

63rd Annual Report 2022 - 2023

Board of Directors

Balaji Venkatesh Sathyanarayanan (*Chairman*)

Girish Pundlik (*Managing Director*)

Adika Ratna Sekhar

Jaime Moreno Marin

Donna M. McPherson

Wanda Hendirka Van Engelen

Vasudev Narayan Sharma (*Independent Director*)

Jozef M. Casparie (*Independent Director*)

Sandip Das

R. M. Uthayaraja

Senior Management Team

Sanjay Datta (*Sr. GM – Chief Financial Officer*)

Nilesh Shirke (*DGM – Company Secretary*)

Mahesh Adhikari (*AGM, Head – HR, Admin & IR*)

Prashant Pathak (*DGM, Head – SCM*)

Yogesh Shukla (*DGM, Head – Plastic Container Division, Turbhe*)

Sebastian P. (*AGM, Head – Plastic Container Division, Chennai*)

Debashis Mitra (*AGM, Head – Plastic Container Division, Dehradun*)

Mitesh Khandwala (*Chief Manager – Plastic Container Division, Dahej*)

Kumar M.D. (*DGM, Head – Steel Drum Closure Division, Bengaluru*)

Ganesh Salunkhe (*Chief Manager – Steel Drum Closure Division, Turbhe*)

K.K. Yadav (*Chief Manager – Steel Drum Closure Division, Turbhe*)

Registered Office

D-195/2, T.T.C. Indl. Area, MIDC Turbhe,
Near Turbhe Telephone Exchange,
Navi Mumbai-400 705.

Tel. No.: 91-22-6739 6400

E-mail : response@bvlindia.com

Registrar & Share Transfer Agent Link Intime India P. Ltd.

C-101, 247 Park, L.B.S. Marg,
Vikhroli (W), Mumbai-400 083.

Tel. No.: 91-22-4918 6000

Fax No.: 91-22-4918 6060

Email: rnt.helpdesk@linkintime.co.in

Statutory Auditors

Walker Chandiok & Co. LLP

Secretarial Auditors

N. L. Bhatia & Associates

507, Skyline Wealth Space, 5th Floor, C / 2 Wing,
Skyline Oasis Complex, Premier Road,
Ghatkopar (W), Mumbai-400 086.

Bankers

Kotak Mahindra Bank Ltd

Standard Chartered Bank

Axis Bank Ltd

HDFC Bank

Citi Bank

Company Secretary & Chief Compliance Officer

Nilesh Shirke

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NOTICE TO THE MEMBERS

Notice is hereby given that the 63rd Annual General Meeting of Balmer Lawrie-Van Leer Limited will be held at the Registered office of the Company at D-195/2, TTC Industrial area, MIDC Turbhe, Near Turbhe Telephone Exchange, Navi Mumbai- 400 705 on Tuesday, September 5, 2023 at 04.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Board of the Directors and Auditors thereon.
2. To declare dividend of Rs. 4/- per equity share (i.e. 40 % on the face value of Rs. 10/- per equity share) for the financial year 2022-23 on Equity Shares.
3. To appoint a Director in place of Mr. Adika Ratna Sekhar (DIN No. 08053637) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Jaime Moreno Marin (DIN No. 08214953) who retires by rotation and being eligible offers himself for re-appointment.
5. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time for appointment of statutory auditors, M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W) who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 2 years from the conclusion of the Sixty Third Annual General Meeting (AGM) of the Company till the conclusion of the Sixty Fifth Annual General Meeting, to examine and audit the accounts of the Company at Mumbai and the divisions, on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them."

SPECIAL BUSINESS:

6. **Appointment of Mr. R. M. Uthayaraja (DIN No. 09678056) as Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 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, as

amended, Mr. R. M. Uthayaraja (DIN No. 09678056) who was appointed as Additional Director with effect from March 29, 2023 and 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 the Director be and is hereby appointed as Director on the Board of the Company liable to retire by rotation."

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

Registered office:

D-195/2, TTC Industrial area
MIDC Turbhe
Near Turbhe Telephone Exchange
Navi Mumbai-400 705
CIN No: U99999MH1962PLC012424

Place : Bengaluru
Dated : 16th May, 2023

Nilesh Shirke
Company Secretary

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 5 & 6.

In respect of item No. 5

M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No.: 0010176N/ N500013) were appointed for a second term of 5 years as Statutory Auditor of the Company by the Members at the 58th Annual General Meeting ("AGM") held on September 7, 2018 to hold office till the conclusion of the 63rd AGM of the Company to be held in the calendar year 2023. Accordingly, the second term of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Statutory Auditor of the Company comes to an end at this AGM.

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

M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W) is registered with the Institute of Chartered Accountants of India (ICAI) and is a reputed audit firm. The Audit Firm is having rich experience of doing audit of large manufacturing companies or big conglomerate, etc. and therefore the Audit Committee have recommended the appointment M/s. MSKA & Associates, Chartered Accountants to the Board of Directors of the Company.

The Board of Directors of the Company at their meeting held on May 16, 2023, based on the recommendation of the Audit Committee, have recommended the appointment of M/s. MSKA & Associates, Chartered Accountants as the Statutory Auditor of the Company, to hold office for a first term of two consecutive years from the conclusion of this 63rd Annual General Meeting (AGM) till the conclusion of the 65th AGM of the Company to be held in the Calendar year 2025, on such remuneration as may be approved

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by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

In respect of item No. 6

The Company had received written intimation from M/s Balmer Lawrie & Co. Ltd dated January 20, 2023, proposing, the withdrawal of nomination of Mr. Sandip Das (DIN No. 08217697) from the Board of the Company and appointment of Mr. R. M Uthayaraja (DIN No. 09678056) as Director on Board of the Company. Pursuant to recommendation of Nomination and Remuneration Committee, Board of Directors at the meeting held on March 29, 2023 approved appointment of Mr. R.M. Uthayaraja as Additional Director effective from March 29, 2023, liable to retire by rotation, and subjected to approval of the members at the ensuing AGM.

Pursuant to provisions of Section 161 of the Act and Article 126 of the Articles of Association of the Company, Mr. R. M Uthayaraja will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mr. R. M Uthayaraja for the office of Director. Mr. R. M Uthayaraja, once appointed will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors. The Company has received from Mr. R. M Uthayaraja (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Mr. R.M. Uthayaraja are provided as annexure to this Notice.

The Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 6 of this Notice.

NOTES:

1. In accordance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA circulars") applicable provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company would be providing a two-way Video Conference (VC) facility in order to provide an opportunity to all its Members to participate virtually at this AGM through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company which shall be deemed to be venue of the Meeting.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate in the AGM and vote through remote voting during AGM are requested to send a certified board resolution to the scrutinizer through email to brupadhyay@hotmail.com with a copy to rnt.helpdesk@linkintime.co.in. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
3. In support of the Green initiative taken by Ministry of Corporate Affairs and pursuant to Section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Notice of AGM, Annual Report and Attendance Slip, Proxy Form are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Depository Participant(s). In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. A statement giving the details of the Director seeking appointment/re-appointment under Item No. 6, the accompanying Notice and other requisite information as per Secretarial Standard-2 on General Meetings, are provided in annexure attached herewith.
5. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business specified under Item no. 6 of the accompanying Notice is annexed hereto. Further, additional information with respect to Item no. 3, 4 & 5 is also annexed hereto.
6. SEBI vide Notification No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2021 unless the securities are held in the dematerialized form with the depositories. Therefore, Physical Shareholders are requested to take action to dematerialize their Equity Shares in the Company, promptly.
7. The Board of Directors in its meeting held on May 16, 2023 declared Dividend of Rs.4.00/- (40%) per Equity Share of Rs.10/- each for the Financial Year 2022-23 payable to those Members whose name appears in the Register of Members/ Depository Participant as on August 29, 2023.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 30,

2023 to Tuesday, September 05, 2023 (both days inclusive) for the purpose of determining Members eligible for dividend on Equity Shares, if approved by the Members.

9. The dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or before October 05, 2023 to Members whose names appear on the record of Depositories on Tuesday, August 29, 2023, close of business hours (for shares held in demat mode) and in the Register of Members of the Company (for shares held in physical mode) updated as on close hours of August 29, 2023. The dividend will be paid to the Members within the stipulated time.
10. Members are requested to immediately notify any change in their name, registered address, email id, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank mandate viz. name and address of the branch of the bank, MICR code of the branch, account number with blank cancelled cheque to their Depository Participant (DP) quoting their Client IDs in case of shares held in demat form and to the Registrars and Share Transfer Agents M/s. Link Intime India Private Limited, C 101, 247 Park LBS Marg, Vikhroli (West), Mumbai- 400 083, Tel No: +91 22 49186000 Fax No: +91 22 49186060, Website: www.linkintime.co.in, Email id: rnt.helpdesk@linkintime.co.in of the Company quoting their Folio Number in case of shares held in physical form.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least 7 days before the Annual General Meeting through email on investor@blvindia.com the same will be replied by the Company suitably.
12. Relevant Documents referred in the proposed resolution may be inspected at the Registered office of the Company During the business hours on all days except Saturday and Sunday and Public holidays upto the date of the Annual General Meeting.
13. Unclaimed dividends for the financial year ended March 31, 2016 shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government in terms of the provisions of Section 124 of the Companies Act 2013. Those members who have so far not encashed the dividend(s) from the year ended March 31, 2016 till the year ended March 31, 2023 are requested to approach the Registrars and Share Transfer Agents of the Company for payment.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the information in respect of the unclaimed dividends as on March 31, 2023, on the website of the IEPF viz. www.iepf.gov.in and also under the "Investors Section" on the website of the Company viz. www.blvindia.com.
14. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares singly are advised to avail of nomination facility in their own interest. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
15. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Such members can cast their votes on the resolution through remote e-voting system.

16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Registrar and Share Transfer Agents (in case of shares held in physical mode) and with Depository Participant (in case of shares held in demat mode).
17. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by August 29, 2023 by accessing the link https://linkintime.co.in/EmailReg/Email_Register.html. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by Tuesday, August 29, 2023 by accessing the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
18. A Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxies need not be Members of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
19. Institutional/ Corporate Shareholders (i.e. other than Individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to brupadhyay@hotmail.com with a copy marked to the Company at investor@blvindia.com and to its Registrar & Share Transfer Agent ("RTA") at instameet@linkintime.co.in.
20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by Members using remote e-voting system along with e-voting at AGM will be provided by M/s Link Intime India P. Ltd.
21. Linking of PAN and Aadhaar, updation of KYC and nomination details SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated all physical shareholders to furnish their Nomination and KYC details (PAN, Contact Details, Bank

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Account Details & Specimen Signature) with Companies. Further linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT). Non-Update of KYC, linking of PAN and Aadhaar and nomination details on or before March 31, 2023 will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details/ dematerialisation of such holdings. Brief procedure for update of KYC and Nomination facility is given hereunder and also uploaded on the Company's website at www.blvindia.com.

22. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. The remote e-voting period commences on Saturday, September 04, 2023 (9:00 a.m. IST) and ends on Monday, September 04, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday August 29, 2023 i.e. cut-off date, may cast their vote electronically.
24. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday , August 29, 2023.
25. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as attending and e-voting at the AGM.
26. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in
27. The Instructions for Members for Remote E-Voting are as under:

Pursuant to SEBI Circular dated December 09, 2020, on e-Voting facility provided by companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Login method for Individual shareholders holding securities in demat mode/physical mode is given below:

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 	<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</p> <ul style="list-style-type: none"> • If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
		<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest, can login through their exiting user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • After successful login of Easi/Easiest the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Once you Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders of the company, holding shares in physical form and non-individuals Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in. 2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: <ul style="list-style-type: none"> A User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format). D Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above. • Shareholders holding shares in NSDL form, shall provide 'D' above. • Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). • Click "confirm" (Your password is now generated).
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Login method for Individual shareholders holding securities in physical form Non-Individual Shareholders holding securities in demat mode is given below:

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	<p>3. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>Cast your vote electronically:</p> <p>1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>2. E-voting page will appear.</p> <p>3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 022 - 4886 7000 and 022 - 2499 7000.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 (toll free).

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on "login".
- Select the "Company" and 'Event Date' and register with your following details:
 - Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.
- (b) Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
 - (c) Mobile No.: Enter your mobile number.
 - (d) Email ID: Enter your email id, as recorded with your DP/ Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your

vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: – Tel: 022-49186175.

GENERAL INSTRUCTIONS

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, August 29, 2023.
2. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
3. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Tuesday, August 29, 2023, may obtain the login ID and password by following the instructions of Remote e-voting.
4. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour/ against, if any, to the Chairperson or a person authorized

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in writing, who shall countersign the same and declare the result of the voting forthwith.

5. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.blvlindia.com and on the LIIPL website <https://instavote.linkintime.co.in>.
28. **Partners of M/s. N.L. Bhatia & Associates, Mr. Bharat R. Upadhyay, Practicing Company Secretary (Membership No.: FCS 5436 / C.P No.: 4457), failing him Mr. Bhaskar Upadhyay Practicing Company Secretary (Membership No. : FCS 8663 / C.P No. : 9625)** have been appointed as the Scrutinizer to scrutinize the process of e-voting at the AGM, is in a fair and transparent manner.
29. The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, through e-voting facility as provided by Link Intime India Pvt. Ltd for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
30. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The Chairman or a person authorized by him in writing shall forthwith on receipt of the Scrutinizers report declare the results of voting. The report of the Scrutinizer shall be placed on the website of the Company www.blvlindia.com.com and on the website of <https://instavote.linkintime.co.in> immediately after the declaration of result by the Company.

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

Place : Bengaluru
Dated : 16th May, 2023

Nilesh Shirke
Company Secretary

Additional Information about the Directors seeking appointment/re-appointment/change of designation pursuant to Secretarial Standard of the Institute of Company Secretaries of India.

Name of the Director	Mr. Adika Ratna Sekhar	Mr. Jaime Moreno Marin	Mr. R. M. Uthayaraja
Director Identification Number (DIN)	08053637	08214953	09678056
Date of Birth / Age	10.06.1964	31.05.1970	11.08.1967
Date of First Appointment	21.12.2020	28.03.2022	29.03.2023
Date of last appointment / Re-appointment at AGM	06.09.2022	06.09.2022	N.A.
Qualifications	Master of social work with Specialization in Personnel Management, Industrial Relations & Labour Welfare	B.E (Electrical)	Bachelor of Chemical Engineering
Experience in No. of Years	More than 30 years	More than 20 years	More than 30 years
Expertise in specific functional areas	Mr. Adika Ratna Sekhar is Chairman & Managing Director of Balmer Lawrie & Co. Ltd. He has wide experience in Human Resources Management, Industrial Relations and Administration.	Mr. Jaime Moreno Marin has vast experience in Manufacturing (operation, Quality Control, Product Development etc.), Project & Marketing	Mr. R.M. Uthayaraja is Director (Manufacturing Businesses) of M/s Balmer Lawrie & Co. Ltd. He has a long experience in the Manufacturing, Chemical and Pharmaceutical Industries.
No. of Board Meetings attended during the year	5	1	1
Relationship between Director inter-se	Nil	Nil	Nil
Details of shares held in Co.	Nil	Nil	Nil
a) Own			
b) For other person as beneficial owner			
List of Companies* in which Directorship held as on 31.03.2023	<ul style="list-style-type: none"> • Balmer Lawrie & Co. Ltd. • Biecco Lawrie Limited • Balmer Lawrie Van Leer Limited 	<ul style="list-style-type: none"> • Balmer Lawrie Van Leer Limited 	<ul style="list-style-type: none"> • Balmer Lawrie & Co. Ltd. • Balmer Lawrie (UAE) LLC
Chairperson / Member of Mandatory Committees** of the Board of the Companies on which he/she is a Director as on 31.03.2023	<ul style="list-style-type: none"> • Balmer Lawrie & Co. Ltd. 	Nil	Nil

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DIRECTOR'S REPORT

TO THE MEMBERS OF BALMER LAWRIE-VAN LEER LIMITED

Your Director's have the pleasure in presenting the Sixty Third Annual Report of your Company along with the Audited Financial Statements and the Auditor's Report for the Financial Year ended March 31, 2023.

FINANCIAL HIGHLIGHTS

	STANDALONE	
	2022-23 Rs. in lakhs	2021-22 Rs. in lakhs
Revenue from Operations	59,097	58,289
Operating and Other Expenditure	52,716	50,648
Operating Profit	6,381	7,641
Add: Other Income	300	293
Profit before Interest, Depreciation and Taxes	6,681	7,934
Less: Finance Cost	1,247	1,241
Less: Depreciation	1,684	1,651
Profit Before Tax	3,750	5,042
Less: Current Tax Expenses	862	1,208
Less: Deferred Tax	-33	43
Profit After Tax	2,921	3,791
Other Comprehensive Income	163	132
Total Comprehensive Income	3,084	3,923

Note: Figures have been regrouped and re-arranged where ever necessary and rounded off to nearest Rs. in Lakhs.

TRANSFER TO RESERVES

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

DIVIDEND

The Directors have recommended a dividend of Rs. 4.00 per equity share (i.e. 40 % on the face value of Rs.10 per equity share) for the financial year 2022-23 (Previous Year: Rs.6.00 per share or @ 60%) subject to approval by the members at Annual General Meeting. Total outflow towards dividend on equity shares for the year would be Rs.718.08 Lakhs (Previous year: Rs.1077.12 Lakhs.)

Dividend Distribution Policy

The Company follows a Dividend Distribution Policy which aims to ensure fairness, sustainability and consistency in distributing profits to its shareholders. The policy is available on the website of the Company.

