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**THE BOMBAY BURMAH TRADING CORPORATION, LIMITED**

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

3<sup>rd</sup> July, 2020

The Secretary  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI 400 001.  
**Scrip Code: 501425**

The Manager – Listing Department,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, 5th Floor,  
Plot No.C/1, 'G' Block,  
Bandra-Kurla Complex,  
Bandra (E),MUMBAI 400 051.  
**Scrip Code: BBTC**

Dear Sirs,

**Sub: Compliance under Regulations 30 & 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the financial year ended 31<sup>st</sup> March, 2020 along with the Notice of the 155<sup>th</sup> Annual General Meeting of the Corporation to be held on Friday, 24<sup>th</sup> July, 2020 at 3.30 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

In compliance with General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), the electronic copies of the Annual Report for the Financial year 2019-20 of the Corporation and the Notice of the AGM have been sent through email to all the Members whose email addresses are registered with Depository Participant / the Corporation/ KFin Technologies Private Limited ("Registrar & Transfer Agents").

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For The Bombay Burmah Trading Corporation, Limited

Sanjay Kumar Chowdhary  
Company Secretary & Compliance Officer  
Encl: a/a



**A  
TRADITION  
OF TRUST**



155<sup>th</sup> ANNUAL REPORT  
2019-2020

**THE BOMBAY BURMAH  
TRADING CORPORATION, LIMITED**  
A Wadia Enterprise



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**155<sup>th</sup> Annual General Meeting**  
**Friday, 24 July 2020 at 3.30 p.m. through**  
**Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

# The Bombay Burmah Trading Corporation, Limited

## ANNUAL REPORT 2019-2020

<b>Directors</b>	Mr. Nusli N. Wadia, Chairman Mr. A. K. Hirjee, Vice Chairman Mr. M. L. Apte Mr. D. E. Udhwadia Mr. Jehangir N. Wadia Mr. Rajesh Batra Dr. (Mrs.) Minnie Bodhanwala Dr. Y. S. P. Thorat Mr. Vinesh Kumar Jairath Mrs. Gauri Kirloskar Mr. Ness N. Wadia, Managing Director	} (upto 12 August 2019)
<b>Chief Executive Officer</b>	Mr. Dibakar Chatterjee (upto 23 November 2019)	
<b>Chief Financial Officer</b>	Mr. N. H. Datanwala	
<b>Company Secretary</b>	Mr. Sanjay Kumar Chowdhary (w.e.f. 5 November 2019)	
<b>Registered Office</b>	9, Wallace Street, Fort, Mumbai 400 001.	
<b>Principal Bankers/Lenders</b>	HDFC Bank Limited Axis Bank Limited Kotak Mahindra Bank Limited The Hongkong & Shanghai Banking Corporation Limited Federal Bank Limited BNP Paribas ICICI Prudential Mutual Fund	
<b>Auditors</b>	B S R & Co., LLP Lodha Excelus 5 <sup>th</sup> Floor, Apollo Mills Compound, N. M. Joshi Marg, Mahalakshmi, Mumbai 400 011	
<b>Solicitors</b>	Crawford Bayley & Co. Udwadia & Co.	

# 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.
- Healthcare Division : Plot No. 161-B, Village Danpur,  
Rudrapur Kashipur Road,  
Paragana-Rudrapur, Tehsil Kichha,  
Udhamsingh Nagar, Uttarakhand 263 153.
- Auto Electric Components Division : Unit-1, No.342-343, 2<sup>nd</sup> Cross Street,  
(Electromags) Nehru Nagar, Kottivakkam, Chennai,  
Tamil Nadu 600 096
- Unit-2, Plot no. 128-133, 3<sup>rd</sup> Cross Street,  
(Electromags) Nehru Nagar, Kottivakkam, Chennai,  
Tamil Nadu 600 041.
- Unit-3, Plot no. 134-137, 3<sup>rd</sup> Cross Street,  
Nehru Nagar, Kottivakkam, Chennai,  
Tamil Nadu 600 041
- Malaysian Branch : Suite 628, 6<sup>th</sup> Floor, Pan Global Plaza,  
Jalan Wong Ah Fook 80000,  
Johor Bahru, Malaysia.

