POST BOX NO. 10077
TEL. NOS.: +91 22 22197101
FAX :0091-22- 2207 1612 / 6772
Email: bbtcl@bom2.vsnl.net.in
Website: www.bbtcl.com
CIN: L99999MH1863PLC000002

THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

REGD. OFFICE : 9, WALLACE STREET,FORT,
MUMBAI 400 001, INDIA.

Ref: GEN 16/2017-2018/16

11th August, 2017

General Manager,
Department of Corporate Affairs,
BSE Limited, P.J. Towers,
Dalal Street, Mumbai - 400 001.

General Manager,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kuria Complex,
Mumbai - 400 051.

Dear Sirs,

Sub: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Annual Report for the financial year 2016-17 of the 152nd Annual General Meeting of the Corporation.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the Annual Report for the financial year 2016-17 duly approved and adopted by the members as per the provisions of the Companies Act, 2013, at the 152nd Annual General Meeting of the Corporation held on the 3rd August, 2017.

We request you to note the above and acknowledge the receipt.

Thanking you,

Yours faithfully,
For The Bombay Burmah Trading Corporation, Limited

N. H. Datanwala
Vice President Corporate & Company Secretary

Encl: as above

The Bombay Burmah
Trading Corporation, Limited

152nd ANNUAL REPORT 2016-17

A Tradition of Trust

Contents

152nd Annual General Meeting
Thursday, 3rd August, 2017 at 4.00 pm at
Y B Chavan Auditorium, Gen. Jagannath Bhosle Marg,
Mumbai 400 021.

The Bombay Burmah Trading Corporation, Limited

ANNUAL REPORT 2016-2017

DIRECTORS	NUSLI N. WADIA, Esq., Chairman
	A. K. HIRJEE, Esq., Vice Chairman
	M. L. APTE, Esq.
	D. E. UDWADIA, Esq.
	JEH WADIA, Esq.
	RAJESH BATRA Esq. (w.e.f 30.3.2017)
	Dr. (Mrs.) MINNIE BODHANWALA (w.e.f 30.3.2017)
	Dr. (Mrs.) SHEELA BHIDE (upto 31.12.2016)
	NESS WADIA, Esq., Managing Director
VICE PRESIDENT CORPORATE & COMPANY SECRETARY	N. H. DATANWALA, Esq.
CHIEF FINANCIAL OFFICER	AMIT CHHABRA, Esq.
REGISTERED OFFICE	9, WALLACE STREET, FORT, MUMBAI 400 001. Tel. No. 2219 7101
PRINCIPAL BANKERS/LENDERS	HDFC BANK LIMITED AXIS BANK LIMITED KOTAK MAHINDRA BANK LIMITED THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED THE FEDERAL BANK LIMITED ICICI PRUDENTIAL MUTUAL FUND
AUDITORS	B S R & CO., LLP Lodha Excelus 5th Floor, Apollo Mills Compound, N. M. Joshi Marg, Mahalakshmi, Mumbai 400 011 India
SOLICITORS	CRAWFORD BAYLEY & CO. State Bank Building, 4th Floor, Hutatma Chowk, Fountain, Mumbai 400 001.
	UDWADIA & CO. Elphinstone House, 1st Floor, 17, Murzban Road, Fort, Mumbai 400 001.

The Bombay Burmah Trading Corporation, Limited

LOCATION OF CORPORATION'S ESTATES AND FACTORIES

Tea and Coffee Estates	:	(1) Mudis Group of Estates, Mudis P.O., Coimbatore Dist., Tamil Nadu 642 117.
		(2) Singampatti Group of Estates, Manjolai P.O., Tirunelveli Dist., Tamil Nadu 627 420.
		(3) Dunsandle Estate, Dunsandle P.O., Ootacamund, Nilgiri Dist., Tamil Nadu 643 005.
		(4) Elkhill Group of Estates, P.O. Box No. 12, Sidapur P. & T.O., South Coorg, Karnataka 571 253.
		(5) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania.
Weighing Products Division	:	Plot 304, New GIDC, Gundlav, Valsad, Gujarat 396 035.
Healthcare Division	:	Plot No. 161-B, Village Danpur, Rudrapur Kashipur Road, Paragana-Rudrapur,Tehsil Kichha, Udhamsingh Nagar, Uttarakhand 263 153.
Auto Electric Components Division	:	Plot no. 128-133, 3rd Cross Street, Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 041.
Malaysian Branch	:	Suite 628, 6th Floor, Pan Global Plaza, Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia.

NOTICE

NOTICE is hereby given that the One Hundred and Fifty-second Annual General Meeting of the members of The Bombay Burmah Trading Corporation, Limited will be held on Thursday, the 3rd day of August, 2017 at 4.00 pm at Y B Chavan Auditorium, Gen. Jagannath Bhosle Marg, Mumbai 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :

   (a) the audited Financial Statements of the Corporation for the Financial Year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon; and

   (b) the audited Consolidated Financial Statements of the Corporation for the Financial Year ended 31st March, 2017 together with the Report of the Auditors thereon.

2. To declare a dividend.

3. To appoint a Director in place of Mr. Nusli Wadia [DIN: 00015731] who retires by rotation in terms of section 152(6) of the Companies Act,2013 and being eligible, offers himself for re-appointment.

4. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act,2013 ("the Act") read with the Companies (Audit and Auditors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Messrs B S R & Co.LLP, Chartered Accountants [Registration No.101248W/ W-100022] as Statutory Auditors of the Corporation to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the financial year 2018 , be and is hereby ratified, and the Board of Directors is hereby authorized to determine their remuneration as recommended by the Audit Committee"

5. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

   "RESOLVED THAT the Board of Directors(hereinafter referred to as "the Board")be and is hereby authorised to appoint for the current financial year, in consultation with the Corporation's Auditors namely Messrs B S R & Co. LLP , in respect of the audit of the accounts of the Corporation's branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 141 of the Companies Act, 2013 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the applicable laws of the concerned countries; and to determine the remuneration and other terms and conditions of their appointment as Branch Auditors as recommended by the Audit Committee."

SPECIAL BUSINESS :

6. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions of the Companies Act,2013 ("the Act") read with the Companies (Audit and Auditors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. GLS & Associates, Cost & Management Accountants, Coimbatore , [ICWA Registration No M 4482], the Cost Auditors appointed by the Board to conduct the audit of the cost records of the Plantations and Auto Electric Components Divisions of the Corporation for the financial year ending 31st March, 2018, be paid remuneration of ₹ 200,000/- (Rupees Two lakhs only) plus such taxes as applicable and reimbursement of actual out-of-pocket expenses.

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

7. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

   "RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. (Mrs.) Minnie Bodhanwala (DIN: 00422067), who was appointed as an Additional Director of the Corporation by the Board of Directors ("the Board") with effect from 30th March, 2017, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting and who is eligible for appointment as Director and in respect of whom the Corporation has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Corporation, liable to retire by rotation."

8. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

   "RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules made thereunder read with Schedule IV of the Act, Mr. Rajesh Batra (DIN: 00020764) who was appointed as an Additional Director of the Corporation by the Board with effect from 30th March, 2017, pursuant to Section 161 of the Act and holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director and in respect of whom the Corporation has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Corporation , he not being liable to retire by rotation.

   "RESOLVED FURTHER THAT Mr. Rajesh Batra, be and is hereby appointed as an Independent Director of the Corporation in terms of section 149 of the Act, for a term of five consecutive years from the date of this Annual General Meeting upto 2nd August, 2022, he not being liable to retire by rotation."

By Order of the Board,

N. H. DATANWALA
Vice President Corporate & Company Secretary

Registered Office:
9, Wallace Street,
Fort, Mumbai 400 001

Date: 30th May,2017.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE CORPORATION. However, a person may act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent(10 %) of the total share capital of the Corporation. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Corporation carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

   The instrument of proxy in order to be effective, should be deposited at the Registered offices of the Corporation, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. A Statement of Material Facts pursuant to Section 102 of the Companies Act, 2013, which sets out the material facts relating to the Special Business set out in the accompanying Notice is attached hereto as Annexure I.

3. A brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding are attached hereto as Annexure II.

4. The Register of Members and the Share Transfer Books of the Corporation will be closed from Saturday, 22nd July, 2017 to Thursday, 3rd August, 2017 (both days inclusive).

5. Dividend, if declared at the Annual General Meeting, shall be paid to the members on or after Thursday, 10th August, 2017 to those members whose names appear on the Register of Members of the Corporation on 21st July, 2017, after giving effect to all valid share transfers lodged with the Corporation's Registrar & Share Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. on or before 21st July, 2017 in respect of shares held in physical form. In respect of shares held in electronic form, dividend will be paid to the beneficial owners of shares as at the closing hours of 21st July, 2017 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

6. Members are requested to notify immediately any change of address to their Depositary Participants (DPs) in respect of their demat accounts, and in respect of their physical shareholdings , quoting their folio numbers, to the Corporation's Registrar & Share Transfer Agents :

M/s. Karvy Computershare Pvt. Ltd (Unit : Bombay Burmah)

Karvy Selenium Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda, Hyderabad,

Telangana – 500 032, India

Telephone number: +91 40 6716 2222

Fax number: +91 40 2342 0814

E-mail: einward.ris@karvy.com

OR

M/s. Karvy Computershare Pvt. Ltd.

B- 24, Rajabahadur Mansion,

6, Ambalal Doshi Marg (Behind Bombay Stock Exchange),

Fort, Mumbai 400 001

Telephone Number : 66235412/27

7. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by Companies for distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Corporation or its Registrar and Share Transfer Agents.

   Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Corporation for payment of dividend. The Corporation or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

8. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the rules made thereunder (Section 205A of the Companies Act, 1956) including any statutory modification(s) or re-enactment thereof for the time being in force, dividend for the financial year ended 31st March, 2010 and onwards, which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Corporation would be transferred to Investor Education and Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Due date for transfer to IEPF
2009-2010	10.08.2010	17.09.2017
2010-2011	5.08.2011	09.09.2018
2011-2012	8.08.2012	16.09.2019
2012-2013	7.08.2013	13.09.2020
2013-2014	13.08.2014	19.09.2021
2014-2015	5.08.2015	09.09.2022
2015-2016	5.08.2016	09.09.2023

   Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim at the earliest to the Registrars at either of the aforesaid addresses immediately quoting their folio number/ DP ID & Client ID.

9. Further, in terms of the provisions of Section 124(6) of the Companies Act, 2013 (“Act”) read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“as amended from time to time”) (“the Rules”) the Corporation is required to transfer all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years to the Demat Account of the IEPF Authority to be opened by the IEPF Authority in the manner as may be prescribed under the Rule.

   In Compliance with the said Rules, the Corporation has communicated individually to the concerned shareholders whose shares are liable to be transferred/credited to the Demat Account of the IEPF Authority. The Corporation has uploaded on its website of the Corporation www.bbtcl.com under Investor Relations the details of such shareholders whose shares are to be transferred/credited to the Demat Account of the IEPF Authority.

   The shareholders may please note that the Corporation shall transfer the concerned shares held by them in physical or Demat form to the Demat Account of the IEPF Authority by the due date to be notified as per the procedure prescribed under the Rule. The concerned shareholders, holding shares in physical shares and whose shares are liable to be transferred may note that the Corporation would be issuing duplicate share certificates(s) in lieu of the original share certificate(s) held by them for the purpose of transfer of shares to the Demat Account of the IEPF Authority as per the Rules and upon such issue, the original share certificate which stands registered in their name will stand automatically cancelled and be deemed non-negotiable. The shareholders may further note that the details uploaded by the Corporation on its website as well as insertion of this information in the AGM Notice should be regarded and shall be deemed adequate notice in respect of issue of the duplicate share certificate(s) by the Corporation for the purpose of transfer of shares to the Demat Account pursuant to the Rules.

Shareholders may note that both the unclaimed dividend amount transferred to IEPF and the shares transferred to the Demat Account of the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from the IEPF Authority after following the procedure prescribed in the Rules.

10. Members holding shares in physical form may avail themselves of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating a person to whom their securities shall vest in the event of their death. The prescribed form may be obtained from the Corporation's Registered Office at 9, Wallace Street, Fort, Mumbai 400001 or from the Registrars.

10. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

    In the spirit of the above circulars and as part of the Corporation's Green Initiative, the Corporation has been sending Annual Reports in the past few years to the e-mail address provided by some of the members.

    We therefore appeal to all members to be a part of the said 'Green Initiative' and request all members to provide/ update their email addresses giving their Registered Folio Number and/ or DP ID/Client ID at e-mail id einward.ris@karvy.com.

    Members are also informed that the full text of all Notices, Reports etc. sent by email to them will also be made available on our website http://bbtcl.com/investor-relations/annual-reports/

11. SEBI has also mandated the submission of Permanent Account Number (PAN) by members. Therefore, members holding shares in physical form are requested to submit their PAN to the Corporation or Karvy and members holding shares in electronic form may submit their PAN to their respective Depository Participants.

12. Members intending to require information about the Financial Statements, to be explained at the Meeting are requested to inform the Corporation at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

13. Members/Proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

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

15. Voting through electronic means:

    In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Corporation is pleased to provide the facility to exercise members' right to vote at the 152nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

    The instructions for shareholders voting electronically are as under:

    (i) The voting period begins on 31st July, 2017 at 9.00 am and ends on 2nd August,2017 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on “Shareholders” tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

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

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

(xi) Click on the EVSN for THE BOMBAY BURMAH TRADING CORPORATION, LIMITED.

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

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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

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

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii)Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@ cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

NOTE: Any person, who acquires shares of the Corporation and becomes member of the Corporation after 7th July, 2017 i.e. the date considered for dispatch of the notice, and holding shares as on the cut - off date i.e. 21st July, 2017 and who have not updated their PAN as also members who have not received the intimation of sequence number may obtain the login ID and sequence number by sending a request to Karvy Computershare Pvt Ltd..

16. Mr. Tushar Shridharani, Practicing Company Secretary, (Membership No. FCS 2690) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

17. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Corporation and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Corporation.

18. The Results declared alongwith the Scrutinizer's Report shall be placed on the Corporation's website www.bbtcl.com and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Corporation and communicated to the NSE and BSE Limited.

19. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE I TO THE NOTICE

STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of M/s. GLS & Associates , Cost & Management Accountants, Coimbatore, (ICWA Registration No. 4482) as Cost Auditors at a remuneration of ₹ 2,00,000/- (Rupees Two lakhs only) plus such taxes as applicable and reimbursement of actual out of pocket expenses incurred by them for the conduct of audit of the cost records of the Plantation and Auto Electric Components Divisions of the Corporation for the financial year ending 31st March, 2018. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered office of the Corporation during 11.00 A.M to 1.00 P.M on all working days.

The approval of the shareholders is required to be obtained for payment of remuneration to the Cost Auditors for the financial year ending 31st March, 2018. Hence, the resolution at Item no. 6 of the Notice.

None of the Directors or Key Managerial Personnel of the Corporation or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item no. 6 of the Notice.

The Board of Directors recommends the said resolution for approval by the shareholders.

Item No. 7

Dr. (Mrs.) Minnie Bodhanwala (DIN: 00422067) was appointed as an Additional Director on the Board of the Corporation w.e.f. 30th March, 2017 on the recommendation of the Nomination and Remuneration Committee of the Board. As Additional Director , she holds office only upto the date of this Annual General Meeting. The Corporation has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Bodhanwala for the office of Director of the Corporation.

The attention of the shareholders is invited to Annexure II of the Notice wherein the required details pertaining to Dr. (Mrs.) Minnie Bodhanwala are set out.

Dr. Bodhanwala is interested in the resolution at Item No. 7 of the Notice as it relates to her appointment as a Director liable to retire by rotation .

None of the other Directors or Key Managerial Personnel of the Corporation or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution at Item No. 7 of the Notice for approval by the shareholders

Item No. 8

Mr. Rajesh Batra (DIN: 00020764) was appointed as an Additional Director on the Board of the Corporation w.e.f. 30th March, 2017 on the recommendation of the Nomination and Remuneration Committee of the Board. As such, he holds office only upto the date of this Annual General Meeting. The Corporation has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Batra for the office of Director of the Corporation.

The attention of the shareholders is invited to Annexure II of the Notice wherein the required details pertaining to Mr. Batra are set out.

The Board has pursuant to sections 149 and 152 of the Act appointed Mr. Batra as a Director not liable to retire by rotation. He has also been appointed by the Board as an Independent Director, he being eligible to be so appointed, for a term of five consecutive years from the date of this Annual

General Meeting upto 2nd August, 2022, he not being liable to retire by rotation.

Mr. Batra is interested in the resolution at Item No. 8 of the Notice, as it relates to his appointment as a Director and Independent Director not liable to retire by rotation.

None of the other Directors or Key Managerial Personnel of the Corporation or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

ANNEXURE II TO THE NOTICE

Brief resume of Directors proposed to be appointed/ re-appointed as Directors

1. **Mr. Nusli Wadia (Item no. 3)**

   Mr. Nusli Wadia, is a well-known Indian industrialist heading the Wadia Group of Companies besides being a Director on the Board of several Indian and foreign Companies. He joined the Corporation as Director in October, 1980 and has been the Chairman of the Corporation since 27th July, 1982. Having extensive experience and expertise in general business management and finance, Mr. Wadia has contributed actively in the deliberations of various organizations like Cotton Textiles Export Promotion Council (TEXPROCIL), Associated Chambers of Commerce and Industry of India, Mill Owners' Association (MOA) etc. He is the former Chairman of TEXIPROCIL and also of MOA. He was on the Prime Minister's Council on Trade and Industry during the period 1998 to 2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries' Management Policy in September, 1998. He was also a Member of the Special Subject Group to review regulations & procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a member of the ICMF from 1984-85 to 1990-91 and is a Trustee of the Executive Committee of the prestigious Nehru Centre. Mr. Nusli Wadia has a distinct presence in public affairs and has actively associated with leading charitable and educational institutions.

   Mr. Wadia holds over eight percent shares in the capital of the Corporation. His other directorships include The Bombay Dyeing & Manufacturing Co. Ltd. (Chairman) , Britannia Industries Ltd. (Chairman), Go Airlines (India) Limited (Chairman), Wadia Techno Engineering Services Limited besides directorships in 6 foreign companies and 1 private company.

   He is also on the Nomination & Remuneration Committee of the Corporation, The Bombay Dyeing & Manufacturing Co. Ltd. , Britannia Industries Ltd and Go Airlines (India) Limited.

2. **Dr. (Mrs.) Minnie Bodhanwala (Item no. 7)**

   Dr. (Mrs.) Minnie Bodhanwala, 54, is presently working as Chief Executive Officer at Nowrosjee Wadia Maternity Hospital and Bai Jerbai Wadia Hospital for Children, Parel, Mumbai.

   Under her stewardship, the Wadia Hospitals have won 21 prestigious awards in a span of one year. Dr. Bodhanwala was honoured with more than 40 awards, which include various prestigious awards like the "International Award in Healthcare" by the Thai Chamber of Commerce, Bangkok; "Global Award for Sustainable Healthcare Models with Revenue Turnover", Dubai; "Leading Business Women of the Year" by iiGlobal, Mumbai; Life Time Achievement Award in Healthcare by National Excellence Awards 2015.

   She is highly-motivated, pro-active passionate individual holding a rich enormous experience of 30 years with exceptional liaison, teamwork, leadership, & organizational abilities to thrive in a fast-paced, results-oriented business environment. With an entrepreneurial spirit to foresee potential growth with a strong background of crisis management in Healthcare for Brownfield and Greenfield projects and also a Six Sigma Green Belt Expert.

   She holds the following qualifications: BDS, MBA, MHA, TQM, FCR, PGQMAHO; FISQUA

Green Belt – Six Sigma; Principal Assessor, NABH ISO Auditor 9001, 14001, DPE(USA). Dr. Bodhanwala's vast experience in management and administration would be of immense benefit to the Corporation.

Outside Directorship: National Peroxide Limited, Axel Polymers Limited, The Bombay Dyeing & Manufacturing Co. Ltd.

Committee Membership: Stakeholders' Relationship Committee and Nomination & Remuneration Committee of the Boards of Axel Polymers Limited.

3. **Mr. Rajesh Batra (Item no. 8)**

Mr. Rajesh Batra, 62, did his schooling in Campion School, Mumbai and graduated from Elphinstone College, in 1975. He then obtained a Diploma in Systems Management from Jamnalal Bajaj Institute in 1978.

Son of Mr. Ram Batra, a leading Businessman and Sheriff of Bombay in 1978, Mr. Rajesh Batra, along with his brother Mr. Rajiv Batra, founded PROLINE in 1983. The brand has a national presence and is presently sold through several exclusive outlets, major department stores & malls and several hundred retail outlets.

Mr. Batra is also the Chairman of Cravatex Ltd., which through its subsidiary Cravatex Brands Ltd, has the license and markets the international sportswear brand 'Fila' across the Indian subcontinent and is also the leading fitness equipment distributor in India

Mr. Rajesh Batra is a Director on the Board of several Companies. Besides this, he is a trustee on several charitable trusts and promotes tennis through Ram Batra Memorial Foundation.

Mr. Rajesh Batra's vast experience in management and administration would be of immense benefit to the Corporation.

Mr. Rajesh Batra holds 6,250 equity shares of the face value of ₹ 2/- each in the Corporation and is not related to other Directors or Key Managerial Personnel of the Corporation.

Outside Directorship: National Peroxide Limited, Proline India Ltd., B. R. T. Ltd., Cravatex Ltd., Proline Exports Pvt. Ltd., R.B. Fitness & Trading Pvt. Ltd., Cravatex Brands Pvt. Ltd.

Committee Membership: Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee of the Boards of National Peroxide Limited; Stakeholders' Relationship Committee of the Boards of Cravatex Ltd.

By Order of the Board

N. H. DATANWALA
Vice President Corporate & Company Secretary

Registered Office:
9, Wallace Street,
Fort, Mumbai 400 001

Dated, the 30th May, 2017

DIRECTORS' REPORT

Your Directors hereby present their Annual Report together with Audited Financial Statements for the year ended 31st March, 2017:

I. Financial Results:

(a) Standalone Financial Results

(₹ in Lakhs)

Particulars	**31.03.2017**	*31.03.2016*
Total Revenue	**31,853**	*27,559*
Profit Before Tax	**(356)**	*(3,216)*
Profit After Tax	**(320)**	*(3,271)*
Retained Earnings	**13,408**	*14,585*
Dividend (including tax thereon)	**840**	*840*

(b) Overview of Performance

The Corporation achieved a gross income of ₹ 31,853 lakhs compared to ₹ 27,559 lakhs for 2015-16. This includes income of ₹ 2,470 lakhs on account of profit on sale of asset/shares. The gross income of ₹ 29,383 lakhs at operating level excluding the said profit was higher compared to ₹ 27,559 lakhs for previous year, representing a growth of 6% over the previous year.

The overall performance has shown improvement over the previous year, as the loss for the year excluding the profit on sale of assets/shares, amounted to ₹ 2,826 lakhs compared to ₹ 3,216 lakhs for the previous year. Number of steps were taken to reduce losses by closing down uneconomical, Bought Leaf operations for tea and Bought Beans operations for Coffee at plantations division.

Despite lower production of tea and coffee and lower bought leaf/beans operations, higher wage costs and unfavourable weather conditions the overall losses at plantation division were brought down substantially compared to previous year.

Health care and Electromags division registered a marginal increase in turnover, but reported marginally lower profits. However both these divisions continued to perform satisfactorily.

The current financial year also witnessed the transition from IGAAP to IND AS. The Corporation is required to prepare the Financial Statements as per IND AS. As a result the total comprehensive income amounted to ₹ 6,103 lakhs as against negative comprehensive income of ₹ 8,044 lakhs for previous year. The substantial increase in the comprehensive income for the year was primarily due to changes in fair value of investment of equity shares.

The Corporation's loss for the year excluding the other comprehensive income was substantially lower at ₹ 320 lakhs as compared to the loss of ₹ 3,271 lakhs for the previous year.

Division wise performance:

(i) Tea :

Production of own Tea was 48 lakh kgs against 45 lakh kgs of the previous year. Overall production of tea including bought leaf was lower at 64 lakh kgs compared to 74 lakh kgs in the previous year. Average selling price per kg of tea was higher at ₹ 121 per Kg compared to ₹ 110 per kg in the previous year

(ii) Coffee :

Own coffee production for the year was at 667 tons compared to 625 tons in the previous year. There was no production of coffee from outsourced beans as against 981 tons in previous year. The sales turnover for the year at 2467 tons was substantially higher compared to 975 tons in the previous year following the liquidation of high inventories of coffee in the previous year. Average selling prices were marginally lower at ₹ 1.60 lakhs per ton compared to 1.86 lakh per ton in the previous year.

(iii) Electromags

The turnover for the year was marginally higher at ₹ 10,938 lakhs compared to ₹ 10,664 lakhs in the previous year. However the results were marginally impacted due to higher input cost and pressure on selling prices and effects of demonetization and downward trend in the diesel car segment.

(iv) HealthCare

Dental product business under healthcare division performed satisfactorily and reported marginally higher turnover of ₹ 2,541 lakhs compared to ₹ 2,396 lakh in the previous year.

(c) Subsidiaries and Associate Companies

Financial Performance

A report on the performance and financial position of each of the Subsidiaries and Associates included in the Consolidated Financial Statements is provided in Form AOC-1 and forms part of this Annual Report.

The Corporation has only one material listed Indian subsidiary, viz. Britannia Industries Limited.

Significant Developments during the year

Acquisition:

The Corporation's wholly owned subsidiary, Leila Lands Sdn. Bhd., Malaysia, set up in Mauritius an Investment Company, viz. Baymanco Investments Limited, and holds 100% Equity share capital of the said Company. As a result, Baymanco Investments Limited has become a step down subsidiary of the Corporation.

The Corporation and Baymanco Investments Limited acquired 4,92,18,338 shares representing 23.84% of the paid up share capital of The Bombay Dyeing & Manufacturing Company Limited (BDMC). The Corporation's existing holding of 2,96,39,375 shares representing 14.35% together with the further acquisition of additional Equity shares by the Corporation and its subsidiary, now constitute 38.18% of the paid up share capital of BDMC. As a result, BDMC has become an Associate of the Corporation with effect from 20th March, 2017.

(d) Consolidated Financial Results

The Corporation has prepared Consolidated Financial Statements in accordance with the applicable Accounting Standards as prescribed under the Companies (Accounts) Rules, 2014 of the Companies Act, 2013. The Consolidated Financial Statements reflect the results of the Corporation and those of its subsidiaries and associates. As required under Regulation 33 of the Listing Conditions, the Audited Consolidated Financial

Statements together with the Independent Auditors' Report thereon are annexed and form part of this Annual Report.

BDMC, an Associate of the Corporation with effect from 20th March, 2017, sought extension of time until July 2017 for presenting its annual accounts for the year ended 31st March, 2017 so as to give effect to the merger of its wholly owned subsidiary, Archway Investment Company Limited with effect from 1st April, 2016. The merger petition is pending the final order of the Hon'ble National Company Law Tribunal ('NCLT'). In view of the above and the resultant non-availability of the financial statements of BDMC for the year ended

31st March, 2017, the consolidated results of the Corporation have been prepared without giving effect to the adjustments on application of the equity method under IND AS 28. The impact of such non-adjustment is currently not ascertainable. The Independent Auditors' Report on the consolidated accounts has been qualified to this effect which is self-explanatory.

Consolidated sale of products and services of the Corporation for the year ended 31st March, 2017 was ₹ 971,288 lakhs as compared with ₹ 899,820 lakhs in 2015-2016, registering a growth of 8%. Consolidated Net Profit for the year ended 31st March 2017 was higher by 8% at ₹ 85,846 lakhs compared with ₹ 79,198 lakhs in the previous year.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements of the Corporation including the consolidated financial statements, and the audited accounts of each subsidiary, are available on the Corporation's website (http://bbtcl.com/investor-relations/annual-reports/)

(e) Dividend

Your Directors have recommended payment of dividend @ 50% i.e. ₹ 1 per share of ₹ 2/- each (Previous year ₹ 1 per share). The dividend, if approved by the shareholders at the Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Corporation at the close of business on 22nd July, 2017.

II. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pertaining to conservation of energy , technology absorption and foreign exchange earnings and outgo in accordance with the provisions of clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013, read with Rule 8(3) of The Companies (Accounts) Rules, 2014 is appended as **Annexure A** to this Report.

III. DIRECTORS

(a) Appointment/Re-appointment

During the year under review, Dr.(Mrs.) Sheela Bhide resigned as an Independent Director of the Corporation with effect from 31st December, 2016. The Board places on record its appreciation of the services rendered by her during her tenure as a Director of the Corporation.

Dr.(Mrs.) Minnie Bodhanwala and Mr. Rajesh Batra were appointed as Additional Directors respectively with effect from 30th March, 2017. Additional Directors hold office only upto the ensuing Annual General Meeting, but are eligibile for and seek reappointment as in the case of Dr. (Mrs.) Minnie Bodhanwala, as a Director liable to retire by rotation, whereas in the case of Mr. Rajesh Batra's appointment as an Independent Director for the period of 5 years from 3rd August, 2017 not being liable to retire by rotation. The Corporation has received notices in writing from a Member proposing their candidature to the office of Director of the Corporation. Their appointment as Directors of the Corporation is subject to approval of shareholders at the ensuing Annual General Meeting. The Board recommends Dr.(Mrs.) Minnie Bodhanwala's appointment as a Director of the Corporation, liable to retire by rotation and Mr. Rajesh Batra's appointment as an Independent Director for a term of 5 years from 3rd August, 2017, and he not being liable to retire by rotation.

In accordance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Articles of Association of the Corporation, Mr. Nusli Wadia, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommend the re-appointment of Mr. Nusli Wadia as Director of the Corporation.

Necessary resolutions for the appointment of Dr.(Mrs.) Minnie Bodhanwala and Mr. Rajesh Batra and the re-appointment of Mr. Nusli Wadia have been included in the Notice convening the ensuing Annual General Meeting and requisite details have been provided in the Statement of Material facts under section 102 of the Act and annexed to the Notice.

(b) Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 ("the Act"), the Directors to the best of their knowledge and ability, confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Corporation at the end of the financial year and of the profit of the Corporation for that period ;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Corporation and for preventing and detecting fraud and other irregularities;

(iv) they have prepared the annual accounts on a going concern basis;

(v) they have laid down internal financial controls to be followed by the Corporation and that such internal financial controls are adequate and were operating effectively; and

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Corporation, reports of the internal, statutory, cost and secretarial auditors duly reviewed by the management and the Board including the Audit Committee, the Board is of the opinion that the Corporation's internal financial controls were adequate and operating effectively during the financial year 2016-17.

IV. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board of Directors constituted the Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013 comprising of three Directors including two Independent Directors. The CSR Policy of the Corporation and initiatives taken by the Corporation with respect to Corporate Social Responsibility during the year under review are in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The requisite details are appended to this Report as **Annexure B**.

V. EMPLOYEES

(a) Key Managerial Personnel

Pursuant to Section 203 of the Act, the Key Managerial Personnel (KMP) of the Corporation are Mr. Ness Wadia, Managing Director, Mr. Amit Chhabra, Chief Financial Officer and Mr. N. H. Datanwala, Vice President Corporate & Company Secretary. There has been no change in KMPs during the year.

(b) Particulars of Employees

The information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended to this Report as **Annexure C**.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report is being sent to the members and others entitled thereto, excluding the information on employees' particulars as required under Rule 5(2) of the aforesaid Rules. The said information is available for inspection by the members at the Registered Office of the Corporation during business hours on working days up to the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary and the same will be furnished on request.

(c) Disclosure on Sexual Harassment of Women at Workplace

The Corporation has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. There was no case of sexual harassment reported during the year under review.

VI. MANAGEMENT DISCUSSION & ANALYSIS

In terms of the provisions of Regulation 34 of the SEBI(LODR) Regulations,2015, the Management Discussion & Analysis forms part of the Annual Report.

VII. GOVERNANCE / SECRETARIAL

(a) Corporate Governance Report

In accordance with the provisions of the SEBI (LODR) Regulations, 2015, a separate report on Corporate Governance along with the Auditors' Certificate on compliance of the conditions of Corporate Governance is appended to this Report as **Annexure D**.

(b) Business Responsibility Report

Pursuant to Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015, the Business Responsibility Report of the Corporation for the Financial Year 2016-17 forms part of this Annual Report.

(c) Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT 9 pursuant to the provisions of section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended to this Report as **Annexure E**.

(d) Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, and Regulation 19 of the Listing Regulations,2015, the Board carried out an annual performance evaluation of its own performance and that of its Committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee , and of the individual Directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

(e) Nomination and Remuneration Policy

The Board, on the recommendation of the Nomination & Remuneration Committee, has formulated a Policy for the remuneration of Directors and Senior Management. Brief details of the Policy is provided in the Corporate Governance Report and also posted on the website of the Corporation (http://bbtcl.com/remuneration-policy/)

(f) Declaration by Independent Directors

The Corporation has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 , that he/ she meets the criteria of independence laid down in Section 149 (6) of the Act and the Listing Regulations.

(g) Board Meetings:

During the year, six Board Meetings were duly convened and held. The details of Board and its Committees meetings are given in Clause No. 2 & 3 of the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period described under the Companies Act, 2013.

(h) Whistle Blower Policy

The details of Whistle Blower Policy are given in the Clause No. 3(a) of the Corporate Governance Report.

(i) Related Party Transactions

The Corporation has formulated a Policy on Related Party Transactions which is disclosed on its website (http://bbtcl.com/related-party-transaction-policy/)

All transactions entered into with related parties as defined under the Companies Act, 2013 and Regulations 2(1)(zc) and 23 of the SEBI (LODR) Regulations, 2015 during the year under review, were in the ordinary course of business and on an arms' length basis and did not attract the provisions of Section 188 of the Companies Act, 2013. With regard to transactions with Related parties under the provisions of Regulation 23 of the Listing Regulations, 2015, prior approval of the Audit Committee was obtained wherever required.

During the year under review, the Corporation had not entered into any contract/ arrangement /transactions with related parties which could be considered as material in nature. Accordingly, there are no material related party transactions to be reported in Form AOC-2.

Disclosures pertaining to transactions with related parties are given in Note no. 50 of the Notes forming part of the Standalone Financial Statements for the year 2016-2017.

(j) Risk Management Policy

The Corporation has formulated a Risk Management Policy. Major risks identified by each of the businesses and functions are systematically addressed through mitigating actions on a continuing basis and are reported periodically to the Audit Committee and the Board. The details of the Risk Management functions are covered in the Corporate Governance Report.

(k) Insurance

The Corporation's plant and machinery, building, stocks and assets are adequately insured.

(l) Particulars of Loans, Guarantees and Investments

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in Note no. 48 forming part of the Standalone Financial Statements for the year 2016-2017.

(m) Significant & Material Orders Passed By The Regulators

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Corporation's operations in future.

VIII. AUDITORS

(a) Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") and the Rules made thereunder, Messrs. B S R & Co. LLP, Mumbai, Chartered Accountants, were appointed as Statutory Auditors of the Corporation for a period of five years at the Annual General Meeting held on 13th August,2014, subject to ratification by the members at every Annual General Meeting. M/s. B S R & Co., LLP have submitted a written consent that they are eligible to hold office as Statutory Auditors of the Corporation in terms of Section 139 of the Act and that they also satisfy the criteria provided in Section 141 of the Act. The Auditors have confirmed that they hold a valid Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33(1)(d) of the SEBI (LODR) Regulations,2015.

Their appointment will require to be ratified by the Members at the ensuing Annual General Meeting.

(b) Cost Audit

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the relevant Rules, the Board of Directors on the recommendation of Audit Committee, appointed M/s GLS & Associates,(GLS) as Cost Auditors of the Plantations and Auto Electric Components divisions of the Corporation for the financial year 2017-18 at a remuneration of ₹ 200,000/- (Rupees Two lakhs only) plus such taxes as applicable and reimbursement of actual out of pocket expenses. The remuneration payable to them is required to be ratified by the shareholders at the ensuing Annual General Meeting.

(c) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Corporation appointed Mr. Tushar Shridharani, Practicing Company Secretary as Secretarial Auditor for the year 2016-2017. The Report of the Secretarial Auditor is appended as **Annexure F**.

(d) Internal Auditors

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rule, 2014, Messers Ernst & Young LLP, were appointed as Internal Auditors of the Corporation for the Financial Year 2016-17. The Board has re-appointed them as Internal Auditors for the Financial Year 2017-2018.

(e) Auditors' Qualifications

There were no qualifications, reservations, adverse remarks or disclaimers made by the Statutory or the Secretarial Auditors in their respective reports on Standalone Financial Statements.

The Auditors' Qualification on consolidated accounts with regard to non-availability of financial statements of BDMC for the year ended 31 March, 2017, has been dealt with in para I(d)

IX. INTERNAL FINANCIAL CONTROLS

The Corporation maintains adequate and effective internal control systems which are commensurate with the nature, size and complexity of its business and ensure orderly and efficient conduct of the Corporation's business. The internal control systems in all Divisions of the Corporation including the Head office are routinely tested and verified by independent Internal Auditors and significant audit observations and follow-up actions are reported to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the Corporation's internal control requirement and monitors the implementation of audit recommendations.

The Corporation has in place adequate Internal Financial Controls with reference to Financial Reporting which ensure adherence to the Corporation's policies, safeguarding of its assets, maintaining proper accounting records and providing reliable financial information. During the year, such controls were tested and no reportable material weaknesses in design or operation were observed.

X. ACKNOWLEDGEMENTS

Your Directors thank all customers, shareholders, suppliers, bankers, employees and all other business associates for their continued support.

On behalf of the Board

Nusli N Wadia

Mumbai; 30 May, 2017 Chairman

Annexure A

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

(A) CONSERVATION OF ENERGY:

(1) Steps taken on conservation of Energy :

At Plantation Division :

a) Emphasis and close monitoring of maintenance of optimum Power factor at Tea Factories continued during the year.

b) Favourable result have been obtained after installation of MD controller at the factories at Mudis and Singampatti Tea Estates.

c) Optimizing rating of Pump/Motors at the Estate for reduction in operational personnel.

At Auto Electric Components:

Environment Management Programme was used to reduce consumption of energy. Also taken-up modification of Auto Crimping Machine, resulting in saving 60% of the current level.

(2) Steps taken for utilizing alternate sources of energy:

The Corporation's Bio-Methanisation and Waste Water Treatment Plant at Coffee Estate not only treat the effluent water but also uses Coffee mucilage for production of Bio-Gas which has enabled reduction in consumption of energy. Windmill in the wind belt of Tamil Nadu meets with approx. 60% of energy requirement at Tea Factories.

(B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards Technology Absorption:

At Plantation Division:

The Corporation has undertaken a programme for development of the all season Mechanised Intelligent Tea Harvester for harvesting tea leaves. The validation of the development so far carried out is being undertaken with the external agencies and the feasibilities is beaing looked at.

At Auto Electric Components:

The new product development team is working on the segments like Break system ABS and Alternater Starter Motors to grow in passenger vehicle segments. It is also looking at non-auto segment for its product with the internal know-how technology.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:

Benefits from the above measures will be studied in the coming financial years

(iii) There was no import of technology during the last three years.

(C) FOREIGN EXCHANGE EARNING AND OUTGO:

(i) Foreign Exchange earned during the year in terms of actual inflows : ₹ 39,800 Lakhs.

(ii) Foreign Exchange outgo during the year in terms of actual outflows : ₹ 1,443 Lakhs.

Annexure B

REPORT ON CSR ACTIVITIES – FINANCIAL YEAR 2016-2017

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

   Weblink: http://bbtcl.com/corporate-social-responsibility/
2. The Composition of the Committee:

   The Committee comprises of Mr. A. K. Hirjee, Mr. M. L. Apte, (Independent Directors) and Mr. Jeh Wadia (Promoter Director).
3. Average net profit of the company for last three financial years: ₹ NIL in view of substantial loss.
4. Prescribed Expenditure (two per cent of the amount as in item 3 above): ₹ NIL
5. Details of spent during the financial year:

   (a) Total amount to be spent for the financial year: ₹ NIL.

   However, the Corporation continued to pursue its activities by maintenance of public roads through its estates and building for community welfare and schools.

   (b) Amount unspent, if any : NIL

   (c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other; (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise ₹in lakhs	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on project or programs; (2) Overheads ₹in lakhs	Cumulative expenditure upto to the reporting period ₹ in lakhs	Amount spent: Direct or through implemen-ting agency ₹ in lakhs
1.	Public Roads through the Estates	Transportation Infrastructure	Mudis, Singampatti , and Dunsandle Estates (Tamil Nadu)	6.00	5.82	5.82	Direct
2.	Maintenance of buildings for community benefits including water supply thereto	Housing	Mudis, Singampatti and Dunsandle Estates (Tamil Nadu)	5.00	4.22	4.22	Direct
3.	Maintenance of school buildings		Mudis, Singampatti and Dunsandle Estates (Tamil Nadu)	4.00	3.70	3.70	Direct
	TOTAL			15.00	13.74	13.74	

Give details of implementing agency: Direct

The Committee confirms that the implementation and monitoring of Policy is in compliance with objectives and Policy of the Corporation.

For The Bombay Burmah Trading Corporation, Ltd.

For and on behalf of the Committee of
The Bombay Burmah Trading Corporation, Ltd.

Nusli N. Wadia
Chairman
Mumbai : 30th May, 2017

A. K. Hirjee
Chairman, Committee

Annexure C

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. Ratio of the remuneration of each Managing Director to the median remuneration of the employees of the Corporation for the financial year 2016-17, the percentage increase in remuneration of Key Managerial Personnel during the financial year 2016-17.

S. No.	Name of Director/ KMP	Designation	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in Remuneration
1.	Mr. Ness Wadia	Managing Director	319.03	Nil
2.	Mr. N. H. Datanwala	Vice President Corporate & Company Secretary	Not Applicable	Nil
3.	Mr. Amit Chhabra	Chief Financial Officer	Not Applicable	Nil

Note :

a) The Non-Executive Directors of the Corporation were paid only sitting fees during the year under review, the details of which are provided in the Corporate Governance Report and the Extract of Annual Return. The ratio of remuneration and percentage increase for Non-Executive Directors' Remuneration is therefore not considered for the purpose above.

b) There was no increase in the remuneration of Managing Director in the financial year 2016-17 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

c) Employees for the purpose above includes all employees at all divisions of the Corporation.

ii. The percentage increase in the median remuneration of employees for the financial year 2016-2017 was 5.5%.

iii. There are 5607 permanent employees on the pay roll of the Corporation as on 31st March, 2017.

iv. Average percentage increase made in the salaries of employees other than the Managerial Personnel in the Financial Year 2016-17 on comparable basis was 5% over previous year whereas there was no increase in the remuneration of Managing Director in the financial year 2016-17 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

v. The remuneration paid during the year 2016-2017 is as per the Remuneration Policy of the Corporation.

Annexure D

CORPORATE GOVERNANCE REPORT

1. Corporation's Philosophy on Corporate Governance:

The Corporation believes that good Corporate Governance is a pre-requisite for achieving sustainable corporate growth and enhancing value for all stakeholders in the business.

Good corporate governance emerges from transparency in business dealings and having in place robust systems and processes defining accountability, integrity, fairness and ethics in business practices, thereby fulfilling the responsibilities of corporate citizenship.

2. Board of Directors:

The Board of Directors of the Corporation, headed by Mr. Nusli N. Wadia, Non-Executive Promoter Director, comprises of eminent persons with considerable professional experience and expertise in diverse business areas. As on 31st March, 2017, the Board comprised of eight (8) Directors out of which four (4) are Independent Directors , one (1) Woman Director and one (1) Executive Director.

During the year under review, six (6) Board Meetings were held, the dates being 27th May 2016; 5th August, 2016;4th October,2016; 8th November, 2016; 10th February, 2017 and 30th March, 2017.

The details of number of Other Directorships and attendance at Board Meetings and Annual General Meetings are as follows:

Name of the Director	Category	No. of Board Meetings attended (out of 6)	Whether attended last AGM held on 5.8.2016	No. of Directorships in other public companies+		No. of Committee positions held in other public companies#	
				Chairman	Member	Chairman	Member
Mr. Nusli N. Wadia, Chairman	Promoter / Non-Executive	6	Yes	3	1	-	-
Mr. A. K. Hirjee, Vice Chairman	Independent	5	Yes	2	2	4	2
Mr. M. L. Apte	Independent	6	Yes	-	5	-	4
Mr. D. E. Udwadia	Independent	5	Yes	-	7	1	6
Mr. Jeh Wadia	Promoter / Non-Executive	6	Yes	-	4	-	3
Dr. (Mrs) Sheela Bhide (upto 31/12/2016)	Independent	4	Yes	-	-	-	-
Mr. Rajesh Batra* (w.e.f 30/03/2017)	Independent	-	-	-	5	-	3
Dr. (Mrs) Minnie Bodhanwala * (w.e.f. 30/03/2017)	Non-Executive	-	-	-	3	-	1
Mr. Ness Wadia, Managing Director	Promoter/ Managing Director	5	Yes	1	5	-	2

\+ Excludes alternate directorship and directorship in foreign companies and private companies which are neither subsidiaries nor holding companies of public companies.

\# Excludes Committees other than Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies.

* Mr. Rajesh Batra and Dr. (Mrs.) Minnie Bodhanwala were appointed as Additional Directors with effect from 30th March, 2017.

Note: Mr. Nusli N. Wadia, Mr. Jeh Wadia and Mr. Ness Wadia are relatives as per section 2(77) of the Companies Act, 2013 read with Companies (Specification of Definition Details) Rules, 2014.

Mr. A K Hirjee, Mr. M L Apte and Mr. D E Udwadia were appointed as Independent Directors at the 149th Annual General Meeting of the Corporation held on 13th August,2014 for a period of five years upto 12th August, 2019. Dr.(Mrs) Sheela Bhide resigned as Director of the Corporation with effect from 31st December, 2016.

3. Committees of the Board:

The Board has four Committees: the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee and the Corporate Social Responsibility (CSR) Committee.

(a) Audit Committee:

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the requirements of section 177 of the Companies Act,2013 and the Rules made thereunder read with Regulation 18 and Part C of Schedule II of the SEBI (LODR) Regulations,2015.

The Audit Committee comprises of 3 Independent Directors:

- Mr. M. L. Apte (Chairman)
- Mr. D. E. Udwadia
- Mr. A. K. Hirjee
- Dr (Mrs) Sheela Bhide (resigned on 31/12/2016)

Mr. Ness Wadia, Managing Director, Mr. Amit Chhabra, Chief Financial Officer, Statutory Auditors and Internal Auditors attend Audit Committee meetings as Invitees. Mr. N H Datanwala, Vice President Corporate and Company Secretary, acts as the Secretary to the Committee.

The role of the Audit Committee flows directly from the Board of Directors' overview function on corporate governance, which holds the management accountable to the Board and the Board accountable to the stakeholders. The terms of reference of the Audit Committee broadly includes review of the Corporation's financial statements, internal financial reporting process, internal financial controls, the audit process, adequacy, reliability and effectiveness of the internal control systems and risk management process, vigil mechanism, related party transactions, monitoring process for compliance with laws and regulations and the Code of Conduct. The Audit Committee also reviews management letters and the responses thereto by the management.

During the year under review, five (5) Meetings of the Audit Committee were held, the dates being 26th May, 2016; 3rd August, 2016; 8th November, 2016; 20th January,2017 and 6th February, 2017.

Details of attendance of each member at the Audit Committee Meetings are as follows:

Name	**No. of Audit Committee Meetings attended**
Mr. M. L. Apte	5
Mr. D E. Udwadia	5
Mr. A. K. Hirjee	4
Dr (Mrs) Sheela Bhide (upto 31/12/2016)	1

Internal Audit and Control:

M/s. Ernst & Young, LLP are the internal auditors of the Corporation.

The appointment and remuneration of the internal auditors and the internal audit plan are approved by the Audit Committee.

The reports and findings of the internal auditor and the internal control system are periodically reviewed by the Audit Committee.

Vigil Mechanism/ Whistle Blower Policy:

The Corporation has implemented a Whistle Blower Policy and established the necessary vigil mechanism for employees and Directors of the Corporation to report to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Corporation.

(b) Nomination and Remuneration Committee:

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015.

The Committee has also adopted the NRC Charter.

The Nomination and Remuneration Committee (NRC) comprises of 3 Independent Directors and 1 Non-Executive Promoter Director:

- Mr. M. L. Apte (Chairman)
- Mr. Nusli N. Wadia
- Mr. A. K. Hirjee
- Mr. D. E. Udwadia

The broad terms of reference of the Nomination and Remuneration Committee include:

- Recommend the set up and composition of the Board, its committees and the leadership team of the Corporation comprising of Key Managerial Personnel ("KMP")(as defined by the Companies Act, 2013) and executive team (as defined by the Committee);
- Evaluation of performance of the Board, its committees and individual directors;
- Appointment and Remuneration of Directors, KMP and KRAs for the Business Heads Oversight of the familiarisation programme of directors.
- Oversight of the HR Philosophy, HR and People Strategy and key HR practices.
- Board Performance Evaluation.

During the year under review, 1 meeting of the Committee were held on 30th March, 2017.

Name	No. of NRC Meetings attended
Mr. M. L. Apte	1
Mr. Nusli N. Wadia	1
Mr. A. K. Hirjee	-
Mr. D. E. Udwadia	1

Remuneration Policy:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI(LODR) Regulations,2015, the Remuneration Policy was formulated and adopted by the NRC/ Board.

The broad objectives of the Policy are :

- to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;

- to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- to provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Corporation's operations; and
- to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

(i) Remuneration to Executive Directors :

The remuneration structure of Managing Director comprises of basic salary, special allowance, perquisites and retiral benefits and performance bonus as may be decided by the NRC, subject to the overall limits of remuneration governed by the respective shareholders' approval.

Details of remuneration paid to Managing Director during the year 2016-17 are given below:

(In rupees)

	Salary (including allowances and bonus)	Contribution to Provident & other Funds excluding Gratuity	Perquisites in cash or kind
Mr. Ness Wadia	28,998,400	5,089,392	724,000

The Corporation has not granted any stock options to its whole-time director during the year. Mr. Ness Wadia holds 5,000 Shares in the Corporation.

Although there has been no increase in the remuneration paid to Mr. Ness Wadia in the FY 2016-2017, in view of inadequacy of profits, the Corporation has applied to the Central Government for approval to the payment of the same remuneration to Mr. Ness Wadia as it is in excess of the limits prescribed by Schedule V of the Companies Act, 2013.

The application has been made as Mr. Ness Wadia holds direct and indirect interest in the capital of the Corporation, although the condition of holding professional qualification is satisfied under the aforesaid Circular.

(ii) Remuneration to Non- Executive Directors:

The Non-Executive Directors do not draw any remuneration from the Corporation other than sitting fees and such commission not exceeding 1% of the net profits of the Corporation as approved by the shareholders and computed in the manner laid down in section 198 of the Companies Act, 2013, as may be determined by the Board from time to time. In view of inadequacy of profits, no commission has been paid to the Non-Executive Directors.

Details of payments made to Non-Executive Directors during the year 2016-17 are given below:

(In Rupees)

Name of Director	Sitting fees for Board and Committee Meetings	Total No. of Shares held in the Corporation as on 31st March, 2017
Mr. Nusli N. Wadia	140,000	61,41,505
Mr. A. K. Hirjee	240,000	1,750
Mr. M. L. Apte	380,000	Nil
Mr. D. E. Udwadia	240,000	Nil
Mr. Jeh Wadia	140,000	3,500
Dr. (Mrs) Sheela Bhide	100,000	Nil
Dr. (Mrs.) Minnie Bodhanwala	Nil	Nil
Mr. Rajesh Batra	Nil	6,250

During the year ended 31st March, 2017, the Corporation paid ₹ 14,72,730 /- to the law firm M/s. Udwadia & Co. as fees for professional services provided by it from time to time. Mr. D. E. Udwadia is the proprietor of the above concern. The Corporation has received confirmation from M/s. Udwadia & Co. that the professional fees paid during the year ended 31st March, 2017 to it is less than 10% of the gross turnover of the firm.

Evaluation of Performance of the Board, Its Committees and Individual Directors

Pursuant to the provisions of the Companies Act, 2013 ("Act") and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as may be applicable), the Board of Directors ("Board") has carried out an annual evaluation of its own performance, and that of its Committees and individual directors.

The performance of the Board and individual directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors. A separate meeting of Independent Directors was also held to review the performance of non-independent Directors, performance of the Board as a whole and performance of the Chairman of the Corporation, taking into account the views of executive Directors and non-executive Directors. This was followed by a Board meeting that discussed the performance of the Board, its Committees and individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of committees, effectiveness of committee meetings etc. The criteria for performance evaluation of the individual directors included aspects on contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

(c) Stakeholders' Relationship Committee:

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations,2015.

The broad terms of reference of the said Committee are as follows:

i) To look into the redressal of grievances such as transfer of security, non-receipt of annual reports, dividends, interest etc. of shareholders of the Corporation ;

ii) To approve and monitor transfers, transmission, splitting, consolidation, dematerialisation, rematerialisation of securities issued by the Corporation ;

iii) To carry out the functions as envisaged under the Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information adopted by the Corporation in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Stakeholders' Relationship Committee (SRC) comprises of two Independent Directors and 1 Promoter-Executive Director :

- Mr. A. K. Hirjee (Chairman)
- Mr. M. L. Apte
- Mr. Ness Wadia

During the year under review, one meeting of this Committee was held on 30th March, 2017.

Name of Director	No. of Meetings attended
Mr. A. K. Hirjee	-
Mr. M. L. Apte	1
Mr. Ness Wadia	1

The Board has given authority to any two Directors residing in Mumbai to approve the transfer deeds presented in respect of transfer of shares of the Corporation held in physical form. The transfer deeds are sent to the directors every week for their approval and the same are confirmed at the subsequent Board Meeting.

All shares received for transfer which were correct and valid in all respects, were registered and dispatched within 15 days of receipt of the documents. During the year under review, Transfer Deeds were sent 21 times for the approval of the Directors.

Mr. N.H. Datanwala, Vice President Corporate & Company Secretary is the Compliance Officer of the Corporation.

No. of shareholders' complaints received during the year	4
No. of complaints not resolved to the satisfaction of shareholders	Nil
No. of pending share transfers	Nil

Note: The Corporation has designated an e-mail ID exclusively for registering complaints by investors and investors can reach the Corporation at investorservices@bbtcl.com

(d) Corporate Social Responsibility (CSR) Committee:

The CSR Committee's constitution and terms of reference are in compliance with provisions of the Section 135 of the Companies Act, 2013.

The CSR Committee consists of two Independent Directors and one Promoter Non- Executive Director :

- Mr. A. K. Hirjee (Chairman)
- Mr M. L. Apte
- Mr. Jeh Wadia

During the year, one meeting of the CSR Committee was held on 30th March, 2017 wherein Mr. M. L. Apte and Mr. Jeh Wadia were present

The broad terms of reference of the CSR Committee include:

(i) To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Corporation as specified in Schedule VII;

(ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (i); and

(iii) monitor the CSR Policy of the Corporation from time to time.

(e) Independent Directors' Meeting:

During the year under review, a separate meeting of the Independent Directors was held on 30th March, 2017, inter alia, to discuss:

- performance of non- independent Directors and the Board as a whole;
- performance of the Chairman;
- the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting was attended by Mr. M.L. Apte and Mr. D. E. Udwadia, Directors, to discuss aforesaid matters pertaining to the Corporation's affairs and put forth their combined views to the Board of Directors.