BUISNESS REVIEW COMPANY'S & DIVISIONAL PERFORMANCE

During the year under review, 2022-23 the Company, Balmer Lawrie- Van Leer Ltd (BLVL) has experienced challenging macroeconomic environment, marked by geopolitical uncertainties, high commodity inflation, supply chain constraints, volatile trade balance, rising energy prices, competition among other factor. The decline in global demand for steel exports has impacted the sales of steel drum closures division.

The Company have for the third consecutive year achieved to deliver impressive top-line for F.Y 2022-23. The financial performance for the year recorded the highest ever revenue of Rs. 59097 Lakhs which was Rs. 58289 Lakhs in the previous year. The PBT for the FY 2022-23 stood at Rs. 3750 Lakhs as against Rs. 5042 Lakhs during the previous year. Net profit after tax was at Rs. 2921 Lakhs, as against a net profit of Rs.3791 Lakhs in the previous financial year. The Steel Drum closure units of BLVL at Turbhe and



at Bengaluru have reported a decline in turnover. The Plastic Division at Turbhe, Dehradun & Chennai was able to increase its turnover in the current year. The combined overall turnover of both, Steel Drum Division and Plastic Drum division was higher in comparison to the previous year.

The statement of Standalone Financial has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

STEEL DIVISION

The Steel drum closures in Mumbai and Bengaluru have witnessed a drop in revenue and volume as compared to the previous year. The division's revenue suffered due to global economic slowdown and reduction of exports during the year.

Steel Drum Closure Division – Mumbai

Division has recorded revenue of Rs.11493 Lakhs (net of GST) and profit before tax of Rs 892 Lakhs during the current year as against Rs. 13048 Lakhs (net of GST) and Profit before tax of Rs. 1051 Lakhs respectively achieved during the previous year.

Steel Drum Closure Division – Bengaluru

Division has recorded revenue of Rs. 12253 Lakhs (net of GST) and profit before tax of Rs.2214 Lakhs during the current year as against Rs. 15581 Lakhs (net of GST) and profit before tax of Rs. 2814 Lakhs respectively achieved during the previous year.

PLASTIC DIVISION

Plastic Container Division – Mumbai

The Plastic division at Mumbai witnessed an increase in both turnover and volumes as compared to the previous year. The Division has continued its efforts in improving the production capabilities, keeping operational cost under control and its sales realization.

Division has recorded revenue of Rs. 15191 Lakhs (net of GST) and profit before Tax of Rs. 1030 Lakhs during the current year as against Rs. 14754 Lakhs (net of GST) and profit before tax of Rs. 1322 Lakhs respectively achieved during the previous year.

Plastic Container Division – Chennai

The Plastics container division Chennai could keep increasing its productivity, quality, and reduced cycle time across product segments. The division could record better turnover and volumes compared to previous year. The division was able to maintain and better its performance resulting in increasing the division's turnover.

Division has recorded revenue of Rs. 8082 Lakhs (net of GST) and profit before tax of Rs. 202 Lakhs during the current year as against Rs. 6101 Lakhs (net of GST) and net profit of Rs. 264 Lakhs respectively achieved during the previous year.

Plastic Container Division – Dehradun

The Plastic divisions at Dehradun kept its constant thrust on excellence, enhanced capacity utilization and optimization of costs and widen the Customer base. The division has posted growth in turnover and volume during the year. The division caters to a wide range of customers and predominantly supplies large blow molded drums and V20 drums. The division's expansion plan is underway at the moment of a food compliant manufacturing facility .The division shall also cater to food and beverages sectors in coming period.

Division has recorded revenue of Rs.8397 Lakhs (net of GST) and profit before Tax of Rs. 414 Lakhs during the current year as against Rs.7729 Lakhs (net of GST) and profit before tax of Rs. 474 Lakhs respectively achieved during the previous year.

Plastic Container Division – Dahej

The Plastic division at Dahej has completed a year of commercial production. The additional manufacturing facilities were set in the plant for injection moulded products. The division has posted growth in turnover and volume during the year, however reported decline due to the operation of new capacity, contribution of which was lesser than the finance cost, depreciation and other fixed expenses.

Division has recorded revenue of Rs. 2438 Lakhs (net of GST) and Loss before tax of Rs. 798 Lakhs during the current year, as against Rs.940 Lakhs (net of GST) and loss before tax of Rs. 760 Lakhs respectively achieved during the previous year.

FUTURE PROSPECTS & OUTLOOK

Your Company has been focusing on adding new capacities in all its segments and implementing renewed strategies to drive sustainable growth. A food compliant facility is being developed at Pune and Dehradun. The Pune manufacturing facility was completed during the

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year and production is expected in next financial year. The additional manufacturing facility at Dehradun plant is under construction. The Dahej plant has commenced its production in all segmented products.

In the next phase the plan is to restructure its food and beverages manufacturing facility, the Company's leased factory at Chakan MIDC, Pune was fully functional by the end of financial year. The Pune location will have a dedicated food compliant manufacturing capability to secure the business in the food and beverages sector. Additional manufacture capabilities of several products will continue to meet the requirements of various Customers. A range of products have been self designed and have been tested and approved by the Customers.

The Company focused engaging in new opportunities, high growth segments and retaining our key customer base to steer the course of profitable growth. The Company assessed the prospects in the Food & Lubricant sector and restructured its Plastic manufacturing facilities to tap the steady growing demand. The business divisions continued in its endeavor to provide value propositions in terms of enhancing customer's products storage and handling efficiency thereby retaining and adding more customers during the year.

The steel sector however has seen a setback due to international business sluggishness. The unit has gained its momentum during the last few months of the year.

The Company, has been focusing on improving the product mix keeping in mind the ever-changing consumer preference and moving up the value chain maintain its grip in the premium price segment. The continual efforts will be towards, introducing new products based on deep consumer research and infusing technology to improve operational efficiency.

COMMENTS ON QUALIFICATION, RESERVATION OR REMARKS IN AUDIT REPORT

Comments by Statutory Auditors

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

M/s. Walker Chandiook & Co. LLP, the statutory auditors has further qualified their report on Standalone Financial Statements for non-provisioning of diminution in value of investment amounting to Rs.1818 Lakhs in joint venture Company viz., Transafe Service Limited (TSL) due to significant accumulated losses and erosion of net worth of TSL. Impairment of investment in Transafe Services Limited is pending despite NCLT order directing capital reduction of the entire equity share capital of investee Company. As per the terms of the loan agreement dated July 31, 2009, the Company has written back the outstanding loan balance amounting to Rs.1,818 lakhs and has impaired the investment in its erstwhile joint venture company, Transafe Services Limited during the year ended March 31, 2022.

Our audit opinion on the financial statements for the year ended 31 March 2022 was modified on the above matter and accordingly, our opinion on the accompanying financial statements is also modified because of the effects of this matter on the comparability of the current year figures with corresponding previous period's figures.

Board's Response

An investment was made by acquiring 11,361,999 Equity Shares of TSL in 2009 by availing 100% loan from M/s Balmer Lawrie & Co. Ltd (BL) with non-recourse clause. The value of investment held by the Company became negative due to losses and erosion of net-worth. The Company is neither liable for repayment 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. National Company Law Tribunal, Kolkata, order dated April 09, 2021, directed reduction of entire equity share capital of the investee company. Investment in TSL as at 31 March 2023 stands fully eroded. Aggrieved by the order, M/s Balmer Lawrie & Co. Ltd have preferred to challenge the order of the Tribunal and filed an appeal. The proceeding of the matter is in process.

The Management of the Company was given to understand from TSL that the capital reduction process is not effective due to some procedural issues and hence BLVL is still holding the shares of TSL as on date. Hence the investment at TSL is not being written off. As per the terms of the loan agreement dated July 31, 2009, and letter of confirmation of balance received from the lenders, the Company has written back the outstanding loan balance amounting to Rs.1,818 Lakhs and has impaired the investment in its joint venture company, TSL during the year ended March 31, 2022. The qualification is in respect to previous year figures and does not have any impact on the current year financials.

SUBSIDIARIES, JOINT VENTURES AND CONSOLIDATED FINANCIAL STATEMENTS

Your company has no subsidiary Company as at the end of the year in review.



Joint Venture (JV)

The details of an application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year 2020-2021 along with its status as at the end of the financial year 2022-23.

The Hon'ble National Company Law Tribunal, Kolkata ('NCLT') vide its Orders dated November 11, 2019, admitted applications filed by operational creditors against Transafe Services Limited, and initiated the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code 2016 (IBC), consequently the Board stands suspended and the control is vested with the Resolution Professional, and Transafe Services Limited ceases to be a Joint venture of our Company. The Honorable NCLT, Kolkata bench, approved the resolution plan and pronounced a final order on April 09, 2021 and accordingly investment in Transafe Services Limited (TSL) stands fully eroded, as at 31 March 2023. M/s Balmer Lawrie & Co. Ltd have preferred to challenge the order of the Tribunal and filed an appeal before NCLAT and the proceeding of the matter are in process.

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

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the Directors, shareholders, public or any other person during the financial year 2022-23 under review.

SHARE CAPITAL

The Authorized Share Capital of your Company is 1900 Lakhs. The Company has neither issued any fresh share capital with or without differential voting rights nor issued employee stock options or sweat equity shares during the financial year under review. The Company does not have any scheme to fund its employees to purchase the shares of the Company. As on March 31, 2023 none of the Independent Directors holds Equity shares of the Company. No other Director holds any shares in the Company.

LOANS, ADVANCES, GUARANTEES AND INVESTMENTS

Your company has neither given any loan directly or indirectly nor given any guarantee or provided any security in connection with loan to any person or body corporate and has also not acquired by way of subscription, purchase or otherwise any security of any other body corporate during the financial year under review.

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

RELATED PARTY TRANSACTIONS

During the year under review, all transactions entered into with the Related Parties were in the ordinary course of business, commercially negotiated with due considerations to volumes, market conditions, geographical locations, competition, selling prices prevailing in those markets and were at arm's length. Hence those transactions do not attract the provisions of Section 188 of the Act. During the financial year under review there were no materially significant Related Party Transactions that would have required shareholder's approval.

At the beginning of the financial year prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature and in ordinary course of business. Details of transactions with Related Parties are placed on a quarterly basis before the audit committee for review and approval.

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

UNCLAIMED DIVIDEND & TRANSFER OF SHARES

During the financial year under review there was no unpaid/unclaimed dividend amount or shares due for transfer to Investor Education & Protection Fund. As per company record an amount of Rs. 661398 Lakhs pertaining to the year 2015-16 to 2022-23 is lying in an unpaid/unclaimed dividend account with the Bank as on March 31, 2023. Individual notices have been sent to shareholders to lodge their claims either with the Company or Link Intime India Private Ltd., Registrar and Share Transfer Agent (RTA). The Company has uploaded the details of unpaid/unclaimed amounts of past seven years on Company website www.blvindia.com.

Pursuant to the provisions of Section 124(6) of the Act read with the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016 as amended from time to time, after giving necessary intimation to the members, 9450 shares in respect of which dividend had remained unpaid/ unclaimed for the financial year 2014-15 and for seven consecutive years thereafter

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have been transferred by the Company to the Authority. A list of shares already transferred and due for further transfer during the financial year is available on the Company's website at www.blvlindia.com.

Shares and unpaid/unclaimed dividend transferred to IEPF Authority can be claimed back by the members from IEPF Authority by following procedures prescribed under IEPF Rules available on MCA website www.mca.gov.in.

CORPORATE GOVERNANCE

Your Company continuously strives to strengthen its governance to generate long-term value for its various stakeholders on a sustainable basis thus ensuring ethical and responsible leadership both at the Board and the Management levels. The Company is committed to transparency in all its dealings and places emphasis on business ethics. Your Company has all the process, protocols and system of Corporate Governance and has been following fair, transparent and ethical governance practices for enhancing long-term shareholder value and retaining investor confidence and trust.

Corporate Governance is an on-going process that ensures the affairs of the Company are managed with proper accountability, fairness and transparency to the core of its sense. This also helps and enables the Board and Management to achieve the goals and objectives effectively for the benefit of the Company and its Stakeholders including Customers, Shareholders, Creditors and Employees.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition

Your Company's Board of Directors ("Board") decides the policies and strategy of the Company and has the overall superintendence and control over the management of the Company. The Company is managed by a Professional Board with Directors having qualification, proficiency in finance, business administration, sales, general management, legal and experience of working in large Indian and overseas corporations. Board of Directors, through various Committees provide leadership, guidance to the management and supervise the performance of the Company. Composition of the Board is in conformity with the Act.

As on March 31, 2023 the Company's Board was composed of Non-Executive Chairman, Managing Director, 4 [four] Non-Executive Directors and 2 [two] Independent Directors.

The Managing Director has been entrusted with the day to day management of the Company under the supervision of the Board and reports to the Chairman of the Board. None of the Directors hold office in more than 20 [twenty] companies or more than 10 [ten] public companies. None of the Directors is a member of more than 10 [ten] Committees and Chairperson of more than 5 [five] mandatory Committees.

The Directors have access to the Company's Management and the Company Secretary at all the times. The requests of information received from the Directors are provided timely. The Board is informed of all the material events and transactions as and when they occurred.

Change in composition

There was no change in composition of the Board during the year.

Appointment

Mr. R M Uthayaraja (DIN: 09678056), has been nominated by M/s Balmer Lawrie & Co. Ltd. , as a member on the Board with effect from March 29, 2023. Mr. R M Uthayaraja shall be liable to retire by rotation under Section 152 of the Companies Act, 2013. Mr. Sandip Das (DIN: 08217697) ceases to be Director of Company consequent to change in nomination w.e.f March 29, 2023.

During the year under review following appointments were approved by the Shareholders at the Annual General Meeting held on September 6, 2022 a) Mr. Balaji Venkatesh Sathyanarayanan (DIN No.: 08673086), Director as Chairman through Special Resolution b) Re-appointment of Mr. Girish Pundlik (DIN No.: 08099591) as Managing Director through Ordinary Resolution and 3) Mrs. Wanda Hendirka Van Engelen (DIN: 09604817) was nominated by Greif International Holding B.V. as member on the Board with effect from May 12, 2022.

Retirement

During the year under review Mr. Vasudev Narayan Sharma (DIN: 00011099) Independent Director of the Company, upon completion of term of appointment, ceased to be Independent Director of the Board and member of Board Committees with effect from October 31, 2022. Your Directors wish to place on record sincere appreciation of his significant contribution made during the tenure.

During the year under review Mr. Sandip Das (DIN:08217697) Director of the Company, upon withdrawal of nomination by M/s Balmer Lawrie & Co. Ltd due to attainment of age of superannuation from services, ceased to be Director of the Board and member of Board Committees with effect from March 29, 2023. Your Directors wish to place on record sincere appreciation of his significant contribution made during the tenure.

During the year under review Mrs. Donna McPherson (DIN: 09187217) ceases to be Director of Company consequent to change in nomination of M/s Greif International Holdings B.V., w.e.f. May 12, 2022. Your Directors wish to place on record sincere appreciation of his significant contribution made during the tenure.

In accordance with the provisions of Section 152 of the Act, Mr. Adika Ratna Sekhar (Din No. 08053637) shall retire at the forthcoming annual general meeting by rotation and being eligible offers himself for re-appointment.

In accordance with the provisions of Section 152 of the Act, Mr. Jaime Moreno Marin (DIN: 08214953) shall retire at the forthcoming annual general meeting by rotation and, being eligible, offers himself for re-appointment.

The brief resume of the Directors, designated, seeking appointment and re-appointed during the year is annexed to the Notice.

Independent Directors

The Board of Directors, based on the confirmations and independent assessment to the best of their knowledge confirm that they meet the criteria of independence and that they are independent of the management. At the time of appointment / re-appointment, each Independent Director is issued a formal letter of appointment containing amongst others, terms and conditions of appointment, roles and duties, evaluation process, applicability of Code of Conduct of the Company and Code of Conduct on Prevention of Insider Trading.

The Board of the Company is composed of 2 [two] Independent Directors. The Independent Directors of the Company have registered themselves on Independent Director Database. Mr. Vasudev Narayan Sharma and Mr. Jozef Martinus Casparie, Independent Directors continue to be on the Board and Board Committees in terms of their appointment.

Mr. Vasudev Narayan Sharma who was appointed as an Independent Director for a term of [3] three years with effect from November 01, 2019, continued to be a member on the Board and Board Committees till October 31, 2022.

Mr. Jozef Martinus Casparie who was appointed as an Independent Director for a term of five years with effect from 8th May, 2015, was re-appointed for a second term of 5 years beginning from October 01, 2021 will continue to be a member on the Board & Board Committees.

Independent Directors are not liable to retire by rotation as per Section 149(13) of the Act.

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

Meeting of Independent Directors

Independent Directors met on September 06, 2022 and March 29, 2023 without the attendance of Non-Independent Directors and members of management as required under Schedule IV to the Act (Code for Independent Directors) and reviewed the performance of Non-Independent Directors and the Board as a whole; performance of the Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board as may be necessary, for the Board to effectively and reasonably perform its' duties.

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

Key Managerial Personnel (KMP)

As on March 31, 2023 Mr. Sanjay Datta, Chief Financial Officer and Mr. Nilesh Shirke, Company Secretary were the KMP's of the Company.

PARTICULARS OF MEETINGS

Board Meetings and Attendance of Directors

During the financial year 2022-23, the Board of Directors met 4 [four] times on 24.05.2022, 06.09.2022, 20.12.2022 and 29.03.2023 and the gap between two consecutive meetings never exceeded a period of 120 days. All meetings of Board of Directors were duly convened and held as per the provisions of Section 173 of the Companies Act, 2013, rules made there under and applicable secretarial standards.