## **NOTICE**

NOTICE is hereby given that the One Hundred and Fifty-Fifth Annual General Meeting of the Members of The Bombay Burmah Trading Corporation, Limited will be held on Friday, 24<sup>th</sup> day of July, 2020 at 3.30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business. The venue of the meeting shall deemed to be the registered office of the Corporation at 9, Wallace Street, Fort, Mumbai 400 001.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Corporation for the Financial Year ended 31 March 2020 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 31 March 2020 together with the Report of the Auditors thereon.
2. To declare a dividend on the Equity Shares for the Financial Year 2019-2020.
3. To appoint a Director in place of Mr. Nusli N. 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, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s Walker Chandiok & Co. LLP, Chartered Accountants (Registration No. 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Corporation for a period of 5 consecutive years to hold office from the conclusion of the 155<sup>th</sup> Annual General Meeting (‘AGM’) till the conclusion of the 160<sup>th</sup> AGM of the Corporation, pursuant to the recommendation of the Audit Committee and the Board of Directors of the Corporation, at such remuneration and out of pocket expenses to be decided by the Board of Directors in consultation with the Auditors.”
5. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT the Board of Directors be and are hereby authorised to appoint for the current financial year, in consultation with the Corporation’s Auditors, 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 and other applicable provisions, if any, 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, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. GLS & Associates, Cost Accountants, Coimbatore, [ICWA Registration No. 4482], the Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Corporation for the financial year ending 31 March 2021, 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 any one of the Directors, Chief Financial Officer and the Company Secretary of the Corporation, be and are hereby severally authorised to do all such 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 Special Resolution:

“RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Corporation held on 13 August 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Corporation be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof), to borrow from time to time, apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business, such sum or sums of money as they may deem necessary for the purpose of the business of the Corporation, not exceeding at any time the sum of ₹ 1000 crores over and above the aggregate of the paid-up share capital, free reserves and securities premium of the Corporation, on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Corporation, apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business will exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Corporation.

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

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

“RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Corporation held on 13 August 2014, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Corporation be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof), for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Corporation on all or any movable and immovable properties of the Corporation wherever situated, both present and future, on such terms, at such time, in such form and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Corporation in certain events, to or in favour of banks, financial institutions, Insurance Companies, Investment Institutions, other investing agencies, bodies corporate, debenture trustees or any other secured lenders (‘the lenders’) to secure repayment of any loans and/or any other financial assistance and/or guarantee facilities already obtained or any other indebtedness incurred by the Corporation upto an amount not exceeding ₹ 1000 crores over and above the aggregate of the paid-up capital, free reserves and securities premium of the Corporation apart from temporary loans obtained from the Corporation’s bankers in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise and execute documents, instruments and writings for creating aforesaid mortgage/charge and to do all such acts, deeds, matters and things as may be considered necessary for giving effect to the aforesaid Resolution and to resolve any question, difficulty or doubt which may arise in relation thereto, in the best interest of the Corporation.”

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

“RESOLVED THAT in supersession of the Resolution passed by the Members of the Corporation by way of Postal Ballot on 31 January 2017, and pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder as amended from time to time (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force), consent of the

Corporation be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof):

- i. to give any loan from time to time on such terms and conditions as it may deem expedient to any person or other body corporate and/or
- ii. to give any guarantee or provide security in connection with a loan to any other body corporate or person and/or
- iii. to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

upto an aggregate amount of ₹ 1000 crores (Rupees One Thousand Crores only) notwithstanding that the aggregate of the loans or guarantees or securities given or to be given by the Corporation and/or securities so far acquired or to be acquired by the Corporation exceeds the limits prescribed under section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all steps or action as may be usual, necessary, expedient or proper in respect of giving any loans, guarantees or providing security or investing in the securities of any other body corporate including the terms and conditions of such transactions."

By Order of the Board  
For **The Bombay Burmah Trading Corporation, Limited**

**Sanjay Kumar Chowdhary**  
Company Secretary & Compliance Officer

Registered Office:

9, Wallace Street,

Fort, Mumbai - 400 001

CIN : L99999MH1863PLC000002

Email : investorservices@bbtcl.com

Website : www.bbtcl.com

Tel No. : +91 22 22197101

Mumbai, 24 June 2020

**NOTES:**

1. The Statement of Material Facts as required under section 102 of the Companies Act, 2013 ('the Act') with respect to Item No. 4 and Item Nos. 6 to 9 is attached hereto as Annexure I.
2. Details of the Directors retiring by rotation and seeking re-appointment at the Annual General Meeting is annexed to the Notice as Annexure II as required by the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
3. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 have permitted the holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 155<sup>th</sup> AGM of the Corporation shall be conducted through VC / OAVM. National Securities