Familiarisation program for Independent Directors

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Corporation's procedures and practices. Detailed presentations on the overall business, division-wise performance, business strategy, risks involved and mitigation measures adopted are made at Board / Audit Committee meetings. Details of the familiarization module are given in the Corporation's website http://bbtcl.com/corporate-governance/

4. General Body Meetings:

(a) Location and time of Annual General Meetings held in the three previous years and Special resolutions passed thereat :

Sr. No	Date and Time of AGM	Venue	Special Resolutions passed
1	13th August, 2014 at 4.00 pm	Y.B. Chavan Auditorium, Gen Jagannath Bhosale Marg, Mumbai 400021	1) Consent of the Corporation under section 180(1)(c) of the Companies Act, 2013 to borrow monies upto ₹ 600 crores over and above the aggregate of the paid-up Capital and free reserves; 2) Consent of the Corporation under section 180(1)(a) of the Companies Act, 2013 to create charges, hypothecation etc. on its assets upto ₹ 600 crores over and above the aggregate of the paid-up Capital and free reserves;
2	5th August, 2015 at 3.45pm	Y.B. Chavan Auditorium, Gen Jagannath Bhosale Marg, Mumbai 400021	1) Approval under Sections 196,197,203 and other applicable provisions of the Companies Act, 2013 and rules made thereto to pay remuneration to Mr. Ness Wadia, Managing Director with effect from April, 01, 2014, on the terms and conditions as recommended by the NRC for the remaining period of his tenure ie. up to March, 31, 2016.

Sr. No	Date and Time of AGM	Venue	Special Resolutions passed
3	5th August, 2016 at 4.00pm	Rama & Sundri Watumull Auditorium, Dinshaw Vachha Road, Mumbai 400020	1) Approval under Sections 196,197,203 and other applicable provisions of the Companies Act, 2013 and rules made thereto (including any statutory modification(s) or re-enactment therof) read with section II of Part II of Schedule V of the act and subject to the approval of Central government and other approvals sanctions or permissions, if any to the extent necessary, consent be and is hereby accorded to the re-appointment of Mr. Ness Wadia , as Managing Director for a period of 5 years with effect from April, 01, 2016 to 31st March, 2021, on the terms and conditions as recommended by the NRC and approved by the Board .

(b) Details of Resolutions passed through Postal Ballot:

During the year under review, the Corporation sought the approval of the shareholders by way of Special Resolution through Postal Ballot Notice dated 27th December, 2016 for i) making loans, investments under section 186 and other applicable provisions, if any, of the Companies Act, 2013 (II) issue of Redeemable Non – Convertible Debentures upto ₹ 150 Crores, as per the details given below:

Sr. No.	Description of Resolution	No. of votes polled	Votes cast for	Votes cast against
1.	Special Resolution: To give loans to any person or body corporate, give any guarantee or provide any security in connection with a loan to any body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto aggregate of ₹ 500 crores pursuant to section 186 of the Companies Act, 2013.	5,47,81,305 votes	5,43,54,369 (99.22%)	4,26,936 (0.78%)
2.	Special Resolution: To issue Redeemable Non-Convertible Debentures upto ₹ 150 crores on private placement basis.	5,47,78,530 votes	5,45,86,821 (99.65%)	1,91,709 (0.35%)

The resolutions were approved by the shareholders with the requisite and overwhelming majority.

Mr. Tushar Shridharani, Practising Company Secretary, was appointed by the Board as Scrutinizer to conduct the Postal Ballot process and the results of the same were declared on 31st January, 2017.

(c) Whether any Special Resolution is proposed to be passed through postal ballot this year: Currently, there is no proposal to pass any Special resolution through Postal Ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

5. Other Disclosures:

(a) Related Party Transactions :

The Corporation has formulated a policy on Related Party Transactions and also on dealing with Related Party Transactions. The policy is disclosed on the website of the Corporation http://bbtcl.com/related-party-transaction-policy/. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations, 2015 during the financial year were in the ordinary course of business and on an arms' length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. However in compliance with the requirement of the aforesaid Regulation 23, prior approval of the Audit Committee was sought for entering into the Related Party Transactions wherever required.

All transactions with related parties are reported to the Audit Committee periodically .None of the transactions during the year under review was in conflict with the interests of the Corporation .

(b) Accounting Treatment :

Pursuant to the notification issued by Ministry of Corporate Affairs, the Corporation has adopted the Indian Accounting Standards ('Ind As') with effect from1st April, 2016.

(c) Dividend Distribution Policy:

The Corporation has adopted a Dividend Distribution Policy in accordance with the requirements of Regulation 43A of the SEBI (LODR) Regulations, 2015. The same is available on the website of the Corporation.

website: http://bbtcl.com/corporate-governance/

(d) Risk Management:

A detailed review of business risks and the Corporation's plan to mitigate them is presented to the Audit Committee and Board. The Corporation has been taking steps to mitigate foreseeable business risks. Business risk evaluation and management is an ongoing and continuous process within the Corporation and regularly updated to the Audit Committee and Board.

(e) Code of Conduct:

The Corporation has laid down a Code of Conduct for the members of the Board as well as for all employees of the Corporation. The Code has also been posted on the Corporation's website - http://bbtcl.com/corporate-governance/

The Managing Director has confirmed and declared that all members of the Board and Senior Management have affirmed compliance with the Code of Conduct.

(f) Details of non-compliance by the Corporation, penalties, and strictures imposed on the Corporation by Stock Exchange or Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years: None.

(g) CEO/ CFO Certification:

Mr. Ness Wadia, Managing Director, and Mr. Amit Chhabra, CFO, have provided the Certificate to the Board in accordance with Regulation 33 of the Listing Regulations,2015 pertaining to CEO/ CFO certification for the financial year ended 31st March ,2017.

(h) Code for Prevention of Insider Trading:

The Corporation has adopted a Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code has also been posted on the Corporation's website http://bbtcl.com/corporate-governance/

All Promoters, Directors, Key Managerial Persons and other Specified persons who could have access to unpublished price sensitive information of the Corporation are governed by this Code.

(i) Disclosures under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013

The Corporation has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Corporation has not received any complaint on sexual harassment during the financial year 2016-2017.

(j) Details of compliance with mandatory requirements and discretionary requirements Revelation 27:

The Corporation has complied with all the mandatory requirements of Corporate Governance. As regards the discretionary requirements, the extent of compliance has been stated in this report against each item.

6. Means of Communication:

(i) Quarterly/ Annual results :

The unaudited quarterly and half yearly results are announced within forty-five days from the end of the quarter/half-year and the audited annual results within sixty days from the end of the last quarter as stipulated under the Listing Agreement with the Stock Exchanges and are sent to the Stock Exchanges immediately after these are approved by the Board.

(ii) Publication of Quarterly/Annual results:

The results are sent to the Stock Exchanges immediately on approval by the Board and are published in The Free Press Journal (English) and Navshakti (Marathi).

(iii) Website where displayed: http://www.bbtcl.com

(iv) Whether website also displays official news releases: As and when applicable.

(v) Whether presentations made to institutional investors or to the analysts: No

(vi) Whether Management Discussion and Analysis Report forms part of the Annual Report : Yes

7. General Shareholder Information :

(a) AGM : Date, Time and Venue:

Thursday, 3rd August, 2017 at 4.00 p.m. at Y.B. Chavan Auditorium, Gen. J. Bhosale Marg Mumbai 400021.

(b) Financial Calendar (tentative):

Financial reporting for the quarter ending June, 2017	By 15th August, 2017
Financial reporting for the quarter ending September, 2017	By 15th November, 2017
Financial reporting for the quarter ending December, 2017	By 15th February, 2018
Financial reporting for the year ending 31st March, 2018	By 30th May, 2018
Annual General Meeting for the year ending 31st March, 2018	Last week of July/first week of August, 2018

(c) Book closure period: 22nd July, 2017 to 3rd August, 2017 (both days inclusive).

(d) Dividend payment date: 10th August, 2017.

(e) Listing on Stock Exchanges: The Corporation's Securities are listed at

(1) BSE Limited, Mumbai; and

(2) The National Stock Exchange of India Ltd., Mumbai.

Listing fees as prescribed, have been paid to the aforesaid Stock Exchanges up to March, 2018.

(f) Stock Code:

BSE Ltd. : 501425

National Stock Exchange of India Ltd. : BBTC EQ

(g) Stock Market Data: Please see Annexure 1.

(h) Stock Performance: Please see Annexure 2.

(i) Registrar & Transfer Agents:

Karvy Computershare Pvt. Ltd were appointed as the Registrar and Transfer Agent (R&TA) with effect from 1st April, 2016 to handle the entire share registry work, both physical and electronic. Accordingly, all documents, transfer deeds, demat requests and other communications in relation thereto should be addressed to the R&TA at its following offices:

Karvy Computershare Pvt. Ltd.
Unit: The Bombay Burmah Trading Corporation, Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032
Email Id: einward.ris@karvy .com
Phone: +91 40 6716 2222; Fax No: +91 40 2342 0814
Website: www.karvycomputershare.com
E-mail: einward.ris@karvy.com

(j) Share Transfer System:

Share transfers in physical form are registered within a period of 7 to 15 days from the date of receipt in case documents are complete in all respects. The total number of transfers/ transmissions received and total number of shares transferred/transmitted during the year 1st April, 2016 to 31st March, 2017 were:

Particulars	No. of Transfers	No. of Shares
Transfers	18	15,700
Transmission	33	24,950
Total	51	40,650

(k) Dematerialisation of shares:

The Corporation's shares are available for dematerialization with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 87.93% of the paid-up capital of the Corporation were held in dematerialized form as on 31st March, 2017.

(l) (i) Distribution of shareholding as on 31st March, 2017.

Group of Shares	No. of Shareholders	No. of Shares held	% of Total Shares
1 to 500	15065	20,01,947	2.87
501 to 1000	1451	12,07,119	1.73
1001 to 2000	887	13,50,084	1.93
2001 to 3000	455	11,66,950	1.67
3001 to 4000	205	7,22,966	1.04
4001 to 5000	126	5,80,991	0.83
5001 to 10000	281	19,96,741	2.86
10001 and above	212	6,07,45,102	87.06
Total	**18682**	**6,97,71,900**	**100.00**

2) Shareholding pattern as on 31st March, 2017.

Particulars	No. of Shares held	% of Shares
Promoter Group*	4,59,85,745	65.91
Financial Institutions/Banks	21,095	0.03
Insurance Companies	6,69,708	0.96
Mutual Fund & Unit Trust of India	28,82,329	4.13
FIIs and FPI	10,09,141	1.45
Others	1,92,03,882	27.52
Total	**6,97,71,900**	**100.00**

*Promoter Group includes Mr. Nusli N. Wadia and his relatives in terms of Section 2 (77) of the Companies Act, 2013, Archway Investments Company Limited, Nowrosjee Wadia & Sons Limited, N W Exports Limited, National Peroxide Limited, Naperol Investments Limited, Sunflower Investments & Textiles Ltd., Wadia Investments Limited, Go Investment & Trading Pvt. Ltd., Nesville Trading Pvt. Ltd. And Varnilam Investment & Trading Co. Ltd.

(m) Audit of Reconciliation of Share Capital:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Audit of Reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid up capital. This audit is carried out every quarter and the report there on is submitted to the Stock Exchanges, NSDL and CDSL and is placed before the Board. The audit, inter alia, confirms that the total issued and paid up capital of the Corporation is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

(n) Unpaid Dividend :

In terms of Section 125 of the Companies Act, 2013 (erstwhile Section 205C of the Companies Act, 1956) read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, during the year ended 31st March 2017, the Corporation has transferred an amount of ₹ 216,109/- being unpaid dividend pertaining to the FY 2008-2009 to the Investor Education and Protection Fund (IEPF).

(o) Plant Locations:

Tea and Coffee Estates	1) Mudis Group of Estates, Mudis P.O., Coimbatore Dist. Tamil Nadu, 642117 2) Singampatti Group of Estates, Manjolai P.O Tirunelveli Dist. Tamil Nadu, 627420 3) Dunsandle Estate, Dunsandle P.O., Ootacamund, Nilgiri Dist., Tamil Nadu 643 005 4) Elk Hill Group of Estates, P.O. Box No.12, Sidapur P & T.O., South Coorg, Karnataka 571253 5) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania
Auto Ancillary Division	Plot no. 128-133, IIIrd Cross Street, Nehru Nagar, Kottivakkam, Tiruvanmiyur, Chennai, Tamil Nadu 600041
Dental Products of India Division	Plot No.161-B, Village Danpur, Rudrapur Kashipur Road, Paragana-Rudrapur, Tehsil Kichha, Udhamsingh Nagar, Uttarakhand 263153
Weighing Products Division	Plot 304, GIDC, Gundlav, Valsad, Gujarat 396035

Registered Office: 9, Wallace Street, Fort, Mumbai 400001.

Email: bbtcl@bom2.vsnl.net.in

(p) Green Initiative :

By virtue of Ministry of Corporate Affairs ("MCA") Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, read with Rule 11 of the Companies (Accounts) Rules,2014, service of documents may be made to members through electronic mode.

The Corporation has been sending Annual Reports in the past few years by email to all those members whose email addresses are registered in the member records as maintained by the Registrar and Transfer Agent. Physical copies are also provided to such members on specific request.

We therefore appeal to the members to join the 'Green Initiative' and request the members to register their name for receiving the said documents in electronic mode by sending an email giving their Registered Folio Number and/or DP Id/Client ID to the Registrars, Karvy Computershare Pvt. Ltd. at email id: einward.ris@karvy.com.

8. Discretionary Requirements :

1. Chairman's office expenses:

The Corporation reimburses secretarial and travel expenses incurred by the Chairman's office in the performance of his duties on time-spent basis.

2. Shareholder rights:

As the Corporation's quarterly and half yearly results are published in English and regional newspapers having adequate circulation and are also posted on its website, they are not sent separately to the shareholders other than on receipt of specific request from any shareholder in this regard.

3. **Qualifications in Financial Statements :**

   There are no qualifications in the Independent Auditors' Report on the Standalone Financial Statements. However, the Independent Auditors' Report on the Consolidated Financial Statements has been qualified and the reason for the same is given the Directors' Report .

4. **Report of internal audit:**

   The Internal Auditors report directly to the Audit Committee.

DECLARATION

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2017.

For The Bombay Burmah Trading Corporation, Limited

Ness Wadia
Managing Director

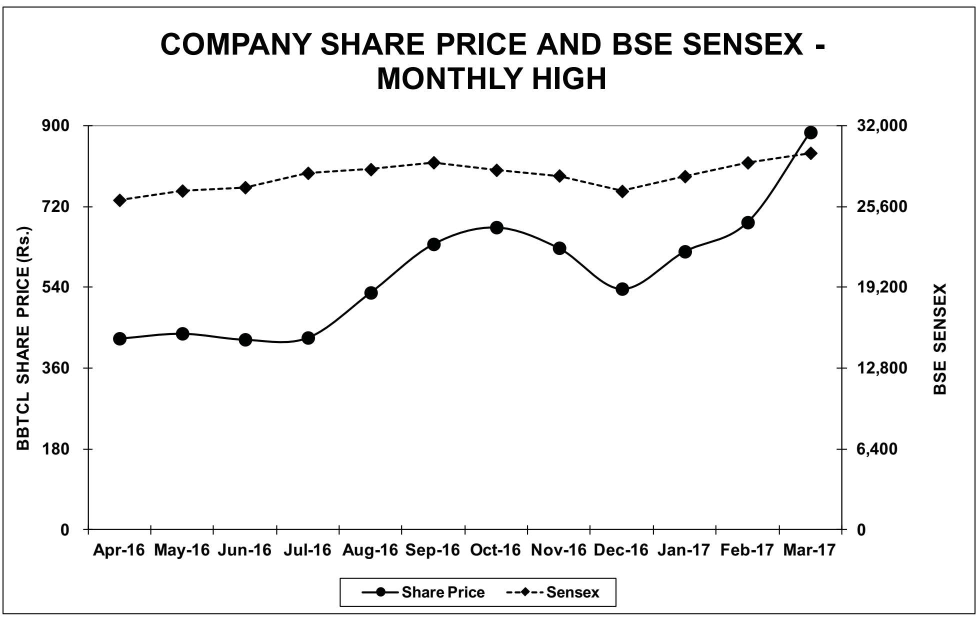
Mumbai, 30th May, 2017

Annexure 1

STOCK MARKET DATA 2016-17

Month	Month's High Price (In ₹)		Month's Low Price(In ₹)		No. of Shares Traded		No. of Trades	
	BSE	NSE	BSE	NSE	BSE	NSE	BSE	NSE
Apr-16	426.00	425.50	365.00	364.20	247758	631935	12807	24449
May-16	437.00	437.40	351.50	352.80	240700	807217	12040	30880
Jun-16	423.70	423.90	377.00	376.00	172787	703820	8511	25076
Jul-16	427.70	427.50	390.00	393.60	175312	691551	7272	26158
Aug-16	528.00	528.00	394.00	395.00	1471615	6204806	62910	168129
Sep-16	636.00	635.60	487.00	488.00	1980062	6466904	78338	177015
Oct-16	673.40	674.00	573.40	574.00	1013135	3743147	46285	104122
Nov-16	627.45	626.00	452.80	441.05	433281	1420614	22251	49210
Dec-16	536.60	536.40	474.00	472.95	246107	1042926	15299	40809
Jan-17	619.60	619.00	515.05	516.30	888726	2383550	50153	125428
Feb-17	684.50	683.80	596.75	596.40	931338	2834482	42725	115961
Mar-17	885.00	885.00	675.00	675.05	7244015	11506496	135906	352228

Annexure 2



CERTIFICATE

Auditors' certificate on Corporate Governance

To the Members of The Bombay Burmah Trading Corporation, Limited

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This certificate is issued in accordance with the terms of our agreement dated 17 October 2016.

2. This report contains details of compliance of conditions of corporate governance by The Bombay Burmah Trading Corporation, Limited ('the Company') for the year ended 31 March 2017 as stipulated in regulations 17-27, clause (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2017.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Mathur
Partner
Membership No: 046476

Mumbai, 30 May 2017

FORM NO. MGT 9 **Annexure E**

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L99999MH1863PLC000002
ii	Registration Date	04/09/1863
iii	Name of the Company	The Bombay Burmah Trading Corporation, Ltd
iv	Category/Sub-category of the Company	Limited Company
v	Address of the Registered office & contact details	9, Wallace Street, Fort, Mumbai 400001
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Pvt. Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowl, Financial Dist, Hyderabad 500032

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Tea	1271	32.07
2	Coffee	1272	17.79
3	Auto ancillary	2930, 0271, 0273	40.10
4	Dental Products	3250	9.28

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
1	Afco Industrial & Chemicals Ltd	U24110MH1983PLC012744	Subsidiary	100	2(87)
2	Sea Wind Investment & Trading Co.Ltd	U65993MH1988PLC047564	Subsidiary	100	2(87)
3	DPI Products & Services Ltd	U85100MH1962PLC012345	Subsidiary	100	2(87)
4	Subham Viniyog Private Ltd.	U65990MH1987PTC042358	Subsidiary	100	2(87)
5	Leila Lannds Sdn. Bhd	Foreign Company	Subsidiary	100	2(87)
6	Naira Holdings Limited	Foreign Company	Subsidiary	100	2(87)

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
7	Island Horti-Tech Holdings Pte. Limited	Foreign Company	Subsidiary	100	2(87)
8	Leila Lands Limited	Foreign Company	Subsidiary	100	2(87)
9	Restpoint Investments Limited	Foreign Company	Subsidiary	100	2(87)
10	Island Landscape & Nursery Pte. Limited	Foreign Company	Subsidiary	100	2(87)
11	Baymanco Investments Limited	Foreign Company	Subsidiary	100	2(87)
12	Innovative Organics Inc.	Foreign Company	Subsidiary	58.80%	2(87)
13	ABI Holding Limited	Foreign Company	Subsidiary	100	2(87)
14	Britannia Brands Limited	Foreign Company	Subsidiary	100	2(87)
15	Associated Biscuits International Limited	Foreign Company	Subsidiary	100	2(87)
16	Dowbiggin Enterprises Pte. Limited	Foreign Company	Subsidiary	100	2(87)
17	Nacupa Enterprises Pte. Limited	Foreign Company	Subsidiary	100	2(87)
18	Spargo Enterprises Pte. Limited	Foreign Company	Subsidiary	100	2(87)
19	Valletort Enterprises Pte. Limited	Foreign Company	Subsidiary	100	2(87)
20	Bannatyne Enterprises Pte. Limited	Foreign Company	Subsidiary	100	2(87)
21	Britannia Industries Limited	L15412WB1918PLC002964	Subsidiary	50.75	2(87)
22	Granum Inc.	Foreign Company	Subsidiary	58.80%	2(87)
23	Boribunder Finance & Investments Private Limited	U65990MH1983PTC030883	Subsidiary	100	2(87)
24	Flora Investments Company Private Limited	U65990MH1983PTC030875	Subsidiary	100	2(87)
25	Gilt Edge Finance & Investments Private Limited	U65990MH1983PTC030884	Subsidiary	100	2(87)
26	Ganges Valley Foods Private Limited	U15440WB1992PTC054793	Subsidiary	51.00	2(87)
27	International Bakery Products Limited	U15419TN1997PLC037876	Subsidiary	100	2(87)

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
28	J. B. Mangharam Foods Private Limited	U15100MH1984PTC031983	Subsidiary	100	2(87)
29	Manna Foods Private Limited	U15400KA1994PTC015687	Subsidiary	100	2(87)
30	Sunrise Biscuit Company Private Limited	U15412AS1985PTC002361	Subsidiary	99.16	2(87)
31	Daily Bread Gourmet Foods (India) Private Limited	U01549KA2003PTC031859	Subsidiary	100	2(87)
32	Britannia Dairy Private Limited	U15201WB2002PTC191511	Subsidiary	100	2(87)
33	Britannia and Associates (Mauritius) Private Limited	Foreign Company	Subsidiary	100	2(87)
34	Britannia and Associates (Dubai) Private Company Limited	Foreign Company	Subsidiary	100	2(87)
35	Al Sallan Food Industries Company SAOG	Foreign Company	Subsidiary	65.46	2(87)
36	Strategic Food International Company LLC	Foreign Company	Subsidiary	100	2(87)
37	Strategic Brands Holding Company Limited	Foreign Company	Subsidiary	100	2(87)
38	BritChip Foods Limited	U15490WB2017PLC219389	Subsidiary	100	2(87)
39	Britannia Dairy Holdings Private Limited	Foreign Company	Subsidiary	100	2(87)
40	Britannia Employees Educational Welfare Association Pvt. Ltd.	U85110MH1992GAT242375	Subsidiary	NA	2(87)
41	Britannia Employees Medical Welfare Assoc. Pvt. Ltd.	U91120MH19925PTC242376	Subsidiary	NA	2(87)
42	Britannia Employees General Welfare Assoc. Pvt. Ltd.	U85110MH1992GAT243304	Subsidiary	NA	2(87)
43	Snacko Bisc Pvt. Ltd.	U15419TN1997PLC037876	Subsidiary	100	2(87)

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ subsidiary/ associate	% of shares held	Applicable section
44	Vasna Agrex & Herbs Pvt Ltd.	U01119TN1996PTC034766	Subsidiary	100	2(87)
45	The Bombay Dyeing & Mfg. Co.Ltd	L17120MH1879PLC000037	Associate	38.18	2(6)
46	Lima Investment & Trading Co. Pvt. Ltd.	U65990MH1988PTC047567	Associate	50	2(6)
47	Cincinnati Investment & Trading Co. Pvt. Ltd	U65993MH1988PTC047463	Associate	50	2(6)
48	Shadhak Investment & Trading Pvt. Ltd	U65990MH1988PTC047734	Associate	50	2(6)
49	Roshnara Investment & Trading Co. Pvt. Ltd	U65990MH1988PTC046569	Associate	50	2(6)
50	MSIL Investments Pvt. Ltd.	U65990MH1985PTC035497	Associate	50	2(6)
51	Lotus Viniyog Pvt. Ltd.	U67120MH1987PTC042172	Associate	50	2(6)
52	Medical Microtechnology Limited	U33100MH1991PLC061881	Associate	50	2(6)
53	Harvard Plantations Limited	U65120MH1988PLC048746	Associate	50	2(6)
54	Placid Plantations Limited	U67120MH1988PLC048681	Associate	50	2(6)
55	Klassik Foods Pvt. Ltd.	U15120MH1981PTC025662	Associate	26.02	2(6)
56	Nalanda Biscuits Company Limited	U15410BR1986PLC002262	Associate	35	2(6)
57	Sunandaram Foods Private Limited	U15412AS2006PTC008112	Associate	26	2(6)

* Percentage holding in Subsidiaries/Associates represents aggregate percentage of shares held by the Corporation and/ or its Subsidiaries.

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	17000	-	17000	0.02	17000	-	17000	0.02	-
b) Central Govt. or State Govt.	-		-	-	-				
c) Bodies Corporates	39827240	-	39827240	57.08	39827240	-	39827240	57.08	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	**39844240**		**39844240**	**57.10**	**39844240**	**-**	**39844240**	**57.10**	**-**
(2) Foreign									
a) NRI- Individuals	6141505		6141505	8.81	6141505	-	6141505	8.81	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other…	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	**6141505**		**6141505**	**8.81**	**6141505**	**-**	**6141505**	**8.81**	**-**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**45985745**		**45985745**	**65.91**	**45985745**	**-**	**45985745**	**65.91**	**-**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	2901421	750	2902171	4.16	2877479	750	2878229	4.13	0.03
b) Banks/FI	126740	32750	159490	0.23	83499	32750	116249	0.17	0.06
C) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	675400	-	675400	0.97	669708	-	669708	0.96	-0.01
g) FIIS	-	-	-	-	1083057	-	1083057	1.55	-1.55

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Trusts	17300	15500	32800	0.05	21280	15500	36780	0.05	-0.01
SUB TOTAL (B)(1):	**3720861**	**49000**	**3769861**	**5.4**	**34735023**	**49000**	**4784023**	**6.86**	**-1.45**
(2) Non Institutions									
a) Bodies corporates									
i) Indian	1735928	66200	1802128	2.58	1214978	66200	1281178	1.84	0.75
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹2 lakhs	8507753	2494452	11002205	15.77	8330150	2410102	10740252	15.39	0.38
ii) Individuals shareholders holding nominal share capital in excess of ₹ 2 lakhs	702520	-	702520	1.01	602020	-	602020	0.86	0.14
c) Others (specify)	610341	238400	848741	1.19	479582	5899100	6378682	9.14	-7.95
NRI, Foreign National									
SUB TOTAL (B)(2):	**11556542**	**8459752**	**20016294**	**28.69**	**10626730**	**8375402**	**19002132**	**27.23**	**1.45**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**15277403**	**8508752**	**23786155**	**34.09**	**15361753**	**8424402**	**23786155**	**34.09**	**-**
C. Shares held by Custodian for GDRs & ADRs	-	**-**	**-**	**-**	-	-	-	-	-
Grand Total (A+B+C)	**61263148**	**8508752**	**69771900**	**100**	**61347498**	**8424402**	**69771900**	**100**	

(ii) SHARE HOLDING 0F PROMOTERS

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Nowrosjee Wadia and Sons Ltd.	2,297,520	3.29	-	2,297,520	3.29	-	-
2	N. W. Exports Ltd.	9,817,275	14.07	0.72	12,317,275	17.65	5.61	3.58
3	Sunflower Investments and Textiles Ltd.	6,576,120	9.43	1.75	8,395,430	12.03	2.51	2.61
4	Nusli Neville Wadia	6,141,505	8.81	-	6,141,505	8.81	-	-
5	National Peroxide Ltd.	1,252,200	1.79	-	1,252,200	1.79	-	-
6	Wadia Investments Ltd.	2,472,500	3.54	-	2,472,500	3.54	-	-
7	Archway Investment Co. Ltd.	13,038,600	18.69	-	8,719,290	12.5	10.8	-6.19
8	Go Investments and Trading Pvt. Ltd.	112,625	0.16	-	112,625	0.16	-	-
9	Varnilam Investments & Trading Co. Ltd.	34,500	0.05	-	34,500	0.05	-	-
10	Naperol Investments Ltd.	4,208,400	6.03	-	4,208,400	6.03	-	-
11	Ness Nusli Wadia	5,000	0.01	-	5,000	0.01	-	-
12	Maureen Nusli Wadia	8,500	0.01	-	8,500	0.01	-	-
13	Jehangir Nusli Wadia	3,500	0.01	-	3,500	0.01	-	-
14	Nessville Trading Pvt. Ltd.	17,500	0.03	-	17,500	0.03	-	-
	Total	**45,985,745**	**65.91**	**2.47**	**45,985,745**	**65.91**	**18.92**	**-**

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Shareholders' Name	Share holding at the beginning of the Year		Date of change	Increase/ Decrease in Shareholding	Reason	Cumulative Share holding at the end of the year	
		No. of Shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	N. W. Exports Ltd.	9,817,275	3.29	20-03-2017	2,500,000	Transfer	12,317,275	17.65
2.	Sunflower Investments and Textiles Ltd.	6,576,120	9.43	20-03-2017	1,819,310	Transfer	8,395,430	12.03
3.	Archway Investment Co. Ltd.	13,038,600	18.69	20-03-2017	(4,319,310)	Transfer	8,719,290	12.5

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRs & ADRs

Sl. No.	For Each of the Top 10 Shareholders	At the beginning of the year	% of total shares of the Company	Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year	
							No.of shares	% of total shares of the company
1.	Wallace Brothers Trading & Industrial Ltd.	5,659,700	8.11			Nil	5,659,700	8.11
2.	Reliance Capital Trustee Co. Ltd.-A/c. Savings Fund	2,125,000	3.05					
				08.04.2016	22,088	transfer	2,147,088	3.08
				15.04.2016	2,912	transfer	2,150,000	3.08
				13.05.2016	12,985	transfer	2,162,985	3.1
				20.05.2016	13,839	transfer	2,176,824	3.12
				27.05.2016	23,176	transfer	2,200,000	3.15
				09.09.2016	50,000	transfer	2,250,000	3.22
				24.02.2016	(50,000)	transfer	2,200,000	3.15
				03.03.2017	(50,000)	transfer	2,150,000	3.08
				10.03.2017	(73,500)	transfer	2,076,500	2.98
				24.03.2017	(15,900)	transfer	2,060,600	2.95
				31.03.2017	(14,100)	transfer	2,046,500	2.93

Sl. No.	For Each of the Top 10 Shareholders	At the beginning of the year	% of total shares of the Company	Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year	
							No.of shares	% of total shares of the company
3.	The New India Assurance Co. Ltd.	675,400	0.97					
				04.11.2006	(5,692)	transfer	669,708	0.96
4.	Akash Bhanshali	386,320	0.55					
				16.09.16	(25,000)	transfer	361,320	0.52
				10.03.17	(35,000)	transfer	326,320	0.47
5.	Reliance Capital Trustee Co. Ltd. A/C Reliance Eless Fund	540,000	0.77					
				31.03.17		Nil	540,000	0.77
6.	Dwarkadhish Trading Pvt. Ltd.	150,000	0.21			Nil	150,000	0.21
7.	Acacia Partners, LP	-	-	10.02.17	11,100	transfer	11,100	0.02
				17.02.17	38,900	transfer	50,000	0.07
				10.03.17	206,000	transfer	256,000	0.37
				24.03.17	35,000	transfer	291,000	0.42
8.	Wallfort Financial Services Ltd.	133,000	0.19					
				30.06.06	(10,000)	transfer	123,000	0.13
				08.07.16	(13,900)	transfer	109,100	0.15
				15.07.16	(1,100)	transfer	108,000	0.19

Sl. No.	For Each of the Top 10 Shareholders	At the beginning of the year	% of total shares of the Company	Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year	
							No.of shares	% of total shares of the company
				22.07.16	(25,000)	transfer	83,000	0.12
				23.09.16	(17,000)	transfer	66,000	0.09
				30.09.16	(3,000)	transfer	63,000	0.09
				16.12.16	(5,000)	transfer	58,000	0.08
				06.01.17	25,000	transfer	83,000	0.12
				10.02.17	17,000	transfer	100,000	0.14
				03.03.17	(50,000)	transfer	50,000	0.07
				10.03.17	(50,000)	transfer	-	0
9.	Acacia Conservation Fund LP	-	-					
				03.02.17	50,000	transfer	50,000	0.07
				17.02.17	39,797	transfer	89,797	0.13
				24.02.17	3	transfer	89,800	0.13
				03.03.17	10,200	transfer	100,000	0.14
				10.03.17	60,000	transfer	160,000	0.23
				31.03.17	50,000	transfer	210,000	0.3
10.	Acacia Banyan partners	-	-	03.02.17	50,000	transfer	50,000	0.07
				03.03.17	50,000	transfer	100,000	0.14
				10.03.17	56,000	transfer	156,000	0.22
							-	
11.	Vallabh Roopchand Bhansali	193,200	0.28	16.09.16	(17,000)	transfer	176,200	0.25
				10.03.17	(15,000)	transfer	161,200	0.23

(v) SHAREHOLDING OF DIRECTORS & KMP

Sl. No.	For each of the Directors & KMP	At the beginning of the year	Date wise increase/ decrease in Promoters Share holding during the year	Shareholding at the end of the year		Cumulative Shareholding during the year	
				No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1.	Mr. Nusli N Wadia	6141505	-	6141505	8.81	6141505	8.81
2.	Mr. A.K. Hirjee	1750	-	1750	0.01	1750	0.01
3.	Mr. Ness N Wadia	5000	-	5000	0.01	5000	0.01
4.	Mr. Jeh N Wadia	3500	-	3500	0.01	3500	0.01
5.	Mr. M L Apte	-	-	-	-	-	-
6.	Mr. D.E.Udwadia	-	-	-	-	-	-
7.	Mr. Rajesh Batra (w.e.f 30.03.2017)	6250	-	6250	0.01	6250	0.01
8.	Dr. (Mrs.) Minnie Bodhanawala (w.e.f 30.03.2017)	-	-	-	-	-	-
9.	Dr. (Mrs.) Sheela Bhide (upto 31.12.2016)	-	-	-	-	-	-
10.	Mr. N H Datanwala	-	-	-	-	-	-
11.	Mr. Amit Chhabra	-	-	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits (ICD)	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	22,577.00	6,500.00	4,000.00	33,077.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	131.16	-	-	131.16
Total (i+ii+iii)	**22,708.16**	**6,500.00**	**4,000.00**	**33,208.16**
Change in Indebtedness during the financial year				
Additions	756.96	10,000.00	1,300.00	12,056.96
Reduction	(10,630.92)	(696.00)	-	(11,326.92)
Net Change	**(9,873.96)**	**9,304.00**	**1,300.00**	**730.04**
Indebtedness at the end of the financial year				
i) Principal Amount	12,397.00	15,804.00	5,300.00	33,501.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	437.19	-	-	437.19
Total (i+ii+iii)	**12,834.19**	**15,804.00**	**5,300.00**	**33,938.19**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration			Name of the MD/WTD/ Manager	Total Amount ₹
1	Gross salary			NESS WADIA	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax ACE. 1961			18,849,600	18,849,600
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			10,148800	10,148,800
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			-	-
2	Stock option			-	-
3	Sweat Equity			-	-
4	Commission			-	-
	as % of profit				
	others (specify)				
5	Others, please specify	Retirals		5,995,623	5,995,623
	Total (A)			34,994,023	34,994,023
	Ceiling as per the Act				not applicable

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors					Total Amount ₹
1	Independent Directors	**A K HIRJEE**	**M L APTE**	**D E UDWADIA**	**DR. SHEELA BHIDE**	**RAJESH BATRA**	
	(a) Fee for attending board committee meetings	240,000	380,000	240,000	100,000	-	960,000
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-
	Total (1)	240,000	380,000	240,000	100,000	-	960,000
2	Other Non Executive Directors	**NUSLI WADIA**	**JEH WADIA**	**DR. MINNIE BODHANWALA**			
	(a) Fee for attending board committee meetings	140,000	140,000	-			280000
	(b) Commission	-	-	-			-
	(c) Others, please specify.	-	-	-			-
	Total (2)	140,000	140,000	-			280,000
	Total (B)=(1+2)						1,240,000
	Total Managerial Remuneration						36,234,023
	Overall Ceiling as per the Act						not applicable

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
1	Gross Salary	Company Secretary	CFO	Total ₹
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	6,068,044	6,100,000	12,168,044
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	900,000	900,000
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-		
2	Stock Option	-		
3	Sweat Equity	-		
4	Commission	-		
	as % of profit			
	others, specify			
5	Bonus		-	-
	Retrials		-	-
	Total	6,068,044	7,000,000	13,068,044

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment		NIL			
Compounding					
B. DIRECTORS					
Penalty					
Punishment		NIL			
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment		NIL			
Compounding					

Annexure F

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Management Personnel) Rules, 2014]

To,
The Members
The Bombay Burmah Trading Corporation, Limited
9, Wallace Street, Fort
Mumbai – 400 001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Bombay Burmah Trading Corporation, Limited (**"the Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March, 2017 (**"Audit Period"**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

(i) The Companies Act, 2013 ("**the Act**") and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from 15 May, 2015;

  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

  (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have also examined compliance with the applicable regulations of the following:

(a) Secretarial Standards issued by The Institute of Company Secretaries of India notified with effect from 1 July, 2015;

(b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Audit Period; the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above to the extent applicable; subject to Managerial Remunerations paid to Mr. Ness Wadia, Managing Director of the Company for financial years 2014-15, 2015-16 and 2016-17 have been beyond permissible limit under the Act and in context the Company is yet to receive consent of the Ministry of Corporate Affairs in pursuance of provisions of section 197 (3) of the Act.

Having regard to the compliance system prevailing in the Company and on examination on the test check basis of the relevant records, I further report that the Company has complied with the following laws as are specifically applicable to the Company:

(a) The Tea Act, 1953 and the rules made thereunder;

(b) The Coffee Act, 1942 and the rules made thereunder;

(c) The Plantation Labour Act, 1951 and the rules made thereunder.

I further report that:

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and notes on agenda were sent 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.

During the Audit Period, all decisions at Board Meetings and Committee Meetings were carried out unanimously.

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

I further report that during the audit period, the Company had no specific event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc.

(Tushar Shridharani)
Practicing Company Secretary
FCS 2690 / COP 2190

Place: Mumbai
Date: 30th May, 2017

MANAGEMENT DISCUSSION AND ANALYSIS 2016-17

Division-Wise Business Analysis

Plantation Business:

(A) TEA:

Industry Structure and Development:

Indian tea Crop:

	F.Y.2016-17 Million Kg.	F.Y.2015-16 Million Kg.
North India Tea production	1015.22	1008.56
South India Tea production	206.76	224.58
TOTAL :	1221.98	1233.14

North India Tea production was higher by 6.66 million kgs, whereas South India Tea production dropped for a second year in a row by 17.82 million kgs a decline of about 8% over previous year.

South Indian Tea volumes declined, particularly in the last two years, following extreme weather patterns in form of high temperatures, uneven scattered rainfall and increased pest activity leading to a change in bio diversity and drought conditions. All these resulted in crop loss, putting pressure on productivity and rising input costs. The companies which are only in plantation activities compared to those engaged in branded tea / packaged tea, have been adversely impacted due to these factors.

Domestic consumption of tea for F.Y.2016-17 was around 851 million kgs compared to 835 million kgs for F.Y.2015-16. Export for the year were around 223 million kgs compared to 233 million kgs for F.Y.2015-16. Domestic consumption has grown by about 2% whereas export declined by about 4%.

Performance Highlights:

Your Company has its tea plantation Estates in South India and has traditionally been a commodity market player. It has been facing the challenges over last three years with crops declining Y-o-Y and the tea business severally impacted as detailed herein.

	FY 2016-17	FY 2015-16
Tea production own leaf (lakh kgs)	**47.80**	44.96
Tea production bought leaf (lakh kgs)	**16.61**	29.22
Total Tea production (lakh kgs)	**64.41**	74.18
Total Tea sales (lakh kgs)	**65.14**	78.06
Total Tea turnover (₹in lakh)	**7,876**	8,556
Average selling price per kg.	**120.90**	109.60

Total own tea production during the year ended 31st March, 2017 increased by about 6% over previous year. However the bought leaf operation being unremunerative had to be curtailed and resulted in decline of tea produce by 13%. Thus, overall volumes of sale declined by 16.51%. However, average selling price increased by about 10% due to higher realisation in domestic markets.

Exports: Overall export quantities of BBTC's teas declined by 28.95%. However the price realization were higher by 10.48%; benefiting from a higher volume of Organic teas exported, though prices were flat.

Opportunities & Threats:

Demand for better made teas improved during the year. We could tap the growing awareness for Organic Teas and sale volumes of Organic Teas improved. Domestic market was strong resulting in increased price realisations. Our capability to make good liquoring teas will help us to tap this growing demand from customers looking for better quality teas. This, added with better awareness of health benefits of Organic teas will drive growth in the current year.

We have stepped up our sale of packaged teas under the "Oothu" and "Manjolai" brands in Organic Green and black tea segment. The Corporation's pioneering efforts and expertise in producing Organic tea will help to consolidate the Corporation's position in major Organic market globally. Your company continues to strive to meet these expectations by expanding the category of teas. Further it has started shifting its focus from being a commodity player to value added tea and brand building.

However, the production being largely dependent on the vagaries of nature, adverse climatic conditions affect the quality of tea leaves and volumes. Onslaught of pests like Tea Mosquito Bug is difficult to contain especially in the light of prescribed usages of pesticides under the Plant Protection Code. Being a labour-intensive industry, rising input costs due to wage revisions and possibility of migration of labour to urban areas are areas of concern. A strong rupee and good domestic demand outprices Indian teas in the international markets.

Outlook:

Health and wellness is taking centre stage with growing awareness for tea. Today, there is a growing trend for more premium produce of higher quality tea with Green tea growing at a quicker pace. The Private labels and regional players are growing their market shares.

On the export front, whilst Orthodox is in demand following lower output from Sri Lanka, a stronger rupee and larger Kenyan crop have however made our teas less competitive. Imports to Iran moved up marginally but off-take from CIS and Pakistan declined.

Indian consumption has been steadily growing and share of packaged teas have further improved.

Higher availability and lower demand could put pressure on global prices though demand for good liquoring teas is expected to grow further.

(B) COFFEE

Industry Structure and Developments:

The global production of coffee for the year FY 2016-2017 was 148 million bags and the consumption was 151.3 million bags. As per International Coffee Organisation (ICO), the consumption grew at approx. 1.3% over the previous year.

With total production of 5.27 million bags, India is an insignificant player in the global market. Further domestic demand is also restricted to 2.25 million bags. Hence the Coffee business largely depends on International markets.

Coffee prices in International as well as domestic market were caught up in a broader commodity cycle with similar movements observed in other agricultural commodities.

Performance Highlights:

During the year, own Coffee production was 667 tones as compared to 625 tons in the previous year. We had suspended bought beans operations this year as against purchase of 981MT of bought beans last year. We had to reduce our buying of coffee fruit to prevent more coffees from being offered in the less lucrative domestic market, which would have pulled down overall prices.

Average price per Kg. realised in last two years are as follows:

Grade	NYCE/ LIFFEE Prices 2015-16 USD	Corporation Average for Exports 2015-16 USD	NYCE/ LIFFEE Prices 2016-17 USD	Corporation Average for Exports 2016-17 USD
Washed Arabica	2.92	4.85	3.02	4.44
Washed Robusta	1.93	3.36	1.95	2.94

Opportunities and threats:

Inflationary trends in Europe, which is a traditionally important market for us has resulted in reduced trade enquiries and has also put pressure on the prices. However, the acceptance of our coffee into non-traditional markets like Korea has helped us to retain prices stability.

Offtake by new markets like South Korea, has helped us to offset recessionary pricing from Europe. Continued focus on increasing sales to retail roasters, and exploring non-European markets is expected to keep our export prices stable.

The continuous recession in commodity markets, is an area of concern as buyers will look at pricing based on NYCE/LIFFE indicators. Competitors are offering coffees at prices substantially lower than ours. Exports to nontraditional markets, like South Korea has increased offtake of Arabica and ensured better prices than what could be achieved from European markets.

Arabica coffee production is expected to go up whereas Robusta production is expected to be marginally lower. These global production trends will have an influence on the prices.

The lack of rainfall during last year had resulted in poor wood formation and will have a negative impact on this year's crop.

White stem borer is a major threat being faced by Arabica growers across the industry. Vagaries of nature is another threat since the industry is dependent on nature.

Outlook:

We produce and market premium Coffees such as Washed Arabica and Robusta, in Specialty segment. Premium Coffees are the core of our business and signifies our drive to move away from commoditization. Our thrust towards improving quality has won number of awards and is reflected in better realization of the prices.

Retail roasters continue to need good, consistent coffees in their blends and this has helped us maintain prices closer to previous year's levels and better than the international price as is reflected in the above table.

The Corporation's Coffee curing unit is well equipped to handle not only the in-house curing / processing requirements but also the Bought beans from small growers. This has helped the Corporation to increase its overall activities and improve the price realization by catering to export / direct sales to ultimate consumer.

The Corporation has also implemented management and conversion of the effluents at the pulp house and convert the same into energy.

AUTO ELECTRIC COMPONENTS BUSINESS

Industry Structure and Developments

The Indian Auto-Components Industry continued to be stagnant due to the unfavourable economic conditions, poor market sentiments led by an atmosphere of Uncertainty and Volatility, Complexity & Ambiguity (VUCA environment).

The industry accounts for 7.1 per cent of the country's Gross Domestic Product (GDP).

The Two Wheelers segment and Passenger Vehicle (PV) segment contributes 81% and 13% of market share, respectively. Several Auto OE's (like BMW, HMSI, General Motors & Cummins) and Auto components manufacturer (like KIA Motors, KSPG, INFAC, WIA Motors) have started investing in various segments during the financial years.

India plans to introduce new green urban transport (USD 3.75 Billion) and a ban of BS III vehicles to reduce carbon foot prints. The Government has formatted a scheme & boost the industry of Electric & Hybrids vehicles but same has not been supported in the union budget.

Globally, the auto industry has got affected by over 10% in North America & Europe due to market saturation and OE players moving to low cost countries like China & India.

Performance Highlights

ELECTROMAGS division is dependent on the Auto Industry especially Passenger cars, Two Wheelers and Commercial vehicles. The performance of the industry has a direct impact on the Division's performance.

The segment wise share of business for the division for the FY 16-17 was as follows:

Segment	FY 16-17
Four Wheelers	79%
Two Wheelers	9%
ATM Parts	11%
Power Equipments	1%

Even though the overall Auto Industry grew marginally during the year, the Division's major end Customers like TATA Motors, Delphi, and NCR had flat sales for our range of product supplied during FY 16-17. The New Product Development Projects were also adversely impacted due to longer validation periods with OEM's. Never the less, the Division released New Products worth of ₹ 5 Crores for production during FY 16-17.

Opportunities and Threats

Due to recent Government Policy change allowing 100% FDI through Make in India effort, more foreign OEM's and Auto component manufacturers are likely to set up facilities in India.

Segment like Braking system, ABS and Alternator & Starter motors are expected to grow with the positive growth in passenger vehicle segment. The Division's New Product Development team is working towards these opportunities.

Environmental imperatives and safety requirements are two critical issues facing the Auto Industry worldwide. Indian Auto industry in the last decade has made significant progress on the environmental front by adopting stringent emission norms and is progressively aligning with international technical and safety standards. The new Euro VI norms will be in place by 2020 – with which significant changes are expected in the Auto Electricals - Engine segment.

The overall growth of two wheeler industries is expected to decline marginally due to BS III to BS IV emission norm change.

The major areas of concern are volatility in raw material costs of Copper, Brass, Steel and Silver and increased input and labour costs. Rapidly changing technology and the need to introduce new models by OEM's are making product life cycles shorter and thereby rapid change in Electronics assemblies and sensors that the division has got to focus in coming years.

Outlook

The Division expects to increase turnover in FY 2017-18. The major contribution of about ₹ 9 Crores is expected from the New Product Developments.

The Division is exploring opportunities in the non-auto segment as well. We have initiated actions in the non auto sector to de-risk our share in Auto.

The Quality expectation by Customers is ever increasing and is now required to be comparable to international standards which need to be matched with improved manufacturing facilities and fully automated lines and in-house testing facilities. There were number of products recalls in the previous two years, which has resulted in increased focus on quality by OEM's.

High attrition and limited availability of trained manpower are major concerns for the Division. Technology up-gradation to move from Electro mechanical to Electronics and mutli sourcing policy by customers are the other areas of concern.

HEALTHCARE BUSINESS

Industry Structure and Development

Indian dental care services sector has grown at a rate of 10% over the years 2013-2016. The market has witnessed sizable growth on account of increasing aging population, improvement in oral care awareness, modern healthcare infrastructure and demand of dental cosmetic surgeon in the country.

Indian dental care service industry comprises of several dental care services such as endodontic, prosthodontic, orthodontic, periodontic, dental implants, dental cosmetics and others. The endodontic dental service has been a predominant revenue segment in the dental care services market over the years. The companies in dental services market are primarily focusing on improving the experience of dental tourists who travels across India with the basic purpose of dental treatment owing to lower cost.

For a population of over 1.2 billion, there are currently over 1,80,000 dentists, which include 35,000 specialists practicing in different disciplines in the country. The number of dentists is expected to grow to 300,000 by 2018 and the dental specialists to 50,000. Every year more than 24,500 dental graduates are added to the list.

Performance Highlight:

The Dental Products division has registered a growth rate of 6.12% over last year turnover. However the turnover of division's key product, alloy has declined by 6.23% compare to last year since dentists prefer more composites than alloy for teeth restoration. At the same time the division has outperformed in other key product groups like dental impression materials with sales growth of 12.37% and dental X-Ray films with a growth of 136.36% compared to previous year.

Opportunities and Threats:

The dental clinic chains have grown rapidly in the country. An increase in the disposable income and a subsequent rise in per capita healthcare expenditures amongst the masses, supported by growing awareness about healthcare in the recent times have been the prime factors augmenting the growth.

Every year around 12000 new practices start in the India. There is a great demand over supply of dental technician in India. Currently there are 5000 laboratories yet only 32 colleges offer diploma courses for the post of dental technician. More colleges are now offering the course to match the growing demand.

Looking at India's rapidly growing market, many multinational companies have set up offices in India. A large portion of dental products are imported in the country. Some financial investment groups are also building hospitals with dental specializations, offering general dental care, and specialty treatment.

Outlook:

The division is optimistic about a good growth in coming financial year though anticipates no growth at all on one of the major product category like dental alloy. The division is planning to launch dental implants in FY 2017-18 and also to add some more consumable products in the portfolio like Root Canal Sealer, Calcium Hydroxide Paste and Intermediate Restorative Dental Material.

Human Resources:

The Corporation regards human resources as a valuable asset. The Corporation evaluates performance of all employees on annual basis. Key result areas of employees have been well defined. The Corporation has initiated incentive schemes for employees to reward exceptional performance. The training needs of employees are periodically assessed and training programs are conducted using internal resources and also by engaging external trainers/facilitators.

Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Corporation's objectives, projections, estimates, and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Corporation's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Corporation operates, changes in the Government regulations, tax laws, vagaries of nature and other incidental factors.

BUSINESS RESPONSIBILITY REPORT

[under Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015]

SECTION A : GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L99999MH1863PLC000002
2	Name of the Company	The Bombay Burmah Trading Corporation, Limited
3	Registered Address	9, Wallace Street, Fort, Mumbai 400001.
4	Website	www.bbtcl.com
5	Email id	bbtcl@bom2.vsnl.net.in
6	Financial Year reported	2016-2017
7	Sector(s) that the Company is engaged in	Plantations, Auto Electric Components, Healthcare
8	List three key products/ services that the Company manufactures/ provides	Tea, Coffee, Auto Electric Components, Dental Products
9	Total number of locations where business activity is undertaken by the Company: (a) Number of International locations (provide details of major 5); (b) Number of National locations.	 (a) Two International locations: (i) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania. (ii) Suite 628, 6th Floor, Pan Global Plaza, Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia. (b) Seven National locations: details are provided under 'General Shareholders Information' in the Corporate Governance Report.
10	Markets served by the Company: Local/State/National/International	The products of the Corporation have national and international presence.

SECTION B : FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital (INR)	₹ 1,396.27 lakhs
2	Total Turnover (INR)	₹ 31,853 lakhs
3	Total Profit /(Loss) after taxes (INR)	₹ (320 lakhs)
4	Total spending on Corporate Social Responsibility () as percentage of profit after tax (%)	₹ 13.74 lakhs; Percentage Nil in view of substantial loss.
5	List of activities in which expenditure in 4 above has been incurred.	(a) Maintenance of Roads through the Estates at Mudis, Dunsandle and Singampatti for public use; (b) Maintenance of residential quarters and water supply to these quarters used by Government authorities on the plantations; (c) Repairs and maintenance of school buildings owned by the Corporation and used by general public.

SECTION C : OTHER DETAILS

1	Does the Company have subsidiary/ subsidiaries	Yes; the list of subsidiaries is provided in Form MGT 9 forming part of Directors' Report as Annexure E.
2	Do the subsidiary companies participate in the Business Responsibility initiatives of the parent Company? If yes, then indicate the number of such subsidiary companies	No; the subsidiaries undertake their own BR initiatives as applicable and appropriate.
3	Do any other entity/ entities (eg suppliers/ distributors etc.) that the company does business with participate in the Business Responsibility activities of the Company? If yes, then indicate the percentage of such entity/ entities. [less than 30%, 30%-60%, more than 60%]	Corporation engages with its stakeholders through its BR initiatives as appropriate.

SECTION D: BR INFORMATION

1	(a) Details of Director/ Directors responsible for Business Responsibility	Mr. Ness Wadia DIN : 00036049 Designation: Managing Director
2	(b) Details of the Business Responsibility Head	Name : Mr. Amit Chhabra Designation: Chief Financial Officer Telephone No.: 22197101 Email id : bbtcl@bom2.vsnl.net.in

2. Principle-wise (as per NVGs) BR Policy/ Policies

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are :

P1 : Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3 : Businesses should promote the well being of all employees.

P4 : Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5 : Businesses should respect and promote human rights.

P6 : Businesses should respect, protect and make efforts to restore the environment.

P7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8 : Businesses should support inclusive growth and equitable development.

P9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of Compliances (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes								
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The policies conform to National and International standards as applicable.								
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Policies mandated under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are approved by the Board and other policies are approved by the Managing Director or Business Heads of the various Divisions.								
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Corporation has Ethics Committee, Committee, Audit Committee, Complaints Committee and also adequate internal control systems to oversee the implementation of policies.								
6	Indicate the link for the policy to be viewed online?	The links to view the policies online are given herein below.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, wherever applicable.								
8	Does the company have in-house structure to implement the policy/policies.	Yes								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes, wherever appropriate.								
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes, wherever appropriate.								

Links to the Corporation's Policies:

- Wadia Code of Conduct

  http://bbtcl.com/wadia-code-of-ethics-and-business-principles/
- Corporate Social Responsibility Policy

  http://bbtcl.com/corporate-social-responsibility/
- Whistle Blower Policy

  http://bbtcl.com/whistle-blower-policy/

(b) If answer to the question at serial no. 1 against any principle is 'No', please explain why: (tick upto 3 options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	Not Applicable								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to Business Responsibility (BR)

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, more than 1 year :

The BR performance is assessed annually.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The BR is published in Annual Report and disclosed on the website of the Corporation www.bbtcl.com.

SECTION E : PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

The Corporation abides by the Wadia Group Code of Conduct which strives for transparency and fairness in all business dealings. Good Corporate Governance has been an integral part of the running of businesses within the Wadia Group much before it became legally enforceable.

The Wadia Code of Conduct outlines the principles, policies and laws that govern the activities of the Corporation and which the employees of the Corporation must adhere to. The Code is circulated to all employees and Directors and others associated with the business of the Company and offers guidance for professional conduct.

Annual affirmations are taken from all Directors, Business Heads, Key Managerial Personnel and senior employees.