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The Board Composition, category of Directors, attendance at the Board Meetings, Annual General Meeting, number of Directorship and committee position of each Director's in public companies are given below:

Name of Director	Category	No. of Board Meeting attended during 2022-23	Attendance at the 62nd AGM held on 06th September, 2022	No. of Directorship* as on 31.03.2023		No. of Committee position in Mandatory Committees** as on 31.03.2023	
				Chairman	Member	Chairman	Member
Mr. Balaji Venkatesh Sathyanarayanan (DIN:08673086)	NENC	4	Yes	1	1	—	2
Mr. Girish Pundlik (DIN:08099591)	MD	4	Yes	—	1	—	1
Mr. Adika Ratna Sekhar (DIN:08053637)	NEND	4	Yes	1	3	2	2
Mr. Jaime Moreno Marin (DIN: 08214953)	NEND	4	Yes	—	1	—	—
Mr. Jozef Martinus Casparie (DIN:07168391)	ID	4	Yes	—	1	2	1
Mr. Vasudev Narayan Sharma (DIN: 00011099) till 31.10.2022	ID	2	Yes	—	1	—	2
Mr. Sandip Das (DIN:08217697) till 29.03.2023	NEND	2	Yes	—	5	—	1
Mrs. Wanda Hendrika Van Engelen (DIN: 09604817) w.e.f. 12.05.22	NEND	4	Yes	—	1	—	—
Mr. R.M. Uthayaraja (DIN: 09678056) w.e.f. 29.03.2023	NEND	1	N.A.	—	3	—	1

NENC – Non Executive Nominee Chairman

NEND – Non Executive Nominee Director

ID – Independent Director

* Excluding Associations, Private Limited Companies, Foreign Companies, Govt. Bodies and Companies under Section 8 of the Act.

** Audit, Nomination and Remuneration (NRC), Corporate Social Responsibility (CSR) and Stakeholders Relationship (SRC).

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

APPOINTMENT

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

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

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. held 47.91 % each in total paid up equity capital of the Company. Both have nominated three Directors each on the Board of the Company. Directors other than Chairman and the Managing Director are subject to retirement by rotation as per the provisions of the Companies Act.

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

Qualifications

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. A transparent nomination process is adopted which encourages diversity of thought, experience, knowledge, age and gender. It is generally ensured that the Board has diversity with an appropriate blend of functional and industry expertise and meets the high standards of Corporate Governance. While recommending the appointment of Director, the NRC considers the functional and domain expertise of the individual necessary to discharge board functions effectively and contribute to the overall skill mix of the Board.

Positive attributes

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

The Board has identified the core skills/expertise/ competencies of the Directors in the context of the Company’s business for effective functioning and as available with the Board. These are as follows:

Sr. No.	Areas of expertise Required	Skill areas actually available with the Board								
		Mr. Balaji Venkatesh Sathyanarayanan	Mr. Girish Pundlik	Mr. Adika Ratna Sekhar	Mr. Jaime Moreno Marin	Mr. Jozef Martinus Casparie	Mr. Vasudev Narayan Sharma	Mr. Sandip Das	Mrs. Wanda Hendrika Van Engelen	Mr. R.M. Uthayaraja
1.	Strategy and planning – Ability to think strategically; identify and critically assess strategic opportunities and threats. Develop effective strategies in the context of the strategic objectives of the Company, relevant policies and priorities.	✓	✓	✓	✓	✓	✓	✓	✓	✓
2.	Governance, Risk and Compliance – Experience in the application of corporate governance principles. Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance.	✓	✓	✓	✓	✓	✓	✓	✓	✓
3.	Financial – Comprehensive understanding of financial accounting, reporting and controls and analysis.	✓	✓	✓	✓	✓	✓	✓	✓	✓
4.	Sales, Marketing & Brand building – Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.	✓	✓	✓	✓	✓	✓	✓	✓	✓

Code of Conduct:

The Company has a defined code of conduct for its Directors and Senior Management Personnel and the same is uploaded on the website. As on March 31, 2023, all the Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct.

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Independence

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

REMUNERATION

The Company has defined Remuneration Policy for the Directors, Key Managerial Personnel and other employees. The Managing Director is paid remuneration by way of monthly salary, benefits, allowances, perquisites and performance based commission/ incentive within limits specified in Schedule V of the Companies Act, 2013. Remuneration and annual increment to Managing Director, KMP and senior management team is guided by the compensation structure laid down by the Nomination and Remuneration Committee ("NRC") and approved by the Board. Compensation structure is reviewed periodically by the NRC and any revision thereof is approved by the Board.

No sitting fee is paid to Managing Director and Non-Executive Directors. Independent Directors are paid sitting fees for attending every Board and Board Committee meetings but not entitled to any other remuneration.

PARTICULARS OF EMPLOYEES

The applicable information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended in respect to employees.

There were no employees drawing remuneration in excess of limits specified as on March 31, 2023.

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

BOARD EVALUATION

All the Board and Board Committee members except Independent Directors are nominees of joint venture partners. Performance of the nominated director is evaluated by joint venture partners before nomination.

During the financial year Board carried out independent evaluation of its own performance, of the individual Directors and working of its Committees pursuant to the provisions of the Act. The NRC has defined the evaluation criteria and procedure of evaluation process for the Board, its' committees and individual Directors. Accordingly the performance was evaluated by seeking input from all Directors.

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

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

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

BOARD COMMITTEES

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview.

All the decisions and recommendations of the Committees are placed before the Board for information or for approval, if required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees on the Board set up for the purpose.

AUDIT COMMITTEE

Audit Committee monitors and oversees the Financial Statements, Audits, Systems, Controls and its compliances as per law and regulation. It functions in accordance with the terms of reference specified by the Board. Committee deliberates on the matter referred to by the Board and all the decisions/recommendations of the Committee are placed before the Board for its approval.

During the year, the Audit Committee reviewed the internal audit report and the actions initiated for resolving the issues. The Audit committee also reviewed the Business Risks status and reviewed the actions initiated by Management to mitigate & address such risks.

Composition and Attendance during the year

The Audit Committee is constituted in accordance with the provisions of Section 177 of the Act. All the members of the Audit Committee are financially literate. Mr. Josef Martinus Casparie is designated as Chairman of the Committee. Mr. Josef Martinus Casparie has proficiency in general management, finance, accounting, manufacturing and engineering. Company Secretary acts as Secretary to the Committee.

The Audit Committee met 4 [four] times during the year on 24.05.2022, 06.09.2022, 20.12.2022 and 29.03.2023. The meetings of the Audit Committee are usually attended by the Managing Director, Chief Financial Officer, Company Secretary and representatives of the Internal and Statutory Auditors. Business and Unit Heads are invited for the meeting as and when required.

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

Name of the Member	Category	No. of Meetings Attended	Attendance at AGM held on 06.09.2022
Mr. Jozef Martinus Casparie, Chairman	Independent Director	4	Yes
Mr. Adika Ratna Sekhar, Member	Non-Executive Nominee Director	4	Yes
Mr. Vasudev Narayan Sharma, Member, till 31.10.2022	Non-Executive Nominee Director	2	Yes

NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Committee identifies the candidates, who are qualified to become Directors of the Company who may be appointed in Senior Management level in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance and devising a policy on diversity of board of directors. The Committee shall also formulate the criteria for determining qualifications, positive attributes, independence of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. It Recommends to the Board regarding appointment, continuation, extension, removal, compensation and annual increments to Managing Director, KMP, senior employees and provides guidance to the Board on succession planning.

Composition and Attendance during the year

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

NRC met 1 [one] times the year on 29.03.2023.

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

Name of the Director	Category	No. of Meetings Attended
Mr. Adika Ratna Sekhar, Chairman	Non-Executive Nominee Director	1
Mr. Balaji Venkatesh Sathyanarayanan, Member	Non-Executive Nominee Chairman	1
Mr. Jozef Martinus Casparie, Member	Independent Director	1

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ('CSR') & INITIATIVES

CSR Committee functions in accordance with the terms of reference specified by the Board which is as under:

- Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount to be spent on the CSR activities.
- Monitor the Company's CSR Policy periodically.

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- Oversee the Company's conduct with regard to its Corporate and societal obligations and its reputation as a responsible corporate citizen.
- Oversee activities impacting the quality of life of various stakeholders.
- Monitor the CSR Policy and expenditure of material subsidiaries.
- Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. In terms of the Companies Act, 2013, the Company was required to spend Rs. 77.80 Lakhs during the financial year 2022-23. As against this the Company has spent the entire amount of Rs. 77.80 Lakhs under various initiatives. The Company has proposed to spend the entire amount during the financial year 2022-23. The Annual Report on CSR Activities which forms part of the Director's Report is annexed as "Annexure C" to this report.

Composition and Attendance during the year

The CSR Committee of the Company is constituted in accordance with the provisions of Section 135 of the Act. Mr. Jozef M. Casparie is designated as the Chairman of the Committee and Company Secretary acts as the Secretary of the Committee. There was no change in the Composition of the Committee. The Committee met once during the year on March 29, 2023.

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

Name of the Director	Category	No. of Meetings Attended
Mr. Jozef Martinus Casparie, Chairman	Independent Director	1
Mr. Balaji Venkatesh Sathyanarayanan, Member	Non-Executive Nominee Chairman	1
Mr. Adika Ratna Sekhar, Member	Non-Executive Nominee Director	1

STAKEHOLDERS RELATIONSHIP COMMITTEE ('SRC')

SRC functions in accordance with the terms of Reference specified by the Board which is as under:

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

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

Composition and Attendance during the year

The SRC is constituted in accordance with the provisions of Section 178 (2) of the Act. Mr. Adika Ratna Sekhar is designated as the Chairman of the Committee and Company Secretary acts as Secretary to the Committee. Mr. R M Uthayaraja (DIN: 09678056), was appointed as member in place of Mr. Sandip Das (DIN: 08217697). There was no other change in composition of the Committee during the year.

The Committee met [1] one times on 29.03.2023.

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

Name of the Director	Category	No. of Meetings Attended
Mr. Adika Ratna Sekhar, Member	Non-Executive Nominee Director	1
Mr. Girish Pundlik, Member	Managing Director	1
Mr. Sandip Das, Member till 29.03.2023	Non-Executive Nominee Director	0
Mr. R.M Uthayaraja, Member w.e.f. 29.03.2023	Non-Executive Nominee Director	1

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

The Share Transfer Committee during the year met [11] to approve request for transfer for physical shares.

There were no valid Share Transfers or investor grievances pending for action as on March 31, 2023.

DIRECTORS RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance system established and maintained by the Company, work performed by internal, statutory and Secretarial auditor, including audit of the internal finance controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the Audit Committee, your Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during the financial year 2022-2023.

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

- I. In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed along with the proper explanation where ever material departures;
- II. The Directors have has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss of the Company for the year ended March 31, 2023.
- III. The Management has taken proper and sufficient care for the maintenance of proper and adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors have prepared the accounts for the financial year ended on March 31, 2023 on a 'Going Concern' basis;
- V. The Directors have laid down appropriate financial controls and are adequate and operating efficiently.
- VI. The Directors 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 Chandio & Co. LLP Chartered Accountants, (Firm Registration No. 001076N/N500013) have completed one term of five consecutive years and have been re-appointed at the 58th Annual General Meeting held on 7th September, 2018 as Statutory Auditors for second term of five years i.e. from financial year 2018-19 to 2022-23. The company has obtained necessary consent and confirmation from the statutory auditor as required under Section 141 of the Companies Act, 2013 and the Rules made thereunder. The tenure of auditor in terms of section 139(2) can be maximum of two terms of five consecutive years.

The Board of Directors at their meeting held on May 16, 2023, based on recommendation of Audit Committee, have recommended the appointment of M/s MSKA & Associates. Chartered Accountants as Statutory Auditors of the Company, to hold the office for a first term of two consecutive years from the conclusion of this 63rd Annual General Meeting (AGM) till the conclusion of the 65th AGM of the Company.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Auditor's Report does not have any adverse remarks with respect to following procedures as per Secretarial Standard. The Secretarial Audit Report for the Financial Year 2022-23 is annexed to this Report as "Annexure D".

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Secretarial Standards

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

INTERNAL AUDITORS

The Company has appointed M/s PricewaterhouseCoopers Services LLP are appointed as internal auditors under section 138 of the Companies Act 2013. The Internal Auditors report to the Audit Committee.

MAINTENANCE OF COST RECORDS AND AUDIT

The Company has maintained cost records in respect of Company's products as specified by the Central Governments under Section 148(1) of the Companies Act, 2013. However Central Government has not prescribed audit of cost records for products manufactured by your Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a strong reputation for doing business with integrity and zero tolerance for any form of unethical conduct or behavior. In compliance with the provisions of Section 177(9) and (10) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Vigil mechanism/Whistleblower Policy for Directors and employees to report genuine concerns, generic grievances, misconduct, actual or suspected fraud, misappropriation of funds / assets or violation of code of conduct or ethical issues. The Policy provides for protection to whistle blower from victimization for providing the information and the whistle blower has direct access to the Chairman of the Audit Committee. Employees can report unethical practices and raise their concerns to the office of the Ombudsperson. Complaints, including anonymous ones are investigated/ examined by teams of strategic business units heads/officers appointed by the Ombudsperson and are swiftly redressed.

During the financial year under review there was no complaint reported. The Whistle Blower Policy is available on the Company's website at <http://www.blvlindia.com>.

RISK MANAGEMENT POLICY

The Company has in place a Risk Management policy. Potential risks as perceived and felt by the respective unit heads and marketing head were reported on a quarterly basis to the Chief Financial Officer, who in turn assessed its' financial and business impact and presented a summarized Risk report on half yearly basis to Managing Director. Managing Director then presented report to the Audit Committee and Board of Directors on annual basis. The risk management frame work includes financial and non-financial risks. Some of the major risks identified and action taken are as under:

Strategic Risks

Strategic risks of prominently concerns can be in form of changes in consumer demand, competition, intellectual property challenges, supply chain interruption, Quality assurance threats and key customer attrition. The management endeavors to remain over the curve by constantly improving Customer service, maintaining quality in products, setting up reliable supply chain of alternative suppliers as mitigation tool.

Impact of Fluctuation in foreign exchange rates on Company Performance

Risk related to fluctuating foreign exchange rates and volatility in pricing of inputs. Company has natural hedging for imports to the extent of exports. Company has adopted a policy of hedging 50 percent of the remaining exposure by booking forward contract with banks.

Risk of non-compliance on sustainability of operations

There has been significant increase in compliance requirements under various acts and statute over the last few years which can affect the sustainability of the Company's operation and have financial implication. Compliance is regularly monitored by the Management, the Internal Auditors, and Audit Committee. Various new regulations have been passes regarding environmental protection and plastic recycling. The compliance is also reviewed periodically by the Board.

Risk of Cyber Security and Data Privacy

Organizations are becoming more vulnerable to cyber threats due to the increasing reliance on computers, networks, programs, social media and data globally. Cyber security refers to the technologies, processes and practices designed to protect an organization's intellectual property, customer data and other sensitive information from unauthorized access. The Company have also undertaken various projects for its back-end IT systems such as upgrading to a higher version of the ERP, implementing analytics tools to aid better data analytics, rehashing internal systems for better data management, and many more. With the increased instances of data hacking globally, there is a significant need for improved cyber security risk management as part of every organization's enterprise risk profile. There is an in-house team to take care of any attack on a company's IT systems or compliance with data privacy laws that can impact the business. The relevance of this risk has been made even more acute due to office-based workforce moving to a work-from-home model. The Company has developed cyber security infrastructure to protect against data loss and malicious attacks.



Measures are taken to bring awareness/ training to the users to follow best practices and avert untold incidences. A cyber insurance policy is taken to protect the organization, for any financial losses that may occur in the event of a cyber-attack or data breach. It also helps them cover any costs related to the remediation process, such as paying for the investigation, crisis communication, legal services, and refunds to customers.

Other Risk Factors

The Company is constantly assesses all kind of risk and reposition its business activities to reduce the impact.

HUMAN RESOURCE (HR)

Your Company has adopted an employee friendly HR process to ensure individual growth and personal development opportunities to all without discrimination. The Company's HR Policy is designed to attract and retain talent, ensure transparency, facilitate development, trust building and encourage performance oriented work culture. Desired employees are given opportunities to attend both in-house and external training programs to keep themselves updated on current affairs, best industry practices and enrichment of professional knowledge/skill.

Company also organizes visits to local and overseas plants of promoter companies, trade expo and conferences related to their work for improving technical skill and expertise. Company believes in fair compensation to its employees in line with industry standards and is based on individual and Company performance. Compensation include fixed and variable component linked to Key Result Areas (KRA) score.

Company has well documented policy to prevent gender discrimination and sexual harassment. Industrial relations remained cordial at all locations. Long term wage settlement (LTS) with permanent workmen were finalized on terms of mutual agreement. Settlement was done through negotiation and persuasion from both sides. Company ensures payment to workmen in compliance with guidelines issued by local, state and central authorities from time to time. Company also keeps in mind the long term workforce development, skills, traits and knowledge while making addition to workmen strength.

ENVIRONMENT HEALTH SAFETY AND SUSTAINABILITY

Environment, Health, Safety and Sustainability (EHS&S) refers to the practices to protect the health and safety of employees and the public as well as the environment. Strong EHS&S management requires the implementation of systems and processes to assess and control the risks of environmental impacts and health and safety hazards. Besides assuring compliance with applicable legislation, EHS&S management systems drive continuous improvement and learning. The Company recognizes that reversing the use of natural resources, the degradation of ecosystems and the disruption of the environmental systems that support human life, are critical for the benefit of current and future generations. Therefore, we believe that an increased focus on environmental sustainability is key for the future health of our planet.

