Management Personnel (KMP):

(i) Remuneration to Managing Director Rs. 3,907,464.

(ii) Remuneration to Chief Financial Officer Rs. 1,777,734.

(iii) Remuneration to Company Secretary Rs. 2,041,563.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 36: SEGMENT REPORTING

The Business Segments have been considered as the primary segments for disclosure. The categories considered as reportable business segments are as follows:

(i) Steel Drum Closures
(ii) Plastic Containers
(iii) Leasing
(iv) Other logistics

The above business segments have been identified considering:

(i) The nature of the product/services
(ii) The risk return profile of individual divisions/segments
(iii) The internal financial reporting structure

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

(Amount in Rs.)

Particulars	Steel Drum Closures	Plastic Containers	Leasing	Other Logistics	Total
Revenue					
External Segment Revenue	1,509,343,969	2,052,932,808	111,131,687	167,042,628	3,840,451,092
Inter-Segment Revenue	—	—	—	—	—
Total Revenue	**1,509,343,969**	**2,052,932,808**	**111,131,687**	**167,042,628**	**3,840,451,092**
Result					
Segment Result	198,091,299	111,120,395	68,495,276	(46,013,865)	331,693,105
Add: Unallocable Income					3,631,890
Less: Interest Expense					141,098,908
Unallocable Expenses					66,449,312
Profit Before Taxation					**127,776,775**
Less: Tax Expenses					67,962,510
Profit After Taxation					**59,814,265**
Other Information (at year end)					
Segment Assets	665,897,305	1,305,364,139	269,225,590	401,505,315	2,641,992,349
Unallocable Assets					303,107,414
Total Assets					**2,945,099,763**
Segment Liabilities	221,233,788	249,608,055	249,404,891	371,946,029	1,092,192,763
Unallocable Liabilities					1,131,348,116
Total Liabilities					**2,223,540,879**
Capital Expenditure					
Segment	64,821,046	33,814,321	114,850	506,899	99,257,116
Unallocable					5,318,806
Total Capital Expenditure (Including Capital Work-In-Progress)					**104,575,922**
Depreciation and amortisation					
Segment	51,314,933	39,334,803	33,072,417	18,444,700	142,166,853
Unallocable					20,331,052
Total Depreciation and amortisation					**162,497,905**
Non-cash expenses other than depreciation and amortisation	460,098	—	—	—	460,098
GEOGRAPHICAL SEGMENT					
Revenue					
India					2,864,948,332
Outside India					975,502,760
					3,840,451,092
Assets (at year end)					
India					2,536,814,085
Outside India					105,178,264
					2,641,992,349
Capital Expenditure					
India					99,257,116
Outside India					—
					99,257,116

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 37:

(a) The list of subsidiary and jointly controlled entity included in the consolidated financial statements are as under:

Name of Entity	Country of Incorporation	Nature of Relationship	Proportion of Ownership interest as at March 31, 2015
Proseal Closures Limited	India	Subsidiary	100%
Transafe Services Limited	India	Jointly controlled entity	50%

(b) Goodwill and Capital reserve on consolidation represent the difference between the net worth and the cost of acquisition of subsidiary and jointly controlled entity respectively. Amortisation of Goodwill arising on acquisition of subsidiary amounted to Rs. 11,523,074.

(c) The Company has a 50% interest in Transafe Services Limited. The Group's share of each of the assets, liabilities, income, expenses etc. related to its interests in this joint venture, based on the audited financial statements are:

	Particulars	2014-2015
(i)	**Assets (at year end)**	
	Fixed Assets (including Capital Work-in-progress)	544,179,956
	Deferred Tax Assets (Net)	208,670
	Long-Term Loans and Advances	24,814,702
	Other Non-Current Assets	—
	Inventories	31,751,853
	Trade Receivables	60,200,025
	Cash and Bank Balances	2,815,584
	Short-Term Loans and Advances	15,885,634
	Other Current Assets	—
(ii)	**Liabilities (at year end)**	
	Long-Term Borrowings	475,010,541
	Deferred Tax Liabilities (Net)	—
	Other Long Term Liabilities	9,572,249
	Long-Term Provisions	750,905
	Short-Term Borrowings	112,394,255
	Trade Payables	37,623,650
	Other Current Liabilities	159,174,099
	Short-Term Provisions	—
(iii)	**Income**	300,004,549
(iv)	**Expenses**	345,079,522
(v)	**Other Matters**	
	Contingent Liabilities	194,587,380