Further, the Corporation has adopted the Whistle Blower Policy to provide a mechanism for employees and Directors to approach the Ethics Committee or Chairman of the Audit Committee for reporting genuine concerns. The Code of Business Conduct and Whistle Blower Policy provide a platform for reporting unethical behavior, fraud and actual or potential violation of the Code.

The Corporation also has in place Anti Sexual Harassment Policy to maintain a work environment free from any form of discrimination or conduct which can be considered as harassing, coercive or disruptive.

The Code of Conduct for Suppliers outlines the policies for suppliers to follow. An affirmation is obtained from the Supplier during commencement of business relations in the Plantations.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

   During the past financial year, no complaint was received from any stakeholder under the Code of Conduct.

Principle 2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities:**

   The Corporation is into Tea and Coffee Plantations spread over four groups of Estates in Tamil Nadu and Karnataka. The Corporation is certified under the international codes of Fairtrade, Rainforest Alliance, UTZ and Organic norms which ensure that environmental and social concerns are taken care of. FSSAI licenses for factories have been obtained. Trustea certification has been obtained which evaluates the social, economic, agronomical, environmental performance of Indian Tea estates.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

   (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

   (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   The Corporation has set up a Bio- Methanisation and Water treatment Plant at its Coffee Estates at Elkhill at Coorg, Karnataka. The Plant not only treats the effluent water and makes it good for consumption but also uses coffee mucilage as feedstock for producing bio-gas which has enabled reduction in usage of electricity and firewood. Windmills in the windbelt of Tamilnadu offset a percentage of the energy requirements of the tea factories. Rainwater harvesting tanks have been installed at Mudis and Elkhill Estates which harness water for irrigation purpose. . The Plant Protection Code has stipulated by the Tea Board is followed strictly for safe usage of plant protection products and adherence to safety standards for production of safer, healthier and more environmentally friendly teas.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)?**

   Yes.

4. **Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

   The Corporation procures tea leaves (bought leaf operations) and outsourced coffee beans from small and local producers there by providing them a ready market for their produce and also improving their capacities and capabilities.

5. **Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

   The Corporation has set up the Bio-gas Plant at Elkhill Estates, Coorg, Karnataka which recycles waste water and coffee mucilage from the coffee processing plant to produce potable water and bio-gas.

   During the year, segregated domestic plastic waste was recycled into plastic piping in a pilot project at Mudis Group of Estates.

Principle 3: Businesses should promote the well being of all employees.

The Corporation believes that it is the knowledge, expertise and passion of its employees that puts any Company in the growth trajectory.

Towards this objective, the Corporation provides a work environment that is free from any discrimination or harassment, promotes individual and collective growth and has adopted various policies, procedures and manuals for the protection and welfare of its employees. The Corporation is a Fairtrade Producer thereby ensuring optimum wages and safe working environment.

1. Total number of employees : 5607
2. Total number of employees hired on temporary/contractual/casual basis : 306
3. Number of permanent women employees : 2507
4. Number of permanent employees with disabilities: 2
5. Do you have an employee association that is recognized by management : Yes, at the Plantations Division.
6. What percentage of your permanent employees is members of this recognized employee association : 57.80%
7. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year : Nil
8. What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year?

   (a) Permanent Employees : 95%

   (b) Permanent Women Employees : 98%

   (c) Casual/Temporary/Contractual Employees : 100%

   (d) Employees with Disabilities : 100%

Principle 4 : Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

The Corporation aims to meet the expectations of all its stakeholders that include shareholders, consumers, employees, farmers and various service providers. The Corporation understands the needs of its stakeholders and develops the action plans to fulfil them while achieving its business goals.

The Corporation also has in place an investor grievance redressal system, Ethics Committee which ensures the protection of interests of the shareholders and employees. The website of the Corporation contains details of its products, business, financial information, and other statutory disclosures.

1. **Has the company mapped its internal and external stakeholders?** Yes

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders:**

   Yes, the Corporation is committed to engaging with all its employees, business associates, customers and communities who may be disadvantaged, vulnerable or marginalized.

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

   The Corporation has founded the Bombay Burmah Plantation Welfare Trust to provide education, medical care, pension, provision and maintenance of public utilities and to generally work towards the upliftment and promotion of welfare of past and present employees of the Plantations Division and the general public at the Estates.

Principle 5 : Businesses should respect and promote human rights.

The Corporation's approach to uphold and promote Human Rights is underlined by the Code of Business Conduct, Whistle Blower Policy, Anti-sexual harassment Policy and a host of other employee- welfare policies.

1. **Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

   Code of Business Conduct extends to employees and other who work with, or represent the Corporation directly or indirectly. The Anti Sexual harassment policy is applicable to all employees including contractual employees, trainees, consultants etc.

   The Corporation is a Fairtrade Producer and the Fairtrade premium received by it goes into a community fund for workers and farmers to improve their social, economic and environmental conditions.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   During the year, the Corporation has not received any complaint with respect to violation of human rights.

Principle 6 : Businesses should respect, protect and make efforts to restore the environment.

The Corporation understands its responsibility towards environment and has taken various steps to reduce energy consumption as well as improving energy efficiency and conservation.

Details are provided in the Annexure A to the Directors' Report.

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others:**

   The Corporation adheres to all statutory compliances with respect to Environment, Health and Safety requirements.

2. **Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

   Initiatives taken by the Corporation include Rainwater harvesting, conversion of effluents into bio-methane gas and recycling of waste water from coffee processing plant.

3. **Does the company identify and assess potential environmental risks?**

   Sustainable development is at the core of the Corporation's operations which is also outlined in the Environment, Health and Safety Practices. The Corporation follows sound environmental management practices across all its manufacturing units to assess and address potential environmental risks.

4. **Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   The Plantations Division of the Corporation with Tea & Coffee Estate based in Tamil Nadu and Karnataka is a carbon sink with a two storied canopy of trees in Coffee which is extremely bird friendly and supports a variety of flora and fauna.

   As part of Clean Development Mechanism, the Corporation provides the workforce at Mudis and Ellhill Estates with high efficiency smokeless stoves to replace cooking stoves using woodfire.

   The Bio-Methanation plant at the Coffee Estates converts effluents into bio-methane gas which replaces use of Liquid Petroleum Gas.

   Energy produced by the windmills installed by the Corporation is used to set off 60% of the electricity costs for tea production.

   The Workers in Tea estates have been provided portable LED Lanterns to conserve energy by reducing consumption of electricity in labour units.

5. **Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   Please refer Annexure A to the Directors' Report.

6. **Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   As per the Corporation's monitoring and measurement, all applicable statutory requirements with respect to emissions/ waste are complied with.

7. **Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   The Corporation did not receive any show cause/ legal notices from CPCB/SPCB which are pending as on end of the Financial Year 2016-17.

Principle 7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. **Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   Yes, the Corporation is a member of various trade and industrial associations like BCCI, CII etc. The Corporation is also certified as a Fairtrade, Rainforest and Organic Producer.

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance**

and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others):

The Corporation is actively represented in organisations like UPASI (United Planters' Association of South India). However, the Corporation prefers to be part of the broader policy development process and does not practice lobbying on any specific issue.

Principle 8 : Businesses should support inclusive growth and equitable development.

The Corporation supports the principle of inclusive growth and equitable development through its core business activities and through its initatives.

1. **Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   initiatives are part of the business process of the Corporation. Details of initiatives are provided in Annexure B to the Directors' Report.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

   The initiatives are undertaken through in-house team.

3 **Have you done any impact assessment of your initiative?**

   The activities are placed before the Committee for its review and assessment.

4. **What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

   ₹ 13.74 lakhs in FY 2016-2017; details are provided in Annexure B to the Directors' Report.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   The Corporation's activities are of ongoing nature and hence are continuously benefiting the community at large.

Principle 9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

   The Corporation has resolved all customer complaints received during the year 2016-2017.

2. **Does the company display product information on the product label, over and above what is mandated as per local laws?**

   The Corporation displays product related information that is required as per extant laws.

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

   None.

4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**

   The Corporation carries out customer satisfaction surveys periodically and the results are shared with the relevant stakeholders to take necessary action.

INDEPENDENT AUDITORS' REPORT

To the Members of

The Bombay Burmah Trading Corporation, Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS financial statements of The Bombay Burmah Trading Corporation, Limited ("the Company"), which comprise the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Standalone Ind AS financial statements"), in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the Company's branches at Johor Bahru in Malaysia and Usambara in Tanzania.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March, 2017, its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matters

We draw attention to Note 36 of the Standalone Ind AS financial statements which describes the following matters:

a) In respect of managerial remuneration amounting to ₹ 290 Lakhs for the year ended 31 March, 2016, the Company has made an application to the Central Government pursuant to the provisions of Section 197 read with Schedule V of the Act, which is pending approval.

b) In respect of managerial remuneration amounting to ₹ 290 Lakhs for the year ended 31 March, 2017, the

Company has made an application to the Central Government pursuant to the provisions of Section 197 read with Schedule V of the Act, which is pending approval.

Our opinion is not modified in respect of the above matters.

Other Matter

We did not audit the financial statements of 2 branches included in the standalone Ind AS financial statements of the Company whose financial statements reflect total assets of ₹ 677 Lakhs as at 31 March, 2017 and total revenues of ₹ 521 Lakhs for the year ended on that date. The financial statements of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   (b) 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us;
   (c) The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report;
   (d) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us;
   (e) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
   (f) On the basis of the written representations received from the directors as on 31 March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act;
   (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
   (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on the financial position in its Standalone Ind AS financial statements – Refer Note 41 to the Standalone Ind AS financial statements;
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on derivative contracts. The Company did not have any other long-term contracts for which there were any material foreseeable losses;
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
      iv. The Company has provided requisite disclosures in the Standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management- Refer Note 46 to the Standalone Ind AS financial statements.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Mathur
Partner
Membership No: 046476

Mumbai
30th May 2017

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT – 31ST MARCH, 2017
(Referred to in our report of even date)

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

(b) (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified by the Management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) In our opinion and according to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except for the following which are not held in the name of the Company pending registration in the name of the Company pursuant to the merger of Electromags Automotive Private Limited with the Company:

₹ in Lakhs

Particulars	Freehold Land	Buildings
Gross block as at 31 March, 2017	1,506	420
Net block as at 31 March, 2017	1,506	249
Total no of cases	5	5

ii. The inventory, except for goods-in-transit and stocks lying with third parties, has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year-end, written confirmations have been obtained and in respect of goods-in-transit, subsequent goods receipts have been verified or confirmations have been obtained from the parties. The discrepancies noticed on verification between the physical stocks and the book records were not material.

iii. The Company has granted unsecured loan to one company covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. In our opinion and according to the information and explanations given to us, the Company does not consider the reimbursement of cost charged and outstanding to fall under purview of loans.

(a) In our opinion, the rate of interest and other terms and conditions on which the loan has been granted to the company listed in the register maintained under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company.

(b) The loan granted to a company covered in the register maintained under Section 189 of the Act is repayable on demand. The loan was not demanded during the year. The borrower has been regular in the payment of interest.

(c) The loan granted to a company covered in the register maintained under Section 189 of the Act is repayable on demand. The loans was not demanded during the year.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans given, investments made, guarantees given and security provided.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

vi. We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by Central Government for maintenance of cost records under sub section (1) of Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise, Value added tax, Cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of 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 were in arrears as at 31 March, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise and Value added tax which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Name of the Statute	Nature of the dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Tea cess	1.47 12.64	2005-2006 2006-2013	High Court CESTAT
Central Excise Act, 1944	Excise duty	37.65	May 2004 to December 2005	Appellate tribunal of Central Excise
Central Excise Act, 1944	Excise duty	3.45	September 2004 to January 2007	Appellate tribunal of Central Excise
Central Excise Act, 1944	Excise duty	3,553.24*	September 2006 to October 2011	Appellate tribunal of Central Excise

*Net of deposit of ₹ 175 Lakhs

viii. According to the information and explanations given to us, and based on the records of the Company, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. According to the information and explanations given to us the Company does not have any loan from government or dues to debenture holders during the year.

ix. According to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained. The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.

x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. Except for managerial remuneration aggregating to Rs 49.98 Lakhs which exceeded the permissible limit as prescribed under Schedule V of the Act, the managerial remuneration paid/ provided for by the Company is in accordance with the requisite approvals as mandated by the provisions of Section 197 read with Schedule V to the Act. The Company has made an application to the Central Government for approval of payment of such remuneration which is pending approval. Pending disposal of the Company's application, the said amount has been charged to the Statement of profit and loss.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Mathur
Partner
Membership No: 046476

Mumbai
30th May, 2017

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF THE BOMBAY BURMAH TRADING CORPORATION, LIMITED – 31ST MARCH, 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of The Bombay Burmah Trading Corporation, Limited ("the Company") as at 31 March, 2017 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 its 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error.

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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting 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 control over financial reporting includes those policies and procedures that:

(a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(b) 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

(c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other matters

We did not audit the internal financial controls over financial reporting of 2 branches of the Company. The internal financial controls over financial reporting of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the internal financial controls over financial reporting included in respect of these branches, is based solely on the report of such branch auditors.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Mathur
Partner
Membership No: 046476

Mumbai
30th May 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in Lakhs)

		Note	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
A	**ASSETS**				
	NON-CURRENT ASSETS				
	Property, plant and equipment	2 (a)	11,311	11,580	11,078
	Capital work-in-progress	2 (a)	314	76	92
	Investment property	2 (b)	15	15	16
	Other Intangible assets	2 (c)	42	44	26
	Investment in subsidiaries and associates	3	27,102	6,658	6,659
	Financial Assets				
	(i) Investments	4 (a)	314	14,261	19,086
	(ii) Loans	5	95	96	140
	(iii) Other financial assets	6	582	174	524
	Deferred tax assets (net)	7	415	415	467
	Current tax assets	8 (a)	502	374	596
	Other non-current assets	8 (b)	253	370	267
	Total non-current assets		40,945	34,063	38,951
	CURRENT ASSETS				
	Inventories	9 (a)	6,079	9,262	9,910
	Biological assets other than bearer plants	9 (b)	229	159	114
	Financial assets				
	(i) Investments	4 (b)	1,314	-	-
	(ii) Trade receivables	10	3,519	4,328	4,903
	(iii) Cash and cash equivalents	11 (a)	2,721	509	5,334
	(iv) Bank balances other than (iii) above	11 (b)	109	101	94
	(v) Loans	12	14,451	15,420	15,172
	(vi) Derivative assets	13	-	115	51
	(vii) Other financial assets	14	106	73	1,598
	Other current assets	15	1,272	981	966
	Total current assets		29,800	30,948	38,142
	TOTAL ASSETS		70,745	65,011	77,094
B	**EQUITY AND LIABILITIES**				
	EQUITY				
	Equity share capital	16	1,396	1,396	1,396
	Other equity	17	31,317	26,054	34,795
	Total equity		32,713	27,450	36,191
	LIABILITIES				
	NON CURRENT LIABILITIES				
	Financial liabilities				
	(i) Borrowings	18	6,052	8,468	9,862
	(ii) Other Financial Liabilities	19	51	34	-
	Provisions	20	154	134	111
	Total non current liabilities		6,257	8,636	9,973
	CURRENT LIABILITIES				
	Financial liabilities				
	(i) Borrowings	21	24,496	21,687	19,273
	(ii) Trade payables	22	2,347	2,581	3,260
	(iii) Other financial liabilities	23	4,649	4,175	7,467
	Other current liabilities	24	190	222	251
	Provisions	25	93	260	409
	Current tax liabilities		-	-	270
	Total current liabilities		31,775	28,925	30,930
	Total liabilities		38,032	37,561	40,903
	TOTAL EQUITY AND LIABILITIES		70,745	65,011	77,094
	Significant accounting policies, key accounting estimates and judgments	1			

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
CIN :L99999MH1863PLC000002

Vijay Mathur
Partner
Membership No. 046476

Ness Wadia
Managing Director
DIN :00036049

A K Hirjee
Vice Chairman
DIN :00044765

Nusli N Wadia
Chairman
DIN :00015731

N H Datanwala
Vice President Corporate and Company Secretary

Jeh Wadia
Director
DIN :00088831

M L Apte
Director
DIN :00003656

Mumbai,
Dated : 30th May, 2017

Amit Chhabra
Chief Financial Officer

Rajesh Batra
Director
DIN : 00020764

Minnie Bodhanwala
Director
DIN :00422067

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in Lakhs)

	Note	For the year ended 31st March, 2017	For the year ended 31st March, 2016
INCOME			
Revenue from Operations	26	26,917	24,882
Other income	27	4,936	2,677
Total Income		31,853	27,559
EXPENSES			
Cost of materials consumed	28	8,053	7,937
Purchase of stock-in-trade		333	1,624
Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	3,329	555
Excise duty		874	784
Employee benefits expense	30	7,583	7,720
Depreciation and amortization expense	2 (a) - 2 (c)	829	857
Finance costs	31	3,368	3,139
Other expenses	32	7,797	8,076
Cost relating to real estate under development		43	83
Total Expenses		32,209	30,775
Loss before tax		(356)	(3,216)
Tax expense:			
Current Tax - for the year		-	-
- for earlier years		(36)	3
Deferred Tax		-	52
Loss for the year		(320)	(3,271)
OTHER COMPREHENSIVE INCOME			
(i) Items that will not be reclassified subsequently to the Statement of profit and loss			
Equity investments through other comprehensive income- net change in fair value		6,507	(4,825)
Remeasurements of defined benefit liabilities/ (assets)		(17)	69
(ii) Items that will be reclassified subsequently to the Statement of profit and loss			
Exchange difference in translating financial statements of foreign operations		(67)	(17)
Other comprehensive income for the year		6,423	(4,773)
Total comprehensive income for the year		6,103	(8,044)
Earnings per equity share	33		
Basic		(0.46)	(4.69)
Diluted		(0.46)	(4.69)
Significant accounting policies, key accounting estimates and judgments	1		

The notes referred to above and other notes form an integral part of the standalone financial statements

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

Vijay Mathur
Partner
Membership No. 046476

Mumbai,
Dated : 30th May, 2017

For and on behalf of the Board of Directors
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CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR YEAR ENDED 31ST MARCH, 2017

(₹ in Lakhs)

	For the year ended 31st March, 2017	*For the year ended 31st March, 2016*
A. Cash flows from operating activities :		
Profit before tax from continuing operations	(356)	*(3,216)*
Profit before tax	(356)	*(3,216)*
Adjustments to reconcile profit before tax to net cash used in operating activities		
Depreciation and impairment of property, plant and equipment	829	*857*
Unrealised exchange fluctuation (gain) / loss (net)	13	*(76)*
Profit on sale of fixed assets(net)	(1,421)	*(2)*
Gain on sale of investments	(1,063)	-
Provision for doubtful debts, advances / doubtful debts, written off, written back (net)	168	*(128)*
Interest expense	3,368	*3,137*
Interest income	(1,697)	*(1,792)*
Dividend Income	(148)	*(237)*
	49	*1,759*
Working capital adjustments		
Decrease in inventories	3,112	*603*
Decrease in trade and other receivables	1,772	*561*
(Decrease) in trade and other payables	(291)	*(418)*
Currency alignment on conversion of accounts of non integral foreign branches & on fixed assets and investments	(67)	*(2)*
	4,526	*744*
Income Tax paid (net)	(57)	*(52)*
Net cash flows from operating activities	4,469	*692*
Cash flow from investing activities		
Proceeds from sale of property, plant and equipment	1,429	*3*
Proceeds from investments	34,652	-
Interest received	1,697	*1,747*
Investments made during the year	(34,902)	-
Purchase of fixed assets and additions to capital work in progress	(811)	*(1,418)*
Intercorporate deposits given	(680)	-
Intercorporate deposits taken	-	*200*
Dividend received	148	*1,824*
Net cash flows from investing activities	1,533	*2,355*

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR YEAR ENDED 31ST MARCH, 2017 (CONTD.)

(₹ in Lakhs)

	For the year ended 31st March, 2017	*For the year ended 31st March, 2016*
Cash flow from financing activities		
Dividend paid	**(840)**	*(691)*
Repayments of borrowings	**(2,385)**	*(5,000)*
Proceeds from borrowings	**2,804**	*2,414*
Repayment of hire purchase loan	**-**	*(7)*
Interest paid	**(3,062)**	*(3,131)*
Net cash flows from financing activities	**(3,483)**	*(6,415)*
Net increase / (decrease) in cash and cash equivalents	**2,212**	*(4,825)*
Cash and cash equivalents at the beginning of the year	**509**	*5,334*
Cash and cash equivalents at the end of the year	**2,721**	*509*

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Cash Flow Statements".

The Company has used profit/(loss) before tax as the starting point for presenting operating cash flows using the indirect method.

Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

The notes referred to above and other notes form an integral part of the standalone financial statements

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

Vijay Mathur
Partner
Membership No. 046476

Mumbai,
Dated : 30th May, 2017

For and on behalf of the Board of Directors
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DIN : 00020764

Minnie Bodhanwala
Director
DIN :00422067

STATEMENT OF CHANGES IN EQUITY (SOCIE)

(a) Equity share capital

(₹ in Lakhs)

	As at 31 March, 2017		*As at 31 March, 2016*		*As at 1 April, 2015*	
	No. of Shares	**Amount**	*No. of Shares*	*Amount*	*No. of Shares*	*Amount*
Balance at the beginning of the reporting period	**69,771,900**	**1,395**	*69,771,900*	*1,395*	*69,771,900*	*1,395*
Forfeited shares amount paid up		**1**		*1*		*1*
Changes in equity share capital during the year	**-**	**-**	-	-	-	-
Balance at the end of the reporting period	**69,771,900**	**1,396**	*69,771,900*	*1,396*	*69,771,900*	*1,396*

(b) Other equity

(₹ in Lakhs)

Particulars	Reserves and Surplus [Note 17]				Items of Other comprehensive income [Note 17]		Total Equity
	Securities Premium Account	Capital Reserve	General Reserve	Retained earnings	Equity Instruments through Other Comprehensive Income	Foreign Currency Translation Reserve	
Balance at 1 April, 2015	**3,637**	**89**	**3,348**	**18,485**	**9,199**	**37**	**34,795**
Profit for the year	-	-	-	(3,271)	-	-	(3,271)
Other comprehensive income for the year	-	-	-	69*	(4,825)	(16)	(4,772)
Total comprehensive income for the year	**-**	**-**	**-**	**(3,202)**	**(4,825)**	**(16)**	**(8,042)**
Dividends	-	-	-	(698)	-	-	(698)
Balance at 31 March, 2016	**3,637**	**89**	**3,348**	**14,585**	**4,374**	**21**	**26,054**
Profit for the year	-	-	-	(320)	-	-	(320)
Other comprehensive income for the year	-	-	-	(17)*	6,507	(67)	6,423
Total comprehensive income for the year	**-**	**-**	**-**	**(337)**	**6,507**	**(67)**	**6,103**
Dividends	-	-	-	(698)	-	-	(698)
Dividend Distribution Tax (DDT)	-	-	-	(142)	-	-	(142)
Balance at 31 March, 2017	**3,637**	**89**	**3,348**	**13,408**	**10,881**	**(46)**	**31,317**

* These amounts refer to remeasurements of defined benefit liabilities / (assets)

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

Vijay Mathur
Partner
Membership No. 046476

Mumbai,
Dated : 30th May, 2017

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
CIN :L99999MH1863PLC000002

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Minnie Bodhanwala
Director
DIN :00422067

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

1 Significant accounting policies, key accounting estimates and judgments

Corporate information

The Bombay Burmah Trading Corporation, Limited ('BBTCL') ('the Company') having its registered office at 9, Wallace Street, Fort, Mumbai 400001 was incorporated on September 4 ,1863 vide certificate of incorporation No L99999MH1863PLC000002 issued by the Registrar of Companies, Mumbai, Maharashtra.

The Company is a multi-product and multi-divisional organisation with diverse business interests viz. Plantations (Tea and Coffee), Auto Electric Components, Healthcare, Real Estate and Weighing Products.

1(A) Statement of Compliance

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016, the relevant provisions of the Companies Act, 2013 ("the Act") and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The financial statements for the year ended 31 March, 2017 are the Company's first Ind AS financial statements. The date of transition to Ind AS is 1 April, 2015. Accordingly, the Company has prepared an opening Ind AS Balance Sheet as at 1 April, 2015 and comparative figures for the year ended 31 March, 2016 are also in compliance with Ind AS. An explanation of how the transition to Ind AS has effected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 34.

The financial statements for the year ended 31 March, 2017 were approved by the Board of directors on May 30, 2017. The management and authorities have the power to amend the financial statements in accordance with Section 130 and 131 of the Act.

1(B) Basis of preparation and presentation

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- Biological assets- measured at fair value less costs to sell
- Derivative financial instruments- measured at fair value
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).
- Employees defined benefit plans at fair value of plan assets less present value of defined benefit obligation

Current/non-current classification:

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

a. An asset shall be classified as current when it satisfies any of the following criteria:

   i) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;

   ii) it is held primarily for the purpose of being traded;

   iii) it is expected to be realized within twelve months after the reporting date; or

   iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

   Current assets include the current portion of non-current financial assets. All assets other than current assets shall be classified as non-current.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

b. A liability shall be classified as current when it satisfies any of the following criteria:

   i) it is expected to be settled in the Company's normal operating cycle;

   ii) it is held primarily for the purpose of being traded;

   iii) it is due to be settled within twelve months after the reporting date; or

   iv) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

   Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

   Functional and presentation currency

   These standalone financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest Lakh, unless otherwise indicated. Amounts below 1 Lakh have been indicated as "0" (Zero). Figures / total have been rounded off to nearest integer / Lakhs as applicable.

1(C) Key estimates and judgements

The preparation of financial statements in accordance with Ind AS requires use of estimates and underlying assumptions for some items, which might have an effect on their recognition and measurement in the (standalone) Balance Sheet and (standalone) Statement of Profit and Loss. The actual amounts realised may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised prospectively.

i. Property, plant and equipment :

Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized. Useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

ii. Recognition and measurement of defined benefit obligations :

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

iii. Recognition of deferred tax assets :

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

iv. Recognition and measurement of other provisions :

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

v. Discounting of long-term financial instruments :

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to subsequently measured at amortized cost, interest is accrued using the effective interest method.

vi. Fair value of financial instruments :

Derivatives are carried at fair value. Derivatives includes Foreign Currency Forward Contracts, fair value of which, is determined using the fair value reports provided by respective merchant bankers.

vii. Investment in The Bombay Dyeing & Manufacturing Company Limited ('BDMC')

The Company along with its Subsidiaries holds 39.54% of the paid up Equity Share Capital of BDMC, a Company listed on the Bombay Stock Exchange. Based on legal opinion and further based on internal evaluation made by the Company, there is no de facto control of the Company over BDMC.

viii. Biological assets

Management uses inputs relating to production and market prices of tea and coffee in determining the fair value of Biological Assets.

1(D) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. (Refer to note 39 for information on detailed disclosures pertaining to measurement of fair values.

1(E) Statement of significant accounting policies

a Property, plant and equipment

Items of Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss.

Expenditure in respect of new crops including cost of development is capitalised until the year of maturity of the Plantation.

Fixed assets held by non-integral foreign branches are stated at cost by converting at the closing rate of exchange at the Balance Sheet date.

b Intangible assets

Intangible assets include computer software which are acquired by the Company and are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortization and any accumulated impairment losses.

c Depreciation and amortization

Depreciation:

Depreciation in respect of all tangible assets is provided on straight line method over the useful lives of assets based on the evaluation. Depreciation on additions (disposals) is provided on pro-rata basis i.e. from (upto) the date on which the asset is ready for use (disposed off). The useful life of fixed assets is as follows:

Plant and machinery*	-	10-15 years
Furniture and fixtures*	-	10-16 years
Motor vehicles (scooters)	-	10 years
Motor vehicles (Cars)	-	8 years
Computer hardware	-	3 years
Office equipment	-	5 years
Buildings	-	30 years
Leasehold lands	-	Lease period
Non-carpeted roads	-	3 years
Development plantations	-	60 years
Mould and Dies*	-	5 years

*The Company believes the useful lives as given above best represent the useful life of these assets based on internal assessment where necessary, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013. Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.

Amortisation:

Amortisation in respect of all the intangible assets is provided on straight line method over the useful lives of assets based on the evaluation and for the assets acquired prior to 1st April, 2014, the carrying amount as on 1st April, 2014 is amortized over the remaining useful life based on an evaluation. The useful life of such intangible assets is as follows:

Computer software	3 years

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

d Impairment of Property, plant and equipments

The carrying values of assets at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.

e Borrowing cost

Borrowing costs that are attributable to acquisition or construction of qualifying assets are capitalized as a part of cost of such assets till the time the asset is ready for its intended use. A qualifying assets is the one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recorded as an expense in the year in which they are incurred.

f Inventories

i) Stores and spare parts are valued at lower of cost or net realisable value. Cost is calculated on weighted average basis.

ii) Raw materials are valued at lower of cost or net realisable value. The cost includes purchase price as well as incidental expenses and is calculated on weighted average basis.

iii) Tea stock is valued at cost or net realizable value whichever is lower and inclusive of cess on excise. Timber, coffee, pepper and cardamom in stock are valued at realized contracted rates or realizable value.

iv) Work-in-progress is valued at cost or net realisable value whichever is lower. Cost is arrived on the basis of absorption costing.

v) Manufactured finished goods of all divisions are valued at cost or net realisable value whichever is lower. Cost is determined on the basis of absorption costing including excise duty paid / provided on packed finished goods.

vi) Traded finished goods of all businesses are valued at cost or net realisable value whichever is lower.

vii) Real Estate under development comprises of freehold / leasehold land and buildings at cost, converted from fixed assets into Stock-in Trade and expenses related / attributable to the development of the said properties. The same is valued at lower of cost or net realizable value.

g Investment Properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company depreciates investment property over 30 years from the date of original purchase.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in Statement of Profit and Loss in the period of derecognition.

h Income taxes

Tax expense comprises of current tax and deferred tax.

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation.

i Earnings per share

The basic and diluted earnings per share (EPS) is computed by dividing Net Profit after tax for the year by weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date.

j Revenue Recognition

Revenue is measured at fair value of consideration received or receivable.

i. Sale of goods

Sale of goods is recognized as revenue when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenues are recognized when collectability of the resulting receivable is reasonably assured. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

ii. Other income

a. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate method.

b. Revenue in respect of insurance / other claims, interest etc., is recognised only when it is reasonably certain that the ultimate collection will be made.

c. Dividend income is recognised when the right to receive payment is established and it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of the revenue can be measured reliably.

k Foreign currency transactions

i. Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

ii. Subsequent measurement

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in Statement of Profit and Loss. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in the Statement of Profit and Loss in the period in which they arise. When a gain or loss on a non-monetary item is recognised in Other Comprehensive Income, any exchange component of that gain or loss is recognised in Other Comprehensive Income. Conversely, when a gain or loss on a non-monetary item is recognised in Statement of Profit and Loss, any exchange component of that gain or loss is recognised in Statement of Profit and Loss.

l Retirement and other employee benefits

Retirement benefits to employees comprise payments to government provident funds, gratuity fund, leave encashment and superannuation fund.

i) Short Term Employee Benefits

All employee benefits payable wholly within 12 months of rendering the service are classified as short term employee benefits. These benefits include compensated absences such as paid annual leave and sickness leave. The Company recognises the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expenses) after deducting any amount already paid.

ii) Post-employment benefits

Contributions to defined contribution schemes such as Provident Fund and Superannuation Fund are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Superannuation Fund - The eligible employees of the Company are entitled to receive post employment benefits in respect of Superannuation Fund in which the Company makes annual contribution at a specified percentage of the employee's eligible salary. The contributions are made to the ICICI Prudential Life Insurance Company Limited. Superannuation is classified as defined contribution plans the Company has no further obligations beyond making the contribution. The Company's contribution to defined contribution plan is charged to Statement of Profit and Loss as incurred.

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation performed by an independent actuary based on projected unit credit method made at the end of each financial year.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii) Other Long Term Employee Benefits

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leaves subject to certain limits for future encashment/availment. The Company makes provisions for compensated absences based on an independent actuarial valuation carried out at the end of the year. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method Actuarial gains and losses are recognised in the Statement of Profit and Loss.

m Provisions and contingencies

a. A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes to the financial statements.

   If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

b. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying benefits is remote, no provision or disclosure is made.

n Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

a. Assets taken on finance lease

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

A finance lease is recognized as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset and the present value of the minimum lease payments. Initial direct costs, if any, are also capitalized and, subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

b. Assets taken on operating lease

Leases other than finance leases are operating leases, and the leased assets are not recognized on the Company's balance sheet. Payments made under operating leases are recognized in the statement of profit and loss on a straight-line basis over the term of the lease unless the payments are expected to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

In respect of assets given on operating lease, lease rentals are accounted on accrual basis in accordance with the respective lease agreements.

o Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

i. Financial assets

Classification

On initial recognition, a financial asset is classified as, measured at:

- Amortized Cost
- Fair Value through Other Comprehensive Income (FVTOCI)
- Fair Value through Profit and Loss (FVTPL)

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gains and losses within equity.

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

The Company has elected to apply the exemption available under Ind AS 101 to continue the carrying value for its investments in subsidiaries and associates as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP as at the date of transition (April 1, 2015).

Impairment of financial assets

Financial assets of the Company comprise of trade receivable and other receivables consisting of loans, deposits, and bank balance. Trade and other receivables are recognised initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. An impairment loss for trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in Statement of Profit and Loss for the period.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

ii. Financial liabilities

Classification

Financial liabilities are classified as, measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

of a new liability. The difference in the respective carrying amounts is recognised in the statement of Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or, to realise the assets and settle the liabilities simultaneously.

iii Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency 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. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

p Biological assets

The Company has biological assets in the form of tea leaves and coffee fruits. Biological assets are measured at fair value less cost to sell, with any change therein recognised in the statement of profit and loss under 'Other income'.

q Dividend distribution to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

r Cash and cash equivalents

Cash and cash equivalents for the purpose of statement of cash flow comprises of cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and short term highly liquid investments. Bank overdraft which are repayable on demand form an integral part of the Company's cash management, hence bank overdrafts are included as a component of cash and cash equivalents.

s Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

t Events after reporting date

Where events occurring after the Balance sheet date provides evidence of condition that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

u Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows'. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows'. The amendments are applicable to the Group from April 1, 2017. The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The Company is currently evaluating the effect of the above amendments.

2 (a) Property, plant and equipment

₹ in Lakhs

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at 1st APRIL 2016	Additions	Effect of foreign exchange differences	Disposals	As at 31st MARCH 2017	As at 1st APRIL 2016	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31st MARCH 2017	As at 31st MARCH 2017	As at 1st APRIL 2016
Freehold Land	1,688	-	-	-	**1,688**	-	-	-	-	**-**	**1,688**	1,688
Leasehold Land*	1	-	(0)	-	**1**	0	0	-	-	**0**	**1**	1
Buildings	1,682	20	(2)	(1)	**1,699**	118	83	1	(1)	**202**	**1,497**	1,563
Plant and Equipment	4,487	470	(15)	(13)	**4,929**	424	557	(11)	(8)	**963**	**3,966**	4,063
Furniture and Fixtures*	285	18	(0)	-	**303**	26	19	(0)	-	**45**	**259**	259
Roads*	299	-	(0)	-	**299**	-	32	-	-	**32**	**267**	299
Office Equipment	56	9	-	(2)	**64**	14	13	-	(2)	**25**	**38**	42
Development plantations	3,271	11	(1)	-	**3,282**	63	71	-	-	**134**	**3,147**	3,208
Moulds & Dies	355	-	-	-	**355**	98	-	-	-	**98**	**256**	256
Motor vehicles	207	31	(2)	(24)	**212**	39	44	(2)	(22)	**58**	**154**	169
Computer hardware	48	13	-	-	**61**	15	8	-	-	**23**	**38**	33
TOTAL	**12,378**	**574**	**(20)**	**(40)**	**12,891**	**798**	**827**	**(12)**	**(32)**	**1,581**	**11,311**	**11,580**
Capital work in progress											**314**	76

* includes amount less than ₹ 1 Lakh.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at 1st APRIL 2015	Additions	Effect of foreign exchange differences	Disposals	As at 31st MARCH 2016	As at 1st APRIL 2015	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31st MARCH 2016	As at 31st MARCH 2016	As at 1st APRIL 2015
Freehold Land	1,688	-	-	-	**1,688**	-	-	-	-	**-**	**1,688**	1,688
Leasehold Land*	1	-	(0)	-	**1**	-	0	(0)	-	**0**	**1**	1
Buildings	1,561	126	(6)	-	**1,682**	-	120	(2)	-	**118**	**1,563**	1,561
Plant and Equipment	3,860	671	(34)	(5)	**4,487**	-	461	(26)	(5)	**424**	**4,063**	3,860
Furniture and Fixtures*	241	45	(0)	-	**285**	-	26	(0)	-	**26**	**259**	241
Roads	299	-	-	-	**299**	-	-	-	-	**-**	**299**	299
Office Equipment	29	27	-	-	**56**	-	14	-	-	**14**	**42**	29
Development plantations	2,918	354	-	(2)	**3,271**	-	63	-	-	**63**	**3,208**	2,918
Moulds & Dies	233	122	-	-	**355**	-	98	-	-	**98**	**256**	233
Motor vehicles	221	1	(5)	(5)	**207**	-	52	(4)	(5)	**39**	**169**	221
Computer hardware	27	21	-	-	**48**	-	15	-	-	**15**	**33**	27
TOTAL	11,078	1,367	(46)	(12)	**12,378**	-	850	(33)	(10)	**798**	**11,580**	11,078
Capital work in progress											**76**	92

*includes amount less than ₹ 1 lakh.

Notes:

(a) Building Includes ₹ 4 lakhs (31 March, 2016: ₹ 4 lakhs; 1 April, 2015: ₹ 4 lakhs) in respect of which documents evidencing title are held in the name of the Company's nominee, which includes cost of 160 shares of ₹ 50 each fully paid-up of the New Cosmopolitan Housing Society Limited.

(b) Vehicles as at 31 March, 2017, includes vehicles with a carrying amount of ₹ 39 Lakhs (31 March, 2016: ₹ 25 Lakhs, 1 April, 2015: ₹ 101 Lakhs) on which the lender has a lien.

(c) Refer Note 18 and Note 21 of Borrowings for assets pledged as security

(d) Immovable properties (land and building) having gross block of ₹ 1,926 lakhs and net block of ₹ 1,755 lakhs is yet to be transferred in the name of the Company.

(e) Development plantation represents costs incurred for planting bearer plants pertaining to tea and coffee. Such bearer plants are expected to bear produce (tea leaves and coffee crop) for more than one period.

(f) The Company has availed the deemed cost exemption in relation to the property plant and equipment on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April, 2015 under the previous GAAP

₹ in Lakhs

Description	Freehold Land	Leasehold Land	Buildings*	Plant and Equipment	Furniture and Fixtures	Roads	Office Equipment	Development plantations	Moulds & Dies	Motor vehicles	Computer hardware	Total
Gross Block	1,688	5	3,256	8,794	662	369	139	2,967	1,344	712	234	20,170
Accumulated Depreciation	-	4	1,679	4,934	421	70	110	49	1,111	491	207	9,076
Net Block	1,688	1	1,577	3,860	241	299	29	2,918	233	221	27	11,094

* includes net book value of ₹ 16 lakhs as at April 1 2015 reclassified under investment property - refer note 2b

2 (b) Investment property

₹ in lakhs

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at 1st APRIL 2016	Additions	Effect of foreign exchange differences	Disposals	As at 31st MARCH 2017	As at 1st APRIL 2016	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31st MARCH 2017	As at 31st MARCH 2017	As at 31st MARCH 2016
Buildings*	16	-	-	-	**16**	1	0	-	-	**1**	**15**	15

* includes amount less than ₹ 1 Lakh

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at 1st APRIL 2015	Additions	Effect of foreign exchange differences	Disposals	As at 31st MARCH 2016	As at 1st APRIL 2015	Charge for the year	Effect of foreign exchange differences	Eliminated on disposal of assets	As at 31st MARCH 2016	As at 31st MARCH 2016	As at 1st APRIL 2015
Buildings	16	-	-	-	16	-	1	-	-	1	15	16

(a) The Company has availed the deemed cost exemption in relation to investment property on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April, 2015 under the previous GAAP

DESCRIPTION	**Buildings**	**Total**
Gross Block	31	31
Accumulated depreciation	15	15
Net Block	**16**	**16**

Information regarding income and expenditure of Investment properties

Particulars	**As at 31st March, 2017**	*As at 31st March, 2016*
Rental income derived from investment properties	**14**	20
Less Depreciation relating to investment properties*	**0**	(1)
Net profit from investment properties	**14**	19

* includes amount less than ₹ 1 Lakh

Notes

i) Investment property comprises of office buildings. Fair value of investment property is ₹ 1,256 Lakhs as on 31 March, 2017. (31 March, 2016: ₹ 1,378 Lakhs, 1 April, 2015: ₹ 1,409 Lakhs)

ii) These valuations are performed by the management based on external valuation model.

iii) The fair value of investment property is categorised as level 3 in the fair valuation hierarchy.

2c Intangibles

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at 31st MARCH 2016	Additions	Effect of foreign exchange differences	Disposals	As at 31st MARCH 2017	As at 31st MARCH 2016	Charge for the year	Effect of Foreign exchange differences	Elimination on disposal of assets	As at 31st MARCH 2017	As at 31st MARCH 2017	As at 31st MARCH 2016
Computer Software	50	-	-	-	50	6	2	-	-	8	42	44
TOTAL	**50**	**-**	**-**	**-**	**50**	**6**	**2**	**-**	**-**	**8**	**42**	**44**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK	
	As at 1st APRIL 2015	Additions	Effect of foreign exchange differences	Disposals	As at 31st MARCH 2016	As at 1st APRIL 2015	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31st MARCH 2016	As at 31st MARCH 2016	As at 1st APRIL 2015
Computer Software	26	24	-	-	50	-	6	-	-	6	44	26
TOTAL	**26**	**24**	**-**	**-**	**50**	**-**	**6**	**-**	**-**	**6**	**44**	**26**

Note

The Company has availed the deemed cost exemption in relation to intangibles on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April, 2015 under the previous GAAP.

DESCRIPTION	Computer Software	Total
Gross Block	68	68
Accumulated Depreciation	42	42
Net Block	**26**	**26**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

3. Investment in subsidiaries and associates

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Investment in subsidiaries at cost (Unquoted)			
76,050 (31 March, 2016: 76,050, 1 April, 2015: 76,050) Ordinary Shares of Afco Industrial & Chemicals Limited of ₹ 100 each	**60**	*60*	*60*
20,000 (31 March, 2016: 20,000, 1 April, 2015: 20,000) Ordinary Shares of DPI Products & Services Limited of ₹ 100 each	**74**	*74*	*74*
47,113,550 (31 March, 2016: 47,113,550, 1 April, 2015: 47,113,550) Ordinary Shares of Leila Lands Sdn. Bhd. of RM. 1 each	**6,467**	*6,478*	*6,479*
5,982 (31 March, 2016: 5,982, 1 April, 2015: 5,982) Equity Shares of Sea Wind Investment and Trading Company Limited of ₹ 100 each	**6**	*6*	*6*
Investment in associates at cost (Unquoted)			
4,999 (31 March, 2016: 4,999, 1 April, 2015: 4,999) Equity Shares of Lima Investment & Trading Company Private Limited of ₹ 100 each	**5**	*5*	*5*
244,991 (31 March, 2016: 244,991, 1 April, 2015: 244,991) Equity Shares of Lotus Viniyog Private Limited of ₹ 10 each	**25**	*25*	*25*
4,999 (31 March, 2016: 4,999, 1 April, 2015: 4,999) Equity Shares of Cincinnati Investment & Trading Company Private Limited of ₹ 100 each	**5**	*5*	*5*
4,999 (31 March, 2016: 4,999, 1 April, 2015: 4,999) Equity Shares of Roshnara Investment & Trading Company Private Limited of ₹ 100 each	**5**	*5*	*5*
1 (31 March, 2016: 1, 1 April, 2015: 1) Equity Share of The Bombay Burmah Trading Employees' Welfare Co. Limited, of ₹ 100 (Face Value ₹ 100) *	**0**	*0*	*0*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
1 (31 March, 2016: 1, 1 April, 2015: 1) Equity Share of National Peroxide Employees' Welfare Company Limited of ₹ 100 (Face Value ₹ 100) *	**0**	*0*	*0*
Investment in associates at cost (Quoted)			
29,639,375 (31 March, 2016: NIL, 1 April, 2015: NIL) Equity Shares of The Bombay Dyeing & Manufacturing Company Limited, (BDMC) (Face Value ₹ 2)	**20,455**	-	-
Refer note 3.1 below			
	27,102	*6,658*	*6,659*

* includes amount less than ₹ 1 lakh

Note 3.1

The total shareholding of the Company, including shareholding of its wholly owned subsidiaries, in The Bombay Dyeing & Manufacturing Company Limited ('BDMC') did not exceed 20% of the paid up share capital of BDMC as at 31 March, 2016, nor did it have significant influence or control over BDMC. Accordingly the investment in equity instruments of BDMC was accounted at fair value through other comprehensive income. During the year, the Company purchased additional 49,218,338 equity shares of BDMC on 20 March 2017, out of which 47,307,000 was sold to a wholly owned step down subsidiary of the Company before 31 March, 2017. With the acquisition of additional equity shares of BDMC by the Company on 20 March 2017, BDMC has become an associate of the Company effective that date. Accordingly the Company has recorded the equity instruments in BDMC at fair value through other comprehensive income upto 20 March 2017. The Company has availed the exemption of recording the investment in subsidiaries and associates at cost. Accordingly, the fair value of investment in BDMC as at 20 March 2017 has been considered as deemed cost of investment.

Aggregate book value of quoted investments	**20,455**	-	-
Aggregate market value of quoted investments	**24,600**	-	-
Aggregate value of unquoted investments	**6,647**	*6,658*	*6,659*
Aggregate amount of impairment in value of investments	**-**	-	-

4 (a) Non-current financial assets - Investments

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Investment in unquoted equity instruments			
48,000 (31 March, 2016: 48,000, 1 April, 2015: 48,000) Equity Shares of Inor Medical Products Limited of ₹ 10 each *	**113**	*0*	*0*
11,580 (31 March, 2016: 11,580, 1 April, 2015: 11,580) Equity Shares of B.R.T. Limited of ₹ 100 each	**193**	*146*	*14*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
1 (31 March, 2016: 1, 1 April, 2015: 1) Share of The Coorg Orange Growers' Co-operative Society Limited of ₹ 100 (Face Value ₹ 100) *	**0**	*0*	*0*
5 (31 March, 2016: 5, 1 April, 2015: 5) Ordinary Shares of The Nilgiris Co-operative Central Stores Limited of ₹ 50 each (Face Value ₹ 250) *	**0**	*0*	*0*
1,774 (31 March, 2016: 1,774, 1 April, 2015: 1,774) Ordinary Shares of Anamallais Ropeway Company Limited of Rs. 100 each (Face Value Rs. 100) *	**2**	*2*	*2*
250 (31 March, 2016: 250, 1 April, 2015: 250) Shares of The Valparai Co-operative Wholesale Stores Limited of Rs. 10 each (Face Value Rs. 10) *	**0**	*0*	*0*
50 (31 March, 2016: 50, 1 April, 2015: 50) "Member" Shares of The Tanganyika Farmers' Co-operative Association Limited of Rs. 1000 each (Face Value Rs. 1000) *	**0**	*0*	*0*
15 (31 March, 2016: 15, 1 April, 2015: 15) Shares of Hermes Park Co-operative Housing Society Limited of Rs. 50 each (Face Value Rs. 50) *	**0**	*0*	*0*
NIL (31 March, 2016: 1, 1 April, 2015: 1) Ordinary Share of Daisylea Apartment Owners' Association of ₹ 100 (Face Value ₹ 100) *	**-**	*0*	*0*
10 (31 March, 2016: 10, 1 April, 2015: 10) Shares of Reena Park Co-operative Housing Society Limited of ₹ 50 each (Face Value ₹ 500) *	**0**	*0*	*0*
4,704 (31 March, 2016: 4,704, 1 April, 2015: 4,704) Equity Shares of Citurgia Biochemicals Limited, of ₹ 10 each (Face Value ₹ 10) *	**0**	*0*	*0*
Investment in quoted equity instruments			
500 (31 March, 2016: 500, 1 April, 2015: 500) Equity Shares of Canara Bank ₹ 10 each*	**2**	*0*	*0*
1,000 (31 March, 2016: 500, 1 April, 2015: 500) Equity Shares of State Bank of India (previously State Bank of Travancore) ₹ 10 each*	**3**	*0*	*0*
NIL (31 March, 2016: 29,644,375, 1 April, 2015: 29,644,375) Equity Shares of The Bombay Dyeing & Manufacturing Company Limited (BDMC) (Face Value ₹ 2) (Refer Note 3.1)	**-**	*14,112*	*19,069*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
16 (31 March, 2016: 16, 1 April, 2015: 16) Equity Shares of The Associated Cement Company Limited, of ₹ 10 each (Face Value ₹ 10) *	**0**	*0*	*0*
Investment in unquoted debt securities			
Government securities at FVTPL			
10 (31 March, 2016: 10, 1 April, 2015: 10) units of National Savings Certificates VIII of ₹ 10,000 each	**1**	*1*	*1*
	314	*14,261*	*19,086*

*includes amount less than ₹ 1 lakh

Aggregate book value of quoted investments	**5**	*14,112*	*19,069*
Aggregate market value of quoted investments	**5**	*14,112*	*19,069*
Aggregate value of unquoted investments	**309**	*149*	*17*
Aggregate amount of impairment in value of investments	**-**	-	-

4 (b) Current Investments (Quoted)

1,911,338 (31 March, 2016: NIL, 1 April, 2015: NIL) Equity Shares of The Bombay Dyeing & Manufacturing Company Limited, (BDMC) of (Face Value ₹ 2) Refer note 3.1	**1,314**	-	-
	1,314	-	-
Aggregate book value of quoted investments	**1,314**	-	-
Aggregate market value of quoted investments	**1,586**	-	-
Aggregate value of unquoted investments	**-**	-	-
Aggregate amount of impairment in value of investments	**-**	-	-

5 Non-current financial assets - Loans

Unsecured and considered good			
Loans to employees	**77**	*84*	*78*
Loans to Key Managerial Personnel*	**18**	*12*	*62*
	95	*96*	*140*

* includes NIL (31 March, 2016: NIL, 1 April, 2015: ₹ 50 Lakhs) to one Director.

6 Non-current financial assets - Other financial assets

Unsecured and considered good	**257**	*139*	*168*
Deposits for margin money with banks	**7**	-	*30*
Bank deposits with maturity beyond 12 months	**247**	*30*	-
Other receivables	**305**	*145*	*326*
Less: Allowance for other receivables	**(234)**	*(140)*	-
	582	*174*	*524*

7 (a) Movement in deferred tax balances

31 March, 2017 (₹ in Lakhs)	Net balance 1 April, 2016	Recognised in Statement of Profit or Loss	Recognised in OCI	Recognised directly in equity	Acquired in business combinations	Other	Net
Deferred tax liability							
Difference between written down value/ capital work in progress of fixed assets as per the books of accounts and Income-tax Act, 1961.	706	(314)	-	-	-	-	392
Others	32	(6)	-	-	-	-	26
Deferred Tax Assets							
Indexation benefit on land	(415)	-	-	-	-	-	(415)
Allowance for doubtful debts, advances and contingencies	(254)	-	-	-	-	-	(254)
Provision for Employee Benefits	(84)	29	-	-	-	-	(55)
Unabsorbed business loss and depreciation (Refer Note below)	(400)	291	-	-	-	-	(109)
Deferred income	-	-	-	-	-	-	-
Provisions	-	-	-	-	-	-	-
Tax expense/(benefits)	**(415)**	-	-	-	-	-	**(415)**
Tax liabilities (assets)	**(415)**	**-**	**-**	**-**	**-**	**-**	**(415)**

7 (b) Movement in deferred tax balances

31 March, 2016 (₹ in Lakhs)	Net balance 1 April, 2015	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Acquired in business combinations	Other	Net
Deferred tax liability							
Difference between written down value/ capital work in progress of fixed assets as per the books of accounts and Income-tax Act, 1961.	506	200	-	-	-	-	706
Others	53	(21)	-	-	-	-	32
Deferred Tax Assets							
Indexation benefit on land	(415)	-	-	-	-	-	(415)
Allowance for doubtful debts, advances and contingencies	(279)	25	-	-	-	-	(254)
Provision for employee benefits	(132)	48	-	-	-	-	(84)
Unabsorbed business loss and depreciation (Refer Note below)	(200)	(200)	-	-	-	-	(400)
Tax expense/(benefits)	**(467)**	**52**	**-**	**-**	**-**	**-**	**(415)**
Tax liabilities (assets)	**(467)**	**-**	**-**	**-**	**-**	**-**	**(415)**

Deferred tax benefits are recognized on unabsorbed business loss and depreciation loss and other assets to the extent it is probable that taxable profit will be available against which the deductible temporary differences will be utilised.

The Company has the following unused tax losses which arose on incurrence of business loss under the Income-tax Act, 1961, for which no deferred tax asset has been recognised in the Balance Sheet.

Financial Year	**Nature of loss**	**As at 31 March, 2017**	**Expiry Date**	*As at 31 March, 2016*	*Expiry Date*
2014-2015	Unabsorbed depreciation	**-**	-	*310*	*No expiry*
2015-2016	Business loss	**339**	31 March, 2024	*339*	31 March, 2024
	Unabsorbed depreciation	**457**	No expiry	*684*	*No expiry*
2016-2017	Business loss	**751**	31 March, 2025		
	Unabsorbed depreciation	**800**	No expiry		
		2,347		*1,333*	

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

8 (a) Current tax assets

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Advance payment of income-tax (net of provision)	**502**	*374*	*596*
	502	*374*	*596*

8 (b) Other non-current assets

Unsecured and considered good	**118**	*96*	*52*
Prepaid expenses	**15**	*18*	*21*
Balances with government authorities	**414**	*450*	*388*
Less: Allowance for doubtful balances with government authorities and capital advances	**(294)**	*(194)*	*(194)*
	253	*370*	*267*

9 (a) Inventories

Raw materials	**490**	*421*	*543*
Work-in-process	**289**	*155*	*354*
Finished goods	**2,002**	*5,515*	*5,868*
Stock-in-trade	**71**	*30*	*33*
Consumable stores and spares	**425**	*493*	*685*
Real estate under development	**2,792**	*2,639*	*2,416*
Goods-in-transit- raw materials	**-**	*9*	*11*
Goods-in-transit- finished goods	**10**	*-*	*-*
	6,079	*9,262*	*9,910*

The cost of inventories recognised as an expense includes ₹ 186 Lakhs (31 March, 2016: ₹ 292 Lakhs) in respect of write down of inventory to its net realisable value. There has been no reversal of such write down in current and previous years.