## The Bombay Burmah Trading Corporation, Limited

Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

4. Since the physical attendance of Members has been dispensed with in terms of the abovementioned Circulars, there is no requirement of appointment of proxies by Members under Section 105 of the Act and the same will not be available for this AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Corporation at investorservices@bbtcl.com or to KFin Technologies Private Limited, Registrar and Share Transfer Agent at einward.ris@kfintech.com with a copy marked to evoting@nsdl.co.in.
5. The Corporation's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are KFin Technologies Private Limited (KFin) having their office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana -500032.
6. The Register of Members and the Share Transfer Books of the Corporation will remain closed from Saturday, 18 July 2020 to Friday, 24 July 2020 (both days inclusive) for the purpose of dividend.
7. Dividend, if declared at the AGM, shall be paid to the Members on or from Thursday, 30 July 2020 to those members whose names appear on the Register of Members of the Corporation on Friday, 17 July 2020 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 17 July 2020 as per details furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

Members are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.

8. Members are requested to:
  - a) intimate to the Corporation's Registrar and Transfer Agents, KFin Technologies Private Limited, at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Email- einward.ris@kfintech.com, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - c) quote their folio numbers/Client ID/DP ID in all correspondence; and
  - d) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and KFin/ Corporation, in case of Shares held in physical form, as directed by Securities and Exchange Board of India ('SEBI').
9. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Corporation will print the bank account details, if available, on the payment instrument for distribution of dividend. The Corporation will not entertain any direct request from Members holding shares in electronic mode for deletion of/ change in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

10. In the event the Corporation is unable to pay the dividend to any Member directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Corporation shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest once the normalcy is restored.
11. Members may note that pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April 2020 and the Corporation is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Corporation/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A detailed information in this regard has been sent to the shareholders vide email dated 30 June 2020 through Corporation's RTA alongwith an option to submit the documents through the link provided therein or through an email to the RTA as per the email id mentioned in the said communication.

12. SEBI has directed that securities of listed companies can be transferred only in dematerialised form with effect from 1 April 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
13. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Rules made thereunder, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

An amount of ₹ 16,71,838 being unclaimed/unpaid dividend of the Corporation for the financial year ended 31 March 2012 was transferred in September 2019 to IEPF.

Last date for claiming unclaimed and unpaid dividends declared by the Corporation for the FY 2012-13 shall be before the due date for transfer to IEPF mentioned as under:

<b>Financial Year</b>	<b>Date of Declaration of Dividend</b>	<b>Due date for transfer to IEPF</b>
2012-2013	07.08.2013	12.09.2020
2013-2014	13.08.2014	18.09.2021
2014-2015	05.08.2015	10.09.2022
2015-2016	05.08.2016	10.09.2023
2016-2017	03.08.2017	08.09.2024
2017-2018	08.08.2018	13.09.2025
2018-2019	12.08.2019	18.09.2026

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

14. 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 or more to the Demat Account of the IEPF Authority.

In accordance with the Rules, the Corporation had, during FY 2019-20, transferred to the IEPF Authority 62,480 equity shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, in October, 2019.

## The Bombay Burmah Trading Corporation, Limited

The Corporation has uploaded on its website: [www.bbttl.com](http://www.bbttl.com) under Investor Relations the details of shareholders whose shares are to be transferred/credited to the Demat Account of the IEPF Authority.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact KFin for lodging claim for refund of shares and / or dividend from the IEPF Authority.

15. In compliance with MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Corporation/RTA or the Depository Participant(s).
16. The Notice of AGM along with Annual Report for FY 2019-20, is available on the website of the Corporation at [www.bbttl.com](http://www.bbttl.com), on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:**

16. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Corporation's AGM.
17. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
18. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
19. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
20. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
21. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ +91 9920264780 or Ms. Pallavi Mhatre, Manager, at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/ +91-75066 82281.

**PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

22. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Corporation on or before Friday, 17 July 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
23. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) on or before Friday, 17 July 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Corporation to respond appropriately.
24. The Corporation reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

25. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
26. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., **17 July 2020** shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
27. The remote e-voting period commences on **Tuesday, 21 July 2020** (9:00 A.M. IST) and ends on **Thursday, 23 July 2020** (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **17 July 2020**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

28. The procedure and instructions for remote e-voting are given below:
  - Step 1: Log-in to NSDL e-voting system at URL: <https://www.evoting.nsdl.com/>
  - Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 to log in to NSDL e-voting system are mentioned below:**

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.

- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.
- iv. Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
A) For Members who hold shares in demat account with NSDL.	8 Character DP Id followed by 8 Digit Client Id For example, if your DP Id is IN300*** and Client Id is 12***** then your user Id is IN300***12*****
B) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C) For Members holding shares in Physical Form.	EVEN Number followed by Folio No. registered with the company For example, if EVEN is 123456 and Folio No. is 001*** then user ID is 123456001***

- v. Your password details are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your E-Mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your E-Mail ID. Trace the email sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the email and open the attachment i.e., a pdf file. The password to open the .pdf file is your 8 digit Client Id for NSDL account, last 8 digits of Client Id for CDSL account or Folio No. for shares held in physical form. The .pdf file contains your 'User Id' and your 'initial password'.
    - In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned above in this notice.
- vi. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / Folio No., your PAN, your name and your registered address.
  - Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2 to cast vote electronically on NSDL e-Voting System are mentioned below:**

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of "The Bombay Burmah Trading Corporation, Limited", which is 113058.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Procedure for E- Voting on the day of the AGM:**

- i. Only those members who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions by remote e-voting prior to the AGM shall be entitled to cast their vote through the e-voting system at the AGM.
- ii. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

**GENERAL INFORMATION FOR SHAREHOLDERS**

29. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsd.com/> to reset the password.
30. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsd.com/> or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
31. In case of any grievances connected with facility for remote e-voting or e-voting at the AGM, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.  
Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) Tel: +91 22 2499 4545/ 1800-222-990/ +91 75066 82281
32. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 17 July 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
33. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode on NSDL portal.
34. The Corporation has appointed Mr. Tushar Shridharani (Membership No. FCS 2690) or failing him Ms. Nandini Parekh (Membership No. FCS 6240), Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

35. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
36. The result declared along with the Scrutinizer's Report shall be placed on the Corporation's website: [www.bbtcl.com](http://www.bbtcl.com) and on NSDL's website: <https://www.evoting.nsdl.com/> immediately. The Corporation shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Corporation are listed.

## **ANNEXURE I TO THE NOTICE**

### **Item No. 4**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the relevant rules made thereunder, an audit firm can be appointed as statutory auditors for a maximum of two terms of 5 consecutive years. M/s B S R & Co. LLP, Chartered Accountants, ('BSR') (ICAI Firm Registration Number 101248W/W-100022) were appointed as Statutory Auditors at the Annual General Meeting (AGM) held on 10 August 2010 and thereafter, BSR was consecutively appointed as Statutory Auditors every year till FY 2013-2014.

Consequent to enactment of Companies Act, 2013, BSR were appointed as the Statutory Auditors of the Corporation at the AGM held on 13 August 2014 for a period of 5 consecutive years, subject to ratification by Members at every AGM in accordance with Section 139 of the Companies Act, 2013 read with the rules made thereunder.

Further, BSR were re-appointed as Statutory Auditors at the 154<sup>th</sup> AGM held on 12 August 2019, to hold office upto the ensuing AGM. Since BSR would be completing their term of 10 years as the Statutory Auditors of the Corporation, they are required to mandatorily retire at the ensuing AGM as per Section 139 of the Companies Act, 2013.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Corporation at its meeting held on 13 February 2020 recommended to the members for their approval, the appointment of M/s Walker Chandiook & Co, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Corporation, for a period of five (5) consecutive years from the conclusion of the 155<sup>th</sup> AGM till the conclusion of 160<sup>th</sup> AGM of the Corporation to be held in the year 2025.

None of the Directors, Key Managerial Personnel of the Corporation and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

## **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 Accountants, Coimbatore, (ICWA Registration No.4482) as Cost Auditors at a remuneration of ₹ 200,000 (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 Corporation for the financial year ending 31 March 2021. M/s. GLS & Associates, Cost Accountants, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Corporation.

The approval of the Members is required to be obtained for payment of remuneration to the Cost Auditors for the financial year ending 31 March 2021. Hence, the Resolution at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Corporation and 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 recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members

### **Item Nos. 7 & 8**

The Members of the Corporation, at the Annual General Meeting held on 13 August, 2014, had accorded their consent by way of Special Resolution for :

- borrowing monies from time to time, upto an aggregate amount not exceeding at any time the sum of ₹ 600 crores over and above the aggregate paid up share capital and free reserves, apart from temporary loans obtained from the Corporation's bankers in the ordinary course of business, as per Section 180(1)(c) of the Companies Act, 2013 ('the Act'); and
- creation of charge/mortgage/pledge/hypothecation to secure borrowings upto an amount not exceeding ₹ 600 crores over and above the aggregate of the paid-up capital and free reserves, apart from temporary loans obtained from the Corporation's Bankers in the ordinary course of business, as per Section 180(1)(a) of the Act.