Your Company gives utmost importance and is deeply concerned about the safety of the people, processes and environment. 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 and major accident is analyzed for root cause, corrective actions taken and closely monitored to avoid re-occurrence. The Company regularly organizes safety training program in house to bring awareness and emphasize on adhering to health and safety standards. The Company has automated several manufacturing processes to eliminate safety concern associated with human error and non-adherence to safety standards and practices.

The Board reviews the performance against set standards and guides on deficiencies and corrective actions, if any. A surveillance audit under ISO 9001 is held by an external agency. The Company is committed to continuously employing world-class Safety, Health and Environment ('SHE') practices through benchmarking with the companies that are best in the business.

Treatment of water is most imperative, the Company has installed effluent treatment plant at Mumbai Unit to treat and neutralize the processed water as per the state pollution control board norms before discharge to common effluent treatment plant. The Company has set up zero discharge plants and Multi Effect Evaporation plant at Bengaluru. At all other locations hazardous wastes generated are handled and disposed of in the manner prescribed by the statutory authorities.

In pursuit of reduce carbon prints, the Green Manufacturing Practices are adopted for reduction of pollution and waste by minimizing natural resource use, recycling and reusing waste, and reducing emissions. Reduced energy consumption and increased energy efficiency and seeking opportunities to use energy from renewable sources throughout the value chain.

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

INTERNAL CONTROL SYSTEMS

Your company maintains adequate controls over financial reporting. All the financial data are captured from the system with in-built security developed for both financial data accuracy and prevention of data leakage. Your company has an effective ERP system which is customized to suit the company-specific requirements. The majority of approvals and work-flows are routed through the system. The

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Company has devised internal control policies, procedures, delegation of authorities and authority levels keeping in mind the size of the organization, taking care of growth rate and for achieving the Company's objective efficiently and economically. The adequacy, designing, operations and effectiveness of manual and automated internal controls are reviewed by the Internal and Statutory Auditors through periodic audits. Internal audit plan for the financial year is approved by the Audit Committee. Periodic audit reports are presented and reviewed and actions initiated are monitored by the Audit Committee.

Company's internal control systems are designed to ensure:

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

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

The Audit Committee briefs the Board on effectiveness of the internal control system in the operation of the Company. The Board reviews quarterly and annual performance vis-a-vis budget and discuss the reasons for variances with senior management team. Annual Revenue and capital expenditure Budget of each units and Company is approved by the Board.

DISCLOSURES

Material Changes and Commitments

Subsequent to the close of the financial year 2022-23 there has been no material change and/or commitments having an adverse impact either on the financial parameters or sustainability of the Company.

Change in Nature of Business

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

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

During the period under review, no such order has been passed by any court or Tribunal or Regulator having an adverse impact on the going concern status and Company's operations in the future.

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

Company has framed a Policy for Prevention of Sexual Harassment of Women at Workplace provides and has constituted an Internal Committee to provide protection to women employees from any sort of misbehavior, misconduct or against gender discrimination and to redress the complaints, if any, received from the complainant. No case of harassment or complaint is reported during the financial year under review.

Reporting of Frauds

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

The details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof

There has been no incidence of any one-time settlement and valuation while taking loan from Banks or Financial institutions thereof.

Green Initiatives

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, the Directors would like to draw attention of section 20 of the Companies Act 2013, read with Companies (Management and Administration) Rules 2014, as amended from time to time, permits paperless compliance an also service of notice, documents, annual report through electronic mode to its members. To support the green initiative of the Central Government, the Company appeals to the members who have not registered their email address till date, to register their email address in respect to electronic holding with their concerned Depository Participants and/or with the Company where shares are held in physical form. The copy of the Notice of 63rd Annual General Meeting of the Company are sent to all Members whose email addresses are registered with the Company/Depository Participant(s) and postal address available



(1) A bill of exchange, hundi or promissory note shall be deemed to have been made, accepted, drawn or endorsed on behalf of a company if made, accepted, drawn, or endorsed in the name of, or on behalf of or on account of, the company by any person acting under its authority, express or implied.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the website of the Company in the following link – www.blvindia.com.

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

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

CAUTIONARY STATEMENT

Certain information set forth in this report contains forward-looking information, under applicable securities laws except statements of historical fact. The statements contained in this report are based upon management’s reasonable assumptions, projections, estimates, and are subjected to differ with change in circumstances.

APPRECIATION

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz., shareholders, customers, dealers, vendors, and banks for their support. The Directors wish to place on records its appreciation to JV Partner i.e., Greif International Holding B.V. and Balmer Lawrie & Co. Ltd., for their continued commitment, support, guidance and patronage. The Directors place on record their sincere appreciation of all employees of the Company for their commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

ADIKA RATNA SEKHAR

Chairman

(DIN: 08053637)

GIRISH PUNDLIK

Managing Director

(DIN: 08099591)

Place : Bengaluru

Dated : 16th May, 2023

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ANNEXURE: A

Form AOC – I

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

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

Part "A": Subsidiaries

Your Company does not have any subsidiary as on 31st March, 2023.

Part "B": Associates and Joint Ventures

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

Name of Associates/Joint Ventures	*Transafe Services Limited
1. Latest audited Balance Sheet Date	31st March, 2023
2. Shares of Associate / Joint Ventures held by the company on the year end	
No. of shares.	1,13,61,999
Amount of Investment in Associates / Joint Venture (Rs. in lakhs)	1,818
Extent of Holding %	50
3. Description of how there is significant influence	Company has right to appoint equal no. of Directors as other Joint Venture Partner
4. Reason why the Associate / Joint venture is not consolidated	Pursuant to Ind AS
5. Net Worth attributable to Shareholding as per last audited Balance Sheet as at 31st March, 2020 (Rs. in lakhs)	(0)
6. Profit / (Loss) for the year (Rs. in lakhs)	(0)

* By NCLT order dated 09.04.2021 and appeal filed by Balmer Lawrie & Co. Ltd before NCLAT.

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

For and on behalf of the Board of Directors

ADIKA RATNA SEKHAR
Director
(DIN: 08053637)

GIRISH PUNDLIK
Managing Director
(DIN: 08099591)

Place : Bengaluru
Dated : 16th May, 2023



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 during the financial year 2022-23.

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

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

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

(b) Nature of contracts/arrangements/ transactions:

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

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

Normal business transactions in ordinary course of business on an ongoing basis.

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

Sale/Purchase of raw material/stores/services, Payment of lease rent/ commission, Availing/Re-payment of loan/payment of interest on such loan, Re-imbusement of Expenses and other transactions as indicated in Note No. 38(II) of the Standalone Financial Statements annexed herewith.

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

Board has granted authority to Audit Committee to grant omnibus approval for normal business transaction. No specific approval of Board was required since these transactions were in the ordinary course of business and on arm's length basis.

(f) Amount paid as advances, if any:

Nil

For and on behalf of the Board of Directors

ADIKA RATNA SEKHAR

Director

(DIN: 08053637)

GIRISH PUNDLIK

Managing Director

(DIN: 08099591)

Place : Bengaluru

Dated : 16th May, 2023

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ANNEXURE: C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. The Corporate Social Responsibility ('CSR') activities of the Company are governed through the Corporate Social Responsibility Policy ('CSR Policy') approved by the Board. The CSR Policy guides in designing CSR activities for improving quality of life of society and conserving the environment and biodiversity in a sustainable manner. The CSR Committee of the Board oversees the implementation of CSR spending in line with the Company's CSR Policy.

Corporate Social Responsibility is strongly connected with the principles of sustainability; Company does not take decisions based on financial factors only but also consider social and environmental consequences. Company recognizes the impact it has on communities in which it operates and believes that it also has responsibility towards social, economic and environmental progress of India.

The Company is committed to sustainable development and inclusive growth. Accordingly the Company has framed a CSR policy focused on social and environmental issues aiming (1) to providing financial support to the program for the benefit of the local communities in enhancing quality of their life & economic wellbeing (2) 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 and (3) to extend humanitarian services to further enhance the quality of life.

The main objective of this policy is to define BLVL's Corporate Social Responsibility approach in alignment with section 135 of the Companies Act, 2013 read with applicable rules. BLVL's CSR Policy is available on the Company's Website: www.blvlindia.com/policies/CSR-Policy.pdf.

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

- (i) Promoting gender equality, empowering women by providing financial assistance and creating income generation alternatives/activities for women living in urban slums or remote villages, setting up homes and hostels for women and orphans; setting up old age homes, day care centre and such other facilities for senior citizens;
 - (ii) Promoting primary and special education and employment enhancing vocational skills especially among under privileged /differently able children and livelihood enhancement projects;
 - (iii) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
 - (iv) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development.
2. Composition of the CSR Committee: Refer Report
 3. Provide the details of impact assessment of CSR committee, CSR Policy and CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 if applicable: Not Applicable
 4. Details of amount set-off in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 if applicable: Not Applicable
 5. Average net profit of the Company for last three Financial years: Rs. 3890.44 Lakhs
 6. Prescribed CSR Expenditure: Rs. 77.80 Lakhs
 7. Details of CSR spend for the financial year:
 - (a) Total CSR expense Amount Committed : Rs. 77.80 Lakhs
 - (b) Cumulative CSR expense Incurred : Rs. 77.80 Lakhs
 - (c) CSR amount Committed but to be spent [(a)-(b)] : Nil
 - (d) Amount unspent, if any : Nil



(e) Manner in which the amount spent during the financial year is detailed below:

- Rs. 72.80 Lakhs contributed to P M Care Fund.
- Rs. 5.00 Lakhs contributed to Premanjali Foundation, Bangalore.

The utilization of funds for the right purpose and intended use is being monitored by personal visits to site/center by Company officials to and is reviewed by CSR committee.

8. Reason for not spending the amount at 5(d) : Not Applicable

We hereby declare that 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

ADIKA RATNA SEKHAR

Director

(DIN: 08053637)

GIRISH PUNDLIK

Managing Director

(DIN: 08099591)

Place : Bengaluru

Dated : 16th May, 2023

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ANNEXURE: D

To,
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 auditing standards issued by the Institute of Company Secretaries of India (ICSI) and 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 the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards issued by the Institute of Company Secretaries of India (ICSI) 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 required 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 **M/s. N. L. Bhatia & Associates**
Practicing Company Secretaries
UIN: P1996MH055800
UDIN: F005436E000312248

Bharat Upadhyay
Partner
FCS No. 5436
COP No. 4457
P/R. No.: 700/2020

Place: Mumbai
Date: 16th May, 2023

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Balmer Lawrie-Van Leer Limited

We have conducted the Secretarial Audit of the Compliance of applicable statutory provisions and the adherence to good governance practices by **Balmer Lawrie- Van Leer Limited (hereinafter called "the Company")**. Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India ("the Auditing Standards") and the processes and practices followed during the conduct of Audit are aligned with the Auditing Standards to provide us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our 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, 2023 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, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the Rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder – **Not Applicable**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – **Not Applicable.**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 – **Not Applicable.**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable.**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – **Not Applicable.**
 - (e) The Securities and Exchange Board of India (Issue and Listing Debt Securities) Regulations, 2008 – **Not Applicable.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016 – **Not Applicable.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable, and**
 - (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 – **Not Applicable.**
- (vi) Other Laws Applicable to the Company as per "**Annexure – A**".

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) MCA Notification holding Meetings through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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The Company has complied with The IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 for **Financial Year 2022-23 except Form IEPF- 4 & Form IEPF-7 for F.Y.2014-15 for which an amount was due to transfer in the F.Y. 2021-2022 & the same was transferred on April 24, 2023.**

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

During the period under review, **Form DPT-3 for 2021-2022 was pending for filing with Registrar of Companies.**

During the Financial Year under review, **the Meeting of Independent Director was not held** as there is **only one Independent Director** on the Board. An Independent Director has made the Board Evaluation.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except that as per the provision of the Companies Act, 2013, **the Company needs to appoint Two Independent Director but at present the Company has only One Independent Director. No appointment made after Mr. V. N. Sharma, Independent Director who retire from the Company with effect from October 31, 2022.**

We further report that the Composition of Audit Committee is **only with One Independent Director.**

During the period under review, the following changes in the Composition of Board of Director:

- **Cessation of Mrs. Donna M Mcpherson (DIN No.: 09187217) as a Nominee Director w.e.f. May 12, 2022.**
- **Change of Designation of Mr. Jaime Moreno Marin (DIN NO.: 08214953) as a Director from Additional Director w.e.f. September 06, 2022 (Appointed as an Additional Director w.e.f. March 28, 2022).**
- **Change of Designation of Mrs. Wanda Hendrika Van Engelen (DIN No.: 09604817) as a Director of the Company with effect from September 06, 2022. (Appointed as an Additional Director w.e.f. May 12, 2022).**
- **Appointment of Mr. R. M Uthayaraja (DIN No.:09678056) as an Additional (Non-Executive) Director of the Company with effect from March 28, 2023.**
- **Cessation of Mr. Sandip Das (DIN No.: 08217697) as a Nominee Director of the Company with effect from March 28, 2023.**

Adequate Notice is given to all the 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. The Company has complied with the Secretarial Standards in respect of the Meetings of its Members, Board and its Committees.

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 at the Board Meeting. In the General Meeting, the Resolution was passed with Requisite majority.**

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, during the period under review, the provision in respect of Circulating Signed Minutes within 15 days to all the Directors as per the Secretarial Standard-1 issued by the Institute of Company Secretaries of India (ICSI) is not complied.

We further report that, during the period under review, **no complaints** were received under **Whistle Blower Mechanism and The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

We further report that, during the period under review, the following resolution was passed in an Annual General Meeting held on **September 06, 2022:**

- **Appointment of Mr. Balaji Venkatesh Sathyanarayanan (DIN No.: 08673086), Director as Chairman through Special Resolution.**
- **Re-appointment of Mr. Girish Pundlik (DIN No.: 08099591) as Managing Director through Ordinary Resolution.**



We further report that, during the period under review,

- The Company has made investment as per Section -186 of the Act in Transafe Services Limited of Rs. 1,818 Lakhs during the Financial Year 2009-10 and during the Financial Year 2019-20 the Company has write-off the investment due to initiation of Corporate Insolvency Resolution Process (CIRP) against Transafe Services Limited vide **NCLT order dated November 11, 2019** and Transafe Services Limited ceases to be a Joint Venture of the Company. The Hon'ble NCLT, Kolkata Bench, in the Insolvency Proceeding has approved the Resolution Plan and pronounced a **final order on April 09, 2021 directing withdrawal of nomination of Directors on the Board**. The Board of Holding Company i.e. M/s Balmer Lawrie & Co. Ltd. has **preferred to file an appeal against the order** issued by National Company Law Tribunal, Kolkata Bench, before the Appellate Authority National Company Law Appellate Tribunal. **Pleadings are completed and order is awaited.**
- As informed by the Company Management, the Company is a Joint Venture between Balmer Lawrie & Co. Limited a Public Sector Undertaking controlled by the Central Government (exempted under Rule - 8 of the Companies (Significant Beneficial Owners) Rules, 2018 and Greif International Holding B.V. Netherlands (GIH). Greif Inc. USA is the Ultimate Holding Company of GIH and **no BEN-1 is received by the Company during the quarter ended March 31, 2023** under the Companies (Significant Beneficial Owners) Rules, 2018.

For **M/s. N. L. Bhatia & Associates**
Practicing Company Secretaries
UIN: P1996MH055800
UDIN: F005436E000312248

Bharat Upadhyay
Partner
FCS No. 5436
COP No. 4457
P/R. No.: 700/2020

Place: Mumbai
Date: 16th May, 2023

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ANNEXURE: A

LIST OF VARIOUS OTHER APPLICABLE LAWS

1. Factories Act, 1948 and the Maharashtra Factories Rules, 1963.
2. The Employees Provident Fund Act, 1952.
3. The Employees State Insurance Act, 1948.
4. The Contract Labour (Regulation & Abolition) Act, 1970 & Rules 1971.
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 the Rules thereunder.
15. Hazardous Waste (Management & Handling) Rules, 2000.
16. Weights & Measurement Act.
17. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ANNEXURE: E

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

Information (Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014) for the year ended 31st March, 2023.

Power and Fuel Consumption for the year ended 31st March, 2023

	2022-23 (Rs. in lakhs)	2021-22 (Rs. in lakhs)
Electricity – Purchased From Electricity Boards		
Units Purchased (in nos.)	2,69,67,608	2,54,98,914
Total Amount spent (Rs. in lacs)	2,666.56	2,394.42
Rate per Unit (in Rs.)	9.89	9.39
Electricity – Purchased from Open Access		
Units Purchased (in nos.)	51,16,920	48,98,273
Total Amount spent (Rs. in lacs)	130.94	125.53
Rate per Unit (in Rs.)	2.56	2.56
Electricity – Captive Generation		
HSD Consumed (in Liter)	71,467	71,380
Total cost of HSD (Rs. in lacs)	65.37	47.00
Cost per Liter (in Rs.)	94.00	81.00
Total units Generated (in Units)	1,93,528	1,76,760
Units generated per Liter (in Nos.)	2.93	3.19
Generation Cost (Rs. per Unit)	33.78	26.53

During the year the Company utilized solar power generation & effective methods and saved 48594 units.

ENERGY CONSERVATION MEASURES TAKEN ARE AS UNDER:

1. Purchase of Electricity through open access at cheaper rate. Use of express feeder and in solar power generation.
2. Installed a 1250 KVA Transformer at chennai.
3. Installed energy saving VFD pump for V20 and V200 Mould cooling & Air compressor.
4. Replaced old ageing Plant & Machinery, use of SEW Energy Motors, power efficient equipment's and Utilities with latest technology which is high energy efficient at all units.
5. Replacement of Automatic Power Factor Capacitor Panels, Changed factory and street lights with LED lighting.
6. Replaced compressed air line from MS to Aluminum.
7. Replaced in Unit II, old induction motors with high speed servo motors.
8. Initiating employee engagement and awareness of conservation of energy resources.
9. Regular check to have optimized plant energy consumption.