Inventories are subject to first charge against bank loans (Refer Note 18 and Note 21)

9 (b) Biological assets

A) Reconciliation of carrying amount

	31st March, 2017	
	Tea leaves	**Coffee fruits**
Opening Carrying value of Biological assets as on 31 March, 2016	**159**	-
Add: Increase due to harvesting done	**3,246**	**1,516**
Less: Production during the year changes due to biological transformation	**(3,176)**	**(1,516)**
Due to increase in Produce on the bushes due to favourable weather conditions	**-**	-
Due to increase in number of plantations	**-**	-
Increase due to seasonal produce	**-**	-
Changes due to biological transformation for harvest	**-**	-
Carrying value of Biological assets as on 31st March, 2017	**229**	-

The reconciliation of Fair Value changes is analysed below:

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Opening Carrying value of Biological assets as on 31 March, 2016	**159**	-
Variance due to price/rate movements	**44**	-
Variance due to volume fluctuations:		
Due to increase in Produce on the bushes due to favourable weather conditions	**27**	-
Carrying value of Biological assets as on 31 March, 2017	**229**	-
Current portion	**229**	-
Non-current portion	**-**	-

	31 March, 2016	
Particulars	*Tea leaves*	*Coffee fruits*
Carrying value of Biological assets as on 1 April, 2015	*114*	-
Add: Increase due to harvesting done	*2,192*	*1,309*
Less: Production during the year changes due to biological transformation	*(2,147)*	*(1,309)*
Carrying value of Biological assets as on 31 March, 2016	*159*	-
The reconciliation of fair value changes is analysed below:		
Carrying value of Biological assets as on 1 April, 2015	*114*	-
Variance due to price/rate movements	*(6)*	-
Variance due to volume fluctuations:		
Due to increase in Produce on the bushes due to favourable weather conditions	*51*	-
Carrying value of Biological assets as on 31 March, 2016	*159*	-
Current portion	*159*	-
Non-current portion	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

B. Measurement of Fair value

i. Fair Value hierarchy

The fair value measurements for tea leaves and coffee fruits has been categorised as Level 3 fair values based on the inputs to valuation technique used.

ii. Level 3 Fair values

The following table shows a break down of the total gains (losses) recognised in respect of Level 3 fair values-

Particulars	**31 March, 2017**	*31 March, 2016*
Gain/(loss) included in "Other Income"	**58**	*45*
Change in fair value (realised)	**-**	-
Change in fair value (unrealised)	**58**	*45*

iii. Valuation techniques and significant unobservable inputs

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Tea leaves	Based on actual production of 11 days immediately succeeding the reporting date	Estimated trading price of tea leaves as at the reporting date- 31 March, 2017 ₹ 22.75 per Kg. (31 March, 2016: ₹ 18.13 per Kg.)	The estimated fair valuation would increase/(decrease) if - The production quantity for 11 days immediately after the reporting date changes - the trading prices of the tea leaves undergo a change
Coffee fruits	Based on estimated amount of coffee fruits to be plucked during the months of January to March each year	Average of high and low prices determined by The Coffee Board of India as on the reporting dates	The estimated fair valuation would increase/(decrease) if - The budgeted production and estimated quantity to be plucked changes - The prices determined by the Coffee Board of India changes

C. Risk Management strategies related to agricultural activities

The Company is exposed to the following risks relating to its plantation activity

i. Regulatory and environmental risks

The Company is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

ii. Supply and demand risks

The Company is exposed to risks arising from fluctuations in the price and sales volume of produce (tea and coffee). When possible, the Company manages this risk by aligning its produce to market supply and demand. Management regularly analyses industry trend, for projected produce and prices.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

iii. Climate and other risks

The Company's plantations are exposed to the risk of damage from climatic changes, pests, forest fires and other natural forces. The Company has extensive processes in place aimed at monitoring and mitigating those risks, including regular estate health inspections and industrial pest surveys.

10 Trade receivables*

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Unsecured			
- Considered good	**3,519**	*4,328*	*4,903*
- Considered doubtful	**497**	*474*	*445*
Less: Allowance for doubtful receivables	**(497)**	*(474)*	*(445)*
	3,519	*4,328*	*4,903*

*For borrowings secured against receivables refer Note 18 and Note 21.

The Company's exposure to credit and currency risks, and impairment loss allowances related to trade receivables are disclosed in Note 40 and Note 42 respectively.

11 (a) Cash and cash equivalents

Cash in hand	**13**	*22*	*35*
Balance with banks :			
In current account	**2,678**	*384*	*5,086*
In exchange earners' foreign currency account	**2**	*13*	*150*
Deposits with original maturity of less than 3 months	**-**	*53*	*2*
Bank accounts- held by foreign branches	**28**	*37*	*61*
	2,721	*509*	*5,334*

11 (b) Other bank balances

Unpaid dividend accounts	**109**	*101*	*94*
	109	*101*	*94*

12 Current financial assets - Loans

Unsecured and considered good			
Intercorporate deposits*	**12,280**	*12,960*	*13,074*
Loans to subsidiaries	**449**	*397*	*333*
Loans to Key Managerial Personnel	**2**	*-*	*-*
Loans to employees	**69**	*117*	*76*
Other receivables	**1,651**	*1,946*	*1,689*
	14,451	*15,420*	*15,172*

*Includes deposits given to related parties amounting to ₹ 10,750 Lakhs (31 March, 2016: ₹ 10,930 Lakhs, 1 April, 2015: ₹ 10,844 Lakhs)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

13 Derivative assets

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Forward exchange contracts	-	*115*	*51*
	-	*115*	*51*

14 Current financial assets- Other financial assets

Dividend receivable from subsidiary	-	*-*	*1,587*
Receivables from related parties	**62**	*62*	*-*
Receivables from other than related parties	**33**	*-*	*-*
Security deposits	**11**	*12*	*11*
	106	*74*	*1,598*

15 Other current assets

Unsecured and considered good			
Prepaid expenses	**230**	*112*	*92*
Balances with government authorities	**765**	*700*	*690*
Advance to vendors	**148**	*169*	*184*
Defined benefit assets (net) - gratuity	**58**	*-*	*-*
BBTCL Employees Superannuation Fund	**71**	*-*	*-*
	1,272	*981*	*966*

16 Share capital

(a) Authorised			
75,000,000 (31 March, 2016: 75,000,000, 1 April, 2015: 75,000,000) equity shares of ₹ 2 each	**1,500**	*1,500*	*1,500*
TOTAL	**1,500**	*1,500*	*1,500*
(b) Issued, subscribed and paid up			
69,771,900 (31 March, 2016: 69,771,900, 1 April, 2015: 69,771,900) equity shares of ₹ 2 each fully paid up	**1,395**	*1,395*	*1,395*
Forfeited shares amount paid up	**1**	*1*	*1*
TOTAL	**1,396**	*1,396*	*1,396*
(c) Reconciliation of number of shares outstanding at the beginning and end of the year			
Equity share			
Outstanding at the beginning of the year	**69,771,900**	*69,771,900*	*69,771,900*
Equity shares issued during the year	-	*-*	*-*
Outstanding at the end of the year	**69,771,900**	*69,771,900*	*69,771,900*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(d) Terms / Rights attached to each classes of shares

Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares with voting rights having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the shareholders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) Shareholders holding more than 5% shares in the Company is set out below:

Equity share	As at 31 March, 2017		*As at 31 March, 2016*		*As at 1 April, 2015*	
	No. of Shares	**% Holding**	*No. of Shares*	*% Holding*	*No. of Shares*	*% Holding*
Archway Investment Company Limited	**8,719,290**	**12.50**	*13,038,600*	*18.69*	*13,038,600*	*18.69*
N.W. Exports Limited	**12,317,275**	**17.65**	*9,817,275*	*14.07*	*9,817,275*	*14.07*
Sunflower Investments & Textiles Private Limited	**8,395,430**	**12.03**	*6,576,120*	*9.43*	*6,576,120*	*9.43*
Naperol Investments Limited	**4,208,400**	**6.03**	*4,208,400*	*6.03*	*4,208,400*	*6.03*
Mr. Nusli Nevile Wadia	**6,141,505**	**8.81**	*6,141,505*	*8.81*	*6,141,505*	*8.81*
Wallace Brothers Trading & Industrial Limited, U.K.	**5,660,700**	**8.11**	*5,660,700*	*8.11*	*5,660,700*	*8.11*

17 Other equity

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Capital reserve	**89**	*89*	*89*
Securities premium reserve	**3,637**	*3,637*	*3,637*
General reserve	**3,348**	*3,348*	*3,348*
Retained earnings	**13,408**	*14,515*	*18,485*
Foreign currency translation reserve	**(46)**	*21*	*37*
Equity instruments through other comprehensive income	**10,881**	*4,374*	*9,199*
	31,317	*26,054*	*34,795*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

17 (a) Other reserves

	As at 31 March, 2017	*As at 31 March, 2016*
Capital reserve		
The reserve comprises of profits/gains of capital nature earned by the Company and credited directly to such reserve		
At the commencement of the year	**89**	*89*
Movements during the year	**-**	*-*
Closing balance	**89**	*89*
Securities premium account		
Securities premium reserves represents the premium charged to the shareholders at the time of issuance of shares. The securities premium reserves can be utilised based on the relevant requirements of the Companies' Act, 2013		
At the commencement of the year	**3,637**	*3,637*
Movements during the year	**-**	*-*
Closing balance	**3,637**	*3,637*
General reserve		
General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend., subject to the provisions of the Companies Act, 2013		
At the commencement of the year	**3,348**	*3,348*
Movements during the year	**-**	*-*
Closing balance	**3,348**	*3,348*
Foreign currency translation reserve		
Foreign currency translation reserve represents the unrealised gains and losses on account of translation of non-integral foreign operations into the reporting currency		
At the commencement of the year	**21**	*37*
Add: effect of foreign exchange rate variations during the year	**(67)**	*(16)*
Closing balance	**(46)**	*21*
Equity instruments through other comprehensive income		
This represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income (OCI), under an irrevocable option, net of amounts reclassified to retained earnings when such assets are disposed off.		
At the commencement of the year	**4,374**	*9,199*
Movements during the year	**-**	*-*
Changes in fair value of investment in equity shares	**6,507**	*(4,825)*
	10,881	*4,374*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

18 Non-current financial liability - Borrowings

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Secured			
Term loans from Banks	**6,035**	*8,463*	*9,852*
Loan against vehicles	**17**	*5*	*10*
	6,052	*8,468*	*9,862*

18.1 Rupee loan from HDFC Bank Limited of ₹ 3,000 Lakhs (current outstanding - ₹ 750 Lakhs) which is repayable in 4 equal half yearly installments of ₹ 750 Lakhs each from 3rd March 2016 to 3rd September 2017. The loan is secured by extension of charge of an equitable mortgage, by deposit of title deeds of Singampatti estates together with Buildings and structures thereon in favour of HDFC Bank Limited. The rate of interest on the loan is ranging from 9.1% to 10.5%.

18.2 Rupee loan from Kotak Mahindra Bank Limited of ₹ 5,000 Lakhs (current outstanding - ₹ 5,000 Lakhs) of which ₹ 1,500 Lakhs is repayable in 8 equal quarterly installments of ₹ 113 Lakhs each, from 30th June, 2017 to 30th June, 2019 and 4 equal quarterly installments of ₹ 150 Lakhs each, from 30th September, 2019 to 30th June, 2020; ₹ 3,500 Lakhs is repayable in 8 equal quarterly installments of ₹ 262 Lakhs each, from 30th September, 2017 to 31st March, 2019 and 4 equal quarterly installments of ₹ 350 Lakhs each, from 30th June, 2019 to 31st March, 2020. The loan is secured by extension of charge of an equitable mortgage by deposit of title deeds of Akurdi Land together with Buildings and structures thereon in favour of Kotak Mahindra Bank Limited. The rate of interest on the loan is ranging from 9.1% to 11%.

18.3 Rupee loan from The Hongkong and Shanghai Banking Corporation Limited of ₹ 2,500 Lakhs (current outstanding - ₹ 1,000 Lakhs) is repayable in 5 equal half yearly installments of ₹ 500 Lakhs each from 23rd December 2015 to 23rd December 2017.The loan is secured by extension of charge of an equitable mortgage by deposit of title deeds of Mudis estates together with Buildings and structures thereon in favour of said The Hongkong and Shanghai Banking Corporation Limited. The rate of interest on the loan is ranging from 9.1% to 10.5%.

18.4 Rupee loan from The Federal Bank Limited of ₹ 2,500 Lakhs (current outstanding - ₹ 2,239 Lakhs) is repayable in 18 quarterly installments of ₹ 139 Lakhs each from October 2016 to January 2021. The loan is secured by extension of pari passu charge of an equitable mortgage by deposit of title deeds of Mudis estates together with Buildings and structures thereon in favour of The Federal Bank Limited. The rate of interest on the loan is ranging from 9.1% to 10.5%.

18.5 Loan against vehicles are secured by lien on vehicle purchased. The rate of interest on the loan is ranging from 5% to 10% and is repayable in 60 equal installments.

The Company's exposure to liquidity risk and interest risk related to borrowings is disclosed in Note 41 and Note 43 respectively.

19 Non-current financial liabilities - Other financial liabilities

Security deposits	**51**	*34*	*-*
	51	*34*	*-*

20 Provisions

Provision for employee benefits			
Compensated absences [Refer Note 37]	**154**	134	111
	154	134	111

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

21 Current financial liabilities - Borrowings

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Secured			
Cash credit / WCDL, short term loans and packing credit (Refer Note 21.1 to 21.6)	**3,392**	*11,187*	*7,773*
Unsecured			
Loans repayable on demand from banks (Refer Note 21.7)	**5,804**	*6,500*	*6,500*
Loans repayable on demand from other parties (Refer Note 21.9)	**1,300**	-	*1,000*
Loans and advances from related parties (Refer Note 21.8)	**4,000**	*4,000*	*4,000*
Commercial paper (Refer Note 21.10)	**10,000**	-	-
	24,496	*21,687*	*19,273*

21.1 Cash credit from Axis Bank Limited as at 31st March 2017 is NIL (as at 31st March 2016: ₹ 2,869 Lakhs, 1st April 2015 is ₹ 895 Lakhs), is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Elkhill Estates. The rate of interest on the loan is ranging from 11% to 13%.

21.2 Cash Credit from HDFC Bank Limited of ₹ NIL (as at 31st March 2016 is ₹ 1,826 Lakhs and as at 1st April 2015 is ₹ 1,960 Lakhs), is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Singampatti Estates. The rate of interest on the loan is ranging from 11% to 13%.

21.3 Agriculture loan from HDFC Bank Limited of ₹ 103 Lakhs (as at 31st March 2016 is ₹ 700 Lakhs and as at 1st April 2015 is NIL), is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Singampatti Estates. The rate of interest on the loan is ranging from 9% to 11%.

21.4 Packing Credit/ Cash Credit / WCDL from The Hongkong and Shanghai Banking Corporation Limited of ₹ 1,000 Lakhs (as at 31st March 2016 is ₹ 2,201 Lakhs and as at 1st April 2015 is ₹ 4,432 Lakhs) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Mudis Estates. The rate of interest on the loan is ranging from 9% to 11%.

21.5 Packing credit/ WCDL from Federal Bank Limited of ₹ 2,289 Lakhs (as at 31st March 2016 is ₹ 2,788 Lakhs and as at 1st April 2015 is ₹ 232 Lakhs) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Mudis Estates. The rate of interest on the packing credit is 6 Months LIBOR plus 1 % and on WCDL is ranging from 9% to 10%.

21.6 Cash Credit/ Overdraft from Kotak Bank Limited of NIL (as at 31st March 2016 is ₹ 442 Lakhs and as at 1st April 2015 is NIL), is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis. The rate of interest on the loan is ranging from 9% to 11%.

21.7 Outstanding unsecured loan of ₹ 5,804 Lakhs (as at 31st March 2016 is ₹ 6,500 Lakhs and as at 1st April 2015 is ₹ 6,500 Lakhs), is payable to banks. The tenure of loan is short term and it is repayable on demand. The rate of interest on the loan is ranging from 9% to 11.5%.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

21.8 Outstanding Inter Corporate Deposit of ₹ 4,000 Lakhs (as at 31st March 2016 is ₹ 4,000 Lakhs and as at 1st April 2015 is ₹ 4,000 Lakhs) from Britannia Industries Limited (a step down subsidiary company) which carries interest @ 12%. It is unsecured and repayable on demand.

21.9 Outstanding Inter Corporate Deposit of ₹ 1,300 Lakhs (as at 31st March 2016 is NIL and as at 1st April 2015 is NIL) from non-related parties which carries interest @ 12%. It is unsecured and repayable on demand.

21.10 During the year Company has issued commercial paper of ₹ 10,000 Lakhs (as at 31st March 2016 is NIL and as at 1st April 2015 is NIL) to ICICI Prudential Mutual fund which carries coupon of 7% to 7.5% for a tenor of 90 days. It is an unsecured facility.

The Company's exposure to liquidity risk and interest risk related to borrowings is disclosed in Note 41 and Note 43 respectively.

22 Current financial liabilities - Trade payables

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Due to Micro and small enterprises (Refer Note 47)	**14**	-	-
Due to others	**1,523**	*1,664*	*2,633*
Accrual for expenses	**810**	*917*	*627*
	2,347	*2,581*	*3,260*

All trade payables are current. The Company's exposure to liquidity risk and currency risk related to trade payables is disclosed in Note 41 and Note 42 respectively.

23 Current financial liabilities - Other financial liabilities

Current maturities of long-term debt (Refer Note 18)	**2,953**	*2,922*	*6,532*
Interest accrued but not due on borrowings	**437**	*131*	*126*
Unpaid dividends*	**109**	*101*	*94*
Employee benefits payable	**344**	*240*	*104*
Security deposits	**325**	*322*	*368*
Expense payable (related parties)	**86**	*32*	*31*
Expense payable (other than related parties)	**395**	*427*	*212*
	4,649	*4,175*	*7,467*

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

The Company's exposure to liquidity and currency risk related to trade payables is disclosed in Note 41 and Note 42 respectively

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

24 Other current liabilities

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Advances from customers	**11**	*6*	*11*
Statutory dues payable (includes VAT, excise duty, provident fund, withholding taxes, etc.)	**151**	*159*	*157*
Deferred revenue	**28**	*57*	*83*
	190	*222*	*251*

25 Provisions

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Provision for employee benefits			
Gratuity [Refer Note 37]	**-**	*122*	*188*
Pension and superannuation funds	**70**	*118*	*128*
Compensated absences [Refer Note 37]	**23**	*20*	*93*
	93	*260*	*409*

26 Revenue from operations

	For the year ended 31 March, 2017	*For the year ended 31 March, 2016*
A. Sales of products and services		
Sale of products (including excise duty)	**26,472**	*24,446*
Less: Discounts and deductions	**(97)**	*(58)*
Sale of services	**15**	*17*
	26,390	*24,405*
B. Other operating income		
Export benefits and other incentives	**422**	*254*
Scrap sales	**104**	*111*
Others	**1**	*112*
	527	*477*
	26,917	*24,882*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

27 Other income

	For the year ended 31 March, 2017	*For the year ended 31 March, 2016*
Interest on deposits at amortised cost		
- with banks	**18**	*9*
- with others	**1,679**	*1,783*
Rent received	**59**	*103*
Net gain on sale of investments	**1,063**	*-*
Net gain on foreign currency transactions	**242**	*76*
Provisions no longer required written back	**87**	*250*
Gain on fair valuation of biological assets	**58**	*45*
Profit on sale / disposal of assets (net)	**1,421**	*2*
Guarantee commission	**111**	*-*
Dividend income on equity instruments at FVTOCI	**148**	*237*
Mark to market gain on forward contracts	**-**	*64*
Miscellaneous income	**50**	*108*
	4,936	*2,677*

28 Cost of materials consumed

Opening stock	**421**	*543*
Add: Purchases during the year	**8,122**	*7,815*
Less: Closing stock	**(490)**	*(421)*
	8,053	*7,937*

29 Changes in inventories of finished goods (including stock-in-trade) and work in progress

Opening stock		
Finished goods (including stock-in-trade)	**5,545**	*5,901*
Work-in-process	**155**	*354*
Less:		
Closing stock		
Finished goods (including stock-in-trade)	**2,082**	*5,545*
Work-in-process	**289**	*155*
Changes in inventories		
Finished goods (including stock-in-trade)	**3,463**	*356*
Work-in-process	**(134)**	*199*
Changes in inventories of finished goods (including stock-in-trade) and work in progress	**3,329**	*555*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

30 Employee benefits expense

	For the year ended 31 March, 2017	*For the year ended 31 March, 2016*
Salaries and wages	**6,757**	*6,831*
Contribution to provident and other funds	**533**	*482*
Expenses related to post employment defined benefit plan (refer Note 37)	**164**	*169*
Expenses related to compensated absences (refer Note 37)	**35**	*61*
Staff welfare expenses	**94**	*177*
	7,583	*7,720*

31 Finance costs

Interest expense on financial liabilities measured at amortised cost	**3,368**	*3,139*
	3,368	*3,139*

32 Other expenses

Processing charges	**1,276**	*1,223*
Stores and spares consumed	**1,244**	*1,374*
Repairs and maintenance:		
- Buildings	**215**	*204*
- Plant and machinery	**255**	*257*
- Others	**113**	*156*
Rent (Refer Note 38)	**161**	*101*
Rates and taxes	**115**	*137*
Insurance	**120**	*92*
Power and fuel	**1,144**	*1,441*
Selling and promotion expenses	**209**	*346*
Legal and professional fees	**526**	*438*
Freight and forwarding charges	**657**	*717*
Travelling and conveyance	**263**	*286*
Printing and stationery expenses	**70**	*73*
Bank charges	**34**	*44*
Advances written off	**6**	*24*
Security charges	**54**	*48*
Provision for doubtful trade receivables / advances / deposits	**162**	*122*
Directors sitting fees	**12**	*15*
Communication expenses	**82**	*77*
Brand equity and shared service expenses	**110**	*105*
Payments to auditor (Refer Note 50)	**46**	*38*
Corporate social responsibility (CSR) expenditure (Refer Note 9)	**14**	*47*
Mark to market loss on forward contracts	**115**	*-*
Miscellaneous expenses	**795**	*711*
	7,797	*8,076*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

33 Earnings per share (EPS)

Earnings per share has been computed as under:

	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Loss for the year	**(320)**	*(3,271)*
Weighted average number of equity shares outstanding	**69,771,900**	*69,771,900*
Basic earnings per share	**(0.46)**	*(4.69)*
Diluted earnings per share	**(0.46)**	*(4.69)*

34 Explanation of transition to Ind AS

For the purposes of reporting as set out in Note 1, the Company has transitioned its basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies set out in Note 1 have been applied in preparing the financial statements for the year ended 31 March, 2017, the comparative information presented in these financial statements for the year ended 31 March, 2016 and in the preparation of an opening Ind AS balance sheet at 1 April, 2015 (the "transition date").

In preparing the opening Ind AS balance sheet, the amounts reported in financial statements prepared in accordance with IGAAP have been adjusted . An explanation of how the transition from IGAAP to Ind AS has affected the Company's financial performance, cash flows and financial position is set out in the following tables and the notes that accompany the tables. On transition, we did not revise estimates previously made under IGAAP except where required by Ind AS.

A Optional exemptions availed

1 Business Combinations

Ind AS 101 provides an option to apply Ind AS 103 prospectively from the date of transition. The Company elected to apply Ind AS 103 prospectively to business combinations after the date of transition. Business combinations occurred prior to the transition date have not been re-stated. The Company has applied the same exemption for investments in subsidiaries and associates.

2 Deemed cost

Ind AS 101 permits the entity to elect to continue with the carrying value for all its property, plants and equipments recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP, and use it as the deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38-Intangible assets, investment properties covered by Ind AS 40- Investment property and investment in subsidiaries and associates.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets, investment properties and investment in subsidiaries and associates at their previous GAAP carrying value, which will be treated as deemed cost as on the date of transition.

3 Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries and associates) as at fair value through other comprehensive income (FVTOCI) based on facts and circumstances at the date of transition to Ind AS (rather than at initial recognition). Other equity investments are classified at fair value through profit and loss.

The Company has opted to avail this exemption to designate certain equity investments as FVTOCI on the date of transition.

4 Cumulative translation differences

As per Ind AS 101, an entity may deem that the cumulative translation differences for all foreign operations to be zero as at the date of transition by transferring any such cumulative differences to retained earnings. The Company has elected to avail of the above exemption.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

B Mandatory exceptions

1 Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error.

However, the estimates are adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL and/ or FVTOCI.
- Fair valuation of biological assets measured at fair value less cost to sell.
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Derecognition of financial assets and liabilities

As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the derecognition principles of Ind AS 109 retrospectively as reliable information was available at the time of initially accounting for these transactions.

3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Reconciliation of equity as at 1 April, 2015 and 31 March, 2016

Particulars	**Footnote ref.**	*As at 1 April, 2015*	*As at 31 March, 2016*
Net worth under previous GAAP		25,795	21,625
Summary of Ind AS adjustments			
Amortization of upfront fees on fixed rate loans	1	23	21
Fair valuation of tea leaves	2	114	158
Fair valuation of forward contracts	3	51	115
Deferral of revenue on account of volume discount	4	(33)	(21)
Deferral of revenue recognised on dispatch for sales on CIF terms	4	(17)	(13)
Amortization of interest under effective interest rate method for interest free security deposits	5	1	3
Amortization of prepaid rent recognised on fair valuation of interest free security deposits	5	(2)	(3)
Additional depreciation on development plantations	6	-	(63)
Reversal of dividend distribution	7	698	-
Fair valuation of investment in equity shares	8	9,199	4,374
Deferred tax on above Ind AS adjustments	9	(53)	
Deferred tax on indexation of Land converted into Stock in trade in 2006-07	9	415	415
Other changes in equity			
Reversal of dividend distribution	7	-	840
Total Ind AS adjustments		10,396	5,826
Net worth under Ind AS		36,191	27,451

Reconciliation of Total comprehensive income for the year ended on 31st March 2016

Particulars	**Footnote ref.**	*For the year ended 31 March, 2016*
Total comprehensive income under previous GAAP		(3,313)
Summary of Ind AS adjustments		
Amortization of upfront fees on fixed rate loans	1	(3)
Fair valuation of tea leaves	2	45
Fair valuation of forward contracts	3	64
Deferral of revenue on account of volume discount	4	11
Deferral of revenue recognised on dispatch for sales on CIF terms	4	4
Amortization of interest under effective interest rate method for interest free security deposits	5	2
Amortization of prepaid rent recognised on fair valuation of interest free security deposits	5	(2)
Additional depreciation on development plantations	6	(63)
Fair valuation of investment in equity shares	8	(4,825)
Changes in foreign currency translation reserve		(17)
Deferred tax on Ind AS adjustments	9	53
Total Ind AS adjustments		(4,731)
Comprehensive income under Ind AS		(8,044)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Notes to the reconciliation:

1 Interest bearing loans and borrowings

Under previous GAAP, transaction costs incurred in connection with interest bearing loans and borrowings are amortized upfront and charged to Statement of Profit and Loss for the period. Under Ind-AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss using the effective interest method.

2 Biological assets

Under Ind AS biological assets are recognized and measured at its fair value less costs to sell on initial recognition date and at the end of each reporting period. Ind AS defines a biological asset as a living animal or plant but excludes bearer plant from its definition.

Tea leaves and coffee fruits are required to be recognised as biological assets and needs to be measured at fair value.

3 Forward contracts

Under previous GAAP, the Company did not account for any losses / gains on account of derivative contracts. Under Ind AS, all derivative contracts are required to be marked to market at each period end with mark to market gains and losses recognised in the statement of profit and loss.

4 Deferral of revenue

Under Ind AS, revenue shall be measured at the fair value of the consideration received or receivable taking into account the amount of any trade discounts and volume rebates allowed by the entity. Accordingly, revenue to the extent of free goods sold has been deferred.

Further, difference in timing of revenue recognition of export sales has been aligned on transition to Ind AS.

5 Security deposits

Under previous GAAP, security deposits are carried at their face values. Under Ind AS, non-cancellable deposits (not in the nature of statutory deposits) are required to be measured at their fair values at inception using an appropriate discounting rate. The difference between the book value and the discounted value on the date of inception shall be treated as prepaid lease rent, which shall be amortized on a straightline basis, whereas the imputed interest shall be accrued on the security deposits based on "Effective Interest Rate" method.

6 Depreciation

The depreciation on plantations shall have to be computed on the basis of useful/remaining useful life of the plantations as on the reporting date. Owing to the said requirement, an amount representing additional depreciation on the plantations have been recorded.

7 Proposed dividend

Under previous GAAP, proposed dividends are recognised as a liability in the period to which they relate, irrespective of when they are declared. Under Ind-AS, a proposed dividend is recognised as a liability in the period in which it is declared by the Company (usually when approved by shareholders in a general meeting) or paid. In the case of the Company, the declaration of dividend occurs after period end. Therefore, the liability of ₹ 698 Lakhs recorded for this dividend has been derecognised against retained earnings.

8 FVTOCI financial assets:

Under Previous GAAP, the Company accounted for long term investments in unquoted and quoted equity shares as investment measured at cost less provision for other than temporary diminution in

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

the value of investments. Under Ind-AS, the Company has designated such investments as FVTOCI investments. Ind-AS requires FVTOCI investments to be measured at fair value. At the date of transition to Ind-AS, difference between the instruments fair value and previous GAAP carrying amount has been recognised as a separate component of equity, in the FVTOCI reserve, net of related deferred taxes.

9 Deferred tax assets (net) :

Previous GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under previous GAAP.

Also, certain properties of the Company were converted into stock-in-trade during the year 2006-07. As per the taxation laws, the benefit of indexation of cost of purchase for such properties would be allowed until the date of conversion i.e. until the year 2006-07 and hence a deferred tax asset of ₹ 415 Lakhs is created on these properties.

10 Statement of cash flows

The transition from previous GAAP to Ind AS has not had a material impact on the statement of cash flows.

35 Tax expense

(a) Amounts recognised in Statement of Profit and Loss

	For the year ended 31 March, 2017 **₹ in Lakhs**	*For the year ended 31 March, 2016* ₹ in Lakhs
Current tax		
Current year	**-**	*3*
Income-tax refund relating to prior years	**(36)**	-
	(36)	*3*
Deferred income tax liability / (asset), net		
Origination and reversal of temporary differences	**-**	*52*
Deferred tax expense	**-**	*52*
Tax expense for the year	**(36)**	*55*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(b) Amounts recognised in other comprehensive income

₹ in Lakhs	For the year ended 31 March, 2017			*For the year ended 31 March, 2016*		
	Before tax	**Tax (expense) benefit**	**Net of tax**	*Before tax*	*Tax (expense) benefit*	*Net of tax*
Equity Instruments through Other Comprehensive Income	**6,507**	**-**	**6,507**	*(4,825)*	*-*	*(4,825)*
Remeasurements of the defined benefit plans	**(17)**	**-**	**(17)**	*69*	*-*	*69*
Exchange differences in translating the financial statements of a foreign operation	**(67)**	**-**	**(67)**	*(17)*	*-*	*(17)*
	6,423	**-**	**6,423**	*(4,773)*	*-*	*(4,773)*

(c) Reconciliation of effective tax rate

	For the year ended 31 March, 2017 ₹ in Lakhs	*For the year ended 31 March, 2016* ₹ in Lakhs
Profit before tax	**(356)**	*(3,216)*
Tax using the Company's domestic tax rate (Current year 30.9% and Previous Year 30.9%)	**(110)**	*(994)*
Tax effect of:		
Permanent differences	**112**	*60*
Temporary differences on which no deferred tax asset is recognised	**5**	*(139)*
Dividend income exempt from income-tax	**(46)**	*(73)*
Capital gains tax set off against business loss of the current year*	**0**	*(22)*
Portion of income/loss chargeable to tax under Tamil Nadu and Karnataka state laws (laws abolished in the respective states)	**24**	*845*
Current period's losses for which no deferred tax asset is recognised	**14**	*323*
Tax pertaining to previous periods	**-**	*4*
Previous period deferred tax asset reversed in the current period due to absence of reasonable certainty	**-**	*104*
Reversal of deferred tax liabilities on Ind AS adjustments as on the date of transition	**-**	*(53)*
Income tax refund pertaining to earlier years	**(36)**	*-*
	(36)	*55*

* includes amount less than ₹ 1 Lakh

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

36 Managerial remuneration

a) The Company, during the financial year 2015-16 had paid remuneration to one of its Managing Directors, Mr. Ness Wadia ₹ 290 Lakhs (excluding retirals of ₹ 59 Lakhs) which was in excess of limits specified in Schedule V of the Companies Act, 2013. In view of loss incurred during the year an application has been made to the Central Government for the approval of remuneration as Mr. Ness Wadia holds direct and indirect interest in the capital of the Company.

b) The Company, during the financial year 2016-17 has paid remuneration to its Managing Director, Mr. Ness Wadia ₹ 290 Lakhs (excluding retirals of ₹ 59 Lakhs) which is in excess of limits specified in Schedule V of the Companies Act, 2013. In view of loss incurred during the year an application has been made to the Central Government for approval of the remuneration as Mr. Ness Wadia holds direct and indirect interest in the capital of the Company.

37 Employee benefits (Ind AS 19)

(a) Defined contribution plans

Amount recognized as an expense and included in Note 30 under the head "Contribution to Provident and Other Funds" of Statement of Profit and Loss are as follows:

(₹ in Lakhs)	**31 March, 2017**	*31 March, 2016*
Employer's Contribution to Government Provident Fund *	**136**	*140*
Employer's Contribution to Superannuation Fund	**80**	*88*
Employer's Contribution to Family Pension Fund	**239**	*247*
Total	**455**	*475*

* The eligible employees of the Company are entitled to receive post employment benefits in respect of provident fund, in which both the employees and the Company make monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employees' eligible salary). The contributions are made to the provident fund managed by the trust set up by the Company, or to the Regional Provident Fund Commissioner (RPFC) which are charged to the Standalone Statement of Profit and Loss as incurred. In respect of contribution to RPFC, the Company has no further obligations beyond making the contribution, and hence, such employee benefit plan is classified as Defined Contribution Plan. In respect of contribution to trust set up by the Company, such employee benefit plan is classified as Defined Benefit Plan. Refer Note (c) below.

(b) Defined benefit plans- Gratuity:

The Company has The Bombay Burmah Trading Corporation Limited Covenanted Staff' Gratuity Fund, The Bombay Burmah Trading Corporation Limited Employees Gratuity Fund (non-covenanted), Dental Products of India and Electromags divisions Employees Group Gratuity Scheme, which are funded defined benefit plans for qualifying employees.

(i) The Scheme in relation to The Bombay Burmah Trading Corporation Limited Employees Gratuity Fund (i.e. for Non-covenanted employees), Dental Products of India and Electromags division Employees Group Gratuity Scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

(ii) The Scheme in relation to The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund provides for lump sum payment to vested employees based on a combination of factors such as length of service and manner of cessation of service viz. retirement, death/ disability, termination. In

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

case of resignation where the service is 5 years of more but less than 10 years, the gratuity is computed based on 15 days salary for every completed year or part thereof in excess of 6 months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

Vesting (for both the funds mentioned above) occurs only upon completion of five years of service, except in case of death or disability. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at balance sheet date.

Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment Risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
Interest Risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity Risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of defined obligation were carried out as at 31 March, 2017 by Armstrong International Employee Benefits Solution, member of the Institute of Actuaries of India. The present value of the defined benefit obligation and the related current service cost were measured using the projected unit credit method.

The following tables summarise the components of defined benefit expense recognised in the statement of profit and loss / OCI and the funded status and amounts recognised in the Balance Sheet for gratuity plans:

	31 March, 2017	*31 March, 2016*
1 Reconciliation of net defined benefit asset / (liability)		
(a) Reconciliation of present value of defined benefit obligation		
Obligations at 1 April	**2,527**	*2,546*
Service cost	**155**	*166*
Interest cost	**200**	*190*
Benefits settled	**(258)**	*(232)*
Actuarial loss / (gain) due to demographic assumption changes	**20**	*(35)*
Actuarial loss due to financial assumptions	**41**	*18*
Actuarial loss / (gain) due to experience adjustments	**51**	*(126)*
Obligations at the year end 31 March	**2,736**	*2,527*
(b) Reconciliation of present value of plan asset		
Plan assets at 1 April at fair value	**2,405**	*2,358*

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			31 March, 2017	31 March, 2016
		Expected return on plan assets	**192**	*187*
		Return on assets excluding interest income	**95**	*(75)*
		Contributions	**361**	*167*
		Benefit settled	**(258)**	*(232)*
		Plan assets as at 31 March at fair value	**2,794**	*2,405*
	(c)	Reconciliation of net defined benefit asset/ (liability)		
		Present value of obligation as at 31 March	**2,736**	*2,527*
		Plan assets at 31 March at fair value	**2,794**	*2,405*
		Amount recognised in balance sheet asset / (liability)	**58**	*(122)*
2	Expenses recognised in the statement of profit and loss under Employee benefits expense			
	Current service cost		**155**	*166*
	Interest cost		**200**	*190*
	Expected return on plan assets and contribution		**(192)**	*(187)*
	Amount charged to the statement of profit and loss		**164**	*169*
3	Remeasurements recognised in Other Comprehensive Income (OCI)			
	Actuarial loss / (gain) on defined benefit obligation		**112**	*(144)*
	Return on plan assets excluding interest income		**(95)**	*75*
	Loss / (gain) recognised in statement of other comprehensive income		**17**	*(69)*
4	Maturity profile of defined benefit obligation			
	Within the next 12 months		**403**	*344*
	Between 1 and 5 years		**842**	*810*
	5 years and above		**1,397**	*612*
5	Weighted average duration of defined benefit obligation (years)		**10**	*10*
6	Investment details		**% Invested**	*% Invested*
	Central government securities		**1.77%**	*2.21%*
	Public sector bonds		**1.69%**	*2.00%*
	State government securities		**-**	*0.05%*
	Insurer managed funds		**87.69%**	*82.16%*
	Others (including bank balances)		**8.85%**	*13.58%*
			100%	*100%*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

		As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
7	Principal actuarial assumptions:			-
	Discount factor [Refer note (i) below]	**7.40%**	*7.80%*	*7.80%*
	Estimated rate of return on plan assets [Refer note (ii) below]	**7.80%**	*10%*	*10%*
	Attrition rate:			
	Age related (service related):			
	5 years and above	**6%**	*3%*	*3%*
	Below 5 years	**6%**	*3%*	*3%*
	Salary escalation rate (p.a.)	**6%**	*5%*	*6%*
	Retirement age (in years)	**58**	*58*	*58*
	Mortality tables	**Indian Assured Lives Mortality (2006-08)**	*Indian Assured Lives Mortality (2006-08)*	*Indian Assured Lives Mortality (2006-08)*

8 The Company expects to make a contribution of ₹ 155 Lakhs (31 March, 2016: ₹ 169 Lakhs) to the defined benefit plans during the next financial year.

Notes:

(i) The discount rate is based on the prevailing market yield on government securities as at the balance sheet date for the estimated term of obligations.

(ii) The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.

(iii) The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

9 Sensitivity analysis

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

		31 March, 2017	31 March, 2016
A.	Discount rate		
	Discount rate +100 basis points	**2,553**	*2,355*
	Impact on defined benefit obligation	**-6.74%**	*-6.81%*
	Discount rate -100 basis points	**2876**	*2,649*
	Impact on defined benefit obligation	**5.09%**	*4.85%*
B.	Salary increase rate		
	Salary rate +100 basis points	**2,877**	*2,650*
	Impact on defined benefit obligation	**5.12%**	*4.89%*
	Salary rate -100 basis points	**2,549**	*2,351*
	Impact on defined benefit obligation	**-6.85%**	*-6.94%*
C.	Attrition rate		
	Attrition rate +100 basis points	**2,744**	*2,512*
	Impact on defined benefit obligation	**0.24%**	*-0.59%*
	Attrition rate -100 basis points	**2,690**	*2,473*
	Impact on defined benefit obligation	**-1.72%**	*-2.14%*
D.	Mortality rate		
	Mortality rate increases by 10%	**2,706**	*2,494*
	Impact on defined benefit obligation	**-1.14%**	*-1.29%*

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

C. Defined benefit plans- Provident fund:

The Provident fund assets and liabilities are managed by Trust "The Bombay Burmah Trading Corporation Limited Employees Provident Fund" in line with The Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

The plan guarantees minimum interest at the rate notified by the provident fund authorities. The contribution by the employer and employee together with the interest accumulated thereon are payable to employees at the time of separation from the Company or retirement, whichever is earlier. The benefit vests immediately on rendering of the services by the employee. In terms of the guidance note issued by the Institute of Actuaries of India for measurement of provident fund liabilities, the actuary has provided a valuation of provident fund liability and based on the assumptions provided below, there is no shortfall as at 31 March, 2017.

The Company contributed ₹ 58 Lakhs (31 March, 2016: ₹ 64 Lakhs) towards Bombay Burmah Employees Provident Fund Trust during the year ended 31 March, 2017.

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The details of The Bombay Burmah Trading Corporation Limited Employees Provident Fund obligation and plan assets position as at 31st March is given below:

(₹ in Lakhs)

Particulars	31 March, 2017	31 March, 2016
Present value of benefit obligation at period end	**1,922**	*1,779*
Plan assets at period end, at fair value, restricted to	**1,922**	*1,779*
Asset recognized in Balance Sheet	**-**	*-*

Assumptions used in determining the present value obligation of the interest rate guarantee under the Projected Unit Credit Method (PUCM):

Particulars	31 March, 2017	31 March, 2016
Discounting rate	**7.36%**	*7.82%*
Estimated rate of return on plan assets	**7.82%**	*7.85%*
Salary increase	**5%**	*5%*
Attrition rate	**3%**	*3%*
Expected guaranteed interest rate	**8.65% ***	*8.80%*

* Rate mandated by EPFO for the FY 2016-17 and the same is used for valuation purpose.

(d) Other Long term employee benefits- Compensated absences:

The Company's liability on account of compensated absences is not funded and hence the disclosures relating to the planned assets are not applicable. Expenses incurred towards compensated absences are included in Note 30 under "Employee benefits expense" in the statement of profit and loss of ₹ 35 Lakhs (31 March, 2016: ₹ 61 Lakhs).

38 Leases

Operating lease disclosure

1 The Company has taken various residential / commercial premises and plant and machinery under operating leases. These lease agreements are normally renewed on expiry. The lease payments recognised in statement of profit and loss is ₹ 161 Lakhs (31 March, 2016: ₹ 101 Lakhs).

2 Future minimum rental payables under non-cancellable operating lease

Sr. No	Particulars	Year ended 31 Mar 2017	Year ended 31 Mar 2016
(i)	Not later than one year	**-**	*19*
(ii)	Later than one year and not later than five years	**-**	*13*
(iii)	More than five years	**-**	*-*

3 One of the leased properties that is no longer required for use by the Company has been sublet. The lease and sublease arrangements are renewable at the end of each year. Sublease receipts recognised in the statement of profit and loss account is ₹ 21 Lakhs (31 March, 2016: ₹ 20 Lakhs)

39 Financial instruments – Fair values and risk management

1. Financial instruments – Fair values and risk management

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

A. Accounting classification and fair values **₹ in Lakhs**

	Carrying amount				Fair value			
31 March, 2017	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets								
Cash and cash equivalents	-	-	2,721	2,721	-	-	-	-
Bank balances other than above	-	-	109	109	-	-	-	-
Non-current investments	-	314	-	314	5	309	-	314
Long-term loans and advances	-	-	95	95	-	-	-	-
Short-term loans and advances	-	-	14,451	14,451	-	-	-	-
Trade and other receivables	-	-	3,519	3,519	-	-	-	-
Other Non-current financial asset	-	-	582	582	-	-	-	-
Other Current financial asset	-	-	106	106	-	-	-	-
	-	**314**	**21,583**	**21,897**	**5**	**309**	**-**	**314**
Financial liabilities								
Long term borrowings	-	-	6,052	6,052	-	-	-	-
Short term borrowings	-	-	24,496	24,496	-	-	-	-
Trade and other payables	-	-	2,347	2,347	-	-	-	-
Other Non-Current financial liabilities	-	-	51	51	-	-	-	-
Other Current financial liabilities	-	-	4,649	4,649	-	-	-	-
	-	**-**	**37,594**	**37,594**	**-**	**-**	**-**	**-**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

	Carrying amount				Fair value			
31 March, 2016	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets								
Cash and cash equivalents	-	-	509	509	-	-	-	-
Bank balances other than above	-	-	101	101	-	-	-	-
Non-current investments *	-	14,261	-	14,261	14,261	-	-	14,261
Current investments	-	-	-	-	-	-	-	-
Long-term loans and advances	-	-	96	96	-	-	-	-
Short-term loans and advances	-	-	15,420	15,420	-	-	-	-
Trade and other receivables	-	-	4,328	4,328	-	-	-	-
Derivative assets	115	-	-	115	-	115	-	115
Other Non-current financial asset	-	-	174	174	-	-	-	-
Other Current financial asset	-	-	73	73	-	-	-	-
	115	**14,261**	**20,700**	**35,076**	**14,261**	**115**	**-**	**14,376**
Financial liabilities								
Long term borrowings	-	-	8,468	8,468	-	-	-	-
Short term borrowings	-	-	21,687	21,687	-	-	-	-
Trade and other payables	-	-	2,581	2,581	-	-	-	-
Other Non-Current financial liabilities	-	-	34	34	-	-	-	-
Other Current financial liabilities	-	-	4,175	4,175	-	-	-	-
	-	**-**	**36,945**	**36,945**	**-**	**-**	**-**	**-**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

₹ in Lakhs

	Carrying amount				Fair value			
1 April, 2015	**FVTPL**	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets								
Cash and cash equivalents	-	-	5,334	5,334	-	-	-	-
Balances other than above	-	-	94	94	-	-	-	-
Non-current investments *	-	19,086	-	19,086	19,086	-	-	19,086
Long-term loans and advances	-	-	140	140	-	-	-	-
Short-term loans and advances	-	-	15,172	15,172	-	-	-	-
Trade and other receivables	-	-	4,903	4,903	-	-	-	-
Derivative assets	51	-	-	51	-	51	-	51
Other non-current financial asset	-	-	524	524	-	-	-	-
Other current financial asset	-	-	1,598	1,598	-	-	-	-
	51	**19,086**	**27,765**	**46,902**	**19,086**	**51**	**-**	**19,137**
Financial liabilities								
Long term borrowings	-	-	9,862	9,862	-	-	-	-
Short term borrowings	-	-	19,273	19,273	-	-	-	-
Trade and other payables	-	-	3,260	3,260	-	-	-	-
Other current financial liabilities	-	-	7,467	7,467	-	-	-	-
	-	**-**	**39,862**	**39,862**	**-**	**-**	**-**	**-**

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Equity securities	Market comparison technique: The valuation model is based on market multiples derived from quoted prices of companies comparable to the investee and the expected revenue and EBITDA of the investee.	a. Forecast annual revenue growth RATE b. Forecast EBITDA c. Adjusted market multiple	The estimated fair value would increase (decrease) if: - The annual revenue growth rate were higher/ (lower) - The EBITDA margins were higher/(lower)
Derivative instruments	Forward pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currency.	Not applicable	Not applicable

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

1 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed periodically.

An impairment loss for trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in profit or loss for the period.

At 31 March, 2017, the maximum exposure to credit risk for trade and other receivables by geographic region was as follows:

	Carrying amount	
	31 March, 2017	*31 March, 2016*
India	**2,737**	*3,071*
Other regions	**782**	*1,256*
	3,519	*4,328*

At 31 March, 2017, the Company's most significant customer, a manufacturer, accounted for ₹ 284 Lakhs of the trade and other receivables carrying amount (31 March, 2016 : ₹ 544 Lakhs).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Impairment

At 31 March, 2017, the ageing of trade and other receivables that were not impaired was as follows:

	Carrying amount	
	31 March, 2017	*31 March, 2016*
1 - 30 days	**1,754**	*1,853*
31 - 60 days	**900**	*1,217*
61 - 90 days	**536**	*616*
91 - 180 days	**230**	*459*
More than 180 Days	**595**	*657*
Loss allowance	**(497)**	*(474)*
Total	**3,519**	*4,328*

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 2,708 Lakhs at 31 March, 2017 (31 March, 2016: ₹ 487 Lakhs; 1 April, 2015: ₹ 5,299 Lakhs). The cash and cash equivalents are held with banks with good credit ratings and financial institution counter-parties with good market standing.

2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

As of 31 March, 2017, 31 March, 2016 and 1 April, 2015 the Company had unutilized credit limits from banks of ₹ 4,028 Lakhs, ₹ 295 Lakhs and ₹ 7,278 Lakhs respectively. As of 31 March, 2017, the Company had working capital of ₹ (1,975) Lakhs, including cash and cash equivalents of ₹ 2,721 Lakhs.

As of 31 March, 2016, the Company had working capital of ₹ 2,023 Lakhs, including cash and cash equivalents of ₹ 509 Lakhs.

As of 1 April, 2015 the Company had working capital of ₹ 7,212 Lakhs, including cash and cash equivalents of ₹ 5,334 Lakhs.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

31 March, 2017 (₹ in Lakhs)	**Carrying amount**	**Total**	**Less than 1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Rupee term loans from banks (Principal)	9,005	9,005	3,596	4,471	938	-
Interest on term loans		2,104	726	668	710	-
Short term borrowings	24,496	24,496	24,496	-	-	-
Non-current financial liabilities - Others	51	51	51	-	-	-
Other current financial liabilities	1,696	1,696	1,696	-	-	-
Trade and other payables	2,347	2,347	2,347	-	-	-
Corporate guarantees	-	42,923	11,024	11,024	20,876	-

31 March, 2016 (₹ in Lakhs)	**Carrying amount**	**Total**	**Less than 1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Rupee term loans from banks (Principal)	11,390	11,390	2,917	3,596	4,878	-
Interest on term loans from banks	-	3,163	1,059	726	1,378	-
Short term borrowings	21,687	21,687	21,687	-	-	-
Other current financial liabilities	1,253	1,253	1,253	-	-	-
Other non current financial liabilities	37	37	37	-	-	-
Trade and other payables	2,581	2,581	2,581	-	-	-

1 April, 2015 (₹ in Lakhs)	**Carrying amount**	**Total**	**Less than 1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Rupee term loans from banks (Principal)	16,394	16,394	7,032	2,917	5,824	621
Interest on term loans from banks	-	4,255	1,092	1,059	1,168	935
Short term borrowings	19,273	19,273	19,273			
Other current financial liabilities	935	935	935			
Trade and other payables	3,260	1,664	1,664			

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

3 Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in the Company's foreign currency revenues and costs.

The company is exposed to the following components of market risks:

a) Currency risk

b) Interest rate risk and

c) Price risk

a) Currency risk

The Company is exposed to currency risk on account of its borrowings and other payables in foreign currency. The functional currency of the Company is Indian Rupee. The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Company does not use derivative financial instruments for trading or speculative purposes. The Company uses forward contracts to hedge the foreign currency trade receivables. Following is the profile of outstanding forward exchange contracts

Category	Instrument	Currency	Amounts	Buy/Sell
Hedges against export sales	Forward contract	USD	NIL (31 March 2016:USD 47 Lakhs) (1 April, 2015: USD 54 Lakhs)	Sell
Hedges against export sales	Forward contract	EURO	NIL (31 March, 2016:EURO 5 Lakhs) 1 April, 2015: EURO 4 Lakhs)	Sell
Hedges against export sales	Forward contract	GBP	NIL (31 March, 2016: GBP 8 Lakhs) (1 April, 2015: GBP 8 Lakhs)	Sell

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at 31 March, 2017, 31 March, 2016 and 1 April, 2015 are as below:

(₹ in Lakhs)	**31 March, 2017**	**31 March, 2017**	**31 March, 2017**	**31 March, 2017**
	USD - INR equivalent	**EURO - INR equivalent**	**GBP - INR equivalent**	**SGD - INR equivalent**
Non derivative Financial assets				
Cash and cash equivalents	**2**	**-**	**-**	**-**
Trade and other receivables	**529**	**57**	**190**	**-**
	531	**57**	**190**	**-**
Non Derivative Financial liabilities				
Trade and other payables	**18**	**-**	**-**	**47**
	18	**-**	**-**	**47**
Net Exposure for Financial instruments	**513**	**57**	**190**	**(47)**

(₹ in Lakhs)	31 March, 2016	31 March, 2016	31 March, 2016	31 March, 2016
	USD - INR equivalent	EURO - INR equivalent	GBP - INR equivalent	SGD - INR equivalent
Non derivative Financial assets				
Cash and cash equivalents	5	-	8	-
Non Derivative Financial liabilities				
Trade and other payables	11	-	-	70
Net Exposure for Financial instruments	(6)	-	8	(70)

(₹ in Lakhs)	1 April, 2015	1 April, 2015	1 April, 2015	1 April, 2015
	USD - INR equivalent	EURO - INR equivalent	GBP - INR equivalent	SGD - INR equivalent
Non derivative Financial assets				
Cash and cash equivalents	145	5	-	-
Non Derivative Financial liabilities				
Trade and other payables	26	-	-	49
Net Exposure for Financial instruments	119	5	-	(49)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against US dollars, Euros, GBP, Singapore Dollars at March 31 would have affected the measurement of financial instruments and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in ₹ in Lakhs	Strengthening	Weakening
31 March, 2017		
10% movement		
USD	(51)	51
EUR1	(6)	6
GBP1	(19)	19
SGD	5	(5)

Effect in ₹ in Lakhs	Strengthening	Weakening
31 March, 2016		
10% movement		
USD	1	(1)
EUR1	-	-
GBP1	(1)	1
SGD	7	(7)

b **Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

Company's interest rate risk arises from borrowings. Borrowings issued at fixed rates exposes the Company to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	31 March, 2017	*31 March, 2016*	*1 April, 2015*
Fixed-rate instruments			
Financial assets	**17,584**	*16,200*	*20,973*
Financial liabilities	**6,052**	*8,468*	*9,862*
	23,636	*24,668*	*30,835*
Variable-rate instruments			
Financial assets	**-**	-	
Financial liabilities	**24,496**	*21,687*	*19,273*
	24,496	*21,687*	*19,273*
Total	**48,132**	*46,355*	*50,108*

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit or loss	
₹ in Lakhs	**100 bp increase**	**100 bp decrease**
31 March, 2017		
Variable-rate instruments		
Financial assets	-	-
Financial liabilities	(245)	245
Cash flow sensitivity (net)	(245)	245
31 March, 2016		
Variable-rate instruments		
Financial assets	-	-
Financial liabilities	(217)	217
Cash flow sensitivity (net)	(217)	217

The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

c Price Risk

Price risk the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices not related to interest rate risk or currency exchange risk, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

Exposure to price risk

The entity's exposure to equity securities price arises from investments held by the entity and classified in the balance sheet either as fair value through OCI. The quoted equity investments of the entity are publicly traded

	Nominal amount ₹ in Lakhs		
	31 March, 2017	*31 March, 2016*	*1 April, 2015*
Instruments exposed to price risk			
Equity instruments*	**4**	*14,112*	*19,069*
	4	*14,112*	*19,069*

* Refer Note 4.a - Non-current financial assets - Investments

Sensitivity analysis - Equity price risk

The table below summarizes the impact of increases/decreases of the index on the group's equity and profit for the period. The analysis is based on the assumption equity index had increased or decreased by 10%, with all other variables held constant, and that all the entity's equity instruments moved in line with the index.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

	Profit or loss		
(₹ in Lakhs)	**31 March, 2017**	*31 March, 2016*	*1 April, 2015*
Equity instruments *	**0**	*1,411*	*1,907*

* includes amount less than ₹ 1 Lakh

40 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's policy is to keep the ratio below 2.00. The Company's adjusted net debt to equity ratio is as follows

	₹ in Lakhs	
	As at 31 March, 2017	*As at 31 March, 2016*
Total borrowings	**33,512**	*33,097*
Less : Cash and cash equivalents	**2,721**	*509*
Adjusted net debt	**30,791**	*32,589*
Total equity	**32,713**	*27,449*
Adjusted equity	**32,713**	*27,449*
Adjusted net debt to adjusted equity ratio	**0.94**	*1.19*

41 Contingent liabilities and commitments (to the extent not provided for)

a. Sundry claims against the Company by employees and others not admitted (amount indeterminate). In the opinion of the management, the outcome of these claims is likely to be immaterial.