The Corporation as part of its finance operations and to meet its obligations, borrows money from time to time by way of Loans/ Commercial Papers/ Credit facilities/ NCDs from banks/ mutual funds/ financial institutions/ NBFCs and also avails of Inter Corporate Deposits (ICDs) both from the Group Companies/ Related Parties and outside parties, depending on the market conditions and availability of funds with the various parties and the terms and conditions best suited for the Corporation.

In order to provide for additional funds that may be required for its operations, expansion and/or diversification of activities, it is proposed to increase the borrowing limit to ₹ 1,000 crores over and above the aggregate of the paid up share capital, free reserves and securities premium, apart from temporary loans obtained from the Corporation's bankers in the ordinary course of business, by seeking approval of Members by way of a Special Resolution as per Section 180(1)(c) of the Act, as set out at Item No. 7 of the Notice.

The borrowings of the Corporation may, if necessary, be secured by way of charge/mortgage/pledge/hypothecation on the Corporation's assets comprising of the movable and/or immovable, tangible/ intangible properties of the Corporation, present or future, in favour of the lender(s)/ agent(s)/ trustee(s) from time to time, in such form, manner and ranking as mentioned in the Resolution at Item No. 8. The documents relating to charge and/or mortgage and/or pledge and/or hypothecation in favour of the lender(s)/agent(s)/trustees may contain the provisions to take over substantial assets of the Corporation in certain events with a power to take over the management of the business and concern of the Corporation, which may be regarded as disposal of the Corporation's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company, only with the consent of the Company by a Special Resolution.

The Resolution under Item No. 8 is therefore proposed to be passed to seek consent of Members for creation of charge/mortgage/pledge/hypothecation to secure borrowings subject to the limits approved under Section 180(1)(a) of the Companies Act, 2013, apart from temporary loans obtained from the Corporation's bankers in the ordinary course of business.



## The Bombay Burmah Trading Corporation, Limited

None of the Directors, Key Managerial Personnel of the Corporation and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 7 and 8 of the Notice.

The Board recommends the Special Resolutions set out at Item Nos. 7 and 8 of the Notice for approval by the Members.

### **Item No. 9**

The Corporation had sought approval of its Members by means of a special resolution by way of Postal Ballot on 31 January 2017, for giving loans and/or guarantees and/or providing security in connection with a loan to any other body corporate or person and/or for acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, upto an aggregate amount of ₹ 500 crores, in compliance with the provisions under Section 186 of the Companies Act, 2013 ('the Act').

As per the provisions of Section 186 of the Act, prior approval of the Members by means of a Special Resolution is necessary for giving loans and/or guarantees and/or providing security in connection with a loan to any other body corporate or person and/or for acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of sixty percent of the Company's paid up share capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever is more.

The Corporation has been engaged in investment activities by way of investment in shares of body corporates and granting of loans and Inter-Corporate Deposits etc. The Corporation also plans to unlock value by sale of its non-core/ surplus real estate assets.

To enable the Corporation to invest its investible surplus arising thereupon, it is proposed to increase the abovementioned limits for making fresh loans and/ or acquiring the securities of other bodies corporate, or give guarantees/ provide securities upto an aggregate amount of ₹ 1,000 crores, by seeking Members' approval under Section 186 of the Act.

None of the Directors, Key Managerial Personnel of the Corporation and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

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

**ANNEXURE II TO THE NOTICE****Brief resume of Director(s) proposed to be re-appointed as Director****Mr. Nusli N. Wadia (Item No. 3)**

Mr. Nusli N. 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 27 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.

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	76 years
Experience (including expertise in specific functional area) / Brief Resume	Extensive experience and expertise in general business management and finance.
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013 (the Act), Mr. Nusli N. Wadia who was re-appointed as a Director at the Annual General Meeting held on 3 August 2017 is liable to retire by rotation at this Meeting.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2019-2020 was ₹ 6,00,000.
Remuneration proposed to be paid	Entitled to such commission as approved by the Members of the Corporation for the Non-Executive Directors of the Corporation.
Date of first appointment on the Board	28 October 1980
Shareholding in the Corporation as on 31 March 2020	69,80,356 (10%)
Relationship with other Directors/ Key Managerial Personnel	Mr. Nusli N. Wadia is related to Mr. Ness N. Wadia and Mr. Jehangir N. Wadia (Sons) and is not related to any other Director/Key Managerial Personnel of the Corporation
Number of meetings of the Board attended during the financial year (2019-2020)	6 (Six)
Directorships of other Boards as on 31 March 2020 (excluding The Bombay Burmah Trading Corporation, Limited)	<p><u>Public Companies:</u></p> <ul style="list-style-type: none"> <li>• Britannia Industries Limited - Chairman</li> <li>• The Bombay Dyeing and Manufacturing Company Limited - Chairman</li> <li>• Go Airlines (India) Limited - Chairman</li> </ul> <p><u>Private Company:</u></p> <ul style="list-style-type: none"> <li>• Go Investments &amp; Trading Private Limited - Chairman</li> </ul>