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 38: COMPUTATION OF EARNINGS PER SHARE (BASIC AND DILUTED):

The amount considered in ascertaining the Group's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars		Year ended March 31, 2015 Rupees
(I)	Profit Computation for both Basic and Diluted Earnings per share:	
	Net Profit available for equity shareholders (in Rs.)	59,814,265
(II)	Computation of weighted average number of equity shares :	
	Number of shares for Basic and Diluted earnings per share	17,974,814
(III)	Earnings Per Share:	
	Basic (in Rs.)	3.33
	Diluted (in Rs.)	3.33

NOTE 39: DISCLOSURE OF DERIVATIVES:

(i) Outstanding Forward Exchange Contracts entered into by the Group as at year end:

Currency	March 31, 2015	
	Number of Contracts	Amount
Export Receivable		
USD	14	700,000
(Equivalent Rs.)	—	43,554,000
Import Payables		
USD	5	1,293,220
(Equivalent Rs.)	—	80,921,030

(ii) The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at March 31, 2015 are as follows:

Particulars	March 31, 2015		
	Foreign Currency Denomination	Foreign Currency Amount	Amount (In Rupees)
Trade Receivables	USD	1,313,637	81,534,171
	EURO	23,770	1,739,612
	SGD	21,840	979,306
Secured Loan	USD	195,975	12,283,713
Trade Payables	USD	1,620,394	101,568,046
	EURO	113,343	7,711,406

The foreign currency outstanding has been translated at the rates of exchange prevailing on the Balance Sheet date in accordance with Accounting Standard 11 – "The Effects of Changes in Foreign Exchange Rates (Revised 2003)" notified under Section 133 of the Act.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

NOTE 40:

The Group has entered into cancellable leasing arrangements mainly for residential flats, office premises, warehouse, vehicles etc. The Lease rent of Rs. 9,703,172 has been included under the head 'Other Expenses – Rent' under Note 32 to the Consolidated Financial Statements.

Operating lease rental income recognised in the Consolidated Statement of Profit and Loss amounts to Rs. 124,096,539, included under the head 'Revenue from Operations' under Note 25 to the Consolidated Financial Statements.

NOTE 41: OUTSTANDING DUES TO MICRO AND SMALL ENTERPRISES:

The Company has amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act) as at March 31, 2015. The disclosure pursuant to the said Act is as under:

Particulars	**Year ended March 31, 2015 Rupees**
Principal amount due to suppliers under MSMED Act as at year end	16,847,779
Interest accrued and due to suppliers under MSMED Act on the above amount unpaid	26,619
Payment made to suppliers (other than interest) beyond the appointed day during the year	116,696,957
Interest paid to suppliers under MSMED Act (Other than Section 16)	—
Interest paid to suppliers under MSMED Act (Section 16)	—
Interest due and payable to suppliers under MSMED Act for payment already made	725,113
Interest accrued and remaining unpaid at the end of the period to suppliers under MSMED Act	2,537,540

Note: This information has been given in respect of such vendors to the extent they could be identified as Micro and Small enterprises on the basis of information available with the Company. Transafe Services Limited is in the process of obtaining necessary confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures regarding the same have not been made.

NOTE 42:

Continuous losses incurred by Transafe Services Limited (TSL) over the last few years have resulted in negative net worth as at March 31, 2015. Based on negative net worth as at March 31, 2013 a reference application was made to Board for Industrial & Financial Reconstruction (BIFR) under section 15 of the Sick Industrial Companies (Special Provisions) Act, 1985 on July 22, 2013 which was registered by BIFR under case no. 83/2013 and confirmed by their letter dated November 25, 2013. The management is hopeful of revival of this company on the following grounds:

(i) For Manufacturing business:-

(a) Orders on hand and under execution with better profit margin.