		₹ in Lakhs	
	31 March, 2017	*31 March, 2016*	*1 April, 2015*
b. Disputed demands (net of deposit) of Central Excise Department not provided for in respect of :			
(i) Plantations division	**148**	*34*	*29*
(ii) Erstwhile building products division	**3,553**	*3,553*	*3,553*

c. Disputed wage demands pending with the Industrial Tribunal ₹ 184 Lakhs (31 March, 2016: ₹ 184 Lakhs).

d. Damages and interest on alleged unauthorized occupation of residential premises determined by the Estate Officer of Life Insurance Corporation of India up to 31st March 2017 and disputed by the Corporation ₹ 134 Lakhs (31 March, 2016: ₹ 128 Lakhs).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

e. Matters under dispute relating to Income tax in respect of the erstwhile Electromags Automotive Products Private Limited (Auto Electric Components Division). A.Y. 2004-05 ₹ 3 Lakhs (31 March, 2016: ₹ 5 Lakhs), for the A.Y. 2009-10 ₹ 1 Lakhs (31 March, 2016: ₹ 64 Lakhs) and for A.Y. 2011-12 ₹ 2 Lakhs (31 March, 2016: ₹ 2 Lakhs).

f. The Company has export obligation of ₹ 599 Lakhs (31 March, 2016: ₹ 599 Lakhs) against the import licenses taken for import of capital goods under export promotion Capital Goods Scheme. The obligation to be fulfilled within period of 8 years (March 31, 2021).

g. The Company has given financial guarantee for a loan taken by a wholly-owned step down subsidiary for USD 66.30 millions. (₹ 42,923 Lakhs) (31 March, 2016: NIL)

The Company believes, based on current knowledge and after consultation with eminent legal counsel that the resolution of the above matter will not have material adverse effect on the financial statements of the Company.

42 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2016-17, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(₹ in Lakhs)

Particulars	**As at 31 March, 2017**	*As at 31 March, 2016*	*As at 1 April, 2015*
i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)			
Principal amount due to micro and small enterprise	**14**	-	-
Interest due on above	**1**	-	-
ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	**-**	-	-
iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006.	**-**	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	**-**	-	-
v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	**-**	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

43 Dividend

After the reporting dates, the following dividends were proposed by the directors subject to the approval at the annual general meeting.

(₹ in Lakhs)

Particulars	31 March, 2017	31 March, 2016
Dividend proposed to equity shareholders @ ₹ 1 per share (31 March, 2016: ₹ 1 per share)	**698**	*698*
Dividend distribution tax (DDT) on equity dividend proposed	**142**	*142*
Total	**840**	*840*

The following dividends were paid by the Company during the year:

Particulars	31 March, 2017	31 March, 2016
Final dividend for FY 2015-16 ₹ 1 per equity share (FY 2014-15: ₹ 1 per equity share)	**698**	*698*
Dividend distribution tax (DDT) on equity dividend paid	**142**	-
Total	**840**	*698*

44 Corporate social responsibility (CSR)

During the year, the amount required to be spent on corporate social responsibility activities amounted to NIL (31 March, 2016: ₹ 24 Lakhs) in accordance with Section 135 of the Companies Act, 2013. The following amounts were spent during the year:

Particulars	31 March, 2017	31 March, 2016
Amount spent other than for construction/ acquisition of any asset	**14**	*47*
Amount accrued and not paid	**-**	-
Total	**14**	*47*

45 Payment to auditors

Particulars	31 March, 2017	31 March, 2016
Statutory audit fee (Including branch auditors fees ₹ 3 Lakhs) (31 March, 2016: ₹ 8 Lakhs)	**32**	*20*
Certification fees and other services	**12**	*16*
For reimbursement of expenses	**2**	*2*
Total	**46**	*38*

46 Disclosure for specified bank notes

Particulars	Specified bank notes	Other denomination notes	Total
Closing cash in hand as on November 08, 2016	22	11	33
(+) Permitted receipts	-	89	89
(-) Permitted payments	(4)	(79)	(83)
(-) Amount deposited in banks	(18)	(1)	(19)
(-) Non-permitted payments	-	-	-
Closing cash in hand as on December 30, 2016	**-**	**20**	**20**

47 Disclosure as per Regulation 53F of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

(₹ in Lakhs)

Name of the party	Relationship	Amount outstanding as at 31.03.2017	Amount outstanding as at 31.03.2016	Amount outstanding as at 01.04.2015	Maximum balance outstanding during the year 31.03.2017	Maximum balance outstanding during the year 31.03.2016	Maximum balance outstanding during the year 01.04.2015
Afco Industrial and Chemicals Limited	Subsidiary company	**15**	-	-	**15**	-	18
DPI Products & Services Limited	Subsidiary company	**82**	82	80	**82**	82	80
Sea Wind Investments and Trading Company Limited	Subsidiary company	**-**	10	-	**10**	10	15
Naira Holdings Limited	Subsidiary company	**341**	352	324	**352**	352	373
Britannia Industries Limited	Subsidiary company	**-**	-	0	**1**	0	1
Lotus Viniyog Private Limited	Associate company	**-**	-	-	**-**	-	7
Macrofil Investments Limited	Other related parties	**6,880**	6,280	6,280	**6,880**	6,280	6,280
Go Airlines (India) Limited	Other related parties	**3,870**	3,870	3,870	**3,870**	3,870	3,870
Ashok Panjwani	Key managerial personnel	**-**	52	52	**52**	52	52
Amit Chhabra	Key managerial personnel	**8**	-	-	**10**	-	-
Total		**11,196**	10,646	10,606			

The above loan was given to the subsidiaries, associates and other related parties for its business activities and to the Key managerial personnel for housing finance.

48 Disclosures as per Section 186 of the Companies Act, 2013

(i) Investments made by the Company

(a) Non-current investments

Details of non-current investments purchased and sold during the year:

(₹ in Lakhs)

Name of the party	Relationship	Face value per unit	As at 1 April 2016	Purchased during the year	Sold during the year	Movement on account of fair valuation-Gain	As at 31 March, 2017
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	₹ 2	14,111	-	3	6,347	20,455

Details of non-current investments purchased and sold during the previous year:

Name of the party	Relationship	Face value per unit	As at 1 April, 2015	Purchased during the year	Sold during the year	Movement on account of fair valuation-Loss	As at 31 March, 2016
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	₹ 2	19,068	-	-	(4,957)	14,111

(b) Current investments

Details of Current investments purchased and sold during the current year:

Name of the party	Relationship	Face value per unit	As at 1 April 2016	Purchased during the year	Sold during the year	Movement on account of fair valuation-Gain	As at 31 March, 2017
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	₹ 2	-	33,842	32,527	-	1,314

Details of Current investments purchased and sold during the previous year: Nil

(ii) Loans given by the Company

(a) Details of inter-corporate deposits/ loan given during the year:

(₹ in Lakhs)

Name of the party	Relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2016	Placed	Redeemed	As at 31 March, 2017
Macrofil Investments Limited	Other related parties	Unsecured	12.50%	1 year	6,280	600	-	6,880
Archway Investment Company Limited	Others	Unsecured	13.25%	1 year	600	-	600	-
Nowrosjee Wadia & Sons Limited	Others	Unsecured	11.50%	1 year	2,030	-	500	1,530
Go Airlines (India) Limited	Other related parties	Unsecured	12%	1 year	3,870	-	-	3,870
Ashok Panjwani	Key managerial personnel	Unsecured	3%	1 year	52	-	52	-
Amit Chhabra	Key managerial personnel	Unsecured	3%	5 years	10	-	2	8

The above inter-corporate deposits was given to other related parties for its business activities and to the Key managerial personnel for housing finance

(b) Details of inter-corporate deposits/ loan given during the previous year

Name of the party	Relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April, 2015	Placed	Redeemed	As at 31 March, 2016
Macrofil Investments Limited	Other related parties	Unsecured	12.50%	1 year	6,280	-	-	6,280
Archway Investment Company Limited	Others	Unsecured	13.25%	1 year	600	-	-	600
Nowrosjee Wadia & Sons Limited	Others	Unsecured	11.50%	1 year	2,030	-	-	2,030
Go Airlines (India) Limited	Other related parties	Unsecured	12.00%	1 year	3,870	-	-	3,870
Ashok Panjwani	Key managerial personnel	Unsecured	3.00%	1 year	52	-	-	52

The above inter-corporate deposits was given to other related parties for its business activities and to the Key managerial personnel for housing finance

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(iii) Details of corporate guarantee

(a) Details of corporate guarantee given during the year: (₹ in Lakhs)

Name of the party	As at 1 April, 2016	Given during the year	Withdrawn during the year	Adjustments *	As at 31 March, 2017
Leila Lands Limited	-	44,068	-	(1,145)	42,923

* The movement in corporate guarantee is on account of change in exchange rates.

(b) Details of corporate guarantee given during the previous year: Nil

Purpose: The loan availed by Leila Lands Limited, a wholly owned subsidiary incorporated in Mauritius, for refinancing the existing outstanding facilities.

49 Segment information

For management purposes, the Company is organised into business units based on its products and services and has six reportable segments, as follows:

Plantation: Segment produces/trades in Tea, Coffee, Timber, Cardamom and Pepper

Health Care: Segment manufactures/trades in Dental products.

Auto Electric Components: Segment manufactures, solenoids, switches, valves, slip rings etc. for automobile and other industries.

Investments: Segment invests in various securities listed as well as unlisted mainly on a long term basis.

Weighing Products: Segment manufactures/trades in Analytical, Precision Balances and Weighing Scales.

Real Estate: Segment represents property development.

The Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and gross profit as the performance indicator for all of the operating segments, and does not review the total assets and liabilities of an operating segment.

Based on above, following are reportable segments as per Ind AS 108

Primary Segment (Operating Segment) Based on product lines of Company	Secondary Segment (Geographical Segment) Based on geographical area of operation
Plantation- Tea	India and Outside India
Plantation- Coffee	
Auto Electrical Components	
Investments	
Healthcare	
Weighting Product	
Real Estate	

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Segment wise classification :-

A i) Primary segment reporting (by business segment)

The Company's business segments based on product lines are as under :

- Plantation - Tea

Segment produces/trades in Tea business

- Plantation - Coffee

Segment produces/trades in Coffee business

- Auto electric components

Segment manufactures, solenoids, switches, valves, slip rings etc. for automobile and other industries

- Investments

Segment invests in various securities listed as well as unlisted mainly on a long term basis and deposits

- Health Care

Segment manufactures/trades in Dental products

- Weighing products

Segment manufactures/trades in analytical, precision balances and weighing scales.

- Real estate

Segment represents property development.

ii) Segment revenues, results and other information :

(₹ in Lakhs)

	Plantation-Tea	Plantation-Coffee	Auto Electric Component	Investments	Health Care	Weighing Products	Real Estate	Total of Reportable Segment
External sales (Gross of excise duty)	**8,695** *9,092*	**4,788** *2,493*	**10,796** *10,589*	**148** *237*	**2,528** *2,387*	**171** *190*	**-** *-*	**27,126** *24,988*
Other income	**124** *323*	**84** *56*	**142** *75*	**2,760** *1,581*	**13** *9*	**5** *10*	**-** *-*	**3,128** *2,054*
Segment revenue	**8,819** *9,415*	**4,872** *2,549*	**10,938** *10,664*	**2,908** *1,818*	**2,541** *2,396*	**176** *200*	**-** *-*	**30,254** *27,042*
Segment results	**(1,311)** *(2,047)*	**110** *(471)*	**1,196** *1,216*	**2,908** *1,818*	**465** *512*	**(70)** *(4)*	**(43)** *(83)*	**3,255** *941*
Segment assets	**6,855** *7,611*	**5,287** *8,808*	**6,879** *6,640*	**40,919** *33,616*	**1,299** *1,249*	**196** *289*	**2,793** *2,639*	**64,228** *60,852*
Segment liabilities	**677** *1,238*	**166** *416*	**1,454** *2,110*	**4,000** *4,000*	**259** *188*	**26** *53*	**-** *-*	**6,582** *8,004*
Capital expenditure (included in segment assets)	**98** *514*	**29** *380*	**405** *382*	**-** *-*	**5** *9*	**-** *-*	**-** *-*	**537** *1,285*
Depreciation/ Amortization	**227** *237*	**225** *259*	**216** *212*	**-** *-*	**12** *12*	**39** *12*	**-** *-*	**719** *732*

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Figures in italics pertain to previous year

iii) Reconciliation of reportable segments with the financial statements :

(₹ in Lakhs)

	Revenues	Results / Net Profits	Assets	Liabilities	Capital Expenditure	Depreciation/ Amortization
Total of reportable segments	**30,254**	**3,255**	**64,228**	**6,582**	**537**	**719**
	27,042	*941*	*60,852*	*8,004*	*1,285*	*732*
Corporate / Unallocated segment	**1,599**	**(243)**	**6,517**	**31,450**	**46**	**110**
	517	*(1,017)*	*4,159*	*29,557*	*106*	*125*
Finance cost	**-**	**(3,368)**	**-**	**-**	**-**	**-**
	-	*(3,139)*	*-*	*-*	*-*	*-*
Taxes	**-**	**36**	**-**	**-**	**-**	**-**
		(55)	*-*	*-*	*-*	*-*
As per financial statement	**31,853**	**(320)**	**70,745**	**38,0342**	**583**	**829**
	27,559	*(3,271)*	*65,011*	*37,561*	*1,391*	*857*

Figures in italics pertain to previous year

B Secondary segment reporting (by geographical segment)

(₹ in Lakhs)

Particulars	India	Outside India*	Total
Revenue	25,198	6,655	31,853
	(20,572)	*(6,987)*	*27,559*
Total assets	69,674	1,071	70,745
	(64,231)	*(780)*	*65,011*
Capital expenditure	583	-	583
	(1,391)	-	*1,391*

*It includes revenues and assets of foreign branches

There is no transactions with single external customer which amounts to 10% or more of the Company's revenue.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Figures in italics pertain to previous year

50 Related party relationships, transactions and balances

List of Related parties

1. **Subsidiaries and step down subsidiaries where control exists:**

   a) **Subsidiaries**

      i. Afco Industrial & Chemicals Limited

      ii. DPI Products & Services Limited

      iii. Sea Wind Investments & Trading Company Limited

      iv. Leila Lands Senderian Berhad

   b) **Step down subsidiaries:**

      a. **Subsidiary of DPI Products & Services Limited :**

      Subham Viniyog Private Limited

      b. **Subsidiaries of Leila Lands Senderian Berhad :**

      Naira Holdings Limited

      Island Horti-Tech Holdings Pte. Limited

      Leila Lands Limited

      Restpoint Investments Limited

      Baymanco Investments Limited

      c. **Subsidiaries of Island Horti-Tech Holdings Pte. Limited :**

      Island Landscape & Nursery Pte. Limited

      Innovative Organics Inc.

      d. **Subsidiaries and sub subsidiaries of Leila Lands Limited:**

      ABI Holding Limited

      Britannia Brands Limited

      Associated Biscuits International Limited

      Dowbiggin Enterprises Pte. Limited

      Nacupa Enterprises Pte. Limited

      Spargo Enterprises Pte. Limited

      Valletort Enterprises Pte. Limited

      Bannatyne Enterprises Pte. Limited

      Britannia Industries Limited

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

e. **Subsidiaries of Britannia Industries Limited:**

Boribunder Finance & Investments Private Limited

Flora Investments Company Private Limited

Gilt Edge Finance & Investments Private Limited

Ganges Valley Foods Private Limited

International Bakery Products Limited

J. B. Mangharam Foods Private Limited

Manna Foods Private Limited

Sunrise Biscuit Company Private Limited

Britannia and Associates (Mauritius) Private Limited

Britannia and Associates (Dubai) Private Company Limited

Al Sallan Food Industries Company SAOG

Strategic Food International Company LLC

Strategic Brands Holding Company Limited

Daily Bread Gourmet Foods (India) Private Limited

Britannia Dairy Private Limited

Britannia Dairy Holdings Private Limited

Britannia Employees General Welfare Association Private Limited

Britannia Employees Medical Welfare Association Private Limited

Britannia Employees Educational Welfare Association Private Limited

Britchip Foods Limited

f. **Subsidiary of Innovative Organics Inc. :**

Granum Inc.

2. **Key Management Personnel:**

Mr. Nusli N. Wadia - Non-executive Director

Mr. Anil Kumar Hirjee - Non-executive Director

Mr. Madhav L. Apte - Non-executive Director

Mr. Darius E. Udwadia - Non-executive Director

Mr. Jehangir N. Wadia - Non-executive Director

Dr. (Mrs) Minnie Bodhanwala - Non-executive Director (w.e.f. 30 March 2017)

Dr. (Mrs) Sheela Bhide - Non-executive Director (up to 31 December 2016)

Mr. Rajesh Batra - Non-executive Director (w.e.f. 30 March 2017)

Mr. Ness Wadia - Managing Director

Mr. Ashok Panjwani - Managing Director (up to 8th February, 2016)

Mr. Nitin H Datanwala - Company Secretary and Vice President Corporate

Mr. Amit Chhabra - Chief Financial Officer (w.e.f. 8th February, 2016)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

3. **Associate companies:**

   Lotus Viniyog Private Limited

   Lima Investment and Trading Company Private Limited.

   Roshnara Investment and Trading Company Private Limited.

   Cincinnati Investment and Trading Company Private Limited.

   Shadhak Investment and Trading Private Limited.

   MSIL Investments Private Limited.

   Medical Microtechnology Limited

   Harvard Plantations Limited

   Placid Plantations Limited

   The Bombay Dyeing & Manufacturing Company Limited (w.e.f. 20th March 2017 - Refer Note 3.1)

4. **Other related parties:**

   Go Airlines (India) Limited

   Macrofil Investments Limited

   The Bombay Dyeing & Manufacturing Company Limited (upto 19th March 2017)

   Archway Investment Company Limited

   Udwadia & Co.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

A Transactions during the year

(₹ in Lakhs)

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2017	*2016*
Expenses charged by them			
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	**79**	*53*
Afco Industrials & Chemicals Limited	Subsidiary & step down subsidiaries	**63**	*52*
Britannia Industries Limited *	Subsidiary & step down subsidiaries	**-**	*0*
Naira Holdings Limited.	Subsidiary & step down subsidiaries	**10**	*1*
Expenses charged to them			
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	**84**	*47*
Naira Holdings Limited	Subsidiary & step down subsidiaries	**38**	*47*
DPI Products and Services Limited	Subsidiary & step down subsidiaries	**4**	*2*
Afco Industrials & Chemicals Limited*	Subsidiary & step down subsidiaries	**0**	*12*
Britannia Industries Limited	Subsidiary & step down subsidiaries	**1**	*-*
Macrofil Investments Limited*	Other related party	**1**	*0*
Interest received			
Naira Holdings Limited	Subsidiary & step down subsidiaries	**7**	*6*
Go Airlines (India) Limited	Other related parties	**463**	*462*
Macrofil Investments Limited	Other related party	**789**	*787*
Archway Investment Company Limited	Other related party	**79**	*80*
Interest paid			
Britannia Industries Limited	Subsidiary & step down subsidiaries	**480**	*481*
Loan repaid by			
Archway Investment Company Limited	Other related party	**600**	*-*
Interest on loan given to KMP's recovered			
Mr. Ashok Panjwani	Key Management Personnel	**1**	*2*
Mr. Amit Chhabra*	Key Management Personnel	**0**	*-*
Mr. Nitin H Datanwala*	Key Management Personnel	**0**	*1*

* Includes amount less than ₹ 1 lakh

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

A Transactions during the year (Continued)

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2017	*2016*
Dividend income			
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	**148**	*237*
Dividend Paid			
Mr. Ness Wadia*	Key Management Personnel	**0**	*0*
Management / Secondment Charges received			
Leila Lands Senderian Berhad	Subsidiaries & Sub Subsidiaries	**2**	-
Expenses recovered			
Britannia Industries Limited	Subsidiary & step down subsidiaries	1	-
Macrofil Investments Limited*	Other related party	1	*0*
Naira Holdings Limited	Subsidiary & step down subsidiaries	38	*42*
Sea Wind Investment & Trading Company Limited	Subsidiary & step down subsidiaries	10	-
Management / Secondment Charges paid			
Naira Holdings Limited	Subsidiary & step down subsidiaries	**-**	*2*
Professional fees paid			
Udwadia & Co.	Other related party	**22**	*1*
Rent recovered			
Afco Industrials & Chemicals Limited*	Subsidiary & step down subsidiaries	**0**	-
Loan given to KMPs / Other related party			
Mr. Amit Chhabra	Key management personnel	**10**	-
Macrofil Investments Limited	Other related party	**600**	-
Financial guarantee given			
Leila Lands Limited	Subsidiary & step down subsidiaries	**42,923**	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2017	*2016*
Guarantee commission received			
Leila Lands Limited	Subsidiary & step down subsidiaries	**111**	-
Sale of investments			
Baymanco Investments Limited	Subsidiary & step down subsidiaries	**33,591**	-
Advance / Inter corporate deposits given			
Sea Wind Investment & Trading Company Limited	Subsidiary & step down subsidiaries	**-**	*10*
Loan repaid by KMPs			
Mr. Ashok Panjwani	Key Management Personnel	**50**	-
Mr. Amit Chhabra	Key Management Personnel	**2**	-
Unsecured Loan Paid			
Sea Wind Investment & Trading Company Limited	Subsidiary & step down subsidiaries	**-**	*10*
Remuneration			
Mr. Ashok Panjwani	Key Management Personnel	**-**	*138*
Mr. Ness Wadia	Key Management Personnel	**349**	*349*
Mr. Amit Chhabra	Key Management Personnel	**70**	*14*
Sitting fees for board and committee meetings			
Mr. Nusli N. Wadia - Non-executive Director	Key Management Personnel	**1**	*2*
Mr. Anil Kumar Hirjee - Non-executive Director	Key Management Personnel	**2**	*4*
Mr. Madhav L. Apte - Non-executive Director	Key Management Personnel	**3**	*5*
Mr. Darius E. Udwadia	Key Management Personnel	**2**	*3*
Mr. Jehangir N. Wadia	Key Management Personnel	**1**	*1*
Dr. (Mrs) Sheela Bhide	Key Management Personnel	**1**	*1*
Retainer Fees			
Mr. Nitin H Datanwala	Key Management Personnel	**61**	*69*

* Includes amount less than ₹ 1 lakh

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

B Outstanding balances

				₹ in Lakhs
Name of the related party	**Relationship**	**Outstanding balances as at**		
		31 March, 2017	*31 March, 2016*	*1 April, 2015*
Outstanding amount payable				
Britannia Industries Limited	Subsidiary & step down subsidiaries	**4,000**	*4,000*	*4,000*
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	**16**	*22*	*16*
Afco Industrial & Chemicals Limited	Subsidiary & step down subsidiaries	**11**	*1*	*15*
Leila Lands Senderian Berhad*	Subsidiary & step down subsidiaries	**0**	*4*	-
Outstanding guarantee to				
Leila Lands Limited	Subsidiary & step down subsidiaries	**42,923**	-	-
Security deposit payable				
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other Related Party (Refer Note 3.1)	**300**	*300*	*300*
Outstanding amount receivable				
DPI Products and Services Limited	Subsidiary & step down subsidiaries	**82**	*82*	*80*
Afco Industrial & Chemicals Limited	Subsidiary & step down subsidiaries	**27**	-	-
Go Airlines (India) Limited	Other related party	**3,870**	*3,870*	*3,870*
Sea Wind Investment & Trading Company Limited	Subsidiary & step down subsidiaries	**-**	*10*	*65*
Naira Holdings Limited	Subsidiary & step down subsidiaries	**341**	*352*	*333*
Britannia Industries Limited*	Subsidiary & step down subsidiaries	**-**	-	*0*
Macrofil Investments Limited	Other Related Parties	**6,880**	*6,280*	*6,280*
Leila Lands Senderian Berhad	Subsidiary & step down subsidiaries	**-**	-	*1,587*
Archway Investment Company Limited	Other related party	**-**	*600*	*600*
Mr. Ashok Panjwani	Key Management Personnel	**-**	*52*	*50*
Mr. Nitin H Datanwala	Key Management Personnel	**12**	*12*	*12*
Mr Amit Chhabra	Key Management Personnel	**8**	-	-
Mr. Ness Wadia	Key Management Personnel	**62**	*62*	-

* Includes amount less than ₹ 1 lakh

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

C Compensation paid to Key Managerial Personnel **(₹ in Lakhs)**

	For the year ended 31 March, 2017	*For the year ended 31 March, 2016*
Mr. Ashok Panjwani		
Salary	-	*85*
Contribution to provident fund and other funds	-	*27*
Perquisites in cash or in kind	-	*26*
	-	*138*
Mr. Ness Wadia		
Salary	**283**	*283*
Contribution to provident fund and other funds	**59**	*59*
Perquisites in cash or in kind	**7**	*7*
	349	*349*
Mr. Amit Chhabra		
Salary	**61**	*12*
Contribution to provident fund and other funds	**4**	*1*
Perquisites in cash or in kind	**5**	*1*
	70	*14*

Some of the key management personnel of the Company are also covered under the Company's Gratuity plan along with the other employees of the Company. Proportionate amounts of gratuity accrued under the Company's Gratuity plan have not been separately computed or included in the above disclosures.

Terms and conditions of transactions with related parties

All the transactions with the related parties were made on normal commercial terms and conditions and at market rates.

All the outstanding balances are unsecured and repayable in cash.

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

Vijay Mathur
Partner
Membership No. 046476

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
CIN :L99999MH1863PLC000002

Ness Wadia
Managing Director
DIN :00036049

A K Hirjee
Vice Chairman
DIN :00044765

Nusli N Wadia
Chairman
DIN :00015731

N H Datanwala
Vice President Corporate and Company Secretary

Jeh Wadia
Director
DIN :00088831

M L Apte
Director
DIN :00003656

Amit Chhabra
Chief Financial Officer

Rajesh Batra
Director
DIN : 00020764

Minnie Bodhanwala
Director
DIN :00422067

Mumbai,
Dated : 30th May, 2017

INDEPENDENT AUDITORS' REPORT

To the Members of

The Bombay Burmah Trading Corporation, Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of The Bombay Burmah Trading Corporation, Limited ('hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ("hereinafter referred to as the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated cash flows and consolidated statement of changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated Ind AS financial statements.

Basis for Qualified Opinion

With the acquisition of additional equity shares of The Bombay Dyeing & Manufacturing Company Limited ('BDMC') by the Holding Company and its subsidiaries on 20 March 2017, BDMC has become an associate of the Holding Company effective that date. As stated in Note 60(a) of the consolidated Ind AS financial statements, BDMC has sought extension until July 2017 for presenting its annual accounts for the year ended 31 March, 2017 so as to give effect to the merger of its wholly owned subsidiary, Archway Investment Company Limited ('AICL') with effect from 1 April 2016. The merger petition is pending for the final order before the Hon'ble National Company Law Tribunal ('NCLT'). In view of the pending merger and the resultant non-availability of the financial statements of BDMC for the year ended 31 March 2017, the consolidated financial statements of the Holding Company have been prepared without giving effect to the adjustments on application of the equity method under IND AS 28. The impact of such non-adjustment is currently not ascertainable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on standalone or consolidated financial statements, as applicable, and on the other financial information of the branches, subsidiaries and associates referred to in the Other Matters paragraph below, except for the indeterminate effects of the matter described in the Basis of Qualified Opinion paragraph above, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated financial position of the Group and its associates as at 31 March 2017, their consolidated financial performance (including other comprehensive income), their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Other Matters

a. (i) We did not audit the financial statements and financial information of 24 subsidiaries, whose financial statements and financial information reflect total assets of ₹ 603,575.63 Lakhs as at 31 March 2017 and total revenues of ₹ 81,099.26 Lakhs for the year ended on that date, as reported by the respective subsidiaries and which have been considered for the purpose of consolidation. The consolidated Ind AS financial statements also include the Group's share of net loss of ₹ 2.52 Lakhs for the year ended 31 March 2017 as reported by 8 associates whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, is based solely on the reports of the other auditors. Our opinion on the consolidated Ind AS financial statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

(ii) The above includes 20 subsidiaries located out of India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from the accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. Our opinion in so far as it relates to the balances and the affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

b. We did not audit the financial statements of seven subsidiaries whose financial statements reflect total assets of ₹ 88,419.31 Lakhs as at 31 March 2017 and total revenues of ₹ 44,751.66 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include the Group's share of net profit of ₹ 27.52 Lakhs for the year ended 31 March 2017 in respect of three associates whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management of the Holding Company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the aforesaid subsidiaries and associates is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management of the Holding Company, these financial statements are not material to the Group. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on standalone or consolidated Ind AS financial statements, as applicable, and the other financial information of subsidiaries and associates as noted in the 'Other Matters' paragraph, we report to the extent applicable, that:

(a) We have sought and, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

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

(c) The reports on the accounts of the branch offices of the Holding Company incorporated outside India, audited under Section 143 (8) of the Act by branch auditors have been sent to us, and have been properly dealt with in preparing this report;

(d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(e) In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

(f) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiaries and associates incorporated in India, except for the associate referred to in the Basis of Qualified Opinion paragraph above, none of the Directors of the Group's companies and its associate companies incorporated in India are disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act;

(g) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiaries and associates incorporated in India and the operating effectiveness of such controls, refer to our separate report in the "Annexure"; and

(h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on standalone or consolidated Ind AS financial statements, as applicable, as also the other financial information of the subsidiaries and associates as noted in the 'Other Matters' paragraph:

  i. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates– Refer Note 45 to the consolidated Ind AS financial statements;

  ii. Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the Group and its associates have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on derivative contracts. The Group did not have any other long-term contracts for which there were any material foreseeable losses;

  iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the associates incorporated in India; and

  iv The Holding Company has provided the requisite disclosures in the consolidated Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes as defined in the notification S.O.3407 (E) dated 8 November 2016 of the Ministry of Finance, during the period from 8 November 2016 to 30 December 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Holding Company and the respective Group companies, as produced to us and based on the consideration of reports of the other auditors, referred to in the Other Matters paragraph above. Refer Note 49 to the consolidated Ind AS financial statements.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Mathur
Partner
Membership No: 046476

Mumbai
30 May 2017

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF THE BOMBAY BURMAH TRADING CORPORATION, LIMITED– 31 MARCH 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of The Bombay Burmah Trading Corporation, Limited ("hereinafter referred to as "the Holding Company") and its subsidiaries and associates, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiaries and associates which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting 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 its business, including adherence to the respective 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 Companies Act, 2013 ('the Act').

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's, its subsidiaries' and associates' which are incorporated in India internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal controls and both 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's, its subsidiaries' and associates' which are incorporated in India internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting includes those policies and procedures that:

(a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(b) 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

(c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of the reports of the other auditors as mentioned in the Other Matter paragraph below, except for the associate referred to in the Basis of Qualified Opinion paragraph in the auditor's report, the Holding Company, its subsidiaries and associates, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by these entities considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiaries and associates which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Mathur
Partner
Membership No: 046476

Mumbai
30 May 2017

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in Lakhs)

	Note	As at March 31st, 2017	*As at March 31st, 2016*	*As at April 1st, 2015*
ASSETS				
Non-current assets				
Property, Plant and Equipment	2.a	112,755	95,039	84,652
Capital work-in-progress	2.a	3,321	9,083	4,929
Investment Property	2.b	1,540	15	16
Goodwill		106,172	102,500	101,805
Other Intangible assets	2.c	1,266	1,404	1,330
Investments in Associates	3	53,247	1,377	1,390
Financial Assets		-		
(i) Investments	4	31,673	51,607	27,351
(ii) Loans	5	4,825	20,509	1,347
(iii) Other financial assets	6	1,469	4,050	4,091
Deferred tax assets (net)	7	227	2,264	2,842
Current tax assets (net)	8	3,040	2,698	2,174
Other non-current assets	9	16,586	4,958	4,870
Total non current assets		336,121	295,504	236,797
Current Assets				
Inventories	10	73,389	54,651	51,594
Biological Assets other than bearer plants	11	229	159	114
Financial Assets				
(i) Investments	12	25,624	54,086	56,105
(ii) Trade receivables	13	23,074	23,181	20,230
(iii) Cash and cash equivalents	14a	15,611	12,985	14,501
(iv) Bank balances other than (iii) above	14b	6,631	556	17,020
(v) Loans	15	91,222	55,039	42,037
(vi) Derivative assets		-	115	51
(vii) Other financial assets	16	3,020	2,420	1,686
Other current assets	17	38,277	16,080	15,095
Total current assets		277,077	219,272	218,433
TOTAL ASSETS		613,198	514,776	455,230
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	18	1,396	1,396	1,396
Other equity	19	232,009	189,944	162,679
Equity attributable to equity holders of the parent		233,405	191,340	164,075
Non-controlling interests		142,736	106,704	76,544
Total equity		376,141	298,044	240,619
NON CURRENT LIABILITIES				
Financial liabilities				
(i) Borrowings	20	58,743	30,624	49,683
(ii) Other financial liabilities	21	2,770	2,282	2,034
Provisions	22	949	717	593
Government Grant	29	227	408	529
Total non current liabilities		62,689	34,031	52,839
Current liabilities				
Financial liabilities				
(i) Borrowings	23	38,781	44,975	30,611
(ii) Trade payables	24	78,991	81,759	71,965
(iii) Other financial liabilities	25	23,209	23,035	29,014
Other current liabilities	26	9,347	9,317	10,007
Short-term provisions	27	19,455	19,446	15,649
Liabilities for current tax (net)	28	4,389	3,953	4,308
Government Grant	29	196	216	218
Total Current liabilities		174,368	182,701	161,772
Total liabilities		237,057	216,732	214,611
TOTAL EQUITY AND LIABILITIES		613,198	514,776	455,230

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

Vijay Mathur
Partner
Membership No. 046476

Mumbai,
Dated : 30th May, 2017

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
CIN :L99999MH1863PLC000002

Ness Wadia
Managing Director
DIN :00036049

A K Hirjee
Vice Chairman
DIN :00044765

Nusli N Wadia
Chairman
DIN :00015731

N H Datanwala
Vice President Corporate and Company Secretary

Jeh Wadia
Director
DIN :00088831

M L Apte
Director
DIN :00003656

Amit Chhabra
Chief Financial Officer

Rajesh Batra
Director
DIN : 00020764

Minnie Bodhanwala
Director
DIN :00422067

CONSOLIDATED STATEMENT OF PROFIT AND LOSS 31ST MARCH, 2017

(₹ in Lakhs)

	Note	For the year ended 31 March, 2017	*For the year ended 31 March, 2016*
Revenue			
Revenue from Operations	30	971,288	*899,820*
Other income	31	19,515	*16,038*
Total Income (I+II)		990,803	*915,858*
Expenses			
Cost of materials consumed	32	491,565	*443,209*
Purchase of Traded Goods		84,080	*73,996*
Changes in inventories of finished goods, work-in-progress and stock-in-trade	33	(8)	*(180)*
Employee Benefits Expenses	34	46,714	*45,530*
Finance costs	35	4,342	*4,395*
Excise duty		27,876	*23,640*
Depreciation and Amortization Expenses		13,084	*12,587*
Cost relating to real estate under development		43	*83*
Other Expenses	36	194,935	*193,165*
Total Expenses		862,631	*796,425*
Profit/(loss) before share of (profit)/loss of associates, exceptional items and tax		128,172	*119,433*
Share of Profit /(Loss) from Associates		25	*22*
Profit/(loss) before Tax		128,197	*119,455*
Tax expense:			
Current Tax		40,316	*39,824*
Deferred Tax		2,035	*433*
Profit/(Loss) for the year		85,846	*79,198*
Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Remeasurement gains/losses on defined benefit plans		(40)	*(23)*
Income tax pertaining to above adjustment		8	*32*
Changes in fair value of investment in equity shares		4,726	*(4,873)*
(i) Items that will be reclassified to profit or loss		-	
Changes in foreign currency translation reserve		11,198	*(8,863)*
		15,892	*(13,727)*
Total comprehensive income for the year		101,738	*65,471*
Profit attributable to:			
Owners of the Company		43,567	*38,623*
Non-controlling interests		42,279	*40,575*
Other comprehensive income attributable to:			
Owners of the Company		8,065	*(13,728)*
Non-controlling interests		7,827	*-*
Total comprehensive income attributable to:			
Owners of the Company		51,632	*24,895*
Non-controlling interests		50,106	*40,575*
Earnings per equity share (Note 37)			
Basic		62	*55*
Diluted		62	*55*

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
CIN :L99999MH1863PLC000002

Vijay Mathur
Partner
Membership No. 046476

Ness Wadia
Managing Director
DIN :00036049

A K Hirjee
Vice Chairman
DIN :00044765

Nusli N Wadia
Chairman
DIN :00015731

N H Datanwala
Vice President Corporate and Company Secretary

Jeh Wadia
Director
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M L Apte
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Amit Chhabra
Chief Financial Officer

Rajesh Batra
Director
DIN : 00020764

Minnie Bodhanwala
Director
DIN :00422067

Mumbai,
Dated : 30th May, 2017

CONSOLIDATED CASH FLOWS STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 ST MARCH, 2017

(₹ in Lakhs)

	2016-2017	2015-16
Cash flow from operating activities		
Profit before tax	128,172	119,433
Adjustments to reconcile profit before tax to net cash used in operating activities		
Depreciation and impairment	13,084	12,658
Share based payments expense	547	-
(Gain)/loss on sale of property, plant and equipment	(1,259)	918
Loss/(Profit) on Sale of investments	(127)	(183)
Unrealised exchange fluctuation gain (net)	(1,242)	54
Provision for doubtful trade and other receivables	168	226
Excess Provisions written back		(614)
Interest expense	4,342	4,395
Interest income	(10,437)	(8,936)
Dividend income	(187)	(287)
Fair value measurement of investments	(5,690)	(3,852)
	(801)	4,379
Operating Profit before working capital changes	127,371	123,812
Working capital adjustments		
(Increase)/Decrease in inventories	(18,862)	21,234
(Increase)/ Decrease in trade and other receivables	991	2,061
Increase/(Decrease) in trade payables and other provision	1,981	(20,579)
(Increase)/ Decrease in loans and advances and other assets	(23,814)	2,028
Effects of exchange rates on translation of operating cash flows	(263)	(9,094)
	(39,967)	(4,458)
Income Tax paid	(39,824)	(40,884)
Net cash flows from operating activities	(79,791)	(45,234)
Cash from operations	47,582	78,578
Cash flow from investing activities		
Proceeds from sale of property, plant and equipment	2,237	154
Sale / (purchase) of Investments (net)	9,041	(23,180)
Interest received	9,435	10,110
Reciept/(Investment) in bank deposits for more than 3 months	2,725	(63)
Intercorporate Deposits placed	(51,251)	(34,780)
Intercorporate Deposits taken	28,806	1,506
Purchase of fixed assets	(36,885)	(28,470)
Dividend received	187	8,535
Net cash flows from investing activities	(35,705)	(66,188)

CONSOLIDATED CASH FLOWS STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31 ST MARCH, 2017

(₹ in Lakhs)

	2016-2017	2015-16
Cash flow from financing activities		
Proceeds /(Repayment) of loans and borrowings (net)	**19,013**	*(28,641)*
Adjustment to Minority Interest (net of dividend paid)	**-**	*(11,026)*
Proceeds from exercise of share options	**583**	-
Proceeds from working capital loans, cash credit and overdraft(net)	**-**	*18,274*
Dividend Paid	**(17,681)**	*(4,571)*
Interest paid	**(4,532)**	*(4,406)*
Net cash flows from financing activities	**(2,617)**	*(30,370)*
Net increase / (decrease) in cash and cash equivalents	**9,257**	*(17,980)*
Cash and cash equivalents at the beginning of the year	**12,985**	*31,521*
Less: Bank balances other than those included in cash and cash equivalents	**(6,631)**	*(556)*
Cash and cash equivalents at the end of the year	**15,611**	*12,985*

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Cash Flow Statements". The company has used profit/(loss) before tax as the starting point for presenting operating cash flows using the indirect method.

Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
CIN :L99999MH1863PLC000002

Vijay Mathur
Partner
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Ness Wadia
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Vice President Corporate and Company Secretary

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M L Apte
Director
DIN :00003656

Mumbai,
Dated : 30th May, 2017

Amit Chhabra
Chief Financial Officer

Rajesh Batra
Director
DIN : 00020764

Minnie Bodhanwala
Director
DIN :00422067

STATEMENT OF CHANGES IN EQUITY (SOCIE)

(a) Equity share capital

(₹ in Lakhs)

	As at 31 March, 2017		*As at 31 March, 2016*		*As at 1 April, 2015*	
	No. of Shares	**Amount**	*No. of Shares*	*Amount*	*No. of Shares*	*Amount*
Balance at the beginning of the reporting period Balance	**69,771,900**	**1,395**	*69,771,900*	*1,395*	*69,771,900*	*1,395*
Share forfeiture		**1**		*1*		*1*
Changes during the year						
Balance at the end of the reporting period	**69,771,900**	**1,396**	*69,771,900*	*1,396*	*69,771,900*	*1,396*

(b) Other equity

Particulars	Capital Reserve	Securities Premium Account	Capital Redemption Reserve	Employees Stock Options Outstanding	General Reserve	Retained earnings	Other reserves (Statutory reserve fund)	Equity Instruments through Other Comprehensive Income	Foreign Currency Translation Reserve	Total	Non-Controlling Interests	Total Equity
	Attributable to equity holders of The Bombay Burmah Trading Corporation Limited											
	Reserves and Surplus [Note 19]							Items of Other comprehensive income [Note 1]				
Balance at 1 April, 2015	**1,638**	**4,508**	**202**		**40,090**	**131,555**	**150**	**-**	**(23,271)**	**154,871**	**73,818**	**228,689**
Ind AS Adjustments	-	-	-	45		(24,645)	-	9,136	23,271	7,807	2,726	10,533
Restated balance at the beginning of the reporting period	1,638	4,508	202	45	40,090	106,910	150	9,136	-	162,678	76,544	239,222
										-		-
Profit for the year	-	-	-	-	-	38,623	-	-		38,623	40,575	79,198
Other comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**9**	**-**	**(4,873)**	**(8,863)**	**(13,728)**	**-**	**(13,728)**
Total comprehensive income for the year	-	-	-	-	-	38,631	-	(4,873)	(8,863)	24,895	40,575	65,470
										-		-
Transfer during the year from Surplus in the statement of profit and loss	**-**	**-**	**-**	**-**	**3,800**	**(3,800)**	**-**	**-**	**-**	**(0)**	**-**	**(0)**
Additions	-	272	-	62	-		0	-	-	335	111	446
Cash dividends	-	-	-	-	-	(698)	-	-	-	(698)	-	(698)
Dividend adjustment	**-**	**-**	**-**	**-**	**-**	**7,767**	**-**	**-**	**-**	**7,767**	**(10,526)**	**(2,760)**
Dividend Distribution Tax (DDT)	**-**	**-**	**-**	**-**	**-**	**(5,465)**	**-**	**-**	**-**	**(5,465)**	**-**	**(5,465)**
Transfer of Revaluation reserve to Surplus in the statement of profit and loss	**-**	**-**	**-**	**-**	**-**	**433**	**-**	**-**	**-**	**433**	**-**	**433**
										-		-
Balance at 31 March, 2016	**1,638**	**4,780**	**202**	**107**	**43,890**	**143,778**	**150**	**4,262**	**(8,863)**	**189,945**	**106,704**	**296,649**
Changes in accounting policy / prior period errors	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Particulars	Attributable to equity holders of The Bombay Burmah Trading Corporation Limited – Reserves and Surplus [Note 19]							Items of Other comprehensive income [Note 1]				
	Capital Reserve	Securities Premium Account	Capital Redemption Reserve	Employees Stock Options Outstanding	General Reserve	Retained earnings	Other reserves (Statutory reserve fund)	Equity Instruments through Other Comprehensive Income	Foreign Currency Translation Reserve	Total	Non-Controlling Interests	Total Equity
Restated balance at the beginning of the reporting period	**1,638**	**4,780**	**202**	**107**	**43,890**	**143,778**	**150**	**4,262**	**(8,863)**	**189,945**	**106,704**	**296,649**
										-		-
Profit for the year	-	-	-	-	-	43,567	-	-	-	43,567	42,279	85,846
Other comprehensive income for the year	-	-	-	-	-	(32)	-	4,726	11,198	15,892	7,827	23,718
Total comprehensive income for the year	-	-	-	-	-	43,535	-	4,726	11,198	59,459	50,106	109,565
Share-based payments	-	-	-	277	-	-	-	-	-	277	-	277
Dividends	-	-	-	-	-	(15,346)	-	-	-	(15,346)	(14,074)	(29,420)
Dividend Distribution Tax (DDT)	-	-	-	-	-	(2,621)	-	-	-	(2,621)	-	(2,621)
Acquisition of a Non-controlling Interest (NCI)	-	-	-	-	-	-	-	-	-	-	-	-
Currency alignment	-	-	-	-	-	-	-	-	-	-		-
Transfers	-	380	-	(84)	4,279	(4,279)	-	-	-	296	-	296
Balance at 31 March, 2017	**1,638**	**5,160**	**202**	**300**	**48,169**	**165,067**	**150**	**8,989**	**2,334**	**232,009**	**142,736**	**374,745**

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

Vijay Mathur
Partner
Membership No. 046476

Mumbai,
Dated : 30th May, 2017

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
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Director
DIN :00422067

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

1 Notes to Financial Statements

Corporate information

The Bombay Burmah Trading Corporation Limited ('BBTCL') ('the Company') having its registered office at 9, Wallace Street, Fort, Mumbai 400001 was incorporated on September 4 ,1863 vide certificate of incorporation No L99999MH1863PLC000002 issued by the Registrar of Companies, Mumbai, Maharashtra, India. These consolidated financial statements comprise the Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates.

The Group is multi-product and multi-divisional organisation with diverse business interests viz. Plantations (Tea and Coffee), Auto Electric Components, Healthcare, real estate, weighing products, horticulture and food - bakery and dairy products.

1.a Statement of Compliance

These consolidated financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016, the relevant provisions of the Companies Act, 2013 ("the Act") and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The consolidated financial statements for the year ended 31 March, 2017 are the Group's first Ind AS financial statements. The date of transition to Ind AS is 1 April, 2015. Accordingly, the Group has prepared an opening Ind AS Balance Sheet as at 1 April, 2015 and comparative figures for the year ended 31 March, 2016 are also in compliance with Ind AS. An explanation of how the transition to Ind AS has effected the previously reported financial position, financial performance and cash flows of the Group is provided in Note 43.

The financial statements for the year ended 31 March, 2017 were approved by the Board of directors on May 30, 2017.

The management and authorities have the power to amend the financial statements in accordance with Sections 130 and 131 of the Act.

1.b Basis of preparation and presentation

Basis of preparation

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- Biological assets- measured at fair value less costs to sell
- Derivative financial instruments- measured at fair value
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).
- Employees defined benefit plans at fair value of plan assets less present value of defined benefit obligation
- Share based payments - measured at fair value

Principles of consolidation

The consolidated financial statements relate to The Bombay Burmah Trading Corporation, Limited ('the Company', 'BBTCL') and its subsidiaries and associate companies, which together constitute the Group. The consolidated financial statements have been prepared on the following basis:

I) Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

II) Non-controlling interests (NCI):

i) NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition

ii) Non-controlling Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Group.

iii) Non-controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Group's shareholders

iv) Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

III) Equity accounted investees

i) The Group's interests in equity accounted investees comprise interests in associates and joint ventures.

ii) An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

iii) Interests in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity- accounted investees until the date on which significant influence or joint control ceases.

IV) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee3. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment

V) Business combinations

As a part of transition to Ind AS, the Group has elected to apply the relevant Ind AS, viz Ind AS 103, business combinations, to only those business combinations that occurred on or after 1 April 2015. In accordance with Ind AS 103, the Group's accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date when the control is acquired (acquisition date), as are the net identifiable assets acquired.

Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve.

Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in the statement of profit and loss. Any contingent consideration, if any, is measured at fair value as on the date of acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Business combinations prior to 1 April 2015

In respect of such business combinations, goodwill represents the amount recognised under the Group's previous accounting framework under Indian GAAP adjusted for the reclassification of certain intangibles.

Current/non-current classification:

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

a. An asset shall be classified as current when it satisfies any of the following criteria:

   i) it is expected to be realized in, or is intended for sale or consumption in, the group's normal operating cycle;

   ii) it is held primarily for the purpose of being traded;

   iii) it is expected to be realized within twelve months after the reporting date; or

   iv) it is Cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

   Current assets include the current portion of non-current financial assets.

b. All assets other than current assets shall be classified as non-current.

c. A liability shall be classified as current when it satisfies any of the following criteria:

   i) it is expected to be settled in the group's normal operating cycle;

   ii) it is held primarily for the purpose of being traded;

   iii) it is due to be settled within twelve months after the reporting date; or

   iv) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

   Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

   Functional and presentation currency

   These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts have been rounded to the nearest lakh, unless otherwise indicated. Amounts below 1 Lakh have been indicated as "0" (Zero). Figures / total have been rounded off to nearest integer / Lakhs as applicable.

1.c Key estimates and judgements

The preparation of consolidated financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the (consolidated) balance sheet and (consolidated) statement of profit and loss. The actual amounts realised may differ from these estimates. Estimates and underline assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised prospectively.

Estimates and assumptions are required in particular for:

i. Property, plant and equipment :

Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized. For entities incorporated in India, useful lives of tangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

ii. Recognition and measurement of defined benefit obligations :

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations." Relevant for Actu gains and losses

iii. Recognition of deferred tax assets :

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

iv. Recognition and measurement of other provisions :

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

v. Discounting of long-term financial instruments :

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to subsequently measured at amortised cost, interest is accrued using the effective interest method.

vi. Fair value of financial instruments :

Derivatives are carried at fair value. Derivatives includes Foreign Currency Forward Contracts, fair value of which, is determined using the fair value reports provided by respective merchant bankers.

vii. Investment in The Bombay Dyeing & Manufacturing Company Limited ('BDMC')

The Company along with its Subsidiaries holds 39.54% of the paid up Equity Share Capital of BDMC, a Company listed on the Bombay Stock Exchange. Based on legal opinion and further based on internal evaluation made by the Company, there is no de facto control of the Company over BDMC.

viii. Biological assets

In determining the fair value of biological assets, the Group uses the present value of expected future cash flows from the assets discounted at the current market determined pre tax rate. Management uses inputs relating to production and market prices of tea and coffee in determining the fair value of biological assets.

ix. Leases

The Group has certain arrangements with contract packers which have been identified to be in the nature of lease and have been classified as operating lease arrangements.

1.d Measurement of fair values

The Groups's accounting policies and disclosures require the measurement of fair values for financial instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. (Refer Note 43 for information on detailed disclosures pertaining to measurement of fair values).

1.e Statement of significant accounting policies

a Property, plant and equipment

Items of property, plant and equipment are stated at cost (which includes capitalised borrowing costs, if any), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials, direct labour and any other costs directly attributable to bringing the item to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in statement of profit and loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gains and losses on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

Expenditure in respect of new crops including cost of development is capitalised until the year of maturity of the Plantation.

Fixed Assets held by non-integral foreign branches are stated at cost by converting at the closing rate of exchange at the balance sheet date.

Any gain or loss arising from the disposal of property, plant and equipment is recognised in the statement of profit and loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

b Goodwill and other intangible assets

For measurement of goodwill that arises on business combination, refer Note 1b.6. Subsequent measurement is at cost less any accumulated impairment losses.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. In respect of business combinations that occurred prior to 1 April 2015, goodwill is included on the basis of deemed cost, which represents the amount recorded under the previous GAAP.

Internally generated : Research and development

Expenditure on research activities is recognised in Statement of Profit and Loss as incurred

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognised in statement of profit and loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets include computer software which are acquired by the Group and are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses

c Depreciation and amortization

Depreciation:

Depreciation in respect of all tangible assets is provided on straight line method over the useful lives of assets based on the evaluation. Depreciation on such assets which are purchased / sold during the period is proportionately charged and for the assets acquired prior to 1st April, 2014, the carrying amount as on 1st April, 2014 is depreciated over the remaining useful life based on an evaluation. Assets acquired under finance lease are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

The useful life of fixed assets is as follows:

Plant and machinery *	- 7.5-15 years
Furniture and fixtures*	- 10-16 years
Motor vehicles (scooters)	- 10 years
Motor vehicles (Cars)	- 8 years
Computer hardware	- 3 years
Office equipment	- 3-5 years
Buildings	- 30- 60 years
Leasehold lands	- Lease period
Non-carpeted roads	- 3 years
Development plantations	- 60 years
Mould and Dies*	- 5 years

* The Group believes the useful lives as given above best represent the useful life of these assets based on internal assessment where necessary, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013. Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

Amortisation:

Amortisation in respect of all the intangible assets is provided on straight line method over the useful lives of assets based on the evaluation and for the assets acquired prior to 1st April, 2014, the carrying amount as on 1st April, 2014 is amortised over the remaining useful life based on an evaluation. The useful life of such intangible assets is as follows:

Computer software -3-6 years

Technical know-how fees for new product development -1-5 years"

d Impairment of non-financial assets

The Group's non-financial assets, other than biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of cash inflows of other assets or CGUs. Goodwill arising from business combination is allocated to these CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of a CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset). The Group's corporate assets do not generate independent cash inflows. To determine the impairment of corporate assets, the recoverable amount is determined for the CGUs to which the corporate assets belong."

An impairment loss is recognised if the carrying value of the asset of CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro-rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in the prior periods, the Group reports at each reporting date whether there is any indication that the loss has decreased or it no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss has been recognised. In case of revalued assets such reversal is not recognized.

e Borrowing cost

Borrowing costs that are attributable to acquisition or construction of qualifying assets are capitalized as a part of cost of such assets till the time the asset is ready for its intended use. A qualifying assets is the one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recorded as an expense in the year in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

f Inventories

i) Stores and spare parts are valued at lower of cost or net realisable value. Cost is calculated on weighted average basis.

ii) Raw materials are valued at lower of cost or net realisable value. The cost includes purchase price as well as incidental expenses and is calculated on weighted average basis.

iii) Tea stock is valued at cost or net realizable value whichever is lower and inclusive of cess on excise duty. Timber, coffee, pepper and cardamom in stock are valued at realized contracted rates or realizable value.

iv) Work-in-progress is valued at cost or net realisable value whichever is lower. Cost is arrived on the basis of absorption costing.

v) Manufactured finished goods of all divisions are valued at cost or net realisable value whichever is lower. Cost is determined on the basis of absorption costing including excise duty paid / provided on packed finished goods.

vi) Traded Finished goods of all divisions are valued at cost or net realisable value whichever is lower.

vii) Real Estate under development comprises of Freehold / Leasehold Land and Buildings at cost, converted from Fixed Assets into Stock-in Trade and expenses related / attributable to the development of the said properties. The same is valued at lower of cost or net realizable value.

viii) In respect of following subsidiaries, inventories are valued at cost, computed under first-in-first-out basis. The value of these inventories are as given below:”

	31 March 2017	*31 March 2016*
Britannia Dairy Private Limited	**2,473**	*1,774*

g Investment Properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The Group depreciates investment property over 30 years from the date of original purchase.

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.”

h Income taxes

Tax expense comprises of current tax and deferred tax.

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantially enacted by the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation.

i Earnings per share

The basic and diluted earnings per share (EPS) is computed by dividing Net Profit after tax for the year by weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date.

j Revenue Recognition

Revenue is measured at fair value of consideration received or receivable.

Sale of goods

Sale of goods is recognized as revenue when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenues are recognized when collectability of the resulting receivable is reasonably assured. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Income from royalties accounted based on contractual agreements.

Deferred revenue

The Group has a customer loyalty programme for selected customers. the Group grants credit points to those customers as part of a sales transaction which allows them to accumulate and redeem those credit points. Consideration received from these customers have been allocated between the goods sold and the credit points granted. The consideration allocated to the credit points have been deferred and will be recognised as revenue when the reward points are redeemed or lapsed.