TECHNOLOGY UP-GRADATION AND ABSORPTION

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

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FOREIGN EXCHANGE EARNINGS AND OUTGO

	2022-23 (Rs. in lakhs)	2021-22 (Rs. in lakhs)
Exports (in FC)	13,440	17,124
Imports /Expenditure (in FC)	19,017	16,907

For and on behalf of the Board of Directors

ADIKA RATNA SEKHAR

Director

(DIN: 08053637)

GIRISH PUNDLIK

Managing Director

(DIN: 08099591)

Place : Bengaluru

Dated : 16th May, 2023



Independent Auditor's Report

To the Members of Balmer Lawrie-Van Leer Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

QUALIFIED OPINION

1. We have audited the accompanying financial statements of **Balmer Lawrie-Van Leer Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR QUALIFIED OPINION

3. As explained in Note 50 to the accompanying financial statements, we report that the Company had not impaired carrying value of its investment aggregating Rs. 1,818 lakhs in earlier years, in its erstwhile joint venture company, Transafe Services Limited, despite an order passed by the National Company Law Tribunal, Kolkata, in the insolvency proceedings filed against such investee company, directing capital reduction of the entire equity share capital of such investee company. While the management had impaired the carrying value of the aforesaid investment in the previous year ended 31 March 2022, such accounting treatment was not in accordance with the principles of Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors, which required restating the comparative financial information presented in the year ended 31 March 2022. Had the Company impaired the investment in the correct period, 'Other expenses' for the year ended 31 March 2022 would have been lower by Rs. 1,818 lakhs.

Further, the Company had obtained a loan vide agreement dated 31 July 2009 against which no interest expense was recognised for the period from 1 August 2009 to 31 March 2021 aggregating to Rs. 1,800 lakhs which was not in accordance with the terms of the loan agreement and qualified by us in our audit reports on the financial statements of the Company in earlier years. Had the company recognised such interest cost and subsequent reversal thereof in correct periods, 'Other income' for the year ended 31 March 2022 would have been higher by INR 1,800 lakhs.

Our audit opinion on the financial statements for the year ended 31 March 2022 was modified on the above matter and accordingly, our opinion on the accompanying financial statements is also modified because of the effects of this

matter on the comparability of the current year figures with corresponding previous period's figures.

4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

6. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and

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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.

7. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that

may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

12. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
13. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, 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 accompanying financial statements;
 - (b) Except for the effects of the matter(s) described in the Basis for Qualified Opinion section, 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 financial statements dealt with by this report are in agreement with the books of account;
 - (d) Except for the effects of the matters described in the Basis for Qualified Opinion section, in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
 - (e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on

31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed an unmodified opinion; and
- (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 Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company, as detailed in note 47 to the financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;
 - iii. The following delays were noted in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;

Amount (₹)	Due date	Date of payment
4 lakhs	15 October 2022	25 April 2023

- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in note 6 and 13 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in

note 6 and 13 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. As stated in note 55 to the accompanying financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2023 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm's Registration No.:
001076N/N500013

Bharat Shetty
Partner
Membership No.: 106815
UDIN No.: 23106815BGYCAC6826

Place: Bengaluru
Date: 16th May, 2023

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Annexure I referred to in Paragraph 13 of 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 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular program of physical verification of its property, plant and equipment and right of use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment including Right of Use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties.
(b) The Company has been sanctioned a working capital limit in excess of Rs 5 crore by banks and/or financial institutions based on the security of current assets during the year. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and/or financial institutions and such returns/statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit/review.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. 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.

Annexure A – (contd.)

- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (Rs. in lakhs)	Amount paid under protest (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	12	—	F.Y. 2007-12	Commissioner of Central Excise (Appeals)
		13	—	F.Y. 2015-16	Commissioner of Central Excise (Appeals)
		14	—	F.Y. 2015-16	Commissioner of Central Excise (Appeals)
Income-tax Act, 1961	Income tax	4	—	Assessment Year 2009-10	Commissioner of Income Tax (Appeals)
		29	29	Assessment Year 2014-15	Centralized Processing Centre
		109	22	Assessment Year 2011-12	Income tax Appellate Tribunal
		20	33	Assessment Year 2012-13	Commissioner of Income Tax (Appeals)
		46	11	Assessment Year 2013-14	Commissioner of Income Tax (Appeals)
		5	1	Assessment Year 2014-15	Commissioner of Income tax (Appeals)
		15	0	Assessment Year 2017-18	Commissioner of Income Tax (Appeals)
		9	1	Assessment Year 2016-17	Commissioner of Income Tax (Appeals)
		26	4	Assessment Year 2016-17	Commissioner of Income Tax (Appeals)

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of account.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks, representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

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Annexure A – (contd.)

- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its joint venture.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its joint venture.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.
(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules, 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.
(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our



Annexure A – (contd.)

knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) According to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility pertaining to other than ongoing projects as at end of the current financial year. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility pertaining to any ongoing project as at end of the current financial year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

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

Bharat Shetty
Partner
Membership No.: 106815
UDIN No.: 23106815BGYCAC6826

Place: Bengaluru
Date: 16th May, 2023

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Annexure II 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 2023

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

1. In conjunction with our audit of the financial statements of Balmer Lawrie – Van Leer Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

OPINION

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

Bharat Shetty
Partner
Membership No.: 106815
UDIN No.: 23106815BGYCAC6826

Place: Bengaluru
Date: 16th May, 2023

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BALANCE SHEET AS AT MARCH 31, 2023

	Note	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
ASSETS			
Non-current assets			
Property, plant and equipment	2	19,803	18,492
Capital work-in-progress	3	1,422	1,762
Goodwill		1,016	1,016
Other intangible assets	4	14	15
Right-of-use assets	2	391	58
Financial assets			
Investment	5	—	—
Loans	6	3	10
Other financial assets	7	773	468
Income tax assets (net)	8	175	71
Other non-current assets	9	326	208
		<u>23,923</u>	<u>22,100</u>
Current assets			
Inventories	10	10,721	10,569
Financial assets			
Trade receivables	11	9,355	10,705
Cash and bank balances	12	986	450
Loans	13	22	20
Other financial assets	14	858	520
Other current assets	15	1,205	1,408
		<u>23,147</u>	<u>23,672</u>
TOTAL ASSETS		<u>47,070</u>	<u>45,772</u>
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,796	1,796
Other equity	17	19,634	17,627
		<u>21,430</u>	<u>19,423</u>
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	3,846	5,639
Lease Liability	19	304	22
Other financial liabilities	20	9	11
Provisions	21	—	21
Deferred tax liabilities (net)	22	497	476
		<u>4,656</u>	<u>6,169</u>
Current liabilities			
Financial liabilities			
Borrowings	23	11,186	10,540
Lease Liability	24	93	44
Trade payables	25		
Total outstanding dues of micro enterprises and small enterprises		470	809
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,271	5,280
Other financial liabilities	26	1,968	2,278
Provisions	27	527	678
Current tax liabilities (net)	28	165	165
Other current liabilities	29	304	386
		<u>20,984</u>	<u>20,180</u>
TOTAL LIABILITIES		<u>25,640</u>	<u>26,349</u>
TOTAL EQUITY AND LIABILITIES		<u>47,070</u>	<u>45,772</u>
Significant accounting policies and other explanatory information	1 to 59		

This Balance Sheet referred to in our report of even date.

For and on behalf of the Board of Directors

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Bharat Shetty

Partner

Membership No.: 106815

Girish Pundlik

— *Managing Director*

DIN: 08099591

Adika Ratna Sekhar

— *Director*

DIN: 08053637

Sanjay Datta

— *Chief Financial Officer*

Nilesh Shirke

— *Company Secretary*

Membership No.: 029233

Bengaluru, 16th May, 2023

Bengaluru, 16th May, 2023



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

	Note	Year Ended March 31, 2023 (Rs. in lakhs)	Year Ended March 31, 2022 (Rs. in lakhs)
I. Income			
Revenue from Operations	30	59,097	58,289
Other Income	31	300	293
Total Income		59,397	58,582
II. Expenses:			
Cost of materials consumed	32	35,976	35,167
Purchases of stock-in-trade	33	57	154
Changes in inventories of finished goods, work-in-progress and stock-in-trade	34	63	(837)
Employee benefits expense	35	4,667	4,519
Finance costs	36	1,247	1,241
Depreciation and amortization expense	37	1,684	1,651
Other expenses	38	11,953	11,645
Total expenses		55,647	53,540
III. Profit before exceptional item and tax:		3,750	5,042
IV. Exceptional Items	39	—	—
V. Profit Before Tax (III-IV)		3,750	5,042
VI. Tax expense / (credit):	40		
(i) Current tax		862	1,208
(ii) Deferred tax expense / (credit)		(33)	43
		829	1,251
VII. Net profit (V-VI)		2,921	3,791
VIII. Other comprehensive income (OCI)	41		
Items that will not be reclassified to profit or loss			
(i) Measurements of defined employee benefit plans		113	(5)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(28)	1
Items that will be reclassified to profit or loss			
(i) Deferred (gain / loss) on cash flow hedges		104	181
(ii) Income tax relating to items that will be reclassified to profit or loss		(26)	(45)
		163	132
IX. Total comprehensive income for the year (VII+VIII)		3,084	3,923
X. Earnings per equity share:	51		
Basic and diluted (in Rs.)		16.25	21.09
Face value per share (in Rs.)		10.00	10.00
Significant accounting policies and other explanatory information	1 to 59		

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

For and on behalf of the Board of Directors

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

Bharat Shetty
Partner
Membership No.: 106815

Bengaluru, 16th May, 2023

Girish Pundlik – Managing Director
DIN: 08099591
Adika Ratna Sekhar – Director
DIN: 08053637
Sanjay Datta – Chief Financial Officer
Nilesh Shirke – Company Secretary
Membership No.: 029233

Bengaluru, 16th May, 2023

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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

Equity share capital (including forfeited equity shares)

	Number of shares	Amount (Rs. in lakhs)
As at April 01, 2021	17,974,814	1,796
Changes during the year	—	—
As at March 31, 2022	17,974,814	1,796
Changes during the year	—	—
As at March 31, 2023	17,974,814	1,796

Other equity

(Rs. in lakhs)

	Reserves & Surplus						Total
	Securities premium	General reserve	Retained earnings	Deemed equity contribution on loan from shareholder	Other comprehensive income (OCI)		
					Cash flow hedge reserve account	Other items	
Opening balance as at April 01, 2021	3,218	796	10,718	185	(226)	—	14,691
Transactions during the year							
Total comprehensive income for the year							
Profit for the year	—	—	3,791	—	—	—	3,791
Other comprehensive (loss)/ gain	—	—	—	—	136	(4)	132
Dividend	—	—	(987)	—	—	—	(987)
Transfer from OCI to retained earnings	—	—	(4)	—	—	4	—
Closing balance as at March 31, 2022	3,218	796	13,518	185	(90)	—	17,627
Transactions during the year							
Total comprehensive income for the year							
Profit for the year	—	—	2,921	—	—	—	2,921
Other comprehensive (loss)/ gain	—	—	—	—	78	85	163
Dividend	—	—	(1,077)	—	—	—	(1,077)
Transfer from OCI to retained earnings	—	—	85	—	—	(85)	—
Closing balance as at March 31, 2023	3,218	796	15,447	185	(12)	—	19,634

As per our report of even date attached.

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

Bharat Shetty
Partner
Membership No.: 106815

Bengaluru, 16th May, 2023

For and on behalf of the Board of Directors

Girish Pundlik — Managing Director
DIN: 08099591
Adika Ratna Sekhar — Director
DIN: 08053637
Sanjay Datta — Chief Financial Officer
Nilesh Shirke — Company Secretary
Membership No.: 029233

Bengaluru, 16th May, 2023



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

	Year Ended March 31, 2023 (Rs. in lakhs)	Year Ended March 31, 2022 (Rs. in lakhs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per Statement of Profit and Loss	3,750	5,042
Adjusted for:		
Depreciation and amortization expense	1,684	1,651
Interest income	(23)	(21)
Finance costs	1,247	1,241
Expected credit losses – Trade receivables	28	—
Liabilities no longer required written back	(38)	(61)
Actuarial gain/ (loss) recognised in other comprehensive income	217	176
Loss on sale of Property, plant and equipment	11	—
Deferred grant income	(2)	(2)
Unrealised foreign exchange loss/(gain)	(22)	(20)
	<u>3,102</u>	<u>2,964</u>
Operating profit before working capital changes	6,852	8,006
Changes in working capital:		
Increase in provisions, trade payables and other liabilities	251	970
Decrease/ (increase) in trade receivables	1,350	(781)
(Increase) in inventories	(152)	(2,691)
(Increase)/ decrease in loans and other assets	(207)	816
	<u>8,094</u>	<u>6,320</u>
Operating profit after working capital changes	8,094	6,320
Direct taxes paid (net of refund)	(966)	(1,444)
	<u>7,128</u>	<u>4,876</u>
Net cash generated from operating activities (A)	7,128	4,876
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital work-in-progress and interest capitalised)	(2,886)	(1,455)
Proceeds from sale of property, plant and equipment	49	—
Fixed deposits matured	—	19
Interest received	23	21
	<u>23</u>	<u>21</u>
Net cash used in investing activities (B)	(2,814)	(1,415)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid (including unpaid dividend)	(1,069)	(987)
Repayment of non-current borrowings	(1,535)	(1,214)
Proceeds from non-current borrowings	—	900
Deposits with bank towards margin money against borrowings (net)	(252)	(230)
Settlement of lease obligations	(93)	(60)
Finance costs paid	(1,246)	(1,263)
(Repayments of)/Proceeds from current borrowings (net)	387	(1,244)
	<u>(3,808)</u>	<u>(4,098)</u>
Net cash (used in)/generated from financing activities' (C)	(3,808)	(4,098)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	506	(637)
Opening balance of cash and cash equivalents	99	736
	<u>605</u>	<u>99</u>
Closing balance of cash and cash equivalents	605	99
Components of cash and cash equivalents:		
Balances with banks in current accounts	595	87
Balances with banks in deposits accounts	9	11
Cash on hand	1	1
	<u>605</u>	<u>99</u>
Cash and cash equivalents as per financial statements	605	99

Notes:

- (i) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) Statement of cash flows.
- (ii) Refer note 46 for non-cash transactions.

Significant accounting policies and other explanatory information

1 to 59

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

For and on behalf of the Board of Directors

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Bharat Shetty

Partner

Membership No.: 106815

Girish Pundlik

– Managing Director

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Adika Ratna Sekhar

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Sanjay Datta

– Chief Financial Officer

Nilesh Shirke

– Company Secretary

Membership No.: 029233

Bengaluru, 16th May, 2023

Bengaluru, 16th May, 2023

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

1.1 Background of the Company

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

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

The financial statements ("the financial statements") of the Company for the year ended March 31, 2023 were authorised for issue in accordance with resolution of the Board of Directors on May 16, 2023.

1.2 Significant Accounting Policies

(a) Basis for preparation of financial statements

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

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

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(b) Investments in joint venture

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

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

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

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

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

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

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

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

(d) Intangible assets

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs, unless otherwise stated)

(e) Borrowing costs

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

(f) Impairment of non-financial assets

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

(g) Investments and financial assets

Classification

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

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

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

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

Measurement

At initial recognition, the Company measures a financial asset (excluding trade receivables which do not contain a significant financing component) having significant fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Measurement of debt instruments

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

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss, when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to statement of profit and loss. Interest income from these financial assets is included in other income using the effective interest rate method.

- Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in statement of profit and loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

Measurement of equity instruments

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

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

Impairment of financial assets

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

De-recognition of financial assets

A financial asset is derecognised only when

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

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

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

Interest income from financial assets

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

(h) Derivative financial instruments and hedge accounting

Initial and subsequent measurement

The Company uses derivative financial instruments to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at each reporting date. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit & loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss. For the purpose of hedge accounting, hedges are classified as cash flow hedges where Company hedges its exposure to variability in cash flows that is attributable to foreign currency risk and interest rate risk associated with recognised liabilities in the financial statements.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine that they continue to be highly effective throughout the financial reporting periods for which they are designated.

Accounting for cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Company uses swaps to hedge its exposure to foreign currency risk and interest rate risk in respect of certain financial liabilities. The ineffective portion relating to such hedging instruments is recognised in other income or expenses. Amounts recognised in OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised. If the hedging instrument expires or is sold, terminated or exercised, or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the expected future cash flows occur.

(i) Borrowings and other financial liabilities

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

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

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

(j) Inventories

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

(k) Foreign Currency Transactions

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

(l) Revenue Recognition

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

The Company does not expect to have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Other operating revenue – Export incentives

Export Incentives under various schemes are accounted when the right to receive the benefit is established.

Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects entity's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The entity holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

(m) Other Income

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

(n) Employee Benefits

Defined Contribution Plans

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

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

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

Defined Benefit Plan – Gratuity

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

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

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

Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. All other absences are treated as long term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The Company's liability is actuarially

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Termination Benefits

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

(o) Current and Deferred Tax

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

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

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

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

(p) Leases**Company as a lessee**

The Company assesses whether a contract contains lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: i. the contract involves the use of an identified asset; ii. the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and iii. the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a lease term of twelve months or less (short-term leases) and low value leases.

For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the fixed lease payments including variable lease payments that depend on an index or a rate. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rate of the Company. Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

Company as a lessor

Leases where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income from operating leases where the Company is a lessor is recognized in other income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Finance lease

Leases are classified as finance leases when substantially all of the risks and rewards of ownership of the asset transfer from the Company to the lessee or from the lessor to the Company as the case may be.