The Bombay Burmah Trading Corporation, Limited

	<p><u>Foreign Companies:</u></p> <ul style="list-style-type: none"><li>• Leila Lands SDN. Bhd. (Malaysia) - Chairman</li><li>• Strategic Food International Company LLC, Dubai, UAE - Director</li><li>• Island Horti-Tech Holdings Pte. Ltd. - Director</li><li>• Strategic Brand Holdings Co. Ltd., UAE - Director</li><li>• Al Sallan Food Industries Co. SAOG, Oman - Director</li><li>• Britannia and Associates (Dubai) Pvt. Ltd. - Director</li><li>• Al Fayafi General Trading Co. LLC, UAE - Director</li></ul>
Membership/ Chairmanship of Committee of other Boards as on 31 March 2020	<ul style="list-style-type: none"><li>• Britannia Industries Limited - Nomination &amp; Remuneration Committee - Member</li><li>• The Bombay Dyeing and Manufacturing Company Limited – Nomination &amp; Remuneration Committee – Member</li><li>• Go Airlines (India) Limited - Nomination &amp; Remuneration Committee – Member</li></ul>

By Order of the Board  
For **The Bombay Burmah Trading Corporation, Limited**

**Sanjay Kumar Chowdhary**  
Company Secretary & Compliance Officer

Registered Office:

9, Wallace Street,  
Fort, Mumbai - 400 001

CIN : L99999MH1863PLC000002

Email : investorservices@bbtcl.com

Website : www.bbtcl.com

Tel No. : +91 22 22197101

Mumbai, 24 June 2020

**BOARD'S REPORT**

Your Directors hereby present their 155<sup>th</sup> Annual Report together with Audited Financial Statements for the year ended 31 March 2020:

**I. FINANCIAL PERFORMANCE:****a) Standalone Financial Results**

(₹ in Lakhs)

<b>Particulars</b>	<b>31.03.2020</b>	31.03.2019
Total Revenue	<b>28,281</b>	27,678
Profit/(Loss) Before Tax	<b>(1,773)</b>	(1,867)
Profit/(Loss) After Tax	<b>(1,703)</b>	(1,970)
Retained Earnings	<b>4,038</b>	6,341

**b) Overview of Performance**

During the year under review, the Corporation achieved a total revenue of ₹28,281 lakhs compared to ₹27,678 lakhs in FY 2018-19. This includes dividend of ₹5,095 lakhs from overseas subsidiary as compared to ₹1,409 lakhs in the previous year and income on sale of property of ₹137 lakhs in the previous year. Thus, the total revenue of ₹23,186 lakhs at operating level was lower compared to ₹26,132 lakhs for the previous year.

No material changes and commitments have occurred after the closure of year under review till the date of this report, which would affect the financial position of the Corporation.

However, outbreak of Covid-19 pandemic in March 2020, has to date had moderate impact on the businesses of the Corporation. The Corporation is taking necessary measures to mitigate the impact and challenges arising from it.

**Division wise performance:****i. Tea:**

Overall tea production, including from bought leaf, was significantly

lower at 43.79 lakh kgs as compared to 57.33 lakh kgs for the previous year. Total tea sales were at 41.74 lakh kgs as compared to 62.46 lakh kgs for previous year. The average selling price of tea was at ₹142.16 per kg against ₹129.27 per kg for the previous year.

Production of tea at Tanzania estates was 5.06 lakh kgs as against 8.27 lakh kgs for the previous year. Consequently, the turnover of ₹313 lakhs for the year was lower than the turnover of ₹613.46 lakhs of previous year.

Tea Plantation in Tamil Nadu were shut down in the last week of March 2020 due to Covid-19 pandemic and field/ factory works resumed in phases from April 2020 with normal attendance from May 2020 onwards.