Other income

a. For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

b. Revenue in respect of insurance / other claims, Interest etc., is recognised only when it is reasonably certain that the ultimate collection will be made.

c. Dividend income is recognised when the right to receive payment is established and it is probable that the economic benefits associated with the transaction will flow to the Group and the amount of the revenue can be measured reliably.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

k Foreign currency transactions

i. Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

ii. Subsequent measurement

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Foreign currency differences are generally recognised in profit or loss. Non-monetary items that are measured based on historical cost in a foreign currency are not translated..

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous Financial Statements are recognised in the Standalone Statement of Profit and Loss in the period in which they arise. When a gain or loss on a non-monetary item is recognised in Other Comprehensive Income, any exchange component of that gain or loss is recognised in Other Comprehensive Income. Conversely, when a gain or loss on a non-monetary item is recognised in Standalone Statement of Profit and Loss, any exchange component of that gain or loss is recognised in Standalone Statement of Profit and Loss."

Foreign operations

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition, are translated into ₹, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into ₹ at the exchange rates at the dates of the transactions or an average rate if the average approximates the actual rate at the date of the transaction. When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes off part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to NCI. When the Group disposes off only a part of its interest in an associate while retaining significant influence, the relevant proportion of the cumulative amount is reclassified to profit or loss.

l Retirement and other employee benefits

Retirement benefits to employees comprise payments to government provident funds, gratuity fund, leave encashment and superannuation fund.

Short-term employee benefits

All employee benefits payable wholly within 12 months of rendering the service are classified as short term employee benefits. These benefits include compensated absences such as paid annual leave and sickness leave. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by the employees is recognised during the period.

Post-employment benefits

Contributions to defined contribution schemes such as Provident Fund, Pension Fund, Superannuation Fund etc., are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Group. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group. In respect of contributions made to government administered Provident Fund, the Group has no further obligations beyond its monthly contributions.

The Britannia Industries Limited Covenanted Staff Pension Fund Trust ('BILCSPF') and Britannia Industries Limited Officers' Pension Fund Trust ('BILOPF') were established by the Group to administer pension schemes for its employees. These trusts are managed by the Trustees. The Pension Scheme is applicable to all the managers and officers of the Group who have been employed up to the date of 15 September 2005 and any manager or officer employed after that date, if he has opted for the membership of the Scheme. The Group makes a contribution of 15% of basic salary in respect of the members, each month to the trusts. On retirement, subject to the vesting conditions as per the rules of the trust, the member becomes eligible for pension, which is paid from annuity purchased in the name of the member by the trusts.

Superannuation Fund - The eligible employees of the Company are entitled to receive post employment benefits in respect of Superannuation Fund in which the Company makes annual contribution at a specified percentage of the employee's eligible salary. The contributions are made to the ICICI Prudential Life Insurance Company Limited. Superannuation is classified as defined contribution plan as the Company has no further obligations beyond making the contribution. The Company's contribution to defined contribution plan is charged to Statement of Profit and Loss as incurred.

The Group also provides for post-employment defined benefit in the form of gratuity and medical benefits. The cost of providing benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date. Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognized in the statement of profit and loss.

Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 1 January/ 31 March every year as applicable using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

Voluntary retirement scheme benefits

Voluntary retirement scheme benefits are recognised as an expense in the year they are incurred.

Share based payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs

m Provisions and Contingencies

a. A provision is recognized when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes to the financial statements.

   If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

b. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying benefits is remote, no provision or disclosure is made.

Onerous contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

n Leases

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

Assets taken on finance lease

A finance lease is recognized as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset and the present value of the minimum lease payments. Initial direct costs, if any, are also capitalized and, subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets taken on operating lease

Leases other than finance leases are operating leases, and the leased assets are not recognized on the Group's balance sheet. Payments made under operating leases are recognized in the statement of profit and loss on a straight-line basis over the term of the lease unless the payments are expected to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary.

o Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

i. Financial assets

Classification

On initial recognition, a financial asset is classified as, measured at:

- amortised cost
- FVOCI equity investment
- FVTPL

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

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

Also, Group has elected to apply the exemption available under Ind AS 101 to continue the carrying value for its investments in subsidiaries and associates as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP as at the date of transition (1 April, 2015)

Impairment of financial assets

Financial assets of the Group comprise of trade receivable and other receivables consisting of loans, deposits, and bank balance. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. An impairment loss for trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in profit or loss for the period.

ii. Financial liabilities

Classification

Financial liabilities are classified as, measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

iii Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency 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. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

p Biological assets

The Group has biological assets in the form of tea leaves and coffee fruits. Biological assets are measured at fair value less costs to sell, with any change therein recognised in the Statement of Profit and Loss under 'Other Income'.

q Dividend distribution to equity holders of the Group

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

r Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprises of cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and short term highly liquid investments. Bank overdraft which are repayable on demand form an integral part of the Group's cash management, hence bank overdrafts are included as a component of cash and cash equivalents.

s Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

t Events after reporting date

Where events occurring after the Balance sheet date provides evidence of condition that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

u Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to revenue are recognised in the Statement of Profit and Loss on a systematic basis over the periods to which they relate. When the grant relates to an asset is treated as deferred income and recognised in the Statement of Profit and L**oss on a systematic basis over the useful life of the asset.**

v Standards issued but not yet effective:

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows' and IFRS 2, 'Share-based payment,' respectively. The amendments are applicable to the Group from 1 April 2017.

Ammendment to Ind AS 7

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. the Group is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Amendment to Ind AS 102

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equitysettled awards. Market-based performance conditions and non-vesting conditions are reflected in the 'fair values', but non-market performance conditions and service vesting conditions are reflected in the estimate of the number of awards expected to vest. Also, the amendment clarifies that if the terms and conditions of a cash-settled sharebased payment transaction are modified with the result that it becomesan equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that include a net settlement feature in respect of withholding taxes to be treated as equitysettled in its entirety. The cash payment to the tax authority is treated as if it was part of an equity settlement. the Group does not provide any cash-settled awards due to which the applicability of amendment to Ind AS 102 does not arise and accordingly does not have any impact on the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(a) The list of the subsidiaries of the Corporation (Group) included in the consolidation and the Group's holding therein are as under:

Name of Subsidiary	Country of Incorporation	Current Year Percentage Holding-Share	Previous Year Percentage Holding-Share
Afco Industrial & Chemicals Limited.	India	100%	*100%*
DPI Products & Services Limited.	India	100%	*100%*
Sea Wind Investments & Trading Company Limited.	India	100%	*100%*
Leila Lands Senderian Berhad	Malaysia	100%	*100%*
Sub-Subsidiaries:			
Subsidiary of DPI Products & Services Limited:			
Subham Viniyog Private Limited	India	100%	*100%*
Subsidiaries of Leila Lands Senderian Berhad :			
Naira Holdings Limited	The British Virgin Islands	100%	*100%*
Island Horti-Tech Holdings Pte. Limited	Singapore	100%	*100%*
Leila Lands Limited	Mauritius	100%	*100%*
Restpoint Investments Limited	The British Virgin Islands	100%	*100%*
Baymanco Investments Limited	Mauritius	100%	-
Subsidiaries of Island Horti-Tech Holdings Pte. Limited :			
Island Landscape & Nursery Pte. Limited	Singapore	100%	*100%*
Innovative Organics Inc.	USA	58.80%	*58.80%*
Subsidiaries of Leila Lands Limited:			
Britannia Brands Limited (BBL UK)	United Kingdom	100%	*100%*
ABI Holding Limited	United Kingdom	100%	*100%*
Associated Biscuits International Limited (ABIL, UK)	United Kingdom	100%	*100%*
Dowbiggin Enterprises Pte. Limited	Singapore	100%	*100%*
Nacupa Enterprises Pte. Limited	Singapore	100%	*100%*
Spargo Enterprises Pte. Limited	Singapore	100%	*100%*
Valletort Enterprises Pte. Limited	Singapore	100%	*100%*
Bannatyne Enterprises Pte. Limited	Singapore	100%	*100%*
Britannia Industries Limited (BIL)	India	50.72%	*50.75%*
Subsidiary of Innovative Organics Inc. :			
Granum Inc.	USA	58.80%	*58.80%*
Subsidiaries of Britannia Industries Limited (BIL):			
Boribunder Finance & Investments Private Limited	India	100%	*100%*
Flora Investments Company Private Limited	India	40.53%	*40.53%*
Gilt Edge Finance & Investments Private Limited	India	46.13%	*46.13%*
Ganges Vally Foods Private Limited	India	51%	*51%*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Name of Subsidiary	**Country of Incorporation**	**Current Year Percentage Holding-Share**	**Previous Year Percentage Holding-Share**
International Bakery Products Limited	India	100%	*100%*
J. B. Mangharam Foods Private Limited	India	100%	*100%*
Manna Foods Private Limited	India	100%	*100%*
Sunrise Biscuit Company Private Limited	India	99.16%	*99.16%*
Britannia and Associates (Mauritius) Private Limited	Mauritius	100%	*100%*
Britannia and Associates (Dubai) Private Company Limited	Dubai, UAE	100%	*100%*
Al Sallan Food Industries Company SAOG	Oman	65.46%	*65.46%*
Strategic Food International Company LLC	Dubai, UAE	100%	*100%*
Strategic Brands Holding Company Limited	Dubai, UAE	100%	*100%*
Daily Bread Gourmet Foods (India) Private Limited	India	100%	*100%*
Britannia Dairy Private Limited	India	100%	*100%*
Britannia Dairy Holdings Private Limited	Mauritius	100%	*100%*
Britchip Foods Limited	India	60%	-
Sunandaram Foods Private Limited	India	26%	-

(b) The list of the associates of the Group which are included in the consolidation and the Group's holdings therein are as under:

Name of the Associate	Principal Activities	Country of Incorporation	Current Year	Previous Year
			Percentage Holding-Share	Percentage Holding-Share
Roshnara Investments & Trading Company Private Limited	Investments	India	50%	*50%*
Lima Investments & Trading Company Private Limited	Investments	India	50%	*50%*
Cincinnati Investments & Trading Company Private Limited	Investments	India	50%	*50%*
Lotus Viniyog Private Limited	Investments	India	50%	*50%*
Shadhak Investments & Trading Private Limited	Investments	India	50%	*50%*
Inor Medical Products Limited (up to 30th September 2014)	Orthopaedic implants and instruments	India	20%	*20%*
Medical Microtechnology Limited	Opthalmic instruments	India	50%	*50%*
Klassik Foods Private Limited	Biscuit manufacture	India	26.02%	*26.02%*
Nalanda Biscuits Company Limited	Biscuit manufacture	India	35%	*35%*
Placid Plantations Limited (w.e.f 30th March 2015)	Neem Plantations	India	50%	*50%*
Harvard Plantations Limited (w.e.f 30th March 2015)	Neem Plantations	India	50%	*50%*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

2a Property, plant and equipment

₹ in Lakhs

Particulars	GROSS BLOCK						ACCUMULATED DEPRECIATION					NET BLOCK	
	Balance (After Ind AS adjustments) as at 1st APRIL 2016	Additions	Additions on acquisition of Subsidiary	Effect of Foreign exchange differences	Disposals	Balance as at 31st MARCH 2017	Balance (After Ind AS adjustments) as at 1st APRIL 2016	Charge for the year (Refer note 2(d)	Effect of Foreign exchange differences	Effect of disposal/ transfer of assets	Balance as at 31st MARCH 2017	Balance as at 31st MARCH 2017	Balance as at 1st APRIL 2016
Freehold Land	**7,683**	**2,267**	-	-	-	**9,950**	-	-	-	-	-	**9,950**	**7,683**
Leasehold Land	5,405	-	-	(0)	-	**5,405**	212	36	-	-	**248**	**5,157**	5,193
Buildings	33,553	8,027	-	(312)	**(1,774)**	**39,494**	1,630	1,461	(148)	**(206)**	**2,738**	**36,756**	31,922
Leasehold Buildings	15		-		**2**	**17**	1	92	(73)	**(3)**	**17**	**(0)**	14
Plant and Equipment	51,070	21,605	-	(555)	**(4,247)**	**67,873**	8,810	9,873	(449)	**(3,334)**	**14,901**	**52,973**	42,260
Furniture and Fixtures	2,594	503	-	(78)	**(122)**	**2,897**	281	416	(70)	**(87)**	**540**	**2,357**	2,313
Moulds and Dies	233	-	-	-	-	**233**	-	-	-	-	-	**233**	233
Roads	299		-	-	-	**299**	-	32	-	-	**32**	**267**	299
Plantation development	3,284	13	-	(14)	**5**	**3,289**	63	164	17	**54**	**298**	**2,991**	3,221
Office Equipment	1,556	627	-	(28)	**(70)**	**2,085**	360	463	(20)	**(70)**	**733**	**1,352**	1,196
Computer Hardware	48	14	-	-	-	**62**	15	9	-	-	**23**	**38**	33
Motor Vehicles and Tractors	964	157	-	(6)	(121)	**994**	294	121	(5)	(96)	**314**	**680**	670
TOTAL	**106,704**	**33,214**	-	**(994)**	**(6,326)**	**132,598**	**11,665**	**12,666**	**(747)**	**(3,742)**	**19,843**	**112,755**	**95,039**
Capital work in progress												**3,321**	**9,083**

* includes amount less than ₹ 1 Lakh.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Particulars	GROSS BLOCK						ACCUMULATED DEPRECIATION					NET BLOCK	
	Balance (As per IGAAP) as at 1st April 2015	Additions	Additions on acquisition of Subsidiary	Effect of Foreign exchange differences	Disposals	Balance as at 31st March 2016	Balance (After Ind AS adjustments) as at 1st April 2015	Charge for the year (Refer note 2(d)	Effect of Foreign exchange differences	Effect of disposal/ transfer of assets	Balance as at 31st March 2016	Balance as at 31st March 2016	Balance as at 1st April 2015
Freehold Land	7,881	2	-	-	(200)	7,683	-	-	-	-	-	7,683	7,881
Leasehold Land	5,103	164	-	138		5,405	-	128	84	-	212	5,193	5,103
Buildings	24,930	8,212	-	467	(56)	33,553	-	1,293	380	(43)	1,630	31,922	24,930
Leasehold Buildings	15		-	-	-	15	-	1	-	-	1	14	15
Plant and Equipment	39,621	12,818	-	1,559	(2,928)	51,070	-	9,762	1,159	(2,110)	8,810	42,260	39,621
Furniture and Fixtures	1,810	803	-	27	(45)	2,594	-	296	20	(35)	281	2,313	1,810
Moulds and Dies	233	-	-	-	-	233	-	-	-	-	-	233	233
Roads	299	-	-	-	-	299	-	-	-	-	-	299	299
Development	2,931	355	-	(2)		3,284	-	63	-	-	63	3,221	2,931
Office Equipment	1,012	633	-	49	(138)	1,556	-	441	56	(137)	360	1,196	1,012
Computer Hardware	27	21	-	-	-	48	-	15	-	-	15	33	27
Motor Vehicles and Tractors	791	132	-	107	(66)	964	-	251	78	(35)	294	670	791
TOTAL	**84,652**	**23,140**	**-**	**2,345**	**(3,433)**	**106,704**	**-**	**12,251**	**1,776**	**(2,361)**	**11,665**	**95,038**	**84,652**
Previous Year's-Total													
CWIP												**9,083**	**4,929**

Note

(i) Buildings include building having carrying value of ₹ 4 Lakhs (31 March, 2016 ₹ 4 Lakhs, 1 April, 2015: ₹ 4 Lakhs) in respect of which documents evidencing title are held in the name of the Group's nominee, which includes cost of 160 shares of ₹ 50 each fully paid-up of the New Cosmopolitan Housing Society Limited.

(ii) The Company has availed the deemed cost exemption in relation to the property plant and equipment on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April, 2015 under the previous GAAP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

DESCRIPTION	Freehold land	Leasehold land	Roads	Development-Plantations	Buildings *	Leasehold Buildings	Plant and Machinery	Moulds and Dies	Motor Vehicles & Tractors	Furnitures and Fixtures	Office Equipments	Computer Hardware	Total
Gross Block	7,882	6,388	369	2,979	37,734	45	108,933	1,344	2,529	3,962	4,942	234	177,341
Accumulated Depreciation	1	1,285	70	49	12,788	30	69,312	1,111	1,738	2,152	3,930	207	92,673
Net Block	**7,881**	**5,103**	**299**	**2,931**	**24,946**	**15**	**39,621**	**233**	**791**	**1,810**	**1,012**	**27**	**84,668**

* includes amount of ₹ 16 Lakhs reclassified to Investment property- refer note 2.b

(iii) Buildings include:

- Fully paid unquoted shares and bonds in respect of ownership of flats in 1 Co-operative Housing Society (31 March 2016: 1 Co-operative Housing Society, 1 April 2015: 1 Co-operative Housing Society); 10 shares ((31 March 2016: 10 shares, 1 April 2015: 10 shares) of ₹ 50/- each.
- Net carrying value ₹ 110 Lakhs (31 March 2016: ₹ 138 Lakhs, 1 April 2015: ₹ 186 Lakhs) constructed on a land leased from the government (UAE) which is renewable each year in relation to Strategic Food International Co. LLC., Dubai (SFIC). The lessor [Government (UAE)] would be required to give the tenant (SFIC) a notice of one year for termination of the lease.
- Net carrying value ₹ 1,277 Lakhs (31 March 2016: ₹ 1,354 Lakhs, 1 April 2015: ₹ 1,361 Lakhs) constructed on a land leased from the Public Establishment for Industrial Estates (Solar Industrial Estate) for a period of 25 years from 1 January 1994, which is renewable thereafter for a further period of 25 years in relation to Al Sallan Food Industries Co. SAOC (ASFI).

(iv) Net carrying value of property, plant and equipment included in the above note pertaining to Al Sallan Food Industries Co. SAOC (ASFI) amounts to ₹ 3,747 Lakhs (31 March 2016: ₹ 4,064 Lakhs, 1 April 2015: ₹ 3,907 Lakhs). Substantially all the property, plant and equipment of Al Sallan Food Industries Co. SAOC (ASFI) are mortgaged as security against the Government term loan and other term loans amounting to ₹ 2,270 Lakhs (31 March 2016: ₹ 2,751 Lakhs, 1 April 2015: ₹ 2,922 Lakhs).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

2.b Investment Property

Particulars	Balance as at 1st April 2016	Additions	Additions on acquisition of Subsidiary	Effect of Foreign exchange differences	Disposals	Balance as at 31st March 2017	Balance as at 1st April 2016	Charge for the year (Refer note 2(d)	Effect of Foreign exchange differences	Eliminated on disposal of assets	Balance as at 31st March 2017	Balance as at 31st March 2017	Balance as at 31st March 2016
Gross Block	16	1,551	-	-	-	1,567	1	26	-	-	27	1,541	15

Particulars	Balance as at 1st April 2015	Additions	Additions on acquisition of Subsidiary	Effect of Foreign exchange differences	Disposals	Balance as at 31st March 2016	Balance as at 1st April 2015	Charge for the year (Refer note 2(d)	Effect of Foreign exchange differences	Eliminated on disposal of assets	Balance as at 31st March 2016	Balance as at 31st March 2016	Balance as at 1st April 2015
Gross Block	16		-	-	-	16	-	1	-	-	**1**	15	16

(a) The Company has availed the deemed cost exemption in relation to investment property on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April, 2015 under the previous GAAP.

DESCRIPTION	**Buildings**	**Total**
Gross Block	31	31
Accumulated depreciation	15	15
Net Block	**16**	**16**

(b) Information regarding income and expenditure of Investment property

Particulars	**31-Mar-17**	31-Mar-16
Rental income derived from investment properties	**14**	20
Less Depreciation relating to investment properties	**(26)**	(1)
Net profit from investment properties	**(12)**	19

(c.) Notes

a. Investment property comprises of Office buildings. Fair value of investment property is ₹ 3,465 Lakhs .The fair value of the investment property is ₹ 1,378 Lakhs as on 31 March, 2016 and ₹ 1,409 Lakhs as on April 1,2015

b. These valuations are performed by the management based on external valuation model.

c. The fair value of investment property is categorised as level 3 in the fair valuation hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

2c Intangibles

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK		
	Balance 31st MARCH 2016	Additions	Additions on acquisition of Subsidiary	Effect of Foreign exchange differences	Disposals	Balance 31st MARCH 2017	Balance as at 31st MARCH 2016	Charge for the year (Refer note 2(d)	Effect of Foreign exchange differences	Eliminated on disposal of assets	Balance as at 31st MARCH 2017	Balance as at 31st MARCH 2017	Balance 31st MARCH 2016
Brands / Trademarks	5	-	-	-	-	**5**	-	-	-	-	**-**	**5**	5
Computer Software	1,777	328	-	(8)	(3)	**2,094**	406	462	(6)	(0)	**862**	**1,233**	1,370
Tenancy Rights	29	-	-	-	-	**29**	1	-	-	-	**1**	**28**	27
Sub total	**1,811**	**328**	**-**	**(8)**	**(3)**	**2,128**	**407**	**462**	**(6)**	**(0)**	**862**	**1,266**	**1,404**

PARTICULARS	GROSS BLOCK					ACCUMULATED DEPRECIATION					NET BLOCK		
	Balance as at 1st APRIL 2015	Additions	Additions on acquisition of Subsidiary	Effect of Foreign exchange differences	Disposals	Balance 31st MARCH 2016	Balance as at 31st MARCH 2015	Charge for the year (Refer note 2(d)	Effect of Foreign exchange differences	Eliminated on disposal of assets	Balance as at 31st MARCH 2016	Balance as at 31st MARCH 2016	Balance as at 31st MARCH 2015
Brands / Trademarks	5	-	-	-	-	**5**	-	-	-	-	**-**	**5**	5
Computer Software	1,296	481	-	-	-	**1,777**	-	406	-	(0)	**406**	**1,370**	1,296
Tenancy Rights	29	-	-	-	-	**29**	-	1	-	-	**1**	**28**	29
Sub total	**1,330**	**481**	**-**	**-**	**-**	**1,811**	**-**	**407**	**-**	**(0)**	**407**	**1,404**	**1,330**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(a) Note

The Company has availed the deemed cost exemption in relation to the property plant and equipment on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April, 2015 under the previous GAAP.

DESCRIPTION	**Technical Know-how**	**Brands / Trademarks**	**Computer software**	**Tenancy rights**	**Total**
Gross Block	1,010	4,142	2,754	37	7,942
Accumulated Depreciation	1,010	4,137	1,458	8	6,612
Net Block	**-**	**5**	**1,296**	**29**	**1,330**

Reconciliation for depreciation charged during the year

Particulars	**31 March 2017**	*31 March 2016*
Depreciation charged during the year(Refer Notes 2.a, 2.b and 2.c)	**13,154**	*12,658*
Less: On account of		
- Transfer to capital subsidy	**(70)**	*(71)*
Depreciation and amortization charge as per statement of profit and loss	**13,084**	*12,587*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

3 Investments in associates **

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Investment in equity shares of associate companies	**53,110**	*1,220*	*1,236*
Investments in Participating interest	**105**	*124*	*121*
Investments in preference shares of associate companies	**33**	*33*	*33*
Less: Provision for diminution in value of investments	**(1)**	-	-
	53,247	*1,377*	*1,390*

4 Non-current Financial assets- Investments

Investment in equity - quoted	**294**	*14,412*	*19,313*
Investment in Mutual Funds	**25,896**	*24,655*	*4,541*
Investments in debentures and bonds	**3,912**	*11,412*	*2,502*
Investment in equity of companies - unquoted	**397**	*60*	-
Investment in Government or Trust Securities	**1**	*1*	*1*
Investments in Insurance policies	**1,173**	*1,067*	*993*
Investments in Co-op societies	**-**	*(0)*	*1*
	31,673	*51,607*	*27,351*

Particulars			
Aggregate book value of quoted investments	**26,190**	*39,067*	*23,854*
Aggregate market value of listed and quoted investments	**26,190**	*39,067*	*23,854*
Aggregate value of unquoted investments	**5,483**	*12,540*	*3,497*
Aggregate amount of impairment in value of investments	**-**	-	-

5 Non-current Financial assets - Loans

Unsecured, considered good;

To related parties:			
Loans due from Key Managerial Personnel	**20**	*12*	*12*
Loans due from Directors	**-**	*50*	*50*
To parties other than related parties:			
Security Deposits	**1,382**	*1,223*	*1,207*
Loans to employees	**95**	*96*	*78*
Intercorporate loans	**3,328**	*19,128*	-
	4,825	*20,509*	*1,347*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

6 Non-current financial assets-Others

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Unsecured, considered good			
Bank deposits with more than 12 months maturity	**247**	*2,598*	*2,535*
Other deposits	**1,222**	*1,452*	*1,556*
	1,469	*4,050*	*4,091*

7 Deferred tax assets (net)

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
A. Deferred Tax Asset			
Employee benefits	**275**	*199*	*532*
Statutory payments	**4,866**	*4,315*	*3,146*
Provision for Doubtful debts,Advances and Contingencies	**1,011**	*1,040*	*1,259*
Unabsorbed business and depreciation loss	**691**	-	*200*
MAT credit entitlement	**1,190**	*1,539*	*1,691*
Deposits	**-**	*21*	*25*
Land	**415**	*1,324*	*1,183*
On employee stock option plans	**-**	*73*	*30*
Others	**162**	-	*52*
Sub-total (A)	**8,610**	*8,511*	*8,118*
B. Deferred Tax Liability	**-**		
Timing difference on account of :	**-**		
Difference between written down value of fixed assets as per books and as per Direct Tax Laws	**5,904**	*2,896*	*2,982*
Proposed dividend	**2,479**	*2,479*	*1,982*
Investments in mutual funds	**-**	*854*	*288*
Prepaid rent	**-**	*18*	*24*
Sub-total (B)	**8,383**	*6,247*	*5,276*
Deferred tax assets (net) (A-B)	**227**	2,264	2,842

Refer Note 38 for analysis of movement in deferred tax balances

8 Income tax assets

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Advance payment of Income Tax (net of Provision)	**3,040**	*2,698*	*2,174*
	3,040	*2,698*	*2,174*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

9 Other non-current assets

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Capital advances	**11,918**	*2,115*	*2,274*
Prepaid expenses	**1,566**	*18*	*21*
Balances with Government authorities (Drawback / Customs and Excise duties receivable)	**2,097**	*2,702*	*1,351*
Prepaid rent	**-**	*56*	*76*
Advances other than capital advances			
Considered good	**1,005**	*67*	*1,148*
Considered doubtful	**1,427**	*2,018*	*209*
Less: Provision for doubtful advances	**(1,427)**	*(2,018)*	*(209)*
	16,586	*4,958*	*4,870*

10 Inventories

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Raw materials	**30,010**	*15,293*	*12,917*
Work-in-progress	**183**	*183*	*390*
Finished goods	**25,973**	*23,947*	*24,490*
Stock-in-trade (acquired for trading)	**2,025**	*3,381*	*2,896*
Stores and spares including loose tools	**11,471**	*8,531*	*8,275*
Goods-in-transit	**935**	*678*	*211*
Real estate under development	**2,793**	*2,638*	*2,415*
	73,390	*54,651*	*51,594*

Notes:

The write down of inventories to net realisable value during the year amounted to ₹ 201 Lakhs (31 March 2016: ₹ 112 Lakhs, 1 April 2015: ₹ 75 Lakhs). The write down are included in cost of materials consumed or changes in inventories of finished goods, stock-in-trade and work-in-progress.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

11 Biological Assets other than bearer plants

A. Reconciliation of carrying amount

	31 March 2017	
	Tea leaves	**Coffee fruits**
Opening Carrying value of Biological assets as on 31 March 2016	**159**	**-**
Add: Increase due to harvesting done for growing tea leaves	**3,245**	**1,516**
Less: Production during the year changes due to biological transformation	**(3,175)**	**(1,516)**
Carrying value of Biological assets as on 31 March 2017	**229**	**-**
The reconciliation of fair value changes is analysed below:		
Opening Carrying value of Biological assets as on 31 March 2016	**159**	**-**
Variance due to price/rate movements	**44**	**-**
Variance due to volume fluctuations:		
Due to increase in Produce on the trees due to favourable weather conditions	**26**	**-**
Carrying value of Biological assets as on 31 March 2017	**229**	**-**
Current portion	**229**	**-**
Non-current portion	**-**	**-**

	31 March 2016	
	Tea leaves	*Coffee fruits*
Carrying value of Biological assets as on 1 April 2015	*114*	*-*
Add: Increase due to harvesting done for growing tea leaves	*2,192*	*1,309*
Less: Production during the year changes due to biological transformation	*(2,147)*	*(1,309)*
Carrying value of Biological assets as on 31 March 2016	*159*	*-*
The reconciliation of fair value changes is analysed below:		
Carrying value of Biological assets as on 1 April 2015	*114*	*-*
Variance due to price/rate movements	*(6)*	*-*
Variance due to volume fluctuations:		
Due to increase in Produce on the trees due to favourable weather conditions	*51*	*-*
Carrying value of Biological assets as on 31 March 2016	*159*	*-*
Current portion	*159*	*-*
Non-current portion	*-*	*-*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

B. Measurement of Fair value

i. Fair Value hierarchy

The fair value measurements for tea leaves and coffee fruits has been categorised as Level 3 fair values based on the inputs to valuation technique used.

ii. Level 3 Fair values

The following table shows a break down of the total gains (losses) recognised in respect of Level 3 fair values-

Particulars	**31 March, 2017**	*31 March, 2016*
Gain/(loss) included in "other income"	**58**	*45*
Change in fair value (realised)	**-**	-
Change in fair value (unrealised)	**58**	*45*

iii. Valuation techniques and significant unobservable inputs

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Tea leaves	Based on actual production of 11 days immediately succeeding the reporting date	Estimated trading price of tea leaves as at the reporting date- 31 March 2017 ₹ 22.75 per Kg. (31 March 2016: ₹ 18.13 per Kg.)	The estimated fair valuation would increase/(decrease) if - The production quantity for 11 days immediately after the reporting date changes - the trading prices of the tea leaves undergo a change
Coffee fruits	Based on estimated amount of coffee fruits to be plucked during the months of January to March each year	Average of high and low prices determined by The Coffee Board of India as on the reporting dates	The estimated fair valuation would increase/(decrease) if - The budgeted production and estimated quantity to be plucked changes - The prices determined by the Coffee Board of India changes

C. Risk Management strategies related to agricultural activities

The group is exposed to the following risks relating to its plantations

i. Regulatory and environmental risks

The Company is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

ii. Supply and demand risks

The Company is exposed to risks arising from fluctuations in the price and sales volume of produce (tea and coffee). When possible, the Company manages this risk by aligning its produce to market supply and demand. Management regularly analyses industry trend, for projected produce and prices.

iii. Climate and other risks

The Company's plantations are exposed to the risk of damage from climatic changes, pests, forest fires and other natural forces. The Company has extensive processes in place aimed at monitoring and mitigating those risks, including regular estate health inspections and industrial pest surveys.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

12 Current financial assets- Investments

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Financial Investments			
Investment in Equity Instruments **	**4,351**	*2,365*	*2,566*
Investment in Debentures or Bonds	**11,288**	*7,681*	*5,225*
Investment in Mutual Funds	**9,985**	*41,574*	*44,777*
Investments in commodities	**-**	*1,298*	*1,874*
Investment in specialist equity shares	**-**	*215*	*148*
Investments in structured notes	**-**	*953*	*1,515*
	25,624	*54,086*	*56,105*

** Refer note 60.A

Particulars			
Aggregate book value of quoted investments	**14,336**	*43,939*	*47,343*
Aggregate market value of listed and quoted investments	**14,336**	*43,939*	*47,343*
Aggregate value of unquoted investments	**11,289**	*10,148*	*8,762*
Aggregate amount of impairment in value of investments	**-**	-	-

13 Trade receivables

Unsecured			
- Considered good	**23,074**	*23,181*	*20,230*
- Considered doubtful	**1,345**	*1,311*	*1,190*
Less: Provision for doubtful trade receivables	**(1,345)**	*(1,311)*	*(1,190)*
	23,074	*23,181*	*20,230*

Trade receivables are subject to first charge against bank loans (Refer Note 20 and 23)

The Group's exposure to credit and currency risk, and impairment losses related to trade receivables are disclosed in Note 43.

14. a Cash and cash equivalents

Cash on hand	**38**	*34*	*57*
Cheques, Drafts on hand	**2,046**	*1,785*	*2,847*
Balances with banks:			
In current accounts	**12,371**	*8,895*	*10,859*
In EEFC accounts	**2**	*13*	*150*
In deposit accounts	**1,127**	*2,221*	*527*
In foreign bank accounts held by foreign branches	**27**	*37*	*61*
	15,611	*12,985*	*14,501*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

14. b Other bank balances

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Unpaid dividend accounts	446	400	367
Unclaimed debenture interest	44	44	46
In deposit accounts	5,968	-	16,491
Unclaimed debenture redemption proceeds	111	112	116
Balances held as margin money against guarantees and other commitments	62	-	-
	6,631	556	17,020

15 Current financial assets - Loans

Unsecured, considered good			
To Related parties			
Intercorporate loans	61,900	37,001	36,750
Others			
Security deposits	829	460	416
Loans to employees	73	123	130
Intercorporate loans	28,420	17,455	4,741
	91,222	55,039	42,037

16 Current financial assets - Others

Export benefits receivable	-	307	357
Interest receivable	2,958	2,051	1,329
Receivables from related parties - Director	62	62	-
	3,020	2,420	1,686

17 Other current assets

Unsecured, considered good			
Prepaid expenses	1,846	1,156	840
Balances with Government authorities (VAT / Cenvat / Service tax credit receivable)	8,973	6,893	4,843
Advances to vendors	21,050	3,000	4,184
Other advances			
Considered good	6,408	5,031	5,247
Considered doubtful	290	290	290
Less: Provision for doubtful advances	(290)	(290)	(290)
	38,277	16,080	15,095

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

18 Share capital

		As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
a	**Authorised :**			
	Equity Shares of ₹ 2 each 75,000,000(Previous year 75,000,000) Equity shares	**1,500**	*1,500*	*1,500*
	Total	**1,500**	*1,500*	*1,500*
b	**Issued and Subscribed and Paid up:**			
	69,771,900 (Previous year 69,771,900) Equity shares fully paid up	**1,395**	*1,395*	*1,395*
	Forfeited shares amount paid-up	**1**	*1*	*1*
	Total	**1,396**	*1,396*	*1,396*

c Reconciliation of number of shares outstanding at the beginning and end of the year :

Equity share :

Outstanding at the beginning of the year	**69,771,900**	*69,771,900*	*69,771,900*
Equity Shares issued during the year in consideration for cash	**-**	-	-
Outstanding at the end of the year	**69,771,900**	*69,771,900*	*69,771,900*

d Terms / Rights attached to each classes of shares

Terms / Rights attached to Equity shares

The Company has only one class of equity shares with voting rights having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the shareholders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

e Shareholders holding more than 5% shares in the company is set out below:

Equity share	As at 31 March, 2017		*As at 31 March, 2016*		*As at 1 April, 2015*	
	No. of Shares	**% Holding**	*No. of Shares*	*% Holding*	*No. of Shares*	*% Holding*
Archway Investment Company Limited	**8,719,290**	**12.50**	*13,038,600*	*18.69*	*13,038,600*	*18.69*
N.W. Export Limited	**12,317,275**	**17.65**	*9,817,275*	*14.07*	*9,817,275*	*14.07*
Sunflower Investments & Textiles Limited	**8,395,430**	**12.03**	*6,576,120*	*9.43*	*6,576,120*	*9.43*
Naperol Investments Limited	**4,208,400**	**6.03**	*4,208,400*	*6.03*	*4,208,400*	*6.03*
Mr. Nusli Neville Wadia	**6,141,505**	**8.81**	*6,141,505*	*8.81*	*6,141,505*	*8.81*
Wallace Brothers Trading & Industrial Limited, U.K.	**5,660,700**	**8.11**	*5,660,700*	*8.11*	*5,660,700*	*8.11*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

19 Other Reserves

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Capital reserve	**1,841**	*1,841*	*1,841*
Capital Redemption Reserve	**202**	*202*	*202*
Securities premium reserve	**5,160**	*4,780*	*4,508*
General reserve	**48,169**	*43,890*	*40,090*
Employee stock option Reserve	**300**	*107*	*45*
Capital Reserve on Investment in subsidiaries	**(203)**	*(203)*	*(203)*
Surplus in Statement of Profit and Loss	**165,067**	*143,778*	*106,910*
Statutory reserve fund	**150**	*150*	*150*
Equity instruments through other comprehensive income	**8,989**	*4,262*	*9,136*
Foreign currency translation reserve	**2,334**	*(8,863)*	-
	232,009	*189,944*	*162,679*

20 Non-current financial liabilities - Borrowings

Secured			
Term loans from banks	**56,540**	*28,452*	*47,557*
Long term maturities of finance lease obligations	**44**	*49*	*73*
Loans against vehicles	**35**	*5*	*10*
Unsecured			
Intercorporate deposits	**2,124**	*2,118*	*2,043*
	58,743	*30,624*	*49,683*

The Company's exposure to liquidity risk and interest risk related to borrowings is disclosed in Note 46 and Note 48 respectively.

Notes:

(a) Rupee loan from HDFC Bank Limited of ₹ 3,000 Lakhs which is repayable in 4 equal half yearly installments of ₹ 750 Lakhs each from 3rd March 2016 to 3rd September 2017 of which current outstanding is ₹ 750 Lakhs. The loan is secured by extension of charge of an Equitable Mortgage by deposit of title deeds of Singampatti estates together with Buildings and structures thereon in favour of HDFC Bank Limited. The rate of interest on the loan is ranging from 9.1% to 10.5%.

(b) Rupee loan from Kotak Mahindra Bank Limited of ₹ 5,000 Lakhs, - current outstanding - ₹ 5,000 Lakhs of which ₹ 1,500 Lakhs is repayable in 8 equal quarterly installments of ₹ 113 Lakhs each, from 30th June, 2017 to 30th June, 2019 and 4 equal quarterly installments of ₹ 150 Lakhs each, from 30th September, 2019 to 30th June, 2020; ₹ 3,500.00 Lakhs is repayable in 8 equal quarterly installments of ₹ 262 Lakhs each, from 30th September, 2017 to 31st March, 2019 and 4 equal quarterly installments of ₹ 350 Lakhs each, from 30th June, 2019 to 31st March, 2020. The loan is secured by extension of charge of an Equitable Mortgage by deposit of title deeds of Akurdi Land together with Buildings and structures thereon in favour of Kotak Mahindra Bank Limited. The rate of interest on the loan is ranging from 9.1% to 11%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(c) Rupee loan from The Hongkong and Shanghai Banking Corporation Limited of ₹ 2,500 Lakhs - current outstanding - ₹ 1,000 Lakhs is repayable in 5 equal half yearly installments of ₹ 500 Lakhs each from 23rd December 2015 to 23rd December 2017.The loan is secured by extension of charge of an Equitable Mortgage by deposit of title deeds of Mudis estates together with Buildings and structures thereon in favour of said bank. The rate of interest on the loan is ranging from 9.1% to 10.5%.

(d) Rupee loan from The Federal Bank Limited of ₹ 2,500 Lakhs, current outstanding - ₹ 2,239 Lakhs is repayable in 18 quarterly installments of ₹ 139 Lakhs each from October 2016 to January 2021.The loan is secured by extension of pari passu charge of an Equitable Mortgage by deposit of title deeds of Mudis estates together with Buildings and structures thereon in favour of said bank. The rate of interest on the loan is ranging from 9.1% to 10.5%.

(e) The interest free soft loan from Government of Oman through Oman Development Bank is repayable in 13 annual installments from 1 August 2006. Loan is secured by first ranking mortgage on all the tangible assets of the Al Sallan Food Industries Co. SAOC, Oman.

(f) A term loan from ICICI Bank is repayable in 32 quarterly installments of ₹ 7,500 Lakhs each, starting from the 90th day from the date of first disbursement. The rate of interest was the sum of base rate and spread as communicated by the Bank periodically. The base rate was 9.35% p.a. and spread was 2% p.a. The above term loan was secured by an exclusive charge over movable property, plant and equipment and current assets, present and future and an exclusive charge by way of equitable mortgage on movable and immovable property, plant and equipment except leasehold land of J B Mangharam Foods Private Limited. During the current year the exisiting loan has been repaid entirely by refinancing from new lendors.

During the current year, the Group has an outstanding term loan of ₹ 1,902 Lakhs from HSBC Bank repayable in 24 equal quarterly installments starting from 27 April 2017. The rate of interest is 8.1% p.a. The outstanding term loan is secured by an exclusive charge on existing and future moveable assets, current assets and negative lien on immovable property, plant and equipment as securities to HSBC for availing the said facilities.

(g) In April 2016, the Company entered into a facility agreement with BNP Paribas, Singapore branch for USD 55,250,000 to refinance the outstanding loan from Standard Chartered Bank of USD 54,000,000. The loan is secured by corporate guarantees from subsidiaries and the ultimate holding company, The Bombay Burmah Trading Corporation, Limited. The Company repaid USD 10,000,000 in the current year. In March 2017, the Company took an additional loan of USD 40,000,000 and entered into an Amendment and Restatement Agreement dated March 15, 2017 for an aggregate facility of USD 85,250,000. The additional loan is secured by guarantees given by the subsidiaries and a letter of support from ultimate holding company. The interest rate of the loan is the percentage rate per annum equal to the aggregate of the applicable margin and LIBOR. The Company shall repay the loan in full in five instalments by repaying, on each repayment date, an amount as set out in the Amendment and Restatement Agreement.

(h) Rate of interest for finance lease obligations ranges from 15.54% to 19.19% per annum. Number of repayment installments for lease obligations ranges from 3 to 12. Period of maturity for the lease obligations ranges from 8 months to 3 years.

(i) During the current year, a subsidiary has an outstanding term loan from HSBC Bank repayable in 24 equal quarterly installments starting from 27 April 2017. The rate of interest is 8.1%. The outstanding term loan was secured by an exclusive charge on existing and future moveable assets, current assets, letter of comfort from Britannia Industries Limited and negative lien on immovable fixed asset as securities to HSBC for availing the said facilities.

(j) A subsidiary had a note payable to a commercial bank of $800,000 and $1,100,000 at 31 March, 2017 and 31 March, 2016 respectively. Interest is payable quarterly at 4.0% plus the six month LIBOR rate

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(4.9% at 31 March, 2017). The note is secured by all tangible assets of the subsidiary, a pledge of 29% of the shares of the subsidiary, an assignment of brands, and a revolving letter of comfort from the majority stockholder of the Company.

Future payments on the note are $ 400,000 during the fiscal year ending March 31, 2018, and a final payment of $400,000 due on February 28, 2019.

(k) Loan against vehicles are secured by lien on vehicle purchased. The rate of interest on the loan is ranging from 5% to 10% and is repayable in 60 equal installments.

21 Non-current Financial liabilities - Others

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Deposits received from customers	**2,360**	*2,134*	*1,996*
Payable towards capital expenditure	**71**	*41*	*38*
Others (Rental deposit)	**339**	*107*	*-*
	2,770	*2,282*	*2,034*

22 Non-current liabilities- Provisions

Provision for employee benefits			
Fringe Benefit tax (Net of Advance tax)	**2**	*2*	*2*
Provision for employee benefits	**947**	*715*	*591*
	949	*717*	*593*

23 Current financial liabilities - Borrowings

Loans			
Secured			
From Banks	**26,570**	*25,362*	*13,423*
Unsecured (Repayable On Demand)			
From Banks	**12,211**	*15,113*	*16,188*
Intercorporate Deposits (Repayable On Demand)	**-**		
From Other Parties	**1,300**	*4,500*	*1,000*
	38,781	*44,975*	*30,611*

Notes:

(a) Cash credit from Axis Bank Limited as at 31st March 2017 is ₹ NIL (as at 31st March 2016: ₹ 2,869 Lakhs, 1st April 2015 is ₹ 895 Lakhs), is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Elkhill Estates. The rate of interest on the loan is ranging from 11% to 13%. The said loan has been repaid during the current year.

(b) Cash Credit from HDFC Bank Limited of ₹ NIL (as at 31st March 2016 is ₹ 1,826 Lakhs and as at 1st April 2015 is ₹ 1,960 Lakhs) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Singampatti Estates. The rate of interest on the loan is ranging from 11% to 13%. The said loan has been repaid during the current year.

(c) Agriculture loan from HDFC Bank Limited of ₹ 102 Lakhs (as at 31st March 2016 is ₹ 700 Lakhs and as at 1st April 2015 is ₹ NIL) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Singampatti Estates. The rate of interest on the loan is ranging from 9% to 11%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(d) Packing Credit/ Cash Credit / WCDL from The Hongkong and Shanghai Banking Corporation Limited of ₹ 1,000 Lakhs (as at 31st March 2016 is ₹ 2,201 Lakhs and as at 1st April 2015 is ₹ 4,432 Lakhs) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis and a collateral on Mudis Estates. The rate of interest on the loan is ranging from 9% to 11%.

(e) Packing credit/ WCDL from Federal Bank Limited of ₹ 2,289 Lakhs (as at 31st March 2016 is ₹ 2,788 Lakhs and as at 1st April 2015 is ₹ 232 Lakhs) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis. The rate of interest on the packing credit is 6 Months LIBOR plus 1 % and on WCDL is ranging from 9-10%.

(f) Cash Credit/ Overdraft from Kotak Bank Limited of NIL (as at 31st March 2016 is ₹ 442 Lakhs and as at 1st April 2015 is NIL) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis. The rate of interest on the loan is ranging from 9% to 11%. The said facility was repaid during the current year.

(g) Outstanding unsecured loan of ₹ 5,800 Lakhs (as at 31st March 2016 is ₹ 6,500 Lakhs and as at 1st April 2015 is ₹ 6,500 Lakhs) is payable to banks. The tenure of loan is short term and it is repayable on demand. The rate of interest on the loan is ranging from 9% to 11.5%.

(h) Loan of ₹ 8431 Lakhs (31 March 2016: ₹ 8613 Lakhs) availed by Britannia and Associates (Mauritius) Private Limited, Mauritius to support working capital requirement of its Middle East subsidiaries. The loan is secured by an irrevocable and unconditional corporate guarantee from Britannia Industries Limited and carries an Interest rate of applicable USD 6 month LIBOR + markup (0.25%) as agreed with the bank. The date of maturity of the loan is 07 October 2017.

(i) During the year Company has issued commercial paper of ₹ 10,000 Lakhs (as at 31st March 2016 is ₹ NIL Lakhs and as at 1st April 2015 is NIL) to ICICI Prudential Mutual fund which carries coupon 7% to 7.5% for a tenor of 90 days. It is an unsecured facility.

(j) Outstanding Inter corporate deposit of ₹ 1,300 Lakhs (as at 31st March 2016 is ₹ 4,500 Lakhs and as at 1st April 2015 is ₹ 1,000 Lakhs) from non-related parties which carries interest @ 12%. It is unsecured and repayable on demand.

24 Trade payables

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Total Outstanding dues of micro and small enterprises	**269**	*400*	*519*
Total Outstanding dues of creditors other than micro and small enterprises	**78,722**	*81,359*	*71,446*
	78,991	*81,759*	*71,965*

All trade payables are current. The Group's exposure to currency and liquidity risk related to trade payables is disclosed in Note 43.

Refer Note 46 for disclosures related to dues to Micro, Small and Medium Enterprises.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

25 Current - Other financial liabilities

	As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
Current maturities of long-term debt	**3,838**	*3,638*	*7,586*
Current maturities of finance lease obligations	**18**	*24*	*24*
Unpaid dividends	**452**	*400*	*367*
Security deposits	**325**	*322*	*368*
Interest accrued and not due on borrowings	**537**	*239*	*253*
Unpaid debenture redemption balance	**155**	*112*	*116*
Unclaimed debenture interest	**-**	*44*	*46*
Creditors for capital goods	**3,105**	*2,418*	*1,437*
Expenses payable	**13,787**	*14,708*	*17,522*
Book overdraft	**992**	*1,130*	*1,295*
	23,209	*23,035*	*29,014*

26 Other current liabilities

Statutory remittances	**6,528**	*6,107*	*6,119*
Advances from customers	**1,731**	*1,652*	*1,777*
Deferred Revenue ***	**1,088**	*1,558*	*2,111*
	9,347	*9,317*	*10,007*

*** The deferred revenue relates to loyalty credit points granted to the customers as part of a sales transactions and has been estimated with reference to the fair value of the products for which they could be redeemed. Closing balance represents the estimated liability towards unredeemed points. Refer below the reconciliation:

Particulars	As at 31 March, 2017	*As at 31 March, 2016*
Opening balance	**1,558**	*2,111*
Deferred during the year	**1,515**	*1,580*
Released to the Statement of Profit and Loss	**(1,985)**	*(2,133)*
Closing balance	**1,088**	*1,558*

27 Short term provisions

Provision for employee benefits	**2,044**	*2,390*	*2,167*
Provision for excise duty	**5,596**	*5,317*	*5,173*
Provision for sales tax	**9,047**	*8,702*	*6,262*
Provision for trade and other issues	**2,084**	*2,079*	*2,047*
Provision for other contingencies	**684**	*958*	*-*
	19,455	*19,446*	*15,649*

28 Liabilities for current tax (net)

Provision for Tax (net of advance tax)	**4,389**	*3,953*	*4,308*
	4,389	*3,953*	*4,308*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

29 Government grant

	As at 31 March, 2017	As at 31 March, 2016	As at 1 April, 2015
Current			
Deferred government grant- from Oman Govt.	**196**	*216*	*218*
	196	*216*	*218*
Non-current			
Capital subsidy	**144**	*215*	*286*
Deferred government grant- from Oman Govt.	**83**	*193*	*243*
	227	*408*	*529*

30 Revenue from Operations

	As at 31 March, 2017	As at 31 March, 2016
Sales of products and Services		
Sale of products (including Excise duty)	**960,915**	*891,905*
Sale of services	**15**	*17*
Customer loyalty programme	**441**	*527*
	961,371	*892,449*
Other operating revenue		
Export Benefits and Other Incentives	**422**	*254*
Fair valuation Gain /(Loss) on Biological asset	**58**	*45*
Scrap sales	**3,147**	*2,971*
Royalty	**253**	*279*
Rental income	**59**	*83*
Provisions and liabilities no longer required written back, net	**615**	-
Others	**5,364**	*3,739*
	9,918	*7,371*
Total	**971,289**	*899,820*

Note:

Includes an amount of ₹ 3,530 Lakhs (31 March 2016: ₹ 29 Lakhs) towards VAT incentive for the Hajipur Factory, Bihar and Khurda Factory, Orissa in accordance with the State Industrial Policy of Bihar and Orissa.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

31 Other Income

	As at 31 March, 2017	As at 31 March, 2016
Interest on deposits with banks	10,437	8,938
Dividend on long-term investments-related party	187	287
Net gain on sale of current investments	-	183
Net gain on foreign currency transactions	1,500	1,587
Gain (loss) on fair valuation of financial assets through profit and loss	5,690	3,837
Profit on sale of assets	1,259	-
Mark to market gain on forward contracts	-	64
Other non-operating income	442	1,143
Total Other income	**19,515**	16,038

32 Cost of materials consumed

Raw Materials Consumed	491,565	443,209
Total Cost of Raw Material Consumed	**491,565**	443,209

33 Changes in inventories of finished goods and work in progress

Opening stock :		
Finished goods (including stock-in-trade)	25,824	26,036
Stock-in-trade	2,025	1,583
Work-in-process	341	390
Less:		
Closing stock:		
Finished goods (including stock-in-trade)	25,973	25,824
Stock-in-trade	2,025	2,025
Work-in-process	183	341
Changes in inventories:		
Finished goods (including stock-in-trade)	(150)	212
Stock-in-trade	-	(442)
Work-in-process	158	49
Excise duty on increase / decrease in stock	-	-
Changes in inventories of finished goods, work in progress and Stock in trade	**(8)**	(180)

34 Employee benefit expense

Salaries and Wages	41,656	41,105
Contribution to Provident and Other Funds	2,500	2,282
Staff Welfare Expenses	2,011	1,918
Employee stock option scheme	547	225
Gratuity expense	-	-
Employee benefit expense	**46,714**	45,530

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

35 Finance costs

	As at 31 March, 2017	*As at 31 March, 2016*
Interest on borrowings	**4,326**	*4,331*
Interest on vehicle loan	**9**	*1*
Others (interest)	**-**	*51*
Finance lease	**7**	*12*
Finance costs	**4,342**	*4,395*

36 Other expenses

Stores and spares consumed	**3,277**	*3,605*
Repairs and maintenance:		
- Buildings	**588**	*557*
- Plant and machinery	**1,825**	*1,673*
- Others	**3,174**	*2,980*
Rent	**4,919**	*4,173*
Rates and taxes	**3,772**	*3,350*
Insurance	**509**	*437*
Power and fuel	**11,653**	*10,958*
Freight and forwarding	**45,272**	*43,457*
Legal and professional charges	**1,270**	*1,046*
Bad trade receivables / advances / deposits written off	**38**	*90*
Provision for doubtful trade receivables / advances / deposits	**189**	*247*
Subcontracting	**1,276**	*354*
Business promotion	**39,665**	*44,987*
Payment to auditors	**248**	*219*
Processing charges	**44,219**	*45,696*
Corporate Social Responsibility (CSR) expenditure	**1,646**	*1,137*
Net loss on sale of current investments	**933**	
Loss on fixed assets sold / scrapped / written off (net)	**-**	*918*
Mark to market loss on forward contract	**115**	*-*
Foreign exchange loss (net)	**81**	*10*
Miscellaneous expenses	**30,266**	*27,271*
	194,935	*193,165*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

37 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

i. Profit attributable to Equity holders of parent

	31 March, 2017	*31 March, 2016*
Profit attributable to equity holders of the parent:		
Continuing operations	**43,567**	*38,623*
Profit attributable to equity holders of the parent for basic earnings	**43,567**	*38,623*

ii. Weighted average number of ordinary shares

Issued ordinary shares at April 1	**69,771,900**	*69,771,900*
Weighted average number of shares at March 31 for basic EPS	**69,771,900**	*69,771,900*

Basic and Diluted earnings per share

Basic earnings per share	**62.44**	*55.36*
Diluted earnings per share	**62.44**	*55.36*

38 Deferred tax

(a) Movement in deferred tax balances

	Net balance April 1, 2016	**Recognised in the statement of profit and loss during the year**	**Net balance 31 March, 2017**
Deferred tax asset/(liabilities)			
Property, plant and equipment	(3,296)	(2,253)	**(5,549)**
Employee benefits	199	(8)	**191**
Statutory payments	4,315	551	**4,866**
Provisions	1,040	(283)	**757**
Unabsorbed business loss and depreciation	400	292	**690**
Proposed dividend	(2,479)		**(2,479)**
Land	1,324		**1,324**
Other items	(778)	15	**(763)**
Minimum alternate tax (MAT) credit	1,539	(349)	**1,190**
Tax assets (Liabilities)	2,264	(2,035)	**227**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(b) Movement in deferred tax balances

	Net balance April 1, 2016	Recognised in the statement of profit and loss during the year	Net balance 31 March, 2017
Deferred tax asset/(liabilities)			
Property, plant and equipment	(3,382)	86	**(3,296)**
Employee benefits	532	(333)	**199**
Statutory payments	3,146	1,169	**4,315**
Provisions	1,259	(219)	**1,040**
Unabsorbed business loss and depreciation	600	(200)	**400**
Proposed dividend	1,982	497	**(2,479)**
Land	1,183	134	**1,324**
Other items	472	494	**(778)**
Derivatives	(16)	16	**-**
Inventories	(35)	35	**-**
Loans and borrowings	(7)	7	**-**
Deferred Income	5	(5)	**-**
Minimum alternate tax (MAT) credit	1,691		**1,539**
Tax assets (Liabilities)	7,431	1,681	**2,264**

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

(c) Unrecognised deferred tax assets/ liabilities

As at 31 March 2017, undistributed earning of subsidiaries amounted to ₹ 222,368 Lakhs (31 March, 2016: ₹ 205,127 Lakhs; March 31, 2015: ₹ 163,973 Lakhs). The corresponding deferred tax liability of ₹ 45,274 Lakhs (31 March, 2016: ₹ 41,764 Lakhs; March 31, 2015: ₹ 33,385 Lakhs), was not recognised because the Company controls the dividend policy of its subsidiaries i.e. the Company controls the timing of reversal of the related taxable temporary differences and management is satisfied that they will not reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Tax losses carried forward

Financial year	Nature of loss	As at 31 March 2017	Expiry date	*As at 31 March 2016*	*Expiry date*
2014-15	Unabsorbed depreciation			*310*	*No limit*
2015-16	Business loss	**1,208**	**upto FY 2018-19**	-	-
		60	**upto FY 2021-22**	-	-
		339	**upto FY 2023-24**	*339*	*upto FY 2023-24*
	Long Term Capital loss	**19**	**upto FY 2021-22**		
	Unabsorbed depreciation	**3,228**	**No limit**	*684*	*No limit*
2016-17	Business loss	**70**	**upto FY 2020-21**		
		1,091	**upto FY 2024-25**		
	Long Term Capital loss	**4**	**upto FY 2021-22**		
	Unabsorbed depreciation	**1,661**	**No limit**		

39 Tax reconciliation

Tax expense

(a) Amounts recognised in profit and loss

Particulars	As at 31 March, 2017	*As at 31 March, 2016*
Current income tax	**40,352**	*39,824*
Current tax relating to earlier years	**(36)**	-
Deferred tax expense	**2,035**	*433*
Tax expense for the year	**42,387**	*40,257*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(b) Amounts recognised in other comprehensive income

Particulars	**For the year ended 31 March, 2017**			*For the year ended 31 March, 2016*		
	Before tax	**Tax (expense)/ benefit**	**Net of tax**	*Before tax*	*Tax (expense)/ benefit*	*Net of tax*
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	**(48)**	**8**	**(40)**	*(115)*	*32*	*(83)*
Equity Instruments through Other Comprehensive Income	**4,726**		**4,726**	*(4,873)*		*(4,873)*
Items that will be reclassified to profit or loss						
Exchange differences in translating the financial statements of a foreign operation	**-**		**-**	*(8,863)*		*(8,863)*
	4,678	**8**	**4,686**	*(13,852)*	*32*	*(13,820)*

(c) Reconciliation of effective tax rate

Particulars	**As at 31 March, 2017**	*As at 31 March, 2016*
Profit before tax	**128,197**	*119,455*
Tax using the company's gross tax rate	**44,369**	*41,343*
Tax effect of:		
Permanent differences	**194**	*142*
Temporary differences on which no deferred tax asset is recognised	**34**	*292*
Dividend and other incomes exempt under Income tax	**625**	*507*
Current period's losses for which no deferred tax asset is recognised	**(38)**	*(266)*
Capital gains tax set off against business loss of the current year	**-**	*(22)*
Portion of Income/Loss chargeable to tax under Tamil Nadu and Karnataka state laws (laws abolished in the respective states)	**14**	*845*
Tax pertaining to previous periods	**(34)**	*(31)*
Previous period deferred tax asset reversed in the current period due to lack of virtual certainity	**-**	*541*
Difference in tax rates of subsidiaries	**(538)**	*(2,220)*
Investment allowance deduction	**(1,034)**	*(875)*
Weighted deduction on R&D expenditure	**(1,205)**	*-*
Tax as per Statement of Profit and Loss	**42,387**	*40,257*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

40 Employee benefits

A Defined contribution plans

The Group has recognised an amount of ₹ 1,535 Lakhs (31 March 2016: ₹ 1,454 Lakhs) as expenses under the defined contribution plans in the statement of profit and loss for the year:

	As at 31 March, 2017	*As at 31 March, 2016*
Benefit (Contribution to)		
Employer's Contribution to Government Provident Fund *	**838**	*781*
Employer's Contribution to Family Pension Fund	**490**	*455*
Employer's Contribution to Superannuation Fund	**80**	*88*
Pension Fund / Scheme	**67**	*64*
Labour Welfare Fund	**-**	*-*
ESI	**61**	*65*
Total	**1,536**	*1,454*

* With regard to the assets of the Fund and the return on the investments, the Group does not expect any deficiency in the foreseeable future.