Company as a lessee

Lease rentals are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as finance lease obligations. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return.

Company as a lessor

Amounts due from lessees under finance leases are recorded as receivables based on the Company's net investment in the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(q) Provisions and Contingent Liabilities

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

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

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

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

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

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

(r) Government grants

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

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

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

(s) Earnings per share

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

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per share, the net profit or loss (excluding other comprehensive income) for the year attributable to equity share holders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(t) Dividends

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

(u) Recent Indian Accounting Standards (Ind AS)

Companies (Indian Accounting Standards) Amendment Rules, 2023 – March 31, 2023

Standards issued but not effective:

The Ministry of Corporate Affairs has vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amends certain accounting standards, and are effective April 01, 2023.

The Rules predominantly amend Ind AS 12-Income Taxes and Ind AS 1-Presentation of financial statements. The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments are not expected to have any material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

(v) Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which by definition will seldom equal the actual results. Management also need to exercise judgement in applying the group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgement are:

- Useful life and residual value of property, plant and equipment (PPE) and intangible assets (refer note 2 and 4)
- Revenue Recognition (refer note 30)
- Recognition and measurement of defined benefit obligations (refer note 48)
- Valuation of taxes on income (refer note 22 and 40)
- Provisions (refer note 47 and 21)
- Impairment of financial assets (Refer note 5)

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023 (All amount in Rupees, Lakhs unless otherwise stated)

2. PROPERTY, PLANT AND EQUIPMENT

Gross block	(Rs. in lakhs)											Total
	Freehold Land	Leasehold Land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Computers	Office equipment	Enabling assets	Sub-Total	Right of use assets (refer note 57)	
Balance as at April 01, 2021	523	1,669	2,928	12,123	184	137	144	129	161	17,998	167	18,165
Additions/Adjustments	—	—	4,054	3,931	80	51	59	37	—	8,212	—	8,212
Deletions/Adjustments	—	—	—	—	(3)	(24)	(6)	—	—	(33)	(55)	(88)
Balance as at March 31, 2022	523	1,669	6,982	16,054	261	164	197	166	161	26,177	112	26,289
Additions/Adjustments	—	—	305	2,443	31	83	77	18	—	2,957	424	3,381
Deletions/Adjustments	—	—	—	(218)	(2)	(26)	(13)	—	—	(259)	—	(259)
Balance as at March 31, 2023	523	1,669	7,287	18,279	290	221	261	184	161	28,875	536	29,411
Accumulated depreciation and amortisation												
Balance as at April 01, 2021	—	119	936	4,623	122	101	100	83	65	6,149	55	6,204
Depreciation/amortisation	—	23	285	1,138	27	23	33	24	16	1,569	54	1,623
Deletions/Adjustments	—	—	—	—	(3)	(24)	(6)	—	—	(33)	(55)	(88)
Balance as at March 31, 2022	—	142	1,221	5,761	146	100	127	107	81	7,685	54	7,739
Depreciation/amortisation	—	21	290	1,153	25	21	41	19	14	1,584	91	1,675
Deletions/Adjustments	—	—	—	(175)	(1)	(9)	(12)	—	—	(197)	—	(197)
Balance as at March 31, 2023	—	163	1,511	6,739	170	112	156	126	95	9,072	145	9,217
Net block												
Balance as at March 31, 2022	523	1,527	5,761	10,293	115	64	70	59	80	18,492	58	18,550
Balance as at March 31, 2023	523	1,506	5,776	11,540	120	109	105	58	66	19,803	391	20,194

Note:

Enabling Assets represent high voltage service line drawn from Maharashtra State Electricity Board and funded by the Company, the ownership of which does not vest with the Company. Refer note 18 and 23 for information on property, plant and equipment pledged as security by the Company.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

3. CAPITAL WORK-IN-PROGRESS

(Rs. in lakhs)

	Amount
Balance as at April 01, 2021	8,280
Additions	1,388
Capitalisation	(7,906)
Balance as at March 31, 2022	1,762
Additions	2,616
Capitalisation	(2,956)
Balance as at March 31, 2023	1,422

Note:

Capital work in progress (CWIP) Ageing Schedule.

As at March 31, 2023

(Rs. in lakhs)

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,401	1	2	18	1,422
Projects temporarily suspended	—	—	—	—	—
	1,401	1	2	18	1,422

As at March 31, 2022

(Rs. in lakhs)

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,097	102	110	453	1,762
Projects temporarily suspended	—	—	—	—	—
	1,097	102	110	453	1,762

There are no CWIP, whose completion is overdue or has exceeded its cost compared to its original plan as on March 31, 2023 and March 31, 2022.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

4. INTANGIBLE ASSETS

Gross block	Computer Software	Total
Balance as at April 01, 2021	188	188
Additions/Adjustments	14	14
Deletions/Adjustments	—	—
Balance as at March 31, 2022	202	202
Additions/Adjustments	8	8
Deletions/Adjustments	—	—
Balance as at March 31, 2023	210	210
Accumulated amortisation		
Balance as at April 01, 2021	159	159
Amortisation	28	28
Deletions/Adjustments	—	—
Balance as at March 31, 2022	187	187
Amortisation	9	9
Deletions/Adjustments	—	—
Balance as at March 31, 2023	196	196
Net block		
Balance as at March 31, 2022	15	15
Balance as at March 31, 2023	14	14

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

5. INVESTMENTS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Trade Investments in Equity Instruments – Unquoted, at Cost		
Investment in Others:		
11,361,999 (March 31, 2022:11,361,999) Equity Shares in Transafe Services Limited of Rs. 10 each, fully paid up	1,818	1,818
Less: Provision for diminution in value of investments (Refer note 39 and 50)	(1,818)	(1,818)
	—	—
Aggregate amount of unquoted investments before impairment	1,818	1,818
Aggregate amount of impairment	(1,818)	(1,818)

6. LOANS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
[Unsecured, considered good, (unless otherwise stated)]		
Loans and advances to employees	3	10
	3	10
Break-up of security details		
Loans considered good – secured	—	—
Loans considered good – unsecured	3	10
Loans which have significant increase in credit risk	—	—
Loans – credit impaired	—	—
Total	3	10
Loss allowance	—	—
Total non-current loans	3	10

7. OTHER FINANCIAL ASSETS (NON-CURRENT)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
[Unsecured, considered good, (unless otherwise stated)]		
Bank deposit (includes fixed deposits with banks Rs.230 lakhs) (Rs.Nil as at March 31, 2022) marked as lien for borrowings by the Company	239	9
Security deposits	534	459
Considered doubtful	7	7
Less: Provision for doubtful deposits	(7)	(7)
	773	468

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

8. INCOME TAX ASSETS (NET)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Advance income-tax (net of provision for taxation)	175	71
	175	71

9. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
[Unsecured, considered good, (unless otherwise stated)]		
Capital advances	221	99
Prepaid expenses	45	22
Balances with government authorities	60	87
	326	208

10. INVENTORIES

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Goods-in-transit	2,061	109
Raw materials and packing materials	4,351	6,210
	6,412	6,319
Work-in-progress	1,357	1,167
Finished goods	1,555	1,831
Stock-in-trade	54	31
Stores and spares	1,343	1,221
	10,721	10,569

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

11. TRADE RECEIVABLES (UNSECURED)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Trade receivables – Others	7,241	7,348
Receivables from related parties (Refer note 45)	2,114	3,357
Total Trade Receivables	9,355	10,705
Break-up for security details:		
Secured, considered good	—	—
Unsecured, considered good	9,355	10,705
Trade Receivables which have significant increase in credit risk	—	—
Trade Receivables – credit impaired	124	96
	9,479	10,801
Impairment Allowance (Allowance for bad and doubtful debts)		
Unsecured, considered good	—	—
Trade Receivables which have significant increase in credit risk	—	—
Trade Receivables – credit impaired	(124)	(96)
Total Trade receivables	9,355	10,705

Trade receivable Aging Schedule

As at March 31, 2023

(Rs. in lakhs)

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
Trade Receivables	8,024	1,238	33	14	46	—	9,355
Trade Receivables which have significant increase in credit risk	—	—	—	—	—	—	—
Trade Receivables – credit impaired	—	—	—	—	—	124	124
Impairment Allowance	—	—	—	—	—	(124)	(124)
Disputed							
Trade Receivables	—	—	—	—	—	—	—
Trade Receivables which have significant increase in credit risk	—	—	—	—	—	—	—
Trade Receivables – credit impaired	—	—	—	—	—	—	—
Disputed	—	—	—	—	—	—	—
Total	8,024	1,238	33	14	46	—	9,355

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

As at March 31, 2022

(Rs. in lakhs)

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
Trade Receivables	6,144	4,409	70	51	31	—	10,705
Trade Receivables which have significant increase in credit risk	—	—	—	—	—	—	—
Trade Receivables – credit impaired	—	—	—	—	2	94	96
Impairment Allowance	—	—	—	—	(2)	(94)	(96)
Disputed							
Trade Receivables	—	—	—	—	—	—	—
Trade Receivables which have significant increase in credit risk	—	—	—	—	—	—	—
Trade Receivables – credit impaired	—	—	—	—	—	—	—
Disputed	—	—	—	—	—	—	—
Total	6,144	4,409	70	51	31	—	10,705

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies in which any director is a partner, a director or a member other than disclosed under note 45.

Refer note 43 for information about credit risk and market risk of trade receivables.

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

12. CASH AND BANK BALANCES

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Cash and cash equivalents		
Balances with banks in current accounts	595	87
Deposits with original maturity less than 3 months	9	11
Cash on hand	1	1
	605	99
Other bank balances		
Restricted balance with bank in current account	55	55
Unpaid dividend accounts	68	60
Deposit marked as lien against borrowings by the Company	253	230
Deposits with maturity of more than three months but less than twelve months	5	6
	381	351
	986	450

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

13. LOANS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
[Unsecured, considered good (unless otherwise stated)]		
Loans and advances to employees	22	20
	22	20
Break-up of security details:		
Loans considered good – secured	—	—
Loans considered good – unsecured	22	20
Loans which have significant increase in credit risk	—	—
Loans – credit impaired	—	—
Total	22	20
Loss allowance	—	—
Total current loans	22	20

14. OTHER FINANCIAL ASSETS (CURRENT)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
[Unsecured, considered good (unless otherwise stated)]		
Security deposits	168	103
Considered doubtful	14	14
Less: Provision for doubtful deposits	(14)	(14)
Duty drawback	19	26
Export Incentives receivables	22	17
Derivative financial instruments	563	272
Others	86	102
	858	520

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

15. OTHER CURRENT ASSETS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
[Unsecured, considered good (unless otherwise stated)]		
Advances other than capital advances		
Advance to suppliers	104	201
Balances with government authorities	939	1,013
Prepaid expenses	162	194
	1,205	1,408

16. SHARE CAPITAL

	As at March 31, 2023 No. of Shares	As at March 31, 2022 Rs. In Lakhs
Authorised Share Capital		
At April 1, 2021	19,000,000	1,900
Movement during the year	—	—
At March 31, 2022	19,000,000	1,900
Movement during the year	—	—
At March 31, 2023	19,000,000	1,900
Issued Equity Capital		
At April 1, 2021	17,974,814	1,797
Movement during the year	—	—
At March 31, 2022	17,974,814	1,797
Movement during the year	—	—
At March 31, 2022	17,974,814	1,797
Subscribed and Paid-Up Capital		
At April 1, 2021		
Equity Shares	17,952,014	1,795
Forfeited Equity Shares	22,800	1
	17,974,814	1,796
Movement during the year	—	—
At March 31, 2022		
Equity Shares	17,952,014	1,795
Forfeited Equity Shares	22,800	1
	17,974,814	1,796
Movement during the year	—	—
At March 31, 2023		
Equity Shares	17,952,014	1,795
Forfeited Equity Shares	22,800	1
	17,974,814	1,796

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

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.

No bonus shares has been issued during last five years.

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

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
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%

Details of shares held by promoters

As at March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Balmer Lawrie and Company Limited	8,601,277	—	8,601,277	47.91%	0.00%
Greif International Holding B.V.	8,601,282	—	8,601,282	47.91%	0.00%
Total	17,202,559	—	17,202,559	95.82%	—

As at March 31, 2022

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Balmer Lawrie and Company Limited	8,601,277	—	8,601,277	47.91%	0.00%
Greif International Holding B.V.	8,601,282	—	8,601,282	47.91%	0.00%
Total	17,202,559	—	17,202,559	95.82%	—

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

17. OTHER EQUITY

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Reserves and surplus		
Securities premium *	3,218	3,218
General reserve **	796	796
Retained earnings ***	15,447	13,518
	19,461	17,532
Others		
Deemed equity contribution on loan from shareholder	185	185
Cash flow hedge reserve account	(12)	(90)
Other comprehensive Income – Others	—	—
	173	95
Total	19,634	17,627

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
* Securities premium reserve		
Balance as at the beginning of the year	3,218	3,218
Add : Additions made during the year	—	—
Balance as at the end of the year	3,218	3,218
Nature and Purpose – Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.		
** General reserve		
Balance as at the beginning of the year	796	796
Transaction during the year	—	—
Add : Transfer from Surplus in the Statement of Profit and Loss	—	—
Balance as at the end of the year	796	796

Nature and Purpose – General reserve had arisen on transfer portion of the net profit pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
*** Retained earnings		
Balance as at the beginning of the year	13,518	10,718
Transaction during the year		
Net profit for the year	2,921	3,791
Dividend	(1,077)	(987)
Transfer from other comprehensive income	85	(4)
Balance as at the end of the year	15,447	13,518
Deemed equity contribution on loan from shareholder		
Balance as at the beginning of the year	185	185
Transaction during the year	—	—
Balance as at the end of the year	185	185
Nature and Purpose – The difference between the fair value of interest free borrowing from shareholder and the transaction price is recognised as a deemed equity component of the shareholder.		
Other comprehensive income		
Other items		
Balance as at the beginning of the year	—	—
Transaction during the year		
Actuarial gain or loss	113	(5)
Deferred tax on actuarial gain or loss	(28)	1
Transferred to retained earnings	(85)	4
Balance as at the end of the year	—	—
Cash flow hedge reserve account		
Balance as at the beginning of the year	(90)	(226)
Add: Changes during the year		
Effective portion of (losses)/gains on hedging instruments	104	181
Deferred tax on (losses)/gains of hedging instruments	(26)	(45)
Balance as at the end of the year	(12)	(90)

Nature and Purpose – The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated with its foreign currency borrowings. To the extent these hedges are effective; the change in fair value of the hedging instrument is recognised in the cash flow hedge reserve. Amount recognised in the cash flow hedge reserve is reclassified to profit and loss when hedged items affect profit and loss.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

18. NON-CURRENT BORROWINGS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Secured		
Term Loans from banks	6,225	7,760
Less: Current maturities of long term borrowings (refer note 23)	2,379	2,121
	3,846	5,639

Nature of security and terms of repayment for secured borrowings

SCB-ECB-1– The borrowings from Standard Chartered Bank (SCB) having outstanding amount of Rs. 2,744 lakhs (March 31, 2022: Rs. 3,658 lakhs) are repayable in 12 equated Quarterly instalments of Rs. 229 lakhs each (short/excess being adjusted in last instalment), and commenced from March 2021. The applicable interest rate on this loan is 9.15% p.a. fixed.

SCB-ECB-2 – The borrowings from SCB bank having outstanding amount of Rs. 321 lakhs (March 31, 2022 Rs. 412 lakhs) are repayable in 14 equated Quarterly instalments of Rs. 23 lakhs each (short/excess being adjusted in last instalment), and commenced from September 2021. The applicable interest rate on this loan is 8.40% p.a. fixed.

Kotak-ECLGS – The borrowings from Kotak bank having outstanding amount of Rs. 653 lakhs (March 31, 2022: Rs. 847 lakhs) are repayable in 34 equated monthly instalments, and commenced from February 2022. The applicable interest rate on this loan is 8.6% p.a. (3M MCLR).

Axis-ECLGS – The borrowings from Axis bank having outstanding amount of Rs 1,027 lakhs (March 31, 2022: Rs.1,389 lakhs) are repayable in 34 equated monthly instalments of Rs. 30.20 lakhs, and commenced from February 2022. The applicable interest rate on this loan is 8.9% p.a. (Repo Rate+3%).

SCB-ECLGS – The borrowings from SCB bank having outstanding amount of Rs 900 lakhs (March 31, 2022: Rs.900) are repayable in 48 equated monthly instalments of Rs.18.75 lakhs, commencing from April 2023. The applicable interest rate on this loan is 7% p.a. (MIBOR+Spread as agreed at drawdown i.e. 7%p.a.)

Kotak TL – The borrowings from Kotak bank having outstanding amount of Rs. Nil lakhs (March 31, 2022: Rs 125 lakhs) are repaid in 24 equated monthly instalments. The applicable interest rate on this loan is 8.75% p.a.

Term loans from banks include Rs. 580 lakhs arising on conversion of SCB-ECB-1 and SCB-ECB-2 into presentation currency. These loans have been hedged through interest rate swaps and cross currency swaps with the corresponding effect reflected in note 43 (C).

Security details of the loans mentioned above

Kotak – The loan is secured by first and exclusive charge on all existing and future assets of Chennai unit and Turbhe Unit.

SCB – The loans are secured by first and exclusive charge on all existing and future assets of Dahej Unit and Property, plant and equipment of Dehradun Unit.

Axis – The loan is secured by first and exclusive charge on all existing and future assets of Bangalore Unit.