**ii. Coffee:**

The Corporation's coffee production for the year was 424 MT as compared to 731 MT for the previous year. The Corporation's bought coffee fruit operations during the year produced 849 MT of clean coffee as against 1,028 MT in the previous year. There was no change in the average price

realized per tonne of ₹ 1.79 lakhs.

Cultivation activities were not affected due to Covid-19 pandemic. However, there were delays in shipments due to restriction on movement of goods.

**iii. Auto Electric Components Business (Electromags):**

Turnover for the year was lower at ₹ 9,957 lakhs as compared to ₹ 11,138 lakhs in the previous year.

Due to Covid-19 pandemic, the manufacturing plant was shut down from the last week of March 2020 and it resumed its operations partially from 4 May 2020.

**iv. Health Care:**

Dental products reported a marginal decrease in turnover at ₹ 2,186 lakhs compared to ₹ 2,199 lakhs in the previous year.

The Dental industry has been severely impacted due to Covid-19 pandemic. Most of the dental colleges and clinics have remained closed and are expected to open sometime in July 2020.

**c) Subsidiaries and Associate Companies**

A report on the financial performance 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.

**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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘SEBI (LODR) Regulations, 2015’] the Audited Consolidated Financial Statements together with the Independent Auditors’ Report thereon are annexed and form part of this Annual Report.

Consolidated sale of products and services of the Corporation for the year ended 31 March 2020 was ₹ 1,189,047 lakhs compared to ₹ 1,142,320 lakhs in FY 2018-19, registering a growth of 4%. Consolidated Net Profit for the year ended 31 March 2020 has been at ₹ 128,034 lakhs compared to ₹ 118,946 lakhs for 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 all the subsidiaries, are available on the Corporation’s website [www.bbtcl.com](http://www.bbtcl.com).

**e) Share Capital**

The issued, subscribed and paid-up Share Capital of the Corporation stood at ₹ 1,395.44 lakhs as at 31 March 2020 comprising of 6,97,71,900 Equity Shares of ₹ 2 each fully paid-up. There was no change in share capital during the year under review.

**f) Dividend**

Your Directors are pleased to recommend a dividend of ₹ 1.20 per share of the face value of ₹ 2 each (previous year ₹ 1 per share). The dividend, if approved by the shareholders at the ensuing Annual General Meeting, will be paid to those shareholders whose names appear in the Register of Members of the Corporation as on the Book Closure Date. The total dividend payout will amount to ₹ 837.26 lakhs.

**g) Secretarial Standards**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to ‘Meetings of the Board

of Directors' and 'General Meetings', respectively, have been duly complied with.

## 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

#### Non- Executive Director

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

#### Independent Directors

The Members of the Corporation had approved the appointment of Dr. Y.S.P. Thorat, Mr. Vinesh Kumar Jairath and Mrs. Gauri Kirloskar as Non- Executive, Independent Directors of the Corporation at the 154<sup>th</sup> Annual General Meeting held on 12 August 2019 for a period of 5 years with effect from 4 February 2019.

### b) Declaration by Independent Directors

The Corporation has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed both under the Act, and the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, all the Independent Directors possess the

integrity, expertise and experience including the proficiency required to be Independent Directors of the Corporation, fulfill the conditions of independence as specified in the Act and SEBI (LODR) Regulations, 2015 and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act.

### c) Board Evaluation

Pursuant to the applicable provisions of the Act and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board undertook an annual performance evaluation of its performance and that of its Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR Committee and of the individual Directors. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

### d) 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 are provided in the Corporate Governance Report and also posted on the website of the Corporation at [www.bbtcl.com](http://www.bbtcl.com).

### e) 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 31 March 2020 and of the loss of the Corporation for the year ended on that date;

- 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 FY 2019-20.

#### **IV. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Board has constituted a Corporate Social Responsibility ('CSR') Committee comprising of three Directors of which one is an Independent Director. The CSR Policy of the Corporation and initiatives taken by the Corporation with respect to CSR 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 of the Corporation are Mr. Ness Wadia, Managing Director, Mr. N. H. Datanwala, Chief Financial Officer and Mr. Sanjay Kumar Chowdhary, Company Secretary.

During the year, Mr. Dibakar Chatterjee resigned from the services of the Corporation and ceased to be the Chief Executive Officer of the Corporation with effect from close of business hours on 23 November 2019. Mr. Sanjay Kumar Chowdhary was appointed as the Company Secretary and Compliance Officer of the Corporation with effect from 5 November 2019.

##### **b) Particulars of Employees**

The information as per Section 197(12) of the Act 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. If any member is interested in obtaining a copy thereof, such member may write to the Corporation and the same will be furnished on request.