B Defined benefit plans- Gratuity

1 Reconciliation of net defined benefit asset / (liability)

(a) Reconciliation of present value of defined benefit obligation

Obligations at 1 April	**4,969**	*4,698*
Service cost	**378**	*338*
Interest cost	**375**	*360*
Benefits settled	**(398)**	*(396)*
Actuarial (gain) / loss due to demographic assumption changes	**20**	*(35)*
Actuarial (gain) / loss due to financial assumptions	**200**	*49*
Actuarial (gain) / loss due to experience adjustments	**(63)**	*(44)*
Obligations at the year end 31 March	**5,482**	*4,969*

(b) Reconciliation of present value of plan asset:

Plan assets at 1 April at fair value	**4,499**	*4,214*
Expected return on plan assets	**348**	*334*
Return on assets excluding interest income	**116**	*(54)*
Contributions	**689**	*389*
Benefit settled	**(398)**	*(384)*
Plan assets as at 31 March at fair value	**5,253**	*4,499*

(c) Reconciliation of net defined benefit asset/(liability):

	2016-17	2015-16
Present value of obligation as at 31 March	**5,482**	*4,969*
Plan assets at 31 March at fair value	**5,253**	*4,499*
Amount recognised in balance sheet asset / (liability)	**(229)**	*(471)*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

		As at 31 March, 2017	As at 31 March, 2016
2	**Expenses recognised in the statement of profit and loss under Employee benefit expense:**		
	Current service cost	378	338
	Interest cost	375	360
	Interest income	(156)	(147)
	Expected return on plan assets and Contribution	(192)	(187)
	Net cost	429	456
3	**Remeasurements recognised in statement of Other comprehensive income**		
	Actuarial (gain) / loss on defined benefit obligation	156	(32)
	Return on plan assets excluding interest income	(116)	55
	Loss recognised in statement of other comprehensive income	40	23
4	**Amount recognised in the balance sheet:**		
	Opening asset / (liability)	1,044	979
	Expense as above	265	287
	Employers contribution paid	(328)	(222)
	Closing (asset) / liability	981	1,044
5	**Experience adjustment:**		
	On plan liabilities (gain) / loss	(113)	82
	On plan assets gain / (loss)	22	21
6	**Investment details**		
A	**The Bombay Burmah Trading Corporation Limited**		
		% Invested	% Invested
	Government of India securities	1.77%	2.21%
	State Government securities	0.00%	0.05%
	Public sector securities	1.69%	2.00%
	Insurer Managed Funds	87.69%	82.16%
	Others	8.85%	13.58%
		100.00%	100.00%
B	**Britannia Industries Limited and its subsidiaries**		
	Government of India securities	2.88%	3.45%
	State Government securities	25.02%	22.31%
	Public sector securities	35.50%	36.25%
	Mutual funds	3.09%	2.56%
	Special deposit scheme	2.89%	2.87%
	Others	30.62%	32.56%
		100.00%	100.00%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

		As at 31 March, 2017	As at 31 March, 2016
7	**Principal actuarial assumptions**		
A	**The Bombay Burmah Trading Corporation Limited**		
	Discount factor [Refer note (i) below]	**7.40%**	*7.80%*
	Estimated rate of return on plan assets [Refer note (ii) below]	**7.80%**	*10.00%*
	Attrition rate:		
	Age related (Service related):		
	5 years and above	**6.00%**	*3.00%*
	Below 5 years	**6.00%**	*3.00%*
	Salary escalation rate	**5.50%**	*5.00%*
	Retirement age (in years)	**58**	*58*
B	**Britannia Industries Limited and its subsidiaries**		
	Discount factor [Refer note (i) below]	**6.90%**	*7.56%*
	Estimated rate of return on plan assets [Refer note (ii) below]	**6.90%**	*7.56%*
	Attrition rate:		
	Age related (Service related):		
	5 years and above	**4.00%**	*4.00%*
	Below 5 years	**16.00%**	*16.00%*
	Salary escalation rate	**5.00%**	*5.00%*
	Retirement age (in years)	**58.00**	*58.00*
8	**Maturity profile of defined benefit obligation:**		
	Within 1 year	**607**	*344*
	1-5 years	**1,621**	*810*
	5 years and above	**2,550**	*612*
		4,778	*1,765*
9	**Weighted average duration of defined benefit obligation (years)**	**10**	*10*
10	**Sensitivity analysis**		
I	**Discount rate**		
	Discount rate +100 basis points	**5,365**	*4,883*
	Impact on defined benefit obligation	**-0.17%**	*0.13%*
	Discount rate -100 basis points	**5,549**	*4,998*
	Impact on defined benefit obligation	**6.25%**	*6.46%*
II	**Salary increase rate**		
	Salary rate +100 basis points	**5,521**	*5,052*
	Impact on defined benefit obligation	**4.81%**	*4.70%*
	Salary rate -100 basis points	**5,389**	*4,825*
	Impact on defined benefit obligation	**-1.35%**	*-1.44%*
III	**Attrition rate**		
	Attrition rate +100 basis points	**5,600**	*4,963*
	Impact on defined benefit obligation	**0.24%**	*-0.59%*
	Attrition rate -100 basis points	**5,593**	*4,894*
	Impact on defined benefit obligation	**-1.72%**	*-2.14%*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

		As at 31 March, 2017	As at 31 March, 2016
IV	**Mortality rate**		
	Mortality rate increases by 10%	**2,706**	*2,494*
	Impact on defined benefit obligation	**-1.14%**	*-1.29%*
C	**Defined benefit plans- Provident fund**		
	Present value of benefit obligation at period end	**1,922**	*1,779*
	Plan assets at period end, at fair value, restricted to	**1,922**	*1,779*
	Asset recognized in Balance Sheet	**-**	*-*

Assumptions used in determining the present value obligation of the interest rate guarantee under the Projected Unit Credit
Method (PUCM):

Particulars		
Discounting rate	**7.36%**	*7.82%*
Estimated rate of return on plan assets	**7.82%**	*7.85%*
Salary increase	**5.00%**	*5.00%*
Attrition rate	**3.00%**	*3.00%*
Expected guaranteed interest rate	**8.65% ***	*8.8%**

* Rate mandated by EPFO for the FY 2016-17 and the same is used for valuation purpose.

D Other Long term employee benefits- Compensated absences

The Company's liability on account of compensated absences is not funded and hence the disclosures relating to the planned assets are not applicable.

i The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.

ii The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Group's policy for plan asset management.

iii The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

iv The disclosure above includes amounts for both Britannia Industries Limited Covenanted Staff' Gratuity Fund and Britannia Industries Limited Non Covenanted Staff' Gratuity Fund and amounts relating to other group companies.

The charge for retirement benefits of Al Sallan Food Industries Co. SAOC and Strategic Food International Co. LLC, Dubai has been calculated in accordance with the laws applicable in their countries of incorporation which amounts to ₹ 298 Lakhs (Previous Year: ₹ 288 Lakhs).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

41 Leases:

(a) Operating Lease:

The Group has certain operating leases for land, office facilities and residential premises (cancellable as well as non cancellable leases). Such leases are generally with the option of renewal against increased rent and premature termination of agreement (except non cancellable leases). Rental expenses of ₹ 4,894 Lakhs (31 March, 2016: ₹ 4,147 Lakhs) and ₹ 25 Lakhs (31 March, 2016: ₹ 26 Lakhs) in respect of obligation under cancellable and non cancellable operating leases respectively have been recognised in the statement of profit and loss. With respect to Al Sallan Food Industries Co. SAOC, Oman, a subsidiary company has taken on lease a plot of land for factory premises at Sohar from the Public Establishment for Industrial Estates ("PEIE") for a period of 25 years from 1 January 1994 which is renewable thereafter for a further period of 25 years.

The Group has certain cancellable arrangements with contract packers (which conveys a right to use an asset in return for a payment or a series of payment) identified to be in the nature of lease and have been classified as operating lease arrangements. Rental expenses of ₹ 4,748 Lakhs (31 March, 2016: ₹ 4,395 Lakhs) in respect of obligation under operating leases of such assets have been recognised in the statement of profit and loss.

Future obligations of lease rentals applicable to above leased assets aggregate to ₹ 1,240 Lakhs (31 March, 2016 ₹ 1,601 Lakhs) and are due:

Sr. No	Particulars	31 Mar 2017	31 Mar 2016
(i)	Not later than one year	**305**	*320*
(ii)	Later than one year and not later than five years	**870**	*978*
(iii)	More than five years	**65**	*303*
		1,240	*1,601*

The Corporation has taken various residential / commercial premises and plant and machinery under operating leases.

These lease agreements are normally renewed on expiry. The lease payments recognised in Statement of Profit & Loss by the Group is ₹ 161 Lakhs (31 March, 2016: ₹ 101 Lakhs)

(b) Finance Lease

The Corpoaration has taken motor vehicles on finance lease. The total minimum lease payments and present value of minimum lease payments are as follows.

Particulars	2016-17		2015-16	
	Minimum lease payments	Present value of minimum lease payments	*Minimum lease payments*	*Present value of minimum lease payments*
Not later than 1 year	**24**	**18**	*35*	*19*
Later than 1 year	**46**	**44**	*57*	*54*
	70	**62**	*91*	*73*

The difference between minimum lease payments and the present value of minimum lease payments of ₹ 8 Lakhs

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

42 Transition to Ind AS:

As stated in Note 1.a, these are the Group's first consolidated financial statements prepared in accordance with Ind AS. For the year ended 31 March 2016, the Group had prepared its consolidated financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

For the purposes of reporting as set out in Note 1, the Group has transitioned its basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies as set out in Note 1.e have been applied in preparing the financial statements for the year ended 31 March 2017, the comparative information presented in these financial statements for the year ended 31 March 2016 and in the preparation of an opening Ind AS balance sheet as at 1 April 2015 (the "transition date").

In preparing the opening Ind AS balance sheet, the Group has adjusted amounts reported in the financial statements prepared in accordance with IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected the Group's financial performance, cash flows and financial position is set out in the following tables and the notes that accompany the tables. On transition, the Group did not revise estimates previously made under IGAAP except where required by Ind AS.

A Optional exemptions availed

1 Business Combinations

Ind AS 101 provides an option to apply Ind AS 103 prospectively from the date of transition. The Company elected to apply Ind AS 103 prospectively to business combinations after the date of transition. Business combinations occurred prior to the transition date have not been re-stated. The Company has applied the same exemption for investments in subsidiaries and associates.

2 Deemed cost

Ind AS 101 permits the adopter to elect to continue with the carrying value for all its property, plant and equipment recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP, and use it as the deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38-Intangible assets, investment properties covered by Ind AS 40- Investment property and investment in subsidiaries and associates.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment properties at their previous GAAP carrying value, which will be treated as deemed cost as on the date of transition.

3 Designation of previously recognised financial instruments

Ind AS 101 permits an entity to designate particular equity investments (other than equity investments in subsidiaries and associates) as at fair value through other comprehensive income (FVOCI) based on facts and circumstances at the date of transition to Ind AS (rather than on initial recognition). Other equity investments are classified at fair value through profit and loss.

4 Determining whether an arrangement contains a lease

Ind AS 101 includes an optional exemption that permits an entity to apply the relevant requirements in Appendix C of Ind AS 17 for determining whether an arrangement existing at the date of transition contains a lease by considering the facts and circumstances existing at the date of transition (rather than on the inception of the arrangement).

5 Cumulative translation differences

As per Ind AS 101, an entity may deem that the cumulative translation differences for all foreign operations to be zero as at the date of transition by transferring any such cumulative differences to retained earnings.

B Mandatory exceptions

1 Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS as at the date of transition to Ind AS and at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is an objective evidence that those estimates were in error.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under the previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition or at the end of the comparative period (for presenting comparative information as per Ind AS).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

2 **Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess the classification of financial assets on the basis of facts and circumstances existing on the date of transition. Further, the standard permits the measurement of financial assets accounted at amortised cost based on the facts and circumstances existing at the date of transition if retrospective application is accordingly, impracticable.

The Group has determined the classification of financial assets based on facts and circumstances that existed on the date of transition. Measurement of financial assets accounted at amortised cost has been done retrospectively except where the same is impractible.

43 Transition to Ind AS: (Continued)

Reconciliation of total equity

Particulars	Footnote ref.	As on 1 April 2015	As on 31 March 2016
Net worth under IGAAP		230,085	290,750
Summary of Ind AS adjustments			
Amortisation of upfront fees on fixed rate loans	**1**	23	21
Fair valuation of tea leaves	**2**	114	159
Fair valuation of forward contracts	**3**	51	115
Revenue recognition	**4,5**	(50)	(34)
Reversal of proposed dividend and dividend distribution tax thereon	**8**	4,604	5,725
Fair valuation of investments through profit and loss	**10**	(2,234)	(919)
Fair valuation of investment in equity shares through other comprehensive income	**9**	9,136	4,262
Others	**6,7**	(2)	(100)
Deferred tax asset on indexation of freehold land	**11**	415	415
Deferred tax on Ind AS adjustments	**11**	(1,524)	(2,349)
Total Ind AS adjustments		10,533	7,295
Net worth under Ind AS		240,618	298,045

Reconciliation of total comprehensive income

Particulars	Footnote ref.	As on 31 March 2016
Net profit for the year as per Previous GAAP		77,770
Summary of Ind AS adjustments		
Amortisation of upfront fees on fixed rate loans	**1**	(3)
Fair valuation of tea leaves	**2**	45
Fair valuation of forward contracts	**3**	64
Deferral of revenue on account of volume discount	**4**	12
Deferral of revenue recognised on dispatch for sales on CIF terms	**4**	4
Deferred tax on Ind AS adjustments	**11**	(825)
Fair value gain(Loss) on portfolio investments	**10**	1,315
Fair valuation of investment in equity shares through other comprehensive income	**9**	(4,873)
Share based payment expense	**13**	(225)
Others	**6,7**	1,050
Changes in foreign currency translation reserve		(8,863)
Total comprehensive income under Ind AS		65,470

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Notes to the reconciliation:

1 Interest bearing loans and borrowings

Under previous GAAP, transaction costs incurred in connection with interest bearing loans and borrowings are amortised upfront and charged to profit or loss for the period. Under Ind-AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss using the effective interest method.

2 Biological assets

Under Ind AS Biological assets are recognized and measured at its fair value less costs to sell on initial recognition date and at the end of each reporting period. Ind AS defines a biological asset as a living animal or plant but excludes bearer plant from its definition. Tea leaves and coffee fruits are required to be recognized as biological assets and need to be measured at fair value.

3 Forward contracts

Under previous GAAP, the Company did not account for any losses / gains on account of derivative contracts. Under Ind AS, all derivative contracts are required to be marked to market at each period end with mark to market gains and losses recognised in the statement of profit and loss.

4 Sale of goods

Under the previous GAAP, scheme based discounts were grouped under other expenses, however, under Ind AS, these expenses are netted off against sale of goods.

5 Deferral of Revenue

Under Ind AS, revenue shall be measured at the fair value of the consideration received or receivable taking into account the amount of any trade discounts and volume rebates allowed by the entity. Accordingly, revenue to the extent of free goods sold has been deferred. Further, difference in timing of revenue recognition of export sales has been aligned on transition to Ind AS.

The Britannia Group grants credit points to the customers as part of a sales transactions which allows customers to accumulate the credit points and these points can be redeemed by the customers. Under the previous GAAP, the Group had created a provision towards its liability under the programme. Under Ind AS, sales consideration received has been allocated between the goods sold and the credit points granted. The consideration allocated to the customer credit points has been deferred and will be recognised as revenue when the reward points are redeemed or lapsed. Accordingly, the Group has recognised deferred revenue with corresponding adjustment to retained earnings.

6 Security deposits

Under previous GAAP, security deposits are carried at their face values. Under Ind AS, non-cancellable deposits (not statutory deposits in nature) are required to be measured at their fair values at inception using an appropriate discounting rate. The difference between the book value and the discounted value on the date of inception shall be treated as prepaid lease rent, which shall be amortised on a straightline basis, whereas the imputed interest shall be accrued on the security deposits based on "Effective Interest Rate" method.

7 Depreciation

The depreciation on plantations shall have to be computed on the basis of useful/remaining useful life of the plantations as on the reporting date. Owing to the said requirement, an amount representing additional depreciation on the plantations has been recorded.

8 Proposed dividend

Under previous GAAP, proposed dividends are recognised as a liability in the period to which they relate, irrespective of when they are declared. Under Ind-AS, a proposed dividend is recognised as a liability in the period in which it is declared by the company (usually when approved by shareholders in a general meeting) or paid.

In the case of the Company, the declaration of dividend occurs after period end.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

9 FVTOCI financial assets:

Under Previous GAAP, the Company accounted for long term investments in unquoted and quoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind-AS, the Company has designated such investments as FVTOCI investments. Ind-AS requires FVTOCI investments to be measured at fair value. At the date of transition to Ind-AS, difference between the instruments fair value and previous GAAP carrying amount has been recognised as a separate component of equity, in the FVTOCI reserve, net of related deferred taxes.

10 Portfolio investments

Under the previous GAAP, investments in mutual funds were classified as non-current investments or current investments based on the intended holding period and realisability. Non-current investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss for the year ended 31 March 2016.

11 Deferred tax assets (net) :

Previous GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temprorary differences which was not required under previous GAAP.

Also, certain properties of the Holding Company were converted into stock-in-trade during the year 2006-07. As per the taxation laws, the benefit of indexation of cost of purchase for such properties would be allowed until the date of conversion i.e. until the year 2006-07 and hence a deferred tax asset of ₹ 415 Lakhs is created on these properties.

12 Excise duty

Under the previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as part of expenses.This change has resulted in an increase in the revenue from operation and expenses for the year ended 31 March 2016. There is no impact on the total equity and profit.

13 Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

14 Share based payment

Under the previous GAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date. There is no impact on total equity.

15 Lease arrangement

Under the previous GAAP, arrangements that did not take the legal form of lease were accounted for based on the legal form of such arrangements. Under Ind AS, any arrangement (even if not legally structured as lease) which conveys a right to use an asset in return for a payment or series of

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

payments are identified as leases provided certain conditions are met. In case such arrangements are determined to be in the nature of leases, such arrangements are required to be classified into finance or operating leases as per the requirements of Ind AS 17, Leases.

The Group has certain arrangements with contract packers which have been identified to be in the nature of lease and have been classified as operating lease arrangements.

16 Based on Ind AS 40 – Investment Property, the Company has reclassified buildings with undetermined future use to Investment Property. Under the previous GAAP, this was disclosed as a part of Property, Plant and Equipment. There is no impact on the total equity and profit.

17 Statement of cash flows

The transition from previous GAAP to Ind AS has not had a material impact on the statement of cash flows.

43 1. Financial instruments – Fair values and risk management

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

A. Accounting classification and fair values

31 March, 2017 ₹ in Lakhs	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Cash and cash equivalents	-	-	15,611	15,611	-	-	-	-
Bank balances other than (iii) above	-	-	6,631	6,631	-	-	-	-
Non-current investments	-	294	31,379	31,673	294	-	-	294
Current investments	24,310			24,310	24,310	-	-	24,310
Long-term loans and advances	-	-	4,825	4,825	-	-	-	-
Short-term loans and advances	-	-	91,222	91,222	-	-	-	-
Trade and other receivables	-	-	23,074	23,074	-	-	-	-
Other Non-current financial asset	-	-	1,469	1,469	-	-	-	-
Other Current financial asset	-	-	3,020	3,020	-	-	-	-
	24,310	294	177,231	201,835	24,604	-	-	24,604
Financial liabilities								
Long term borrowings	-	-	58,743	58,743	-	-	-	-
Short term borrowings	-	-	38,781	38,781	-	-	-	-
Trade and other payables	-	-	78,991	78,991	-	-	-	-
Other Non-Current financial liabilities	-	-	2,769	2,769	-	-	-	-
Other Current financial liabilities	-	-	23,209	23,209	-	-	-	-
	-	-	202,493	202,493	-	-	-	-

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31 March, 2016 ₹ in Lakhs	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Cash and cash equivalents	-	-	12,985	12,985	-	-	-	-
Bank balances other than (iii) above	-	-	556	556	-	-	-	-
Non-current investments	-	14,412	37,195	51,607	14,412	-	-	14,412
Current investments	54,086	-	-	54,086	54,086	-	-	54,086
Long-term loans and advances	-	-	20,509	20,509	-	-	-	-
Short-term loans and advances	-	-	55,039	55,039	-	-	-	-
Trade and other receivables	-	-	23,181	23,181	-	-	-	-
Other Non-current financial asset	-	-	4,050	4,050	-	-	-	-
Derivative assets	115	-	-	115	-	115	-	115
Other Current financial asset	-	-	2,420	2,420	-	-	-	-
	54,201	14,412	155,935	224,548	68,498	115	-	68,613
Financial liabilities								
Long term borrowings	-	-	30,624	30,624	-	-	-	-
Short term borrowings	-	-	44,975	44,975	-	-	-	-
Trade and other payables	-	-	81,759	81,759	-	-	-	-
Other Non-Current financial liabilities	-	-	2,282	2,282	-	-	-	-
Other Current financial liabilities	-	-	23,036	23,036	-	-	-	-
	-	-	182,676	182,676	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

1 April, 2015 ₹ in Lakhs	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Cash and cash equivalents	-	-	14,501	14,501	-	-	-	-
Bank balances other than (iii) above	-	-	17,020	17,020	-	-	-	-
Non-current investments	-	19,313	-	27,351	19,313	-	-	19,313
Current investments	56,105	-	-	56,105	56,105	-	-	56,105
Long-term loans and advances	-	-	1,347	1,347	-	-	-	-
Short-term loans and advances	-	-	42,037	42,037	-	-	-	-
Trade and other receivables	-	-	20,230	20,230	-	-	-	-
Other Non-current financial asset	-	-	4,091	4,091	-	-	-	-
Derivative assets	51	-	-	51	-	51	-	51
Other Current financial asset	-	-	1,686	1,686	-	-	-	-
	56,156	19,313	100,912	184,419	75,418	51	-	75,469
Financial liabilities								
Long term borrowings	-	-	49,683	49,683	-	-	-	-
Short term borrowings	-	-	30,611	30,611	-	-	-	-
Trade and other payables	-	-	71,965	71,965	-	-	-	-
Other Non-Current financial liabilities	-	-	2,034	2,034	-	-	-	-
Other Current financial liabilities	-	-	29,014	29,014	-	-	-	-
	-	-	183,307	183,307	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	**Valuation technique**	**Significant unobservable inputs**	**Inter-relationship between significant unobservable inputs and fair value measurement**
Equity securities	Market comparison technique: The valuation model is based on market multiples derived from quoted prices of companies comparable to the investee and the expected revenue and EBITDA of the investee.	a. Forecast annual revenue growth RATE b. Forecast EBITDA c. Adjusted market multiple	The estimated fair value would increase (decrease) if: - the annual revenue growth rate were higher/ (lower) - the EBITDA margins were higher/(lower)
Derivative instruments	Forward pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currency.	Not applicable	Not applicable

C. Financial risk management

The Group has exposure to the following classes of risks arising from financial instruments:

- **Credit risk;**
- **Liquidity risk; and**
- **Market risk;**

i. Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.:

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

An impairment loss for trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in statement of profit and loss for the period.

At 31 March, 2017, the maximum exposure to credit risk for trade and other receivables by geographic region was as follows.

Particulars	**Carrying amount (₹ in Lakhs)**	
	31 March, 2017	*31 March, 2016*
India	**13,862**	*11,828*
Other regions	**9,212**	*11,353*
	23,074	*23,181*

None of the Group's customers are individually significant.

Impairment

At 31 March, 2017, the ageing of trade and other receivables that were not impaired was as follows:

Particulars	**Carrying amount (₹ in Lakhs)**	
	31 March, 2017	*31 March, 2016*
1 - 30 days	**14,498**	*10,799*
31 - 60 days	**3,405**	*5,230*
61 - 90 days	**3,495**	*5,136*
91 - 180 days	**647**	*1,809*
More than 180 Days	**2,374**	*1,518*
Provisions	**(1,345)**	*(1,311)*
Net debtors as at the reporting date	**23,074**	*23,181*

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Cash and cash equivalents

The Group held cash and cash equivalents of ₹ 21,579 Lakhs as at 31 March, 2017 (31 March, 2016: ₹ 12,985 Lakhs). The cash and cash equivalents are held with banks with good credit ratings and financial institution counterparties with good market standing.

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

As of 31 March, 2017, 31 March, 2016 and 1 April, 2015 the Group had unutilized credit limits from banks of ₹ 26,728 Lakhs, ₹ 25,495 Lakhs and ₹ 37,978 Lakhs respectively. As of 31 March, 2017, the Group had working capital of ₹ 102,731 Lakhs, including cash and cash equivalents of ₹ 215,79 Lakhs.

As of 31 March, 2016, the Group had working capital of ₹ 29,934 Lakhs , including cash and cash equivalents of ₹ 12,985 Lakhs.

As of 1 April, 2015, the Group had working capital of ₹ 49,958 Lakhs , including cash and cash equivalents of ₹ 14,501 Lakhs."

As of 1 April, 2015 the Group had working capital of ₹ 46,118 Lakhs, including cash and cash equivalents of ₹ 31,521 Lakhs , investments in term deposits (i.e., bank certificates of deposit having original maturities of more than 3 months) of ₹ 2,535 Lakhs.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments..

31 March, 2017	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
₹						
Non-derivative financial liabilities						
Non-current borrowings	62,599	75,570	15,613	17,729	42,227	-
Current borrowings	38,781	38,781	38,781	-	-	-
Trade and other payables	78,991	78,991	78,991	-	-	-
Other Non-Current financial liabilities	2,769	2,769	-	2,769	-	-
Other Current financial liabilities	19,352	19,352	19,352	-	-	-
Trade and other payables	2,347	2,347	2,347	-	-	-
Corporate guarantees	-	42,923	11,024	11,024	20,876	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

31 March, 2016	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Long term borrowings	34,287	57,160	24,184	23,595	9,381	-
Short term borrowings	44,975	44,975	44,975	-	-	-
Trade and other payables	81,759	81,759	81,759	-	-	-
Other current financial liabilities	19,374	19,374	19,374	-	-	-
Other non-current financial liabilities	2,282	2,282	-	2,282	-	-

1 April, 2015	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Long term borrowings	57,293	62,709	14,688	21,351	26,049	621
Short term borrowings	30,611	30,611	30,611	-	-	-
Trade and other payables	71,965	71,965	71,965	-	-	-
Other current financial liabilities	21,404	21,404	21,404	-	-	-
Other non-current financial liabilities	2,034	2,034	-	2,034	-	-

iv Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments.Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Group's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in foreign currency revenues and costs.

The Group is exposed to the following market risks:

(a) Currency risk

(b) Interest rate risk

(c) Price risk

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Currency risk

The Company is exposed to currency risk on account of its borrowings and other payables in foreign currency. The functional currency of the Company is Indian Rupee. The Company uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date.

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at 31 March, 2017, 31 March, 2016 and 1 April, 2015 are as below:

(₹ in Lakhs)	31 March, 2017	31 March, 2017	31 March, 2017	31 March, 2017	31 March, 2017	31 March, 2017
	USD-INR equivalent	**SGD-INR equivalent**	**RM-INR equivalent**	**GBP-INR equivalent**	**PKR-INR equivalent**	**EUR-INR equivalent**
Financial assets						
Cash and cash equivalents	**4,975**	**2,341**	**5**	**-**	**-**	**10**
Non-current investments		**-**	**-**	**105**	**-**	**-**
Current investments	**8,747**	**-**	**-**	**-**	**-**	**-**
Trade and other receivables	**1,600**	**594**	**-**	**190**	**-**	**57**
Other Current financial assets	**607**	**115**	**1**	**10**	**75**	**-**
(A)	**15,929**	**3,050**	**6**	**305**	**75**	**67**
Financial liabilities						
Non current borrowings	**47,410**	**-**	**-**	**-**	**-**	**-**
Current borrowings	**8,943**	**-**	**-**	**-**	**-**	**-**
Trade and other payables	**391**	**583**	**5**	**-**	**-**	**25**
Other Non-current financial liabilities	**2,194**	**18**	**-**	**-**	**-**	**-**
Other Current financial liabilities	**1,251**	**19**	**-**	**-**	**-**	**-**
(B)	**60,189**	**619**	**5**	**-**	**-**	**25**
Net exposure (A-B)	**(44,260)**	**2,431**	**2**	**305**	**75**	**42**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(₹ in Lakhs)	31 March, 2016	31 March, 2016	31 March, 2016	31 March, 2016	31 March, 2016	31 March, 2016
	USD-INR equivalent	**SGD-INR equivalent**	**RM-INR equivalent**	**GBP-INR equivalent**	**PKR-INR equivalent**	**EUR-INR equivalent**
Financial assets						
Cash and cash equivalents	*1,507*	*2,438*	*2*	*213*	-	*11*
Non-current investments	*125*	-	-	-	-	-
Current investments	*16,244*	*734*	-	-	-	-
Short-term loans and advances	*68*	*191*	*1*	-	*77*	-
Trade and other receivables	*1,084*	*743*	-	-	-	-
Other Current financial assets	*106*	-	-	-	-	-
(A)	*19,134*	*4,106*	*3*	*213*	*77*	*11*
Financial liabilities						
Long term borrowings	*18,389*	-	-	-	-	-
Short term borrowings	**18,675**	-	-	-	-	-
Trade and other payables	**430**	**671**	**6**	-	-	**5**
Other Non-current financial liabilities	**2,237**	**41**	-	-	-	-
Other Current financial liabilities	**1,265**	**17**	-	-	-	-
(B)	**40,996**	**729**	**6**	-	-	**5**
Net exposure (A-B)	**(21,862)**	**3,377**	**(3)**	**213**	**77**	**6**

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(₹ in Lakhs)	April 1, 2015	April 1, 2015	April 1, 2015	April 1, 2015	April 1, 2015	April 1, 2015
	USD- INR equivalent	**SGD- INR equivalent**	**RM-INR equivalent**	**GBP-INR equivalent**	**PKR-INR equivalent**	**EUR- INR equivalent**
Financial assets						
Cash and cash equivalents	1,586	1,613	6	363	-	15
Non-current investments	121	-	83	-	-	-
Current investments	13,422	1,260	-	-	-	-
Long-term loans and advances	-	-	324	-	-	-
Short-term loans and advances	69	128	1	1	75	-
Trade and other receivables	1,008	754	-	-	-	-
Other Current financial assets	86	-	-	-	-	-
(A)	16,292	3,755	414	364	75	15
Financial liabilities						
Long term borrowings	34,363	-	-	-	-	-
Short term borrowings	5,650	-	-	-	-	-
Trade and other payables	484	594	5	-	-	21
Other Non-current financial liabilities	2,043	39	-	-	-	-
Other Current financial liabilities	1,202	65	-	-	-	-
(B)	43,742	697	5	-	-	21
Net exposure (A-B)	(27,451)	3,058	409	364	75	(6)

The Group has used forward exchange contracts to hedge the currency exposure and therefore, not exposed to significant currency risk at the respective reporting dates.

Sensitivity analysis

The impact of strengthening/weakening of currency on the Group is not material as Group hedges 95% to 100% of the foreign currency exposure.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company is exposed to interest rate risks arising from variable rate financial instruments. The company has various debt obligations, the rates of interest of which, are variable

Sensitivity analysis

The sensitivity analysis have been determined based on the exposure to interest rates for debt obligations with floating rates.The impact of movement in interest rate by 100 basis points higher or lower and considering all other variables constant, the Group's profit before tax for the year ended 31 March 2017 would decrease / increase by ₹ 980 Lakhs (31 March 2016: ₹ 643 Lakhs). The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

Price Risk

Price risk the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices not related to interest rate risk or currency exchange risk, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

Exposure to price risk

The Group's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors reviews and approves all equity investment decisions.The entity's exposure to equity securities price arises from investments held by the entity and classified in the balance sheet either as fair value through OCI or at fair value through profit and loss. The quoted equity investments of the entity are publicly traded

	31 March, 2017	31 March, 2016
Instruments exposed to price risk		
Financial assets	**41,829**	*49,112*
Financial liabilities	**-**	-
	41,829	*49,112*

Cash flow sensitivity analysis for variable-rate instruments

The table below summarizes the impact of increases/decreases of the index on the group's equity and profit for the period. The analysis is based on the assumption equity index had increased or decreased by 5%, with all other variables held constant, and that all the entity's equity instruments moved in line with the index

	Profit or loss	
Particulars	**31 March, 2017**	31 March, 2017
Market risk on stock index (5% Increase)	**2,091**	*2,456*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

44 Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity other than amounts accumulated in the hedging reserve.

The Group's policy is to keep the ratio below 2. The Group's adjusted net debt to equity ratio at March 31 was as follows:

(₹ in Lakhs)

	As at 31 March, 2017	*As at 31 March, 2016*
Total borrowings	**101,362**	*79,238*
Less : Cash and cash equivalent	**15,611**	*12,985*
Adjusted net debt	**85,751**	*66,253*
Total equity	**381,650**	*298,045*
Adjusted equity	**381,650**	*298,045*
Adjusted net debt to adjusted equity ratio	**22.47%**	*22.23%*

45 Contingent liabilities and commitments (to the extent not provided for)

a. Sundry claims against the Company by employees and others not admitted (amount indeterminate). In the opinion of the management, the outcome of these claims is likely to be immaterial.

Particulars	**As at 31 March, 2017**	*As at 31 March, 2016*	*As at 1 April, 2015*
b. Disputed demands (net of deposit) of Central Excise Department not provided for in respect of :			
(i) Plantations division	**148**	*34*	*29*
(ii) Erstwhile building products division	**3553**	*3553*	*3553*

c. Disputed wage demands pending with the Industrial Tribunal ₹ 184 Lakhs (31 March, 2016: ₹ 184 Lakhs).

d. Damages and interest on alleged unauthorized occupation of residential premises determined by the Estate Officer of Life Insurance Corporation of India up to 31st March 2017 and disputed by the Group ₹ 140 Lakhs (31 March, 2016: ₹ 128 Lakhs).

e. Matters under dispute relating to Income tax in respect of the erstwhile Electromags Automotive Products Private Limited (Auto Electric Components Division). A.Y. 2004-05 ₹ 3 Lakhs (31 March, 2016: ₹ 5 Lakhs), for the A.Y.2009-10 ₹ 1 Lakhs (31 March, 2016: ₹ 64 Lakhs) and for A.Y 2011-12 ₹ 2 Lakhs (31 March, 2016: ₹ 2 Lakhs).

f. The Company has export obligation of ₹ 599 Lakhs (31 March, 2016: ₹ 599 Lakhs) against the import licenses taken for import of capital goods under export promotion Capital Goods Scheme. The obligation to be fulfilled within period of 8 years (March 31, 2021).

g. The Company has given financial guarantee for a loan taken by a wholly-owned step down subsidiary for USD 66.30 millions. (₹ 42,923 Lakhs) (31 March, 2016: NIL)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

h. Bank guarantee and letter of credit for ₹ 4,587 Lakhs (31 March, 2016: ₹ 2,802 Lakhs, 1 April, 2015: ₹ 3,760.

i. Discounted cheques ₹ NIL (31 March, 2016: ₹ NIL, 1 April, 2015: ₹ 89 Lakhs).

j. The Group believes, based on current knowledge and after consultation with eminent legal counsel that the resolution of the above matter will not have material adverse effect on the financial statements of the Group.

Commitments

Particulars	**31 March, 2017**	*31 March, 2016*	*1 April, 2015*
Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances, tangible assets	**16,825**	*13890*	*73*

1. For Other commitments – Non-cancellable operating and finance leases refer Note 41 on ‘Leases’
2. The Group is committed to operationally, technically and financially support the operations of its subsidiaries.

46 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2016-17, to the extent the Company has received intimation from the “Suppliers” regarding their status under the Act.

		As at 31 March, 2017	*As at 31 March, 2016*	*As at 1 April, 2015*
(i)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)			
	Principal amount due to micro and small enterprise	**14**	-	-
	Interest due on above	**1**	-	-
ii)	Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	**-**	-	-
iii)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006.	**-**	-	-
iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	**-**	-	-
v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	**-**	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

47 Dividend

After the reporting dates, the following dividends were proposed by the directors subject to the approval at the annual general meeting.

Particulars	31 March, 2017	31 March, 2016
Final dividend for FY 2015-16 ₹ 1 per equity share (FY 2014-15: ₹ 1 per equity share)	**698**	*698*
Dividend distribution tax (DDT) on equity dividend paid	**142**	*142*
Total	**840**	*840*

The following dividends were paid by the Company during the year:

Particulars	31 March, 2017	31 March, 2016
Final dividend for FY 2015-16 ₹ 1 per equity share (FY 2014-15: ₹ 1 per equity share)	**698**	*698*
Dividend distribution tax (DDT) on equity dividend paid	**142**	-
Total	**840**	*698*

48 Corporate social responsibility (CSR)

During the year, the amount required to be spent on corporate social responsibility activities amounted to ₹ 1,646 Lakhs (31 March, 2016: ₹ 1,141 Lakhs) in accordance with Section 135 of the Companies Act, 2013. The following amounts were spent during the year:

Particulars	31 March, 2017	31 March, 2016
Amount spent other than for construction/ acquisition of any asset	**1,646**	*1,137*
Amount accrued and not paid	**-**	-
Total	**1,646**	*1,137*

49 Disclosure for specified bank notes

Particulars	Specified bank notes	Other denomination notes	Total
Closing cash in hand as on November 08, 2016	25	16	40
(+) Permitted receipts*	0	96	96
(-) Permitted payments	(5)	(86)	(90)
(-) Amount deposited in banks	(20)	(3)	(23)
(-) Non-permitted payments	**-**	-	-
Closing cash in hand as on December 30, 2016	**-**	**23**	**23**

* Includes ₹ less than 1 Lakhs

50 Disclosure as per Regulation 53F of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Group by such parties:

Name of the party	Relationship	Amount outstanding as at 31.03.2017	Amount outstanding as at 31.03.2016	Amount outstanding as at 01.04.2015	Maximum balance outstanding during the year 31.03.2017	Maximum balance outstanding during the year 31.03.2016	Maximum balance outstanding during the year 01.04.2015
Afco Industrial and Chemicals Limited	Subsidiary company	**15**	-	-	**15**	-	18
DPI Products & Services Limited	Subsidiary company	**82**	82	80	**82**	82	80
Sea Wind Investments and Trading Company Limited	Subsidiary company	**-**	10	-	**10**	10	15
Naira Holdings Limited	Subsidiary company	**341**	352	324	**352**	352	373
Britannia Industries Limited *	Subsidiary company	**-**	-	0	**1**	0	1
Lotus Viniyog Private Limited	Associate Company	**-**	-	-	**-**	-	7
Macrofil Investments Limited	Other related parties	**6,880**	6,280	6,280	**6,880**	6,280	6,280
Go Airlines (India) Limited	Other related parties	**3,870**	3,870	3,870	**3,870**	3,870	3,870
Total		**11,188**	10,594	10,554	**11,210**	10,595	10,644

* Represents amounts less than ₹ 1 Lakh

The above loan was given to the subsidiaries, associates and other related parties for its business activities

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

51 Disclosures as per Section 186 of the Companies Act,2013

Investments made by the Company

(i) Investments made by the Company

(a) Non-current investments

Details of non-current investments purchased and sold during the year:

Name of the party	Relationship	Face value per unit	As at 1 April 2016	Purchased during the year	Sold during the year	Movement on account of fair valuation-Gain	As at 31 March 2017
The Bombay Dyeing & Manufacturing Company Limited	Associates	₹ 2	14,111	-	3	6,347	**20,455**
Klassik Foods Private Limited	Associates	₹ 100	97	-	5	-	**102**
Nalanda Biscuits Company Limited	Associates	₹ 10	32	-	12	-	**44**
Sunandaram Foods Private Limited	Associates	₹ 10	-	62	11	-	**73**
HDFC Standard Life Insurance Company Limited - Group Leave Encashment *	Others	₹ 10	509	36	-	-	**545**
ICICI Prudential Life Insurance Company Limited - Group Leave Encashment *	Others	₹ 10	558	70	-	-	**628**
Tata Capital 10.25% Secured Redeemable Non Convertible Debentures	Others	₹ 500,000	2,500	-	-	-	**2,500**
National Highway Authority of India - 7.11% - 18 Sep 2025	Others	₹ 1,000,000	1,000	-	-	-	**1,000**
National Highway Authority of India - 7.14% - 11 Jan 2026	Others	₹ 1,000	286	-	-	-	**286**
National Thermal Power Corporation Limited - 7.11% 05 Oct 2025	Others	₹ 1,000	125	-	-	-	**125**

* The movement is on account of fair valuation through profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Details of non-current investments purchased and sold during the previous year:

Name of the party	Relationship	Face value per unit	As at 1 April 2015	Purchased during the year	Sold during the year	Movement on account of fair valuation- loss	As at 31 March 2016
The Bombay Dyeing & Manufacturing Company Limited	Associates	₹ 2	19,068	-	-	(4,957)	14,111
Klassik Foods Private Limited	Associates	₹ 100	94	-	3	-	97
Nalanda Biscuits Company Limited	Associates	₹ 10	13		19	-	32
HDFC Standard Life Insurance Company Limited - Group Leave Encashment *	Others	₹ 10	472	37	-	-	509
ICICI Prudential Life Insurance Company Limited - Group Leave Encashment *	Others	₹ 10	521	37	-	-	558
Tata Capital 10.25% Secured Redeemable Non Convertible Debentures	Others	₹ 500,000	2,500	-	-	-	2,500
Kotak Mahindra Investments Limited - 08 Sep 17 - 8.70% Non Convertible Debentures	Others	₹ 1,000,000	-	1,000	-	-	1,000
Kotak Mahindra Investments Limited - 11 Sep 17 - 8.90% Non Convertible Debentures	Others	₹ 1,000,000	-	1,500	-	-	1,500
Kotak Mahindra Investments Limited - 03 May 17 - 8.41% Non Convertible Debentures	Others	₹ 1,000,000	-	2,500	-	-	2,500
Mahindra & Mahindra Financial Services Limited 03 Nov 17 8.48% Non Convertible Debentures	Others	₹ 1,000,000	-	2,500	-	-	2,500
National Highway Authority of India - 7.11% - 18 Sep 2025	Others	₹ 1,000,000	-	1,000	-	-	1,000
National Highway Authority of India - 7.14% - 11 Jan 2026	Others	₹ 1,000	-	286	-	-	286
National Thermal Power Corporation Limited - 7.11% 05 Oct 2025	Others	₹ 1,000	-	125	-	-	125

* The movement is on account of fair valuation through profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(b) Current investments

Details of Current investments purchased and sold during the current year:

Name of the party	Relationship	Face value per unit	As at 1 April 2016	Purchased during the year	Sold during the year	Movement on account of fair valuation-Gain	As at 31 March 2017
The Bombay Dyeing & Manufacturing Company Limited	Associates	₹ 2	-	33,842	32,527	-	**1,314**
Kotak Mahindra Investments Limited - 08 Sep 17 - 8.70% Non Convertible Debentures	Others	₹ 1,000,000	1,000	-	-	-	**1,000**
Kotak Mahindra Investments Limited - 11 Sep 17 - 8.90% Non Convertible Debentures	Others	₹ 1,000,000	1,500	-	-	-	**1,500**
Kotak Mahindra Investments Limited - 03 May 17 - 8.41% Non Convertible Debentures	Others	₹ 1,000,000	2,500	-	-	-	**2,500**
Mahindra & Mahindra Financial Services Limited 03 Nov 17 8.48% Non Convertible Debentures	Others	₹ 1,000,000	2,500	-	-	-	**2,500**

Details of Current investments purchased and sold during the previous year: Nil

(ii) Details of inter-corporate deposits

(a) Details of inter-corporate deposits during the year:

Name of the party	Relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2016	Placed	Redeemed	As at 31 March 2017
Macrofil Investments Limited	Other related parties	Unsecured	12.50%	1 year	12,280	600	-	**12,880**
Archway Investment Company Limited	Others	Unsecured	13.25%	1 year	600	-	600	**-**
Nowrosjee Wadia & Sons Limited	Others	Unsecured	11.50%	1 year	2,030	-	500	**1,530**
Go Airlines (India) Limited	Other related parties	Unsecured	12.00%	1 year	3,870	-	-	**3,870**
Bajaj Finance Limited	Others	Unsecured	8.00 - 9.25.%	1 to 3 years	9,000	4,400	3,125	**10,275**
Kotak Mahindra Prime Limited	Others	Unsecured	8.46%	1 year 6 months	1,000	-	-	**1,000**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Name of the party	Relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2016	Placed	Redeemed	As at 31 March 2017
Kotak Mahindra Investments Limited	Others	Unsecured	8.51 - 8.97%	15 to 18 months	7,725	-	4,000	3,725
Shriram Transport Finance Limited	Others	Unsecured	9.00%	1 year	3,500	972	3,500	972
Infrastructure Leasing & Finance Company Limited	Others	Unsecured	8.90 - 9.15%	14.5 to 24 months	6,350	879	350	6,879
Tata Housing Development Co. Ltd	Others	Unsecured	9.45%	6 months	1,000	2,500	3,500	-
The Bombay Dyeing & Manufacturing Co. Ltd.	Associate	Unsecured	12.00%	1 year	10,000	25,000	-	35,000
Scal Services Limited (Based on comfort letter from The Bombay Dyeing & Manufacturing Co. Ltd.)	Others	Unsecured	12.25%	1 year	15,000	-	15,000	-
PNB Houisng Finance Limited	Others	Unsecured	8.10%	1 year	-	2,500	-	2,500
HDFC limited	Others	Unsecured	7.60%	1 year	-	15,000	-	15,000

(b) Details of inter-corporate deposits/ loan given during the previous year

Name of the party	Relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2015	Placed	Redeemed	As at 31 March 2016
Macrofil Investments Limited	Other related parties	Unsecured	12.50%	1 year	12,280	-	-	12,280
Archway Investment Company Limited	Others	Unsecured	13.25%	1 year	600	-	-	600
Nowrosjee Wadia & Sons Limited	Others	Unsecured	11.50%	1 year	2,230	-	200	2,030
Go Airlines (India) Limited	Other related parties	Unsecured	12.00%	1 year	3,870	-	-	3,870
Bajaj Finance Limited	Others	Unsecured	8.70 - 9.90.%	1 to 3 years	2,500	9,000	2,500	9,000
Kotak Mahindra Prime Limited	Others	Unsecured	8.46%	1 year 6 months	-	1,000	-	1,000
Kotak Mahindra Investments Limited	Others	Unsecured	8.35 - 9.50%	0.5 to 18 months	-	7,725	-	7,725
Shriram Transport Finance Limited	Others	Unsecured	9.00%	1 year	-	3,500	-	3,500
Infrastructure Leasing & Finance Company Limited	Others	Unsecured	8.90 - 9.15%	14.5 to 24 months	-	6,350	-	6,350
Tata Housing Development Co. Ltd	Others	Unsecured	9.50%	6 months	-	1,000	-	1,000
The Bombay Dyeing & Manufacturing Co. Ltd.	Others	Unsecured	12.00%	1 year	-	10,000	-	10,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Name of the party	Relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2015	Placed	Redeemed	As at 31 March 2016
"Scal Services Limited (Based on comfort letter from The Bombay Dyeing & Manufacturing Co. Ltd.)"	Associate	Unsecured	12.25%	1 year	20,000	-	5,000	15,000
					41,480	**38,575**	**7,700**	**72,355**

The above inter-corporate deposits was given to other related parties for its business activities and to theKey managerial personnel for housing finance

Loans given by the Company

(a) Details of loans during the year:

Name of the party	Relationship	Secured/ unsecured	Rate of Interest	Term	As at 1 April 2016	Placed	Redeemed	As at 31 March 2017
Ashok Panjwani	Erstwhile Managing Director	Unsecured	3%	1 year	52	0	52	**0**
Amit Chhabra	Chief Financial Officer	Unsecured	3%	5 years	0	10	2	**8**
Purbasha Properties Private Limited	Others	Unsecured	10%	10 years	293	0	45	**248**
Real Agro Industries Private Limited	Others	Unsecured	10%	5 years	122	0	41	**81**
Super Dairy Farm	Others	Unsecured	10%	5 years	220	0	0	**220**
					687	10	140	**557**

Loans given by the Company

(b) Details of loans during the previous year:

Name of the party	Relationship	"Secured/ unsecured"	Rate of Interest	Term	As at 1 April 2015	Placed	Redeemed	As at 31 March 2016
Ashok Panjwani	Erstwhile Managing Director	Unsecured	3%	1 year	52	-	-	52
Purbasha Properties Private Limited	Others	Unsecured	10%	10 years	293	-	45	248
Real Agro Industries Private Limited	Others	Unsecured	10%	5 years	122	-	41	81
Super Dairy Farm	Others	Unsecured	10%	5 years	220	-	-	220
					687	**-**	**86**	**611**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

53 Government grants

During the year ended 31 March 2013, an amount of ₹ 500 Lakhs was received towards capital subsidy for the Hajipur Factory, Bihar in accordance with the State Industrial Policy of Bihar. Out of this, an amount of ₹ 71 Lakhs (31 March 2016: ₹ 71 Lakhs) has been credited to the Statement of Profit and Loss (by reducing the depreciation charge for the year) and the outstanding amount of ₹ 215 Lakhs (31 March 2016: ₹ 286 Lakhs, 1 April 2015: ₹ 3.57) has been classified as government grant in the balance sheet.

54 During the earlier year ended 31 March 2016, based on queries received from Securities Exchange Board of India ('SEBI'), Britannia Industries Limited ('BIL') conducted a preliminary internal investigation and discovered certain irregularities by M/s Sharepro Services (India) Private Limited ('Sharepro'), the BIL's erstwhile Registrar and Share Transfer Agent. Subsequently, the BIL filed a criminal complaint against Sharepro and its employees. Pursuant to the directions issued by SEBI in its interim order dated 22 March 2016, BIL appointed an independent external agency to conduct an audit of the records and systems of Sharepro with respect to past transactions. The report of the external agency was submitted with SEBI by BIL vide its letter dated 12 July 2016. BIL will evaluate additional steps, if any, based on the directions of SEBI or any other regulatory authorities. Based on consultations with its legal counsel, BIL has been advised that the liability will not devolve on BIL and thus no provision is considered necessary. Further, BIL has a right to claim losses, if any, from Sharepro and accordingly BIL does not plan to make good the losses on its own account.

55 Research and development expenses- Incurred by Britannia Industries Limited and its subsidiaries

For the year ended	**31 March, 2016**	*31 March, 2016*
Capital expenditure	**2,170**	*2,185*
Revenue expenditure	**2,614**	*2,195*
	4,784	*4,380*

56 In accordance with Ind AS 37 - "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Act, certain classes of liabilities have been identified as provisions which have been disclosed as under:

Particulars	As at April 1, 2016	Additions during the year	Utilization during the year	Reversals/ Adjustments during the year	As at 31 March, 2017
Excise and service tax related issues	5,317	279	-	-	**5,596**
Sales tax and other issues	8,702	1,503	(242)	(916)	**9,047**
Trade and other issues	2,079	11	-	(6)	**2,084**

Particulars	As at 1 April, 2015	Additions during the year	Utilization during the year	Reversals/ Adjustments during the year	As at 31 March, 2016
Excise and service tax related issues	5,173	565	(41)	(380)	5,317
Sales tax and other issues	6,262	4,102	(1,494)	(168)	8,702
Trade and other issues	2,047	58	(8)	(18)	2,079

(a) and (b) represents estimates made for probable cash outflow arising out of pending disputes / litigations with various regulatory authorities. (c) represents provisions made for probable liabilities / claims arising out of commercial transactions with vendors / others. Further disclosures as required in Ind AS 37 are not made since it can be prejudicial to the interests of the Company.