ECLGS – These loans are under emergency credit line guarantee Scheme 2.0 and are secured by primary charge on property, plant and equipment and Second Charge on Current assets of the respective units.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

19. LEASE LIABILITIES (NON CURRENT)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Lease Liability (refer note 57)	304	22
	304	22

20. OTHER FINANCIAL LIABILITIES (NON-CURRENT)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Deferred grant income	9	11
	9	11

21. PROVISIONS (NON-CURRENT)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Others		
Provision for indirect taxes (Refer note 54)	—	21
	—	21

22. DEFERRED TAX LIABILITIES (NET)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Deferred tax liabilities		
Depreciation	913	804
Deferred tax assets		
Provision for doubtful debts, advances and deposits	36	29
Provision for indirect taxes	—	5
Provision for employee benefits	187	223
Others	193	71
	497	476

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

23. CURRENT BORROWINGS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Current maturities of long term borrowings	2,379	2,121
Interest accrued but not due on borrowings	18	17
Loan repayable on demand (from bank)		
Secured		
Cash credit / packing credit (secured)	7,326	8,013
Unsecured		
Bank overdrafts (unsecured)	1,463	389
	11,186	10,540

Note: Cash Credit / Packing credit from Bank is secured by primary and exclusive charge on current assets both present and future viz. inventory of raw materials, work-in-progress, finished goods, stores, spares & consumables, bills receivables/ book debts. And secondary exclusive charge on all movable and immovable fixed assets both present and future.

24. LEASE LIABILITY (CURRENT)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Lease Liability (refer note 57)	93	44
	93	44

25. TRADE PAYABLES

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Total outstanding dues of Micro enterprises and Small enterprises (refer note below)	470	809
Payables to related parties (refer note 45)	10	55
Total outstanding dues of creditors other than Micro enterprises and small enterprises	6,261	5,225
	6,741	6,089
Principal amount due to suppliers under MSMED Act (Including Payable for Property, plant and equipment)	469	809
Interest accrued and due to suppliers under MSMED Act on the above unpaid amount	—	4
Payment made to suppliers (other than interest) beyond the appointed day during the year	431	1,389
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	8	16
Interest accrued and remaining unpaid at the end of the period to suppliers under MSMED Act	17	22

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.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Trade Payables Ageing Schedule

As at March 31, 2023

(Rs. in lakhs)

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
Total outstanding dues of Micro enterprises and Small enterprises	365	92	6	1	1	5	469
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	3,807	2,431	6	11	3	13	6,271
Disputed							
Total outstanding dues of Micro enterprises and Small enterprises	—	—	—	—	—	—	—
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	—	—	—	—	—	—	—
Total	4,172	2,523	12	12	4	18	6,741

As at March 31, 2022

(Rs. in lakhs)

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
Total outstanding dues of Micro enterprises and Small enterprises	728	74	—	1	1	5	809
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	4,951	241	21	10	49	8	5,280
Disputed							
Total outstanding dues of Micro enterprises and Small enterprises	—	—	—	—	—	—	—
Total outstanding dues of creditors other than Micro enterprises and Small enterprises	—	—	—	—	—	—	—
Total	5,679	315	21	11	50	13	6,089

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

26. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Unpaid dividends (refer note below)	68	60
Deposits received	256	267
Employee benefits payable	531	519
Payable for property, plant and equipment	82	221
Deferred grant income	2	2
Outstanding expenses	1,029	1,209
	1,968	2,278

Note: During the current year there has been delay in transferring unpaid amount of Rs. 4 lakhs pertaining to FY 2014-15. For the previous year an amount of Rs 3 lakh pertaining to FY 2013-2014 has not been transferred to the Investor Education and Protection Fund (IEPF) as at March 31, 2022. Subsequent to the respective year end, Company has transferred the same to IEPF.

27. CURRENT PROVISIONS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Provision for employee benefits		
Provision for gratuity (refer note 48)	21	169
Provision for compensated absences (refer note 48)	506	509
	527	678

28. CURRENT TAX LIABILITIES (NET)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Provision for tax [net of advance tax]	165	165
	165	165

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)**29. OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Advances from customers	170	172
Statutory dues	134	214
	304	386

30. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2023 (Rs. in lakhs)	Year ended March 31, 2022 (Rs. in lakhs)
Sale of products	55,217	53,742
Sale of services	32	69
Recovery towards freight outward	1,240	1,345
Other Operating Revenue		
Scrap sales	2,303	2,778
Income from export incentives	305	355
	59,097	58,289
Note:		
Disaggregation of revenue		
Revenue based on Geography		
— In India	45,771	40,504
— Outside India	13,326	17,785
Total revenue from contracts with customers	59,097	58,289
Revenue based on Business Segment		
Steel Drum Closures	23,989	28,765
Plastic Containers	35,108	29,524
	59,097	58,289
Revenue based on timing of recognition		
Revenue recognition at a point in time	59,097	58,289
Revenue recognition over period of time	—	—
	59,097	58,289

There are no contract liabilities and contract assets as at 31 March 2023 and 31 March 2022.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

31. OTHER INCOME

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Interest income		
From fixed deposits with banks	13	7
From others	10	14
Profit on sale of property, plant and equipment (net)	—	1
Gain on foreign exchange (Net)	237	205
Liabilities no longer required written back	38	61
Deferred grant income	2	2
Miscellaneous Income	—	3
	300	293

32. COST OF MATERIALS CONSUMED

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Raw materials and packing materials consumed		
Opening inventory	6,319	4,525
Add: Purchases	36,069	36,961
Less: Closing inventory	6,412	6,319
	35,976	35,167

33. PURCHASE OF STOCK IN TRADE

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Purchase of Stock in Trade	57	154
	57	154



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

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

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
At the end of the year		
Work-in-progress	1,357	1,167
Finished goods	1,555	1,831
Stock-in-trade	54	31
	2,966	3,029
At the beginning of the year		
Work-in-progress	1,167	965
Finished goods	1,831	1,195
Stock-in-trade	31	32
	3,029	2,192
	63	(837)

35. EMPLOYEE BENEFITS EXPENSE

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Salaries, wages and bonus (refer note 48)	3,800	3,674
Contribution to provident and other funds (refer note 48)	298	269
Gratuity expense (Refer note 48)	94	88
Staff welfare expenses	475	488
	4,667	4,519

36. FINANCE COSTS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Interest on borrowings:		
– From banks	1,166	1,357
Less: Interest cost capitalised	—	(165)
Net interest on borrowings	1,166	1,192
Other borrowing costs	81	49
	1,247	1,241

37. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Depreciation on property, plant and equipment	1,675	1,623
Amortisation of intangible assets	9	28
	1,684	1,651

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

38. OTHER EXPENSES

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Consumption of stores and spare parts	1,130	1,254
Power, fuel and water charges	3,224	2,768
Screen printing charges	216	201
Repairs and maintenance:		
Plant and equipment	281	300
Buildings	117	102
Others	220	144
Rent (refer note 57)	143	129
Rates and taxes	84	75
Bank charges	20	83
Insurance	194	169
Communication charges	22	25
Printing and stationery	28	21
System and software expenses	128	113
Travelling, conveyance and car expenses	186	75
Security and safety expenses	194	168
Legal, professional and secretarial expenses	208	197
Corporate social responsibility expenses (refer note 53)	78	69
Contractual Services	1,375	1,506
Freight and transportation expenses	3,860	4,110
Commission on sales	15	16
Export processing charges	51	26
Loss on Property Plant and equipment sold/ scrapped/ written off	11	—
Expected credit losses – Trade receivables	28	—
Miscellaneous expenses	140	94
	11,953	11,645

39. EXCEPTIONAL ITEMS (REFER NOTE 50)

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Write back of loan from related party	—	1,818
Provision for diminution in value of investments	—	(1,818)
	—	—



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

40. TAX EXPENSE

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Current tax expense		
Current tax for the year	862	1,208
Deferred tax expenses		
(Increase) in deferred tax assets (With OCI Adjustments)	(142)	(53)
(Decrease) / Increase in deferred tax liabilities	109	96
	(33)	43
	829	1,251
Tax reconciliation		
Profit before tax	3,750	5,042
Taxes at applicable rate	944	1,269
Tax effect of amounts which are not deductible / taxable		
Interest on delayed payment of income tax	—	9
Interest on MSMED	(6)	6
Corporate social responsibility expenses	19	15
	13	30
Others	(128)	(48)
Income tax expense	829	1,251

41. OTHER COMPREHENSIVE INCOME

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Actuarial gain/(loss) on defined benefit obligations (refer note 48(b))	113	(5)
Deferred gain on cash flow hedges	104	181
Deferred taxes on above	(54)	(44)
	163	132

42. FAIR VALUE MEASUREMENTS

Financial instruments by category:

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

Fair value hierarchy

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

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

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

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

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

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

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

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

(Rs. in lakhs)

Fair value for liabilities measured at amortised cost	March 31, 2023				March 31, 2022			
	Level 1	Level 2	Level 3	Carrying amount	Level 1	Level 2	Level 3	Carrying amount
Financial liabilities								
Borrowings (other than current borrowings)	—	6,225	—	6,225	—	7,760	—	7,760
Lease Liability	—	397	—	397	—	66	—	66

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

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

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

Valuation processes

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

43. FINANCIAL RISK MANAGEMENT

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

A Credit risk

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

Credit risk management

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

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

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

(Rs. in lakhs)

	Not due	0-12 months	1-2 years	2 years & above
March 31, 2023				
Gross Carrying amount of – Trade receivables	8,024	1,271	14	170
Expected loss rate	0%	0%	0%	0%
Expected credit losses – trade receivables	—	—	—	—
Expected credit losses – credit impaired	—	—	—	-124
Carrying amount of trade receivables (net of impairment)	8,024	1,271	14	46
March 31, 2022				
Gross Carrying amount of – Trade receivables	6,144	4,479	51	127
Expected loss rate	0%	0%	0%	0%
Expected credit losses – trade receivables	—	—	—	—
Expected credit losses – credit impaired	—	—	—	-96
Carrying amount of trade receivables (net of impairment)	6,144	4,479	51	31

Reconciliation of loss allowance provision of trade receivables

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Balance at the beginning of the year	96	96
Additions (net of reversal)	28	—
Amount used	—	—
Balance at the end of the year	124	96

B Liquidity risk

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

Liquidity risk management

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

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Maturities of non – derivative financial liabilities

As at March 31, 2023

(Rs. in lakhs)

Particulars	Up to 1 Year	Between 1 to 5 years	More than 5 years	Total
Non-current borrowings from banks (including current maturities)	2,379	3,846	—	6,225
Current financial liabilities – Borrowings	8,807	—	—	8,807
Lease Liability	93	266	38	397
Trade payables	6,741	—	—	6,741
Other current financial liabilities	1,968	—	—	1,968
Total	19,988	4,112	38	24,138

As at March 31, 2022

(Rs. in lakhs)

Particulars	Up to 1 Year	Between 1 to 5 years	More than 5 years	Total
Non-current borrowings from banks (including current maturities)	2,121	5,639	—	7,760
Current financial liabilities – Borrowings	8,419	—	—	8,402
Lease Liability	44	22	—	66
Trade payables	6,089	—	—	6,089
Other current financial liabilities	2,278	—	—	2,278
Total	18,951	5,661	—	24,595

C Market risk

Foreign currency risk

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

Foreign currency risk management

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

Foreign currency risk exposure

(Rs. in lakhs)

Particulars	March 31, 2023				March 31, 2022		
	USD	AUD	GBP	Euro	USD	AUD	Euro
Financial assets							
Trade receivables (net of forward contract derivatives)	1,231	5	3	959	2,381	54	1,185
Advances to Vendors	139	—	—	1	26	—	—
Financial liabilities							
Trade payables (net of balance covered by forward contract derivatives)	2,340	—	—	8	3,489	47	1
Advance received from customers	34	—	—	—	—	—	—

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Sensitivity to foreign currency risk

Impact on statement of profit and loss and Other Equity

(Rs. in lakhs)

Particulars	Year ended	
	March 31, 2023	March 31, 2022
USD sensitivity		
INR / USD		
Increase by 5%	(50)	(54)
Decrease by 5%	50	54
Euro sensitivity		
INR / Euro		
Increase by 5%	48	59
Decrease by 5%	(48)	(59)
GBP sensitivity		
INR / GBP		
Increase by 5%	0	0
Decrease by 5%	0	0
AUD sensitivity		
INR / AUD		
Increase by 5%	0	0
Decrease by 5%	(0)	(0)

Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position

As at March 31, 2023

(Rs. in lakhs)

Type of hedge and risks	Notional value		Carrying amount of hedging instrument		Maturity date	Hedge ratio	Average strike price	Change in fair value of hedging instrument	Change in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
Cash flow hedge									
Foreign currency and interest rate risk									
(i) Cross currency swaps	—	3,645	563	—	27 March 2026 and 25 September 2026	100%	Avg rate USD: Rs.68.99 and USD: Rs.72.95	653	(653)

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

(b) Disclosure of effects of hedge accounting on financial performance

For the year ended March 31, 2023

Type of hedge and risks	Change in the value of hedging instrument in other comprehensive income/(loss)	Hedge ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of reclassification and hedge ineffectiveness
Cash flow hedge				
Foreign currency and interest rate risk				
(i) Cross currency swaps	653	—	(580)	Other expenses (decreased by Rs.580 lakhs)

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessment to ensure that an economic relationship exists between the hedged item and hedging instrument.

For cross currency swap contracts, hedge effectiveness is measured using hypothetical derivative method. Ineffectiveness is measured by comparing the change in the fair value of the actual derivative i.e. cross currency swap contracts designated as the hedging instrument and the change in the fair value of a hypothetical derivative representing the hedged item i.e. foreign currency borrowings. Hypothetical derivative matches the critical terms i.e. maturity date, currency and amount of foreign currency borrowings.

In hedges of foreign currency borrowings, ineffectiveness mainly arises because of Change in timing of hedged item from that of the hedging instrument and cost of hedging. There were no ineffectiveness recognised in the statement of profit and loss during the year ended March 31, 2023.

(c) Movements in cash flow hedging reserve

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
As at April 01	(90)	(226)
Add: Changes in fair value of swap	653	498
Less: Amount reclassified to profit or loss	(580)	(393)
Less: Deferred tax relating to above (net)	5	31
As at March 31	(12)	(90)



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

44. CAPITAL MANAGEMENT

44.1 Risk management

The Company's objectives when managing capital are to

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

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

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
The capital composition is as follows:		
Net debt#	14,427	16,080
Total equity	21,430	19,423
Net debt to equity ratio	67%	83%

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

Debt covenants

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

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

44.2 Dividends

Particulars	Year ended March 31, 2023 (Rs. in lakhs)	Year ended March 31, 2022 (Rs. in lakhs)
Equity dividend		
Final dividend paid in the year ended March 31, 2023 of Rs. 6.00 (March 31, 2022 – Rs. 5.5) per fully paid share	1,077	987

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

45. RELATED PARTY DISCLOSURES:

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

(I) List of related parties and relationship.

(i) Parties having joint control over the Company

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

(ii) Joint Venture

Transafe Services Limited (refer note 50)

(iii) Parties under the common control

Balmer Lawrie (UAE) LLC
American Flange and Manufacturing Co. Inc.
Greif Egypt LLC
Greif Embalagenes Ind do Brasil Ltda
Greif Embalajes Industiales S.A
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.
Greif Czech Republic A. S.
Greif France SAS
Greif Mexico S.A.DE C.V
Greif Saudi Arabia Co. Ltd.
Greif Argentina S.A
Greif Vologda Limited Liability Company Russian
Greif Nederland B.V.