(b) Anticipated business and positive results on Tender business mainly from Government sectors.

(c) Signing MOUs with various big corporate houses for supply of specialized containers.

(d) Continuing cost cutting measures and implementation of other correctional measures for strengthening of the business.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

(ii) For Logistics business:-

(a) Focusing more on B2B.

(b) Creating a synergy with the promoter company for transportation service. Handling specialized equipment – mainly over dimension cargoes – for a better profit margin.

(iii) For Leasing business:-

(a) Creating more customer base so that the exposure will be less on single customer.

(b) Repairing the containers with the help of independent surveyors for a better evaluation of the repair cost.

NOTE 43:

These financial statements have been prepared in accordance with 'Accounting Standard (AS) 21 – Consolidated Financial Statements' issued under section 133 of the Companies Act, 2013. As this is the first year of adoption of AS – 21, figures for previous year have not been presented.

As per our report of even date attached.

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

Khushroo B. Panthaky
Partner

Mumbai, July 24, 2015

For and on behalf of the Board of Directors

Mohan Menon – *Managing Director*

Prabal Basu – *Director*

Sanjay Datta – *Chief Financial Officer*

Rajesh Juthani – *Company Secretary*

Mumbai, July 13, 2015

Balmer Lawrie-Van Leer Limited

CIN: U99999MH1962PLC012424
Registered Office:
D-195/2, TTC Industrial Area, MIDC Turbhe, Navi Mumbai-400 705
Tel: +91 22 67396400; Fax: +91 22 6739 6436; Email: compliance_officer@blvlindia.com:
Website: www.blvlindia.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s): ....

Registered Address: ....

E-mail Id: ....

Folio No. .... DP ID No. .... Client ID No. ....

I/We, being the member(s) of Balmer Lawrie Van Leer Limited, holding .... Shares appoint

Name: .... E-mail Id: ....

Address: ....

.... Signature: .... or failing him/her

Name: .... E-mail Id: ....

Address: ....

.... Signature: .... or failing him/her

Name: .... E-mail Id: ....

Address: ....

.... Signature: .... or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company to be held on Wednesday, the 2nd September, 2015 at 15.00 P.M. at the Registered office of the Company at D-195/2, TTC Industrial Area, MIDC Turbhe, Navi Mumbai-400 705 and at any adjournment thereof in respect of resolutions indicated below:

Ordinary Business	**Special Business**
Adoption of Audited Financial Statements for the year ended on 31st March, 2015 together with the Report of the Directors and Auditors thereon.	Appointment of Mr. Prabal Basu (DIN No. 06414341) as a Director
Declaration of Dividend on Equity Shares	Appointment of Mrs. Cristina Paula Trigo Alves Zeitz (DIN No. 07146615) as a Director
Re-appointment of Mr. Kannan Annanthakrishnan (DIN No 05281184) as Director liable to retire by rotation	Appointment of Mr. Srikumar Menon (DIN No. 00470254) as an Independent Director
Appointment of M/s. Walker Chandiok & Co. LLP (Formerly Walker Chandiok & Co.) Chartered Accountants (Registration No. 001076N/N500013) as Statutory Auditors of the Company and fixing their remuneration.	Appointment of Mr. Jozef Martinus Casparie (DIN No. 07168391) as an Independent Director
	Extension of Terms of Appointment of Mr. Mohan Menon (DIN No. 02838483) as Managing Director and Approval for payment of Managerial Remuneration
	Authority to Directors for creation of charge
	Adoption of new Articles of Association of the Company

Signed this .... day of 2015

Affix Revenue Stamp of Re. 1

Signature of the Member: .... Signature of Proxy holder: ....

Note: This form of proxy Iin order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

If not delivered, please return to :

Balmer Lawrie-Van Leer Limited

D-195/2, TTC Industrial Area,

MIDC Turbhe, Navi Mumbai-400 705

Designed and Printed by
neilgrafix@gmail.com