* Included under various heads in the statement of profit and loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

With respect to the matter related to the refund of excess contribution by the Britannia Industries Covenanted Staff Pension Fund ("CSPF") to Britannia Industries Limited ('BIL'), the Honourable Supreme Court at its hearing on 12 May 2008 set aside the order of the Division Bench of the Honourable High Court, Kolkata and remanded the writ pending for disposal. Based on the directions of the courts, BIL was required to deposit ₹ 1,212 Lakhs with a Nationalised Bank, which BIL has done under protest. In the suit filed by BIL Pensioners Welfare Association (PWA), the BIL received a judgement on 21 September 2015 from Honourable City Civil Court, Bangalore, in the matter of pension payable to its eligible beneficiaries. The Board of Directors of the BIL reviewed the judgement and after obtaining legal opinion from eminent lawyers resolved to file an appeal in the higher court against the said judgement. Accordingly, the BIL as well as CSPF appealed against the Honourable City Civil Court's judgement in the Honourable High Court of Karnataka. In response to the appeals filed, the Honourable High Court of Karnataka, in its order dated 18 December 2015, referred the matter to Bangalore Mediation Centre for exploring the possibilities of a settlement. The PWA through their legal counsel had submitted that they will not precipitate execution before the trial court during mediation. As a result of the mediation process, a Memorandum of Settlement ('MoS') dated 29 August 2016 was entered into between the PWA, the BIL and Trust funds. As per the terms of the MoS and the Decree passed by the Honourable High Court of Karnataka dated 18 October 2016, BIL, inter alia, filed an application with the Honourable High Court at Calcutta for obtaining approval to use the fixed deposit held in the name of the Trust and interest thereon. In response to the petition filed by the CSPF, the Honourable High Court of Kolkata passed an order wherein it directed the CIT, Kolkata to consider the representations made by the PWA and the BIL. On 9 January 2017, the CIT passed an order wherein, in continuation to the show cause notice dated 11 April 2007, the approval accorded to the CSPF was withdrawn w.e.f. AY 2003-04 in view of Rule 91(2) of the Income Tax Rules, 1962.

"The CSPF filed a Writ petition with the Honourable High Court at Calcutta against the said order of CIT, Kolkata. On 3 February 2017, while admitting the writ, the Honourable High Court of Calcutta did not pass any interim order or grant stay against the order of the CIT. Aggrieved by the same, the CSPF filed an appeal in the Division Bench of Calcutta High Court which was heard on 10 March 2017 and the Calcutta High Court granted the stay. However it restrained BIL from encashing the fixed deposit of ₹ 1,212 Lakhs. It also directed the single bench of the Kolkata High Court to dispose off the writ petition as expeditiously as possible. The matter before the single bench is yet to be listed for hearing.

In the meanwhile, BIL continues to pay pension as per the interim order passed by the Bangalore City Civil Court on 1 January 2009 (i.e. on Defined Contribution basis). BIL believes, based on current knowledge and after consultation with eminent legal counsel that the resolution of the matter will not have any material adverse effect on the financial statements of the Company. Accordingly, no adjustment in this respect has been made in the financial results of BIL."

57 (a) Related party relationships, transactions and balances

1. Key Management Personnel:

Mr. Nusli N. Wadia - Non-executive Director

Mr. Anil Kumar Hirjee - Non-executive Director

Mr. Madhav L. Apte - Non-executive Director

Mr. Darius E. Udwadia - Non-executive Director

Mr. Jehangir N. Wadia - Non-executive Director

Dr. (Mrs) Minnie Bodhanwala - Non-executive Director (w.e.f. 30 March 2017)

Dr. (Mrs) Sheela Bhide - Non-executive Director (up to 31 December 2016)

Mr. Rajesh Batra - Non-executive Director (w.e.f. 30 March 2017)

Mr. Ness Wadia - Managing Director

Mr. Ashok Panjwani - Managing Director (up to 8th February, 2016)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Mr. Nitin H Datanwala - Company Secretary and Vice President Corporate

Mr. Amit Chhabra - Chief Financial Officer (w.e.f. 8th February, 2016)

Mr.Varun Berry Managing Director

Mr.N.Venkataraman # Chief Financial Officer

Mr.Amlan Datta Majumdar ## Chief Financial Officer

Mr.Rajesh Arora Company Secretary

Mr. Nimesh N Kampani - Director

Mr. S S Kelkar - Director

Mr. Avijit Deb - Director

Dr. Ajai Puri - Director

Mr. Keki Dadiseth - Director

Mr. Nasser Munjee - Director

Mrs.Ranjana Kumar - Director

Dr. Y.S.P.Thorat ^ - Director

Mr. Ajay Shah ^ - Director

Jayant Gadgil Director

Saridah Binti Ismail Director

Marlina Budin Director

Patrick Kennedy Cassels Director

Teresa Chin Director

2. **Associate companies:**

Lotus Viniyog Private Limited

Lima Investment and Trading Private Limited

Roshnara Investment and Trading Private Limited

Cincinnati Investment and Trading Private Limited

Shadhak Investment and Trading Private Limited

MSIL Investments Private Limited

Medical Microtechnology Limited

Harvard Plantations Limited

Placid Plantations Limited

The Bombay Dyeing & Manufacturing Company Limited (w.e.f. 20 March 2017) - Refer Note 60

Klassik Foods Private Limited

Nalanda Biscuits Company Limited

Vasana Agrex and Herbs Private Limited

Sunandaram Foods Private Limited*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

3. Other Related Parties:

Go Airlines (India) Limited

Macrofil Investments Limited

Archway Investment Company Limited

Mr. N.Venkataraman appointed as Chief Financial Officer on 1 December 2016

Mr. Amlan Datta Majumdar relinquished office on 30 November 2016

* On 9 March 2017, the Company has acquired 26% of the voting shares of Sunandaram Foods Private Limited

^ Dr. Y.S.P. Thorat & Mr. Ajay Shah were appointed as additional directors of the Company on 13 February 2017

57 (b) Transactions during the year and outstanding balances at the end of the year

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

A Transactions during the year

₹ in (Lakhs)

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2017	2016
Expenses charged by related party:			
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other related party	**79**	53
Expenses charged to related party:			
The Bombay Dyeing & Manufacturing Company Limited	Associate	**84**	47
Macrofil Investments Limited*	Other related party	**1**	0
Interest received			
Go Airlines (India) Limited	Other related party	**463**	462
Macrofil Investments Limited	Other related party	**789**	787
Archway Investment Company Limited	Other related party	**79**	80
Klassik Foods Private Limited	Other related party	**2**	2
Purchase of finished goods			
Nalanda Biscuits Company Limited	Associate	**8,585**	6,909
Sunandaram Foods Private Limited	Associate	**1,993**	-
Conversion charges			
Klassik Foods Private Limited	Associate	**460**	446
Sale of goods / consumables and ingredients			
Nalanda Biscuits Company Limited	Associate	**123**	-
Sunandaram Foods Private Limited	Associate	**58**	-
Loan repaid by			
Archway Investment Company Limited	Other related party	**600**	-
Interest on loan given to KMP's recovered			
Mr. Ashok Panjwani	Key Management Personnel	**1**	2
Mr. Amit Chhabra*	Key Management Personnel	**0**	-
Mr. Nitin H Datanwala*	Key Management Personnel	**0**	1

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

₹ in (Lakhs)

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2017	2016
Dividend income			
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other related party	**148**	237
Dividend Paid			
Mr. Ness Wadia*	Key Management Personnel	**0**	0
Investments made:			
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other related party	**33,842**	-
Sunandaram Foods Private Limited	Associate	**6,200**	-
Purchase of property:			
The Bombay Dyeing & Manufacturing Company Limited	Associate / Other related party	**9,400**	-
Expenses recovered			
Macrofil Investments Limited*	Other related party	**1**	0
Loan given to KMPs			
Mr. Amit Chhabra	Key Management Personnel	**10**	-
Loan repaid by KMPs			
Mr. Ashok Panjwani	Key Management Personnel	**50**	-
Mr. Amit Chhabra	Key Management Personnel	**2**	-
Remuneration:			
Short term employee benefits	Key Management Personnel	**1,630**	1,811
Commission	Key Management Personnel	**766**	704
Share based payments	Key Management Personnel	**547**	225
Sitting fees for board and committee meetings	Key Management Personnel	**43**	48
	Key Management Personnel		
Mr. Amit Chhabra	Key Management Personnel	**70**	14
Varun Berry	Key Management Personnel		695
Jayant Gadgil, Saridah Binti Ismail, Marlina Budin, Patrick Kennedy Cassels, Teresa Chin	Key Management Personnel	**195**	313

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

₹ in (Lakhs)

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2017	2016
Share of current year profit / (loss)			
Lotus Viniyog Private Limited*	Associate	**(0)**	0
Roshnara Investment & Trading Company Private Limited*	Associate	**(0)**	(0)
Cincinnati Investment & Trading Company Private Limited*	Associate	**(0)**	(0)
Lima Investment & Trading Company Private Limited*	Associate	**(0)**	(0)
Shadhak Investment & Trading Private Limited*	Associate	**(0)**	(0)
MSIL Investments Private Limited*	Associate	**(0)**	(0)
Harvard Plantations Limited*	Associate	**(0)**	-
Placid Plantations Limited*	Associate	**(0)**	-
Klassik Foods Private Limited	Associate	**5**	3
Nalanda Biscuits Company Limited	Associate	**12**	19
Sunandaram Foods Private Limited	Associate	**11**	-

* Includes amount less than ₹ 1 lakh

B Outstanding balances

₹ in (Lakhs)

Name of the related party	Relationship	Outstanding balances as at		
		31 March 2017	31 March 2016	1 April 2015
Outstanding amount payable				
The Bombay Dyeing & Manufacturing Company Limited	Associate	**16**	22	16
Klassik Foods Private Limited	Associate	**-**	-	12
Nalanda Biscuits Company Limited	Associate	**-**	-	56
Investments made				
Sunandaram Foods Private Limited	Associate	**6,200**	-	-
Security deposit payable				
The Bombay Dyeing & Manufacturing Company Limited	Associate	**300**	300	300

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

₹ in (Lakhs)

Name of the related party	Relationship	Outstanding balances as at		
		31 March 2017	31 March 2016	1 April 2015
Outstanding amount receivable				
Go Airlines (India) Limited	Other related party	**3,870**	3,870	3,870
Macrofil Investments Limited	Other Related Parties	**6,880**	6,280	6,280
Archway Investments Limited	Other related party	**-**	600	600
Klassik Foods Private Limited	Associate	**8**	4	-
Nalanda Biscuits Company Limited	Associate	**87**	141	-
Sunandaram Foods Private Limited	Associate	**235**	-	-
Mr. Ashok Panjwani	Key Management Personnel	**-**	52	50
Mr. Nitin H Datanwala	Key Management Personnel	**12**	12	12
Mr Amit Chhabra	Key Management Personnel	**8**	-	-
Mr. Ness Wadia	Key Management Personnel	**62**	62	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

₹ in (Lakhs)

Name of the related party	Relationship	Outstanding balances as at		
		31 March 2017	31 March 2016	1 April 2015
Investments (including goodwill)				
Lotus Viniyog Private Limited	Associate	**35**	36	35
Roshnara Investment & Trading Company Private Limited	Associate	**4**	4	4
Cincinnati Investment & Trading Company Private Limited	Associate	**4**	4	4
Lima Investment & Trading Company Private Limited	Associate	**4**	4	5
Shadhak Investment & Trading Private Limited	Associate	**4**	4	5
MSIL Investments Private Limited	Associate	**4**	4	4
Medical Microtechnology Limited	Associate	**4**	4	4
Harvard Plantations Limited	Associate	**4**	5	5
Placid Plantations Limited	Associate	**4**	5	5
Klassik Foods Private Limited	Associate	**102**	97	94
Nalanda Biscuits Company Limited	Associate	**44**	32	4
Sunandaram Foods Private Limited	Associate	**73**	-	-
Vasana Agrex and Herbs Private Limited	Associate	**-**	-	1

* Includes amount less than ₹ 1 lakh

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

C Compensation paid to Key Managerial Personnel

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Mr. Ashok Panjwani		
Salary	-	*85*
Contribution to provident fund and other funds	-	*27*
Perquisites in cash or in kind	-	*26*
	-	*138*
Mr. Ness Wadia		
Salary	283	*283*
Contribution to provident fund and other funds	59	*59*
Perquisites in cash or in kind	7	*7*
Post-employment gratuity and medical benefits		
	349	*349*
Mr. Amit Chhabra		
Salary	61	*13*
Contribution to provident fund and other funds	4	*1*
Perquisites in cash or in kind	5	*0*
	70	*14*
Jayant Gadgil		
Salary	96	*89*
Contribution to provident fund and other funds	0	*37*
Perquisites in cash or in kind	41	*6*
	136	*131*
Teresa Chin		
Salary	51	-
Contribution to provident fund and other funds	0	-
Perquisites in cash or in kind	8	-
	59	-
Geow Chwee Hiam		
Salary	-	*174*
Contribution to provident fund and other funds	-	*5*
Perquisites in cash or in kind	-	*4*
	-	*183*

Some of theKey management personnel of the Company are also covered under the company's Gratuity plan along with the other employees of the Company. Proportionate amounts of gratuity accrued under the Company's gratuity plan have not been separately computed or included in the above disclosures.

Terms and conditions of transactions with related parties

All the transactions with the related parties were made on normal commercial terms and conditions and at market rates. All the outstanding balances are unsecured and repayable in cash.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

58 Segment reporting

A. General Information

(a) Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, the Group is organised into business units based on its products and services and has eight reportable segments, as follows:

- Plantation-Tea

  Segment produces/trades in Tea business
- Plantation-Coffee

  Segment produces/trades in Coffee business
- Auto Electric Companies

  Segment manufactures Solonoids, switches, valves, slip rings etc. for automobile and other industries.
- Weighing Products

  Segment manufactures/trades in Analytical and Precision Balances and Weighing Scales.
- Investments

  Segment invests in various securities listed as well as unlisted mainly on a long-term basis.
- Health Care

  Segment manufactures/trades in healthcare / dental products.
- Horticulture

  Segment deals with decorative plants and landscaping services
- Real Estate

  Segment represents property development.
- Food – Bakery and Dairy Products

  Segment represents bakery and dairy product.

Based on above, following are reportable segments as per Ind AS 108

Primary Segment (Operating Segment): Based on Product lines of company	Secondary Segment (Geographical Segment) Based on geographical area of operation of company
Plantation- Tea	India and Outside India
Plantation- Coffee	
Auto Electrical Components	
Investments	
Healthcare	
Weighting Product	
Real Estate	
Food - Bakery & Dairy Products	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

B. Information about reportable segments

Particulars	Plantation-Tea	Plantation-Coffee	Health Care	Auto * Electric Component	Weighing Products	Investments	Real Estate	Horticulture	Food - Bakery & Dairy Products	Total Segments
Revenue										
External Customers	14,667	4,788	2,528	10,796	171	153	-	5,779	933,108	971,990
Previous year	***14,964***	***2,493***	***2,387***	***9,841***	***176***	-	-	***6,764***	***838,871***	***875,496***
Inter-segment	-	-	-	-	-	-	-	-	-	-
Previous year	-	-	-	-	-	-	-	-	-	-
Total	14,667	4,788	2,528	10,796	171	153	-	5,779	933,108	971,990
Previous year	***14,964***	***2,493***	***2,387***	***9,841***	***176***	-	-	***6,764***	***838,871***	***875,496***
Interest Income	124	84	13	142	5	3,251	-	135	14,637	18,391
Previous year	***300***	***56***	***9***	***75***	***10***	***2,917***	-	***68***	***12,800***	***16,234***
Segment expenses	(15,830)	(4,762)	(2,076)	(9,742)	(246)	(1,694)	(43)	(5,183)	(816,772)	(856,348)
Previous year	***17,227***	***3,020***	***1,884***	***8,700***	***189***	-	***83***	***6,304***	***730,131***	***767,539***
Segment profit / (loss)	(1,039)	110	465	1,196	(70)	1,710	(43)	731	130,973	134,033
Previous year	***(1,963)***	***(471)***	***512***	***1,216***	***(4)***	***2,917***	***(83)***	***528***	***121,540***	***802,922***
Segment assets	11,428	5,287	1,299	6,879	196	162,422	2,793	9,485	406,880	606,670
Previous year	***12,466***	***8,808***	***1,249***	***6,640***	***289***	***215,662***	***2,639***	***9,585***	***85,844***	***343,183***
Segment liabilities	2,326	166	259	1,454	26	59,707	-	1,014	275,087	340,040
Previous year	***26,573***	***416***	***188***	***4,898***	***53***	-	-	***1,275***	***138,299***	***171,701***
Depreciation and amortization	308	225	12	216	39	-	-	245	11,927	12,972
Previous year	***235***	***259***	***12***	***216***	***12***	-	-	***384***	***11,341***	-
Capital expenditure	98	29	5	405	-	-	-	13	34,272	34,823
Previous year	***498***	***380***	***9***	***397***	-	***130***	-	***189***	***21,917***	***23,519***

Figures in bold and italics represent previous year figures

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

B. Reconciliations of information on reportable segments to Ind AS

₹ (in Lakhs)

Particulars	For the year ended 31 March, 2017	*For the year ended 31 March, 2016*
(a) Revenue		
Total revenue for reportable segments	**990,381**	*891,731*
Unallocated	**422**	*24,128*
Total revenue	**990,803**	*915,858*
(b) Profit / loss before tax		
Total profit before tax for reportable segments	**134,033**	*124,191*
Unallocated amounts	**(1,823)**	*(365)*
Less: Interest	**(4,342)**	*(4,395)*
Less: Taxes	**(42,351)**	*(40,257)*
Less: Non-controlling Interest	**(42,279)**	*(40,575)*
Less: Share of profit from associates	**25**	*22*
Total profit after tax from operations	**43,568**	*38,621*
(c) Assets		
Total assets for reportable segments	**606,670**	*343,183*
Assets for other segments		
Other unallocated amounts	**6,528**	*171,593*
Total assets	**613,198**	*514,776*
(d) Liabilities		
Total liabilities for reportable segments	**340,040**	*171,701*
Other unallocated amounts	**39,753**	*151,735*
Total liabilities	**379,793**	*323,436*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

C. Geographic information

The geographic information analyses the Company's revenue and non-current assets by the Company's country of domicile and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers and segments assets were based on the geographic location of the respective non-current assets.

	Geography	For the year ended 31 March, 2017	*For the year ended 31 March, 2016*
I	**Revenue**		
	India	**971,769**	*883,355*
	Others	**19,034**	*32,503*
	Total Revenue	**990,803**	*915,858*
II	**Non-current Assets ***		
	India	**154,310**	*94,418*
	Others	**146,083**	*119,957*
	Total Non-current Assets	**300,392**	*214,375*

*non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets and rights arising from insurance contracts

D. Information about major customers

There is no transactions with single external customer which amounts to 10% or more of the Company's revenue.

59 Share based payments

During the financial year 2008-09, the Company introduced Britannia Industries Limited Employee Stock Option Scheme ('the Scheme'). As per the Scheme, the Remuneration / Compensation Committee grants options to the employees and Executive Directors of the Company. The vesting period of the option is one to three years from the date of grant. Options granted under the Scheme can be exercised within a period of three years from the date of vesting. Exercise of an option is subject to continued employment.

Under the Scheme, the Company granted 15,000 options on 29 October 2008 at an exercise price of ₹ 1,125.30/-; 15,000 options on 27 May 2009 at an exercise price of ₹ 1,698.15/-; 20,000 options on 27 May 2010 at an exercise price of ₹ 1,668.55/-; 125,000 options on 27 May 2011 at an exercise price of ₹ 391.75/-; 100,000 options on 28 May 2012 at an exercise price of ₹ 528.75/-; 50,000 options on 26 May 2014 at an exercise price of ₹ 870.35/-, 75,000 options on 21 May 2015 at an exercise price of ₹ 2,332.05/- and 100,000 options on 30 June 2016 at an exercise price of ₹ 2,771.40/- to the Managing Director of the Company. Each option represents one equity share of ₹ 10/- each (for options granted between the years 2008 to 2010) and one equity share of ₹ 2/- each (for options granted after the year 2010). The said price was determined in accordance with the pricing formula approved by the shareholders i.e. the latest available closing price, prior to the date of the meeting of the Board of Directors or Remuneration / Compensation Committee in which options were granted, on the stock exchange having higher trading volume.B31+B51

Exercise prices as stated above are adjusted downwards by ₹ 170/- per share for options granted on 29 October 2008 and 27 May 2009, being the face value of bonus debentures issued pursuant to the Scheme of Arrangement approved by the Honourable Calcutta High Court on 11 February 2010.

The number of options have been appropriately adjusted, consequent upon the sub-division of the equity shares

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Movement in the options under the scheme:	31 March 2017	31 March 2016	1 April 2015
Options outstanding at the beginning of the year	75,000	50,000	-
Options granted during the year	100,000	75,000	50,000
Options vested during the year	25,000	50,000	-
Options exercised during the year	25,000	50,000	-
Shares allotted against options exercised during the year	25,000	50,000	-
Options lapsed during the year	-	-	-
Shares under option at the end of the year	150,000	75,000	50,000
Options exercisable at the end of the year	-	-	-
Weighted average price per option (₹)	2,583	1,747	870

Fair Value Measurement:

The fair value at grant date is determined using the Black Scholes valuation option-pricing model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The key assumptions used in Black-Scholes model for calculating fair value of options under the scheme as on the date of grant are as follows:

Particulars	31 March 2017	31 March 2016	1 April 2015
No. of options granted	100,000	75,000	50,000
Date of grant	30-Jun-16	21-May-15	26-May-14
Vesting period (years)	1 to 3	1 to 3	1
Expected life of option (years)	3	3	3
Expected volatility	23.63%	19.91%	22.56%
Risk free rate	7.45%	7.76%	8.57%
Expected dividends expressed as a dividend yield	0.72%	0.69%	1.84%
Weighted-average fair values of options per share (₹)	617.19	524.96	206.18

In the Annual General Meeting held on 9 August 2010, the shareholders of the Company approved the sub-division of equity shares, where in each equity share with a face value of ₹ 10/- has been subdivided into 5 equity shares with a face value of ₹ 2/- each. The effective date for the sub-division was 10 September 2010.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

60 Financial summary of material associates

a. Investment in The Bombay Dyeing & Manufacturing Company Limited ('BDMC')

The total shareholding of the Company, including its wholly owned subsidiaries, in Bombay Dyeing & Manufacturing Company Limited ('BDMC') did not exceed 20% of the paid up share capital of BDMC as at 31 March 2016, nor did it have significant influence or control over BDMC. The investment in equity instruments of BDMC was accounted at fair value through other comprehensive income during the year ended 31 March, 2016.

During the year, the Company purchased additional 49,218,338 equity shares of BDMC on 20 March 2017, a part of which was subsequently sold to a wholly owned step down subsidiary of the Company before 31 March 2017. With the acquisition of additional equity shares of BDMC by the Company and its subsidiary on 20 March 2017, BDMC has become an associate of the Company effective that date. Accordingly, for the current financial year, the Company has recorded the equity instruments in BDMC at fair value through other comprehensive income for the period from 1 April 2016 upto 20 March 2017. Pursuant to the exemption claimed by the Company, the fair value of investment in BDMC as at 20 March 2017 has been considered as deemed cost of investment in associate.

Accounting treatment of BDMC investment under IND AS 28 - Investment in associates and joint ventures ('IND AS 28')

BDMC has sought extension until July 2017 for presenting its annual accounts for the year ended 31 March 2017 so as to give effect to the merger of its wholly owned subsidiary, Archway Investment Company Limited ('AICL') with effect from 1 April 2016. The merger petition is pending for the final order before the Hon'ble National Company Law Tribunal ('NCLT'). In view of the pending merger and the resultant non-availability of the financial statements of BDMC for the year ended 31 March, 2017, these consolidated financial statements of the Group do not include the effect of the adjustments that would be required to be made on application of the equity method under IND AS 28. The impact of such non-adjustment is currently not ascertainable.

b. The Company, through its wholly owned subsidiary Sea Wind Investment and Trading Company Limited, acquired / subscribed to the equity stake of the 50% equity stake in Medical Microtechnology Limited, an Indian company at a total cost of ₹ 7.50 Lakhs.

Summary financial information of Medical Microtechnology Limited , as translated into the reporting currency of the Company and not adjusted for the percentage ownership held by the Company, is as follows:

	31 March, 2017	*31 March, 2016*	*1 April, 2015*
Ownership	**50.00%**	*50.00%*	*50.00%*
Total current assets	**48.63**	*48.58*	*48.39*
Total non-current assets	**4.64**	*5.18*	*5.82*
Total assets	**53.27**	*53.76*	*54.21*
Equity	**7.95**	*7.96*	*7.96*
Total current liabilities	**45.31**	*45.80*	*46.24*
Total equity and liabilities	**53.27**	*53.76*	*54.20*
Revenues	**0.76**	*1.70*	*4.87*
Expenses	**0.79**	*1.75*	*4.88*
Profit for the year	**(0.03)**	*(0.05)*	*(0.01)*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

c. The Group has other individually immaterial associates and in each of which, the Company holds 50% equity stake. Following are the list of these associates:

1. Lotus Viniyog Private Limited.
2. Roshnara Investment & Trading Company Private Limited.
3. Cincinnati Investment & Trading Company Private Limited.
4. Lima Investment & Trading Company Private Limited.
5. Shadhak Investment & Trading Private Limited.
6. MSIL Investments Private Limited.
7. Harvard Plantations Limited
8. Placid Plantations Limited
9. Sundaram Foods Private Limited
10. Nalanda Biscuits Company Limited
11. Klassik Foods Private Limited

61 Goodwill

Impairment testing of goodwill

(A) The goodwill on consolidation comprises of the excess of cost to the Group of its investment in Britannia Industries Limited over the Group's portion of equity in Britannia Industries Limited (which represents the 'food - bakery and dairy products' cash generating unit (CGU) of the Group. Goodwill is monitored for internal management purposes at the level of this CGU.

(b) Goodwill is tested for impairment annually. No impairment charge was identified for the year ended 31 March, 2017 (31 March, 2016: Nil, 1 April, 2015: Nil) as the recoverable amount of the CGU exceeds the carrying value of goodwill. The recoverable amount of this CGU is determined as higher of its fair value less cost to sell and its value in use. Since the goodwill pertains to a listed entity, the fair value of the CGU is determined based on market capitalisation.

62 Non Controlling Interests

Below is the list of partly owned subsidiaries of the Company and the respective share of the non-controlling interests.

			Non-controlling interest		
Sr No	Name	Country of Incorporation	**31-Mar-17**	*31-Mar-16*	*1-Apr-15*
1	Britannia Industries Limited	India	**49.28%**	*49.26%*	*49.25%*

The principal place of business of all the entities listed above is the same as their respective country of incorporation.

The following table comprises the information relating to each of the groups subsidiaries that has material NCI, before any intra group eliminations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

31 March, 2017

Particulars	**Britannia Industries Limited**	**Total**
NCI percentage	**49.28%**	**49.28%**
Non Current Assets	176956	176,956
Current Assets	233924	233,924
Non Current Liabilities	6438	6,438
Current Liabilities	134540	134,540
Net Assets	269,902	269,902
Net assets attributable to NCI	133,008	133,008
Revenue	947465	947,465
Profit	88461	88,461
Other Comprehensive Income	-223	(223)
Total Comprehensive Income	88238	88,238
Profit allocated to NCI	43,594	43,594
OCI allocated to NCI	(110)	(110)
Total comprehensive income allocated to NCI	43,484	43,484
Cash flow from operating activities	44128	44,128
Cash flow from investing activities	(14985)	(14,985)
Cash flow from financing activities	(29508)	(29,508)
Net Increase (decrease) in cash and cash equivalents	(365)	(365)
Dividends paid to Non-controlling interest		

31 March, 2016

Particulars	**Britannia Industries Limited**	**Total**
NCI percentage	**49.26%**	**49.26%**
Non Current Assets	176,979	176,979
Current Assets	172,412	172,412
Non Current Liabilities	6,993	6,993
Current Liabilities	132,984	132,984
Net Assets	209,414	209,414
Net assets attributable to NCI	103,157	103,157
Revenue	875,050	875,050
Profit	82,458	82,458
OCI	278	278
Total Comprehensive Income	82,736	82,736
Profit allocated to NCI	40,619	40,619
OCI allocated to NCI	137	137
Total comprehensive income allocated to NCI	40,756	40,756
Cash flow from operating activities	95,923	95,923
Cash flow from investing activities	(70520)	(70,520)
Cash flow from financing activities	(24618)	(24,618)
Net Increase (decrease) in cash and cash equivalents	785	785
Dividends paid to Non-controlling interest		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

1 April, 2015

Particulars	Britannia Industries Limited	Total
NCI percentage	**49.28%**	**49.28%**
Non Current Assets	112,982	112,982
Current Assets	167,987	167,987
Non Current Liabilities	6,505	6,505
Current Liabilities	125,344	125,344
Net Assets	149,120	149,120
Net assets attributable to NCI	73,442	73,442

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Statement of Net Assets & Profit (Loss) Attirbutable to owners & Minority Interest

Sr. No.	Name of Entity	Net assets (Total Assets - Total Liabilities)		Share in Profit (Loss)	
		As % of Consolidated Net Assets	Amount (₹ Lakhs)	As % of Consolidated Profit / (Loss)	Amount (₹ Lakhs)
1	The Bombay Burmah Trading Corporation,Ltd.	5.00%	32,713	-0.26%	(320)
2	Afco Industrial & Chemicals Ltd.	0.01%	66	0.00%	(2)
3	DPI Products & Services of India Ltd.	0.04%	234	0.00%	(2)
4	Sea Wind Investment & Trading Co. Ltd.	0.02%	154	0.00%	3
5	Subham Viniyog Pvt. Ltd.	0.00%	24	0.00%	(2)
6	Britannia Industries Limited	39.44%	258,198	69.24%	84,369
7	Boribunder Finance and Investments Private Limited	0.04%	264	0.00%	(1)
8	Britannia Dairy Private Limited	2.29%	15,000	2.12%	2,578
9	Britannia Employees' Educational Welfare Association Private Limited	0.00%	31	0.00%	1
10	Britannia Employees' General Welfare Association Private Limited	0.00%	30	0.00%	1
11	Britannia Employees' Medical Welfare Association Private Limited	0.00%	28	0.00%	0
12	Daily Bread Gourmet Foods (India) Private Limited	0.08%	533	-0.04%	(51)
13	Flora Investments Company Private Limited	0.03%	218	0.01%	9
14	Ganges Vally Foods Private Limited	0.07%	463	0.02%	26
15	Gilt Edge Finance & Investments Private Limited	0.03%	221	0.01%	10
16	International Bakery Products Limited	0.14%	899	0.14%	172
17	J B Mangharam Foods Private Limited	0.07%	431	0.05%	62
18	Manna Foods Private Limited	0.05%	306	-0.13%	(161)
19	Sunrise Biscuit Company Private Limited	0.26%	1,680	0.06%	68
20	Vasna Agrex & Herbs Private Limited	0.78%	5,080	0.00%	(1)
21	Britchip Foods Limited	0.00%	5	0.00%	-
22	Snacko Bisc Private Limited	2.08%	13,632	0.00%	(0)
Foreign Subsidiaries					
23	Leila Lands Senderian Berhad	2.27%	14,891	0.74%	902
24	Island Horti-Tech Holding Pte. Ltd.	0.75%	4,923	0.17%	207
25	Leila Lands Ltd.	7.05%	46,167	5.92%	7,217

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Sr. No.	Name of Entity	Net assets (Total Assets - Total Liabilities)		Share in Profit (Loss)	
		As % of Consolidated Net Assets	Amount (₹ Lakhs)	As % of Consolidated Profit / (Loss)	Amount (₹ Lakhs)
26	Naira Holdings Ltd.	3.12%	20,403	0.61%	740
27	Island Landscape & Nursery Pte. Ltd.	0.44%	2,852	0.24%	295
28	ILN Investments Pte. Ltd.	0.00%	-	0.00%	-
29	Peninsula Landscape & Nursery Snd.Bhd.	0.00%	-	0.00%	-
30	Saikjaya Holdings Snd. Bhd.	0.00%	-	0.00%	-
31	Restpoint Investments Ltd.	0.46%	2,993	0.02%	19
32	Restpoint International Technology Corpn.	0.00%	-	0.00%	-
33	Innovative Organics Inc.	0.42%	2,771	0.00%	(0)
34	Granum Inc.	0.30%	1,971	0.08%	103
35	ABI Holdings Limited	2.65%	17,325	7.86%	9,579
36	Associated Biscuits International Ltd.	0.30%	1,951	7.85%	9,568
37	Britannia Brands Limited	0.85%	5,571	3.94%	4,798
38	Dowbiggin Enterprises Pte. Limited	5.66%	37,021	0.12%	143
39	Nacupa Enterprises Pte. Limited	5.65%	37,016	0.12%	144
40	Spargo Enterprises Pte. Limited	5.65%	37,009	0.12%	144
41	Valletort Enterprises Pte. Limited	5.65%	37,007	0.12%	143
42	Bannatyne Enterprises Pte. Limited	5.63%	36,874	0.12%	140
43	Baymanco Investments Limited	0.00%	(12)	-0.01%	(12)
44	Al Sallan Food International Co. SAOC	-0.68%	(4,482)	0.44%	539
45	Strategic Food International Co. LLC, Dubai	0.75%	4,940	0.54%	663
46	Britannia and Associates (Dubai) Private Company Limited, Dubai c	-0.26%	(1,717)	-0.11%	(131)
47	Britannia and Associates (Mauritius) Private Limited, Mauritius	2.44%	15,986	0.08%	102
48	Britannia Dairy Holdings Private Limited, Mauritius ##	0.30%	1,973	-0.21%	(259)
49	Baymanco Investments Limited	0.00%	-	0.00%	-
50	Strategic Brands Holding Company Limited, Dubai	-0.01%	(65)	-0.01%	(6)
Associates					
51	Lima Investment And Trading Company Private Limited	0.00%	14	0.00%	(0)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Sr. No.	Name of Entity	Net assets (Total Assets - Total Liabilities)		Share in Profit (Loss)	
		As % of Consolidated Net Assets	Amount (₹ Lakhs)	As % of Consolidated Profit / (Loss)	Amount (₹ Lakhs)
52	Roshnara Investment And Trading Company Private Limited	0.00%	13	0.00%	(0)
53	Cincinnati Investment And Trading Company Private Limited	0.00%	14	0.00%	(0)
54	Lotus Viniyog Private Limited	0.02%	141	0.02%	26
55	Shadhak Investments And Trading Private Limited *	0.00%	14	0.00%	(0)
56	MSIL Investments Private Limited *	0.00%	15	0.00%	(0)
57	Medical Microtechnology Limited *	0.00%	-	0.00%	-
58	Harvard Plantations Limited *	0.00%	7	0.00%	(0)
59	Placid Plantations Limited *	0.00%	7	0.00%	(0)
60	Klassik Foods Private Limited	0.06%	386	0.00%	4
61	Nalanda Biscuits Company Limited	0.02%	127	0.01%	12
62	Sundaram Foods Private Limited	0.04%	282	0.01%	11
		100%	**654,598**	**100%**	**121,849**
a)	Adjustments arising out of consolidation		(415,119)		(86,062)
b)	Other Comprehensive Income				15,892
c)	Minority Interests in all Subsidiaries /Associates (Investment as per the Equity method)		134,109		50,059
	Total		**373,588**		**101,738**

As per our attached report of even date.
For **B S R & Co.LLP**
Chartered Accountants
Firm's Registration No. 101248W / W-100022

Vijay Mathur
Partner
Membership No. 046476

Mumbai,
Dated : 30th May, 2017

For and on behalf of the Board of Directors
The Bombay Burmah Trading Corporation, Limited
CIN :L99999MH1863PLC000002

Ness Wadia
Managing Director
DIN :00036049

A K Hirjee
Vice Chairman
DIN :00044765

Nusli N Wadia
Chairman
DIN :00015731

N H Datanwala
Vice President Corporate and Company Secretary

Jeh Wadia
Director
DIN :00088831

M L Apte
Director
DIN :00003656

Amit Chhabra
Chief Financial Officer

Rajesh Batra
Director
DIN : 00020764

Minnie Bodhanwala
Director
DIN :00422067

Statement under Section 129(3) of the Companies Act, 2013, as at 31st March 2017

Part A: Subsidiaries

₹ in Lakhs

Sr. No.	Name of Subsidiary	Original Currency	Exchange rate as on: 31st March 2017 (in ₹)	Share Capital	Reserves & Surplus	Total Assets (including Investments)	Liabilities (excluding Shareholders Funds)	Investments (except investment in subsidiary)	Turnover (Revenue from Operations + Other Income)	Profit Before Tax	Provision for Taxation (including Deferred Tax)	Profit / (Loss) After Tax	Proposed Dividend	% of Shareholding
1	Afco Industrial & Chemicals Ltd.	₹	1.00	76.05	(9.88)	115.96	49.80	61.59	1.11	(1.54)	(0.01)	(1.53)	-	100.00%
2	DPI Products & Services of India Ltd.	₹	1.00	20.00	214.33	316.56	82.24	229.49	1.43	(1.60)	-	(1.60)	-	100.00%
3	Sea Wind Investment & Trading Co. Ltd.	₹	1.00	5.98	147.82	164.03	10.23	90.77	2.45	1.84	(1.10)	2.94	-	100.00%
4	Subham Viniyog Pvt. Ltd.	₹	1.00	40.00	(16.44)	42.66	19.12	0.60	-	(1.91)	-	(1.91)	-	100.00%
5	Britannia Industries Limited	₹	1.00	2,400.00	255,798.00	369,614.00	111,416.00	59,991.00	882,917.00	125,116.00	40,747.00	84,369.00	26,400.00	50.75%
6	Boribunder Finance and Investments Private Limited	₹	1.00	267.10	(3.06)	272.45	8.41	1.20	0.11	(1.26)	(0.01)	(1.25)	-	100.00%
7	Britannia Dairy Private Limited	₹	1.00	1,178.00	13,822.00	20,346.00	5,346.00	9,472.00	33,026.00	3,778.00	1,200.00	2,578.00	-	100.00%
8	Britannia Employees' Educational Welfare Association Private Limited	₹	1.00	17.52	13.64	31.61	0.45	-	1.43	0.90	0.28	0.62	-	0.00%
9	Britannia Employees' General Welfare Association Private Limited	₹	1.00	17.50	12.31	30.45	0.64	-	1.32	0.88	0.27	0.61	-	0.00%

₹ in Lakhs

Sr. No.	Name of Subsidiary	Original Currency	Exchange rate as on: 31st March 2017 (in ₹)	Share Capital	Reserves & Surplus	Total Assets (including Investments)	Liabilities (excluding Shareholders Funds)	Investments (except investment in subsidiary)	Turnover (Revenue from Operations + Other Income)	Profit Before Tax	Provision for Taxation (including Deferred Tax)	Profit / (Loss) After Tax	Proposed Dividend	% of Shareholding
10	Britannia Employees' Medical Welfare Association Private Limited	₹	1.00	18.00	9.61	28.04	0.44	0.40	1.12	0.67	0.21	0.46	-	0.00%
11	Daily Bread Gourmet Foods (India) Private Limited	₹	1.00	3,167.26	(2,634.44)	532.82	-	-	175.67	(51.24)	-	(51.24)	-	100.00%
12	Flora Investments Company Private Limited	₹	1.00	28.43	189.78	224.98	6.77	-	14.47	13.68	4.23	9.45	-	100.00%
13	Ganges Vally Foods Private Limited	₹	1.00	60.00	402.93	854.28	391.35	-	1,852.03	36.73	11.21	25.52	-	51.00%
14	Gilt Edge Finance & Investments Private Limited	₹	1.00	24.98	196.49	228.39	6.93	-	14.76	13.97	4.31	9.66	-	100.00%
15	International Bakery Products Limited	₹	1.00	145.00	753.85	4,739.56	3,840.71	-	3,615.45	182.88	11.19	171.69	-	100.00%
16	J B Mangharam Foods Private Limited	₹	1.00	45.02	386.40	3,166.31	2,734.89	0.26	3,647.48	75.39	13.55	61.84	-	100.00%
17	Manna Foods Private Limited	₹	1.00	487.50	(181.07)	7,759.93	7,453.50	1.62	4,059.67	(161.23)	-	(161.23)	-	100.00%
18	Sunrise Biscuit Company Private Limited	₹	1.00	1,419.95	260.19	3,823.99	2,143.85	-	11,177.18	61.64	(6.60)	68.24	-	99.16%

₹ in Lakhs

Sr. No.	Name of Subsidiary	Original Currency	Exchange rate as on: 31st March 2017 (in ₹)	Share Capital	Reserves & Surplus	Total Assets (including Investments)	Liabilities (excluding Shareholders Funds)	Investments (except investment in subsidiary)	Turnover (Revenue from Operations + Other Income)	Profit Before Tax	Provision for Taxation (including Deferred Tax)	Profit / (Loss) After Tax	Proposed Dividend	% of Shareholding
19	Al Sallan Food International Co. SAOC	OMR	168.12	3,362.40	(7,844.52)	6,134.76	10,616.90	-	19,501.51	539.25	-	539.25	-	65.46%
20	Strategic Food International Co. LLC, Dubai	AED	17.65	3,441.75	1,489.05	15,284.84	10,345.32	-	36,355.83	663.17	-	663.17	-	100.00%
21	Britannia and Associates (Dubai) Private Company Limited, Dubai c	USD	64.85	0.18	(1,717.07)	22,910.94	24,627.84	-	144.77	(131.06)	-	(131.06)	-	100.00%
22	Britannia and Associates (Mauritius) Private Limited, Mauritius	USD	64.85	15,805.30	99.14	24,430.45	8,444.45	-	244.07	105.70	3.23	102.47	-	100.00%
23	Britannia Dairy Holdings Private Limited, Mauritius	USD	64.85	4,807.33	(2,834.51)	1,980.33	7.50	-	-	(259.22)	-	(259.22)	-	100.00%
24	Strategic Brands Holding Company Limited, Dubai	USD	64.85	0.18	(6,552.00)	0.44	65.79	-	-	(6.37)	-	(6.37)	-	100.00%
25	Vasna Agrex & Herbs Private Limited	₹	1.00	1.00	(1,055.43)	0.16	1,054.59	-	-	(0.53)	-	(0.53)	-	100.00%
26	Snacko Bisc Private Limited	₹	1.00	2,552.08	(4,203.00)	1.92	1,652.85	-	-	(0.28)	-	(0.28)	-	100.00%
27	Leila Lands Senderian Berhad	RM	14.74	6,942.17	7,949.17	14,949.62	58.28	-	81.08	902.06	-	902.06	-	100.00%
28	Island Horti-Tech Holding Pte. Ltd.	S $	35.39	707.70	4,215.32	5,766.56	843.54	-	149.02	215.59	8.55	207.04	-	100.00%

₹ in Lakhs

Sr. No.	Name of Subsidiary	Original Currency	Exchange rate as on: 31st March 2017 (in ₹)	Share Capital	Reserves & Surplus	Total Assets (including Investments)	Liabilities (excluding Shareholders Funds)	Investments (except investment in subsidiary)	Turnover (Revenue from Operations + Other Income)	Profit Before Tax	Provision for Taxation (including Deferred Tax)	Profit / (Loss) After Tax	Proposed Dividend	% of Shareholding
29	Leila Lands Ltd.	US $	44.65	0.09	46,167.14	114,218.25	68,051.03	-	7,813.78	7,216.85	-	7,216.85	-	100.00%
30	Naira Holdings Ltd.	US $	44.65	446.50	19,956.43	33,017.55	12,614.62	-	(461.58)	739.86	-	739.86	-	100.00%
31	Island Landscape & Nursery Pte. Ltd.	S $	35.39	778.47	2,073.05	3,739.25	887.73	-	4,261.27	322.30	27.35	294.95	-	100.00%
32	ILN Investments Pte. Ltd.	S $	-	-	-	-	-	-	-	-	-	-	-	100.00%
33	Peninsula Landscape & Nursery Snd.Bhd.	RM	-	-	-	-	-	-	-	-	-	-	-	0.00%
34	Saikjaya Holdings Snd. Bhd.	RM	-	-	-	-	-	-	-	-	-	-	-	100.00%
35	Restpoint Investments Ltd.	US $	44.65	0.59	2,992.27	2,994.02	1.16	-	26.10	19.08	-	19.08	-	100.00%
36	Restpoint International Technology Corpn.	US $	-	-	-	-	-	-	-	-	-	-	-	0.00%
37	Innovative Organics Inc.	US $	44.65	1,060.57	1,710.06	2,770.63	-	-	-	(0.06)	-	(0.06)	-	58.80%
38	Granum Inc.	US $	44.65	2,769.44	(798.90)	3,082.15	1,111.61	-	4,083.92	146.93	43.56	103.37	-	58.80%
39	ABI Holdings Limited	GBP	71.80	3,586.72	13,738.27	19,168.59	1,843.59	-	9,552.44	9,579.37	-	9,579.37	9,583.67	100.00%
40	Associated Biscuits International Ltd.	GBP	71.80	1,148.72	802.09	5,184.82	3,234.02	-	9,714.58	9,568.34	-	9,568.34	9,552.44	100.00%
41	Britannia Brands Limited	GBP	71.80	0.0022	5,570.85	6,291.73	720.88	-	4,791.84	4,798.42	-	4,798.42	4,791.84	100.00%

₹ in Lakhs

Sr. No.	Name of Subsidiary	Original Currency	Exchange rate as on: 31st March 2017 (in ₹)	Share Capital	Reserves & Surplus	Total Assets (including Investments)	Liabilities (excluding Shareholders Funds)	Investments (except investment in subsidiary)	Turnover (Revenue from Operations + Other Income)	Profit Before Tax	Provision for Taxation (including Deferred Tax)	Profit / (Loss) After Tax	Proposed Dividend	% of Shareholding
42	Dowbiggin Enterprises Pte. Limited	S $	35.39	173.95	36,847.39	37,042.36	21.02	-	194.82	143.33	-	143.33	192.79	100.00%
43	Nacupa Enterprises Pte. Limited	S $	35.39	173.96	36,841.99	37,042.45	26.51	-	194.82	143.93	-	143.93	192.79	100.00%
44	Spargo Enterprises Pte. Limited	S $	35.39	174.00	36,834.80	37,035.03	26.23	-	194.82	143.61	-	143.61	192.79	100.00%
45	Valletort Enterprises Pte. Limited	S $	35.39	174.01	36,833.01	37,009.69	2.67	-	194.82	142.86	-	142.86	192.79	100.00%
46	Bannatyne Enterprises Pte. Limited	S $	35.39	168.30	36,706.19	36,912.60	38.11	-	194.69	140.35	-	140.35	192.79	100.00%
47	Baymanco Investments Limited	S $	44.65	0.45	(12.22)	23,093.93	23,105.71	-	0.01	(12.22)	-	(12.22)	-	100.00%

Part B: Associates

₹ in Lakhs

Sr. No.	Name of Associates / Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associates held by the Corporation at Year End				Networth attributable to Shareholding as per latest audited Balance Sheet ^	Profit / Loss For The Year		Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated
			Share Type	Nos.	Amount of Investment in Associates/ JV (₹)	Holding (%)		Considered in Consolidation	Not Considered in Consolidation		
1.	Lima Investment And Trading Company Private Limited	31.03.2017	Equity	4,999	499,900	50.00%	13.98	(0.22)	(0.22)	Associate	
			Pref.☼	4,000	400,000	50.00%					
2.	Roshnara Investment And Trading Company Private Limited	31.03.2017	Equity	4,999	499,900	50.00%	13.46	(0.25)	(0.25)	Associate	
			Pref.☼	3,750	375,000	50.00%					
3.	Cincinnati Investment And Trading Company Private Limited	31.03.2017	Equity	4,999	499,900	50.00%	13.78	(0.22)	(0.22)	Associate	
			Pref.☼	3,750	375,000	50.00%					
4.	Lotus Viniyog Private Limited	31.03.2017	Equity	244,491	2,444,910	50.00%	141.42	25.63	25.63	Associate	
			Pref.☼	40,000	400,000	50.00%					
5.	Shadhak Investments And Trading Private Limited *	31.03.2017	Equity	49,990	499,900	50.00%	13.74	(0.28)	(0.28)	Associate	
			Pref.☼	40,000	400,000	50.00%					
6.	MSIL Investments Private Limited *	31.03.2017	Equity	4,999	499,900	50.00%	14.52	(0.35)	(0.35)	Associate	
			Pref.☼	4,000	400,000	44.44%					
7.	Medical Microtechnology Limited *	31.03.2017	Equity	75,000	750,000	50.00%				Associate	Insignificant
8.	Harvard Plantations Limited*	31.03.2017	Equity	4,751	475,100	50.00%	7.00	(0.36)	(0.36)	Associate	Since it became Associate on 30.03.2015
9.	Placid Plantations Limited *	31.03.2017	Equity	4,751	475,100	50.00%	6.93	(0.36)	(0.36)	Associate	Since it became Associate on 30.03.2015
10.	Klassik Foods Private Limited	31.03.2017	Equity	3,390	31.98	26.02%	386.41	4.24	12.06	Voting Power	N.A.
11.	Nalanda Biscuits Company Limited	31.03.2017	Equity	87,500	28.08	35.00%	127.31	12.44	23.10	Voting Power	N.A.
12.	Sundaram Foods Private Limited	31.03.2017	Equity	459,800	1,450.00	26.00%	282.36	11.00	31.31	Voting Power	N.A.

^ Net Worth attributable to shareholding includes value of non-convertible, redeemable, preference shares held by wholly owned subsidiaries
☼ 5% non-convertible, non-cumulative, redeemable preference shares
* Through wholly owned subsidiary

10 YEARS' FINANCIAL REVIEW

(Rupees in Lakhs)

	2007 - 08	2008 - 09	2009 - 10	2010 - 11	2011 - 12	2012 - 13	2013 - 14	2014 - 15	2015 - 16	**2016-17 (IND-AS)**
FINANCIAL POSITION										
Share Capital	1,396	1,396	1,396	1,396	1,396	1,396	1,396	1,396	1,396	**1,396**
Reserves And Surplus #	7,430	5,764	6,479	12,984	25,573	25,459	25,199	24,399	20,228	**31,317**
Net Worth	8,826	7,160	7,876	14,380	26,969	26,856	26,595	25,795	21,624	**32,713**
Borrowings	27,002	35,240	27,385	27,176	16,070	16,373	19,078	35,691	33,097	**30,548**
Deferred Tax Liability (Net)	533	615	289	168	(51)	65	121	(105)	0	**(415)**
Capital Employed	36,361	43,015	35,550	41,724	42,988	43,294	45,794	61,381	54,721	**62,846**
Gross Block	16,302	17,185	18,083	19,817	11,233	17,907	19,427	21,518	22,851	**12,958**
Net Block	9,606	9,833	10,325	11,104	5,968	10,446	10,987	11,213	11,780	**11,681**
Investments	11,857	10,674	10,673	10,677	11,183	16,549	16,553	16,546	16,545	**28,730**
Foreign Currency Monetary Item Translation Difference Account	0	2,655	127	0	0	0	0	0	0	**0**
Working Capital	14,899	19,853	14,424	19,943	25,837	16,299	18,254	33,622	26,394	**22,434**
Total Net Assets	36,361	43,015	35,550	41,724	42,988	43,294	45,794	61,381	54,720	**62,846**
OPERATING RESULTS										
Total Income	26,185	29,901	32,054	41,775	45,305	28,056	29,914	28,245	27,423	**31,853**
Total Expenses	24,904	31,142	30,827	32,170	27,649	25,518	29,191	27,242	30,628	**32,209**
Profit / (Loss) Before Taxation	1,281	(1,241)	1,226	9,605	17,656	2,538	723	1,003	(3,206)	**(356)**
Taxation	233	147	(139)	1,951	4,007	645	210	300	109	**(36)**
Profit / (Loss) After Taxation	1,047	(1,388)	1,366	7,654	13,649	1,893	513	703	(3,314)	**(320)**
Dividend $	490	163	570	1,135	1,135	2,449	816	698	840	**840**
Dividend (%)	30.00	10.00	35.00	70.00	70.00	150.00	50.00	50.00	50.00	**50.00**
Book Value (₹)	63	51	56	103	193	^ 38	^ 38	^ 38	^ 31	**^ 47**

Reserves and Surplus is net after adjustment of debit balance of Deferred Revenue Expenditure.

$ Includes Dividend Tax.

^ Based on Face Value of ₹ 2/- per share post sub-division of shares from ₹ 10/- per share to ₹ 2/- per share from November, 2012.

The Bombay Burmah Trading Corporation, Limited

Route Map to the Venue of the 152nd Annual General Meeting

Venue: Y. B. Chavan Auditorium , Gen. Jagannath Bhosale Marg, Mumbai 400 021.

The Bombay Burmah Trading Corporation, Limited

[CIN: L99999MH1863PLC000002]
Regd. Office : 9, Wallace Street, Fort, Post Box No. 10077 Mumbai 400 001, India.
Tel. Nos.: +91 22 2219 7101 Fax :0091-22- 2207 1612 / 6772
• Email: bbtcl@bom2.vsnl.net.in • Website: www.bbtcl.com

PROXY FORM

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

Name of the Member	
Registered Address	
Email id	
Folio No /Client ID	

I/We, being the member(s) holding ____________shares of The Bombay Burmah Trading Corporation, Limited, hereby appoint:

1. Name: .... Email id : ....

   Address : ....

   .... Signature

   Or failing him/ her

2. Name: .... Email id : ....

   Address : ....

   .... Signature

   Or failing him/ her

3. Name: .... Email id : ....

   Address : ....

   .... Signature

   as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 152nd Annual General Meeting of the Corporation to be held at Y B Chavan Auditorium, Gen. Jagannath Bhosale Marg, Mumbai - 400021 on Thursday, 3rd August, 2017, at 4.00 p.m. and at any adjournment thereof in respect of the following resolutions :

Item No	Description of Resolutions	No of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Receive, consider and adopt the : a. Standalone Audited Financial Statements for FY 2016-2017, Reports of the Board of Directors and Auditors thereon; b. Consolidated Audited Financial Statements for FY 2016-2017 and Report of the Auditors thereon;			
2	Declaration of dividend on equity shares			
3	Re-appointment of Mr. Nusli Wadia who retires by rotation			
4	Appointment of Auditors			
5	Appointment of Branch Auditors			
6	Approval of remuneration of Cost Auditors			
7	Appointment of Dr.(Mrs.) Minnie Bodhanwala as Director of the Corporation.			
8	Appointment of Mr. Rajesh Batra as (Independent) Director of the Corporation.			

Signed this ……….....……….day of ………...…………………..2017

Affix

Revenue stamp

Signature of member   Signature of Proxyholder(s)

IN DEO FIDE ET PERSEVERANTIA

~ 1736 ~

THE WADIA GROUP

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9, Wallace Street, Fort, Mumbai 400 001

IN DEO FIDE ET PERSEVERANTIA

~ 1736 ~

The Group has scaled great heights in innovation and entrepreneurship, inspired by the centuries-old legacy of goodwill and trust. The British Coat of Arms, granted to Nowrosjee Wadia, symbolises this legacy and the Wadia Group's commitment to advancement and innovation.

The crest is a representation of the Group, its philosophy, beliefs and businesses.

The crest and base of the shield represent the family origins in the shipbuilding industry during the 1700s. The middle and upper parts of the shield depict the Group's interest in cotton growing and its links with England in the form of the Lancastrian rose. The hand holding the hammer atop the shield signifies industriousness, together with workmanship and skill. The sun that surrounds the hand stands for global recognition and merit.

The moto, IN DEO FIDE ET PERSEVERANTIA means 'Trust in God and Perseverance'.

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