(iv) Key Managerial Personnel

- (a) Girish Pundlik – Managing Director
- (b) Sanjay Datta – Chief Financial Officer
- (c) Nilesh Shirke – Company Secretary



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023.
(All amount in Rupees, Lakhs unless otherwise stated)

Related Party Disclosures

(II) Transactions during the year with related parties:

Nature of Transaction	(Rs. in lakhs)			
	Parties referred to in (i) above		Parties referred to in (ii) above	
	2022-2023	2021-2022	2022-2023	2021-2022
Purchase of Raw Materials and Stores (Inclusive of Levies and taxes)				
Balmer Lawrie and Company Limited	—	3	—	—
Greif Embalagens Ind do Brasil Ltda	—	—	—	66
Greif Nederland B.V.	—	—	—	23
American Flange and Manufacturing Co. Inc.	—	—	—	—
Tri-Sure Closures System (Zhenjiang) Co. Ltd.	—	—	—	1
	—	3	—	90
Sale of Finished Goods (Exclusive of levies and taxes)				
Balmer Lawrie and Company Limited	2,606	2,653	—	—
Balmer Lawrie (UAE) LLC	—	—	—	223
American Flange and Manufacturing Co. Inc.	—	—	—	6,656
Greif Egypt LLC	—	—	—	246
Greif Embalagens Ind do Brasil Ltda	—	—	—	55
Greif Embalajes Industriales S.A	—	—	—	80
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	1,746
Greif Czech Republic A. S.	—	—	—	25
Greif France SAS	—	—	—	50
Greif Mexico S.A.DE C.V	—	—	—	292
Greif Saudi Arabia Co. Ltd.	—	—	—	343
Greif Argentina S.A	—	—	—	15
Greif Vologda Limited Liability Company Russian	—	—	—	387
Greif Nederland B.V.	—	—	—	1,255
	2,606	2,653	—	11,162
				13,477
Lease Rent Expenses				
Balmer Lawrie and Company Limited	5	1	—	—
	5	1	—	—
Purchase of Services				
Balmer Lawrie and Company Limited	287	64	—	—
	287	64	—	—

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Related Party Disclosures

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

Nature of Transaction	(Rs. in lakhs)					
	Parties referred to in (i) above		Parties referred to in (ii) above		Parties referred to in (iii) above	
	2022-2023	2021-2022	2022-2023	2021-2022	2022-2023	2021-2022
Write Back of Loan Taken						
Balmer Lawrie and Company Limited	—	1,818	—	—	—	—
	—	1,818	—	—	—	—
Provision for diminution in value of investments						
Transafe Services Limited	—	—	—	1,818	—	—
	—	—	—	1,818	—	—
Expenses Reimbursed to other Companies						
Greif Nederland B.V.	—	—	—	—	—	12
	—	—	—	—	—	12
Dividend Paid						
Balmer Lawrie and Company Limited	516	473	—	—	—	—
Greif International Holding B.V.	516	473	—	—	—	—
	1,032	946	—	—	—	—



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023.
(All amount in Rupees, Lakhs unless otherwise stated)

Related Party Disclosures

(III) Amount Due to / from related parties:

(Rs. in lakhs)

Nature of Transaction	Parties referred to in (i) above		Parties referred to in (ii) above	
	2022-2023	2021-2022	2022-2023	2021-2022
	2022-2023	2021-2022	2022-2023	2021-2022
Trade receivables				
Balmer Lawrie and Company Limited	560	641	—	—
Transafe Services Limited	—	—	3	—
Greif Egypt LLC	—	—	—	44
Greif Embalagens Ind do Brasil Ltda	—	—	—	15
Greif Embalajes Industriales S.A	—	—	—	108
American Flange and Manufacturing Co. Inc.	—	—	—	698
Tri-Sure Closures Systems (Zhenjiang) Co. Ltd.	—	—	—	1,794
Greif Czech Republic A. S.	—	—	—	223
Greif France SAS	—	—	—	13
Greif Mexico S.A.DE C.V	—	—	—	44
Greif Netherland B.V.	—	—	—	59
Greif Saudi Arabia Co. Ltd.	—	—	—	290
Greif Vologda Limited Liability Company Russian	—	—	—	79
	560	641	3	85
			3	1,551
				2,713
Trade payables				
Balmer Lawrie and Company Limited	9	50	—	—
Greif Netherland B.V.	—	—	—	1
Greif Embalagens Ind do Brasil Ltda	—	—	—	—
	9	50	—	5
			—	1
			—	5

Transactions with Key Management Personnel (KMP):

(Rs. in lakhs)

Particulars	March 31, 2023	March 31, 2022
Remuneration to Girish Pundlik	86	65
Remuneration to Sanjay Datta	43	40
Remuneration to Nilesh Shirke	20	21

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

46. NET DEBT RECONCILIATION

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Cash and cash equivalents	605	99
Non-current borrowings (including current maturities)	(6,225)	(7,760)
Current borrowings	(8,789)	(8,402)
Interest accrued but not due on borrowings	(18)	(17)
Net Debt	(14,427)	(16,080)

(Rs. in lakhs)

	Cash and cash equivalents	Non-current borrowings (including current maturities)	Current borrowings	Interest accrued but not due on borrowings	Total
Net debt as at April 01, 2021	736	(9,931)	(9,646)	(39)	(18,880)
Cash flows	(637)	353	1,244	—	960
Finance costs	—	—	—	(1,241)	(1,241)
Interest paid	—	—	—	1,263	1,263
Loan Write back	—	1,818	—	—	1,818
Net debt as at March 31, 2022	99	(7,760)	(8,402)	(17)	(16,080)
Cash flows	506	1,535	(387)	—	1,654
Finance costs	—	—	—	(1,247)	(1,247)
Interest paid	—	—	—	1,246	1,246
Net debt as at March 31, 2023	605	(6,225)	(8,789)	(18)	(14,427)

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

47. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
(a) Contingent Liabilities		
(a) Sales Tax Liability that may arise in respect of matters in appeal	—	45
(b) Income Tax Liability that may arise in respect of matters in appeal	263	247
(c) Service tax/excise duty/customs duty liability that may arise in respect of matters in appeal	39	58
(d) Outstanding guarantees to various banks, in respect of the guarantees given by those banks in favour of various government authorities and others	136	225
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 (c) above, pending resolution / completion of the appellate proceedings/other proceedings, as applicable.		
Other Matter		
The Honourable Supreme Court, has passed a judgement on 28th February, 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The Company, based on legal advice, is awaiting further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any. Accordingly, the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present.		
(b) Commitments		
(a) Estimated value of contracts in capital account remaining to be executed (net of capital advance)	873	178

48. EMPLOYEE BENEFITS

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

(a) Defined Contribution Plan:

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

Particulars	Year ended March 31, 2023 (Rs. in lakhs)	Year ended March 31, 2022 (Rs. in lakhs)
Employer's Contribution to Provident fund	242	212
Employer's Contribution to ESIC	3	3
Employer's Contribution to Superannuation	53	54

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

(b) **Defined Benefit Plan:**

Gratuity

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

	Year ended March 31, 2023 (Rs. in lakhs)	Year ended March 31, 2022 (Rs. in lakhs)
Mortality Table	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Discount rate	7.40%	6.95%
Salary growth rate	6.00%	7.00%
Withdrawal rate	5.00%	5.00%
Changes in the Fair value of Plan Assets		
Present value of plan assets at the beginning of the year	1,194	1,176
Investment income	83	74
Employer's contribution	129	1
Employee's contribution	—	—
Benefits paid	(124)	(65)
Return on plan assets, excluding amount recognised in net interest expense	14	8
Fair Value of Plan Assets at the end of the year	1,296	1,194
Changes in the Present Value of Obligation		
Present value of obligation at the beginning of the year	1,363	1,253
Current service cost	82	83
Interest expenses or cost	95	79
Re-measurement (or actuarial) (gain) / loss arising from:		
— change in the demographic assumptions	—	—
— change in the financial assumptions	(120)	(61)
— experience variance (i.e. actual experience v/s assumptions)	21	74
Past service cost	—	—
Benefits paid	(124)	(65)
Present Value of Obligation at the end of the year	1,317	1,363

Particulars	As at March 31, 2023 (Rs. in lakhs)	As at March 31, 2022 (Rs. in lakhs)
Amount recognised in the Balance Sheet		
Present Value of Obligation at the end of the year	1,317	1,363
Fair Value of Plan Assets at the end of the year	(1,296)	(1,194)
Net Liability recognised at the end of the year	21	169
Percentage of each category of plan assets to total fair value of plan assets as at year end:		
Administered by Life Insurance Corporation of India	100.00%	100.00%



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Particulars	Year ended March 31, 2023 (Rs. in lakhs)	Year ended March 31, 2022 (Rs. in lakhs)
Expenses recognised in the Statement of Profit and Loss		
Current service cost	82	83
Past service cost	—	—
Net interest cost / (income) on the net defined benefit liability/(assets)	12	5
Total expenses recognised in the Statement of Profit and Loss	94	88
Actuarial (gains) / losses		
— change in demographic assumptions	—	—
— change in financial assumptions	(120)	(61)
— experience variance (i.e. actual experience v/s assumptions)	21	74
Return on plan assets, excluding amount recognised in net interest expense	(14)	(8)
Actuarial (Gain) / Loss recognised in Other Comprehensive Income	(113)	5
Maturity Profile of Defined Benefit Obligation		
Weighted average duration (based on discounted cash flows)	6 years	
Expected cash flows over the next (valued on undiscounted basis) :		
1 year	202	
2 to 5 years	643	
6 to 10 years	731	
More than 10 years	654	

Sensitivity Analysis:

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

Defined Benefit Obligation (Base) 1,317 1,363

Particulars	March 31, 2023		March 31, 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)	1,399	1,244	1,458	1,278
(% change compared to base due to sensitivity)	6.2%	-5.6%	7.0%	-6.2%
Salary Growth Rate (-/+ 1%)	1,243	1,397	1,280	1,454
(% change compared to base due to sensitivity)	-5.6%	6.1%	-6.1%	6.7%
Attrition Rate (-/+ 50%)	1,301	1,330	1,363	1,363
(% change compared to base due to sensitivity)	-1.2%	1.0%	0.0%	0.0%
Mortality Rate (-/+ 10%)	1,317	1,317	1,363	1,363
(% change compared to base due to sensitivity)	0.0%	0.0%	0.0%	0.0%

(c) Compensated absences

The obligation for compensated absences is recognised in the same manner as gratuity and net (credit)/ charge to the Statement of Profit and Loss for the year is Rs. (3 lakhs) (Previous Year: Rs. 75 lakhs).

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

49. SEGMENT REPORTING

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

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

The above operating segments have been identified considering:

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

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

(Rs. in lakhs)

Particulars	2022-2023			2021-2022		
	Steel Drum Closures	Plastic Containers	Total	Steel Drum Closures	Plastic Containers	Total
Revenue						
External Segment Revenue	23,989	35,108	59,097	28,765	29,524	58,289
Total Revenue	23,989	35,108	59,097	28,765	29,524	58,289
Result						
Segment Result	4,006	2,203	6,209	4,887	2,520	7,407
Add: Unallocable Income			2			3
Less: Interest Expense			1,247			1,241
Less: Unallocable Expenses			1,214			1,127
Profit Before Taxation			3,750			5,042
Less: Tax Expenses			829			1,251
Profit After Taxation			2,921			3,791
Other Information						
Segment Assets	15,283	29,038	44,321	17,265	25,460	42,725
Unallocable Assets			2,749			3,047
Total Assets			47,070			45,772
Segment Liabilities	1,879	7,419	9,298	2,348	6,526	8,874
Unallocable Liabilities			16,342			17,475
Total Liabilities			25,640			26,349
Depreciation and amortisation						
Segment	592	1,018	1,610	713	858	1,571
Unallocable			74			80
Total Depreciation and amortisation			1,684			1,651
Non-cash expenses other than depreciation and amortisation						
Segment	(13)	42	29	—	—	—
Unallocable			—			1,818
Total			29			1,818
Information about geographical segments *						
Revenue						
India			45,771			40,504
Outside India			13,326			17,785
			59,097			58,289
Non Current Assets						
(Other than financial instrument, deferred tax and employee benefits)						
India			22,972			21,552
Outside India			—			—
			22,972			21,552

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

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



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50. 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 for a total consideration of Rs.1,818 lakhs. The entire investment was made through back to back loan from Balmer Lawrie and Company Limited ("BL") in accordance with loan agreement dated July 31, 2009. In accordance with 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 such investment, TSL has been reporting continuous losses resulting into erosion of its net worth. Consequent to such losses and erosion in the net worth (TSL has negative net worth as at March 31, 2019 and audited financial statements are not available beyond this date), the fair value of investments in TSL, held by the Company has significantly reduced. The Hon'ble National Company Law Tribunal, Kolkata ('NCLT') vide its Order dated 11 November 2019 has admitted applications filed by operational creditors against TSL, and initiated the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 (IBC). As per the NCLT order dated 09 April 2021, the entire equity share capital of TSL will undergo a capital reduction and accordingly the investment made by the Company in the equity shares of TSL will also undergo a reduction. Based on information available with the management of the Company, the proposed capital reduction has not yet been completed due to administrative issues faced by TSL and further, the Company continues to be a shareholder of TSL.

Considering the negative net worth of TSL as at March 31, 2019 and further considering the admission of the application of the operational creditors, by NCLT, the Company had decided to impair its investments in TSL during the year ended March 31, 2022. Further, considering the Nil balance in accordance with independent confirmation obtained by the Company from BL in relation to the outstanding loan and accrued interest as at March 31, 2022 and also considering the terms of the loan agreement dated July 31, 2009, the Company has written back the outstanding loan balance amounting to Rs. 1818 lakhs in the previous year. There was no accrued interest balance in the books of account as at March 31, 2022. The impairment of investments and write back of loan had a net cumulative impact of Nil on reserves as at March 31, 2022.

51. EARNINGS PER SHARE

Particulars	Year Ended March 31, 2023 (Rs. in lakhs)	Year Ended March 31, 2022 (Rs. in lakhs)
I. Profit Computation for both Basic and Diluted Earnings per share: Net Profit attributable to equity share holders (Rs. in lakhs)	2,921	3,791
II. Computation of weighted average number of equity shares: Number of shares for Basic and Diluted earnings per share	17,974,814	17,974,814
III. Earnings Per Share: Basic (in Rs.)	16.25	21.09
Diluted (in Rs.)	16.25	21.09

52. AUDITORS' REMUNERATION (EXCLUDING TAXES)

Particulars	Year Ended March 31, 2023 (Rs. in lakhs)	Year Ended March 31, 2022 (Rs. in lakhs)
Audit Fees	38	35
Out of Pocket Expenses	—	1
	38	36

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

53. CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

Particulars	Amount (Rs. in lakhs)
Average net profit of the Company for last three financial years	3,889
Prescribed CSR expenditure (2% of the average net profit as computed above)	78
Details of CSR expenditure during the financial year:	
Total amount provided for CSR during the financial year	78
Amount spent	78
Amount unspent	—

54. PROVISIONS (INDIRECT TAXES)

Particulars	Year Ended March 31, 2023 (Rs. in lakhs)	Year Ended March 31, 2022 (Rs. in lakhs)
Balance at the beginning of the year	21	18
Additions (net of reversal)	—	3
Amount used	(21)	—
Balance at the end of the year	—	21

55. PROPOSED DIVIDEND

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
The final dividend proposed for the year is as follows:		
On equity shares of Rs. 10 each:		
Amount of dividend proposed	718	1,077
Dividend per equity share	Rs.4.00	Rs.6.00



SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

56. DIVIDEND REMITTED IN FOREIGN CURRENCY

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Dividend paid during the year	516	473
Number of non-resident shareholders	1	1
Number of Equity Shares held by such non-resident shareholders	8,601,282	8,601,282
Year to which the dividends relate	2021-22	2020-21

57. LEASES

Particulars	As at Year ended March 31, 2023	As at Year ended March 31, 2022
The Balance sheet shows the following amounts relating to leases:		
Right-of-use assets	391	58
	391	58
Lease liabilities		
Current	93	44
Non-current	304	22
	397	66
Amounts recognised in statement of profit and loss		
Depreciation charge on Right of use assets	91	54
	91	54
Interest expense included in finance cost	24	8
Expense relating to short-term leases (included in other expenses)	143	129
Expense relating to leases of low-value assets that are not shown above as short-term leases	—	—
Expense relating to variable lease payments not included in lease liability	—	—
Income from sub-leasing right of use asset	—	—
Total cash outflow for leases during current financial year	93	60
Additions to the right of use assets during the current financial year	424	—
Gains or losses arising from sale & leaseback transactions	—	—

Payments associated with short-term leases of equipment, vehicles and all leases of low-value assets are recognised on straight line basis as an expense in profit or loss. Short term leases are leases with a term of 12 months or less. There are no low value leased assets during the current year.

58. During the year, long term settlement agreements of Turbhe and Bangalore locations for steel drum closures division been expired on December 31, 2022 and June 30, 2022 respectively. Currently, the long term settlement agreements for both the locations are under negotiation with the respective unions and the provision towards anticipated additional liability has been made by the management on best estimate basis.

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SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

59. RATIO ANALYSIS AND ITS ELEMENTS

Ratio	Basis	Year ended March 31, 2023	Year ended March 31, 2022	% change
Current ratio (times)	Current Assets Current Liabilities	1.10	1.17	-6%
Debt – Equity ratio (times)	Total Debt Total Equity	0.67	0.83	-19%
Debt Service Coverage ratio* (times) (Refer note (a) below)	Earnings for debt service Debt service	2.59	3.50	-26%
Return on Equity Ratio/ Return on investment (Refer note (b) below)	Profit After Tax Average Equity	0.14	0.20	-30%
Inventory Turnover (times)**	Cost of Goods Sold Avg. Inventory	1.23	1.36	-10%
Debtors Turnover (times)	Revenue from operations Average Trade Receivables	5.89	5.66	4%
Creditors Turnover Ratios (times) #	Credit Purchases Average Trade Payables	5.63	5.93	-5%
Net Capital Turnover Ratio (times)	Revenue from Operations Total Equity	2.76	3.00	-8%
Net Profit Margin (%)	Net Profit After Tax Revenue from operations	4.9%	6.5%	-24%
Return on Capital employed \$	Earnings before Interest, Depreciation and Tax Capital Employed	26%	31%	-17%

* Earnings for debt service = Earnings before finance costs, depreciation and amortisation, exceptional items and tax, Debt service = Finance costs for the year + Principal repayment of long-term debt and lease liabilities within one year.

** Cost of Good sold = Cost of materials consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, stock-in-trade and work-in-progress + Manufacturing and operating expenses, Average Inventory = (Opening Inventory + Closing Inventory)/2.

Credit Purchases = Cost of Materials Consumed + Purchase of Stock-in-Trade + Changes in inventories of finished goods, work-in-progress and stock-in-trade; Average Trade Payables = (Opening Trade Payables + Closing Trade Payables)/2.

\$ Capital Employed = Total FA-Current Liabilities.

SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2023. (All amount in Rupees, Lakhs unless otherwise stated)

Notes:

- (a) Negative variance in debt service coverage ratio is on account of the lower profit in the current year as compared to the previous year.
- (b) Negative variance in return on equity ratio is on account of the lower profit in the current year as compared to the previous year.

As per our report of even date attached.

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

Bharat Shetty
Partner
Membership No.: 106815

Bengaluru, 16th May, 2023

For and on behalf of the Board of Directors

Girish Pundlik	– <i>Managing Director</i> DIN: 08099591
Adika Ratna Sekhar	– <i>Director</i> DIN: 08053637
Sanjay Datta	– <i>Chief Financial Officer</i>
Nilesh Shirke	– <i>Company Secretary</i> Membership No.: 029233

Bengaluru, 16th May, 2023

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