##### **c) Disclosure on Sexual Harassment of Women at Workplace**

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 in FY 2019-20.

## 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 FY 2019-20 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 posted on the website of the Corporation at [www.bbtcl.com](http://www.bbtcl.com).

### d) Board Meetings:

During the year, six Board Meetings were duly convened and held. The details of Board and its Committees meetings are given in the Corporate Governance Report that forms part of this Annual Report.

### e) Whistle Blower Policy

The details of the Whistle Blower Policy are given in the Corporate Governance Report.

### f) Related Party Transactions

The Corporation has formulated a Policy on Related Party Transactions which is disclosed on its website [www.bbtcl.com](http://www.bbtcl.com).

All transactions entered into with related parties as defined under the Act, Indian Accounting Standards (Ind AS 24) and Regulations 2(1)(zc) and 23 of the SEBI (LODR) Regulations, 2015 during the year, were in the ordinary course of business and on an arms' length basis and did not attract the provisions of Section 188 of the Act. With regard to transactions with Related parties under the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015, prior approval of the Audit Committee was obtained wherever required.

During the year, 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. 48 of the Notes forming part of the Standalone Financial Statements for the FY 2019-20.

### g) Risk Management

Your Corporation has a well-defined risk management framework and organizational structure in place for managing and reporting risks periodically. The Audit Committee and Risk Management Committee are responsible for overseeing the risk management framework, reviewing the key risks and mitigation strategies, and ensuring the effectiveness of risk management policies and procedures. The details of the Risk Management functions are covered in the Corporate Governance Report.

### h) Insurance

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



**i) Particulars of Loans, Guarantees and Investments**

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in Note No.46 forming part of the Standalone Financial Statements.

**j) Significant & Material Orders Passed by the Regulators**

**Singampatti Land matter**

Members are aware that the Corporation has been cultivating tea and carrying on all its plantation activities at Singampatti tea estate Tamil Nadu under a valid lease since 1929.

This lease land was classified as forest land by Tamil Nadu government in February 2018. Further, the said land has been classified as Tiger reserve under the Wildlife Protection Act, despite the fact that the Corporation has a bustling township on the said land. The Tamil Nadu government, however, upheld the lease rights and allowed the Corporation to continue its plantation activities. The Corporation is contesting these matters before the Madras High Court.

During the financial year 2018-2019, the Commissioner of Land Administration in Tamil Nadu passed an order cancelling the lease for violation of conditions with regard to the clearing of certain areas. The Corporation has challenged the said order before the Madras High Court by way of Writ. The said writ has been admitted and interim relief restraining the Government from interfering with lawful operations and ingress and egress by the Corporation.

Also, in February 2018, the Government authorities in Tamil Nadu demanded increased lease rental in respect of the lease land retrospectively from 1958 to 2018 amounting to ₹ 22,396 lakhs. In January 2019, a further demand of ₹ 796 lakhs as increased rental for the year 2019 was also raised. The Corporation has challenged both these

demands by way of Writ Petition before Madras High Court. The said Writs have been admitted and stay has been granted.

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

**k) SEBI Settlement Order**

During the year, the Corporation had received a show cause notice (SCN) from the Securities and Exchange Board of India (SEBI) alleging violation of Regulations 30(2) and 30(4)(i)(b) to be read with other related provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the failure of the Company to make a timely public announcement to the Stock Exchanges regarding its Managing Director. In response to the SCN, the Corporation without admitting the findings of facts and conclusions of law submitted a settlement application on 13 December 2019 to SEBI in accordance with the provisions of Section 15JB of the SEBI Act, 1992 read with Regulation 3 of the SEBI (Settlement Proceedings) Regulations, 2018 ("Settlement Application"). Pursuant to the settlement application, the Corporation paid the settlement amount of ₹ 21,67,500/- and SEBI passed a settlement order dated 29 April 2020 ("the Settlement Order"). Pursuant to the Settlement Order, the instant adjudication proceedings under the SCN against the Corporation were disposed off and stand settled.

**VIII. AUDITORS**

**a) Statutory Auditors**

As per the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014 it is mandatory to rotate the Statutory Auditors on completion of two terms of five consecutive years. The rules also provide for the transitional period

that could be served by the existing auditors depending on the number of consecutive years for which an audit firm had been functioning as the auditor of the same Company.

The current Auditors i.e. M/s B S R & Co. LLP, Chartered Accountants, ('BSR') (ICAI Firm Registration Number 101248W/W-100022) were appointed as the Statutory Auditors of the Corporation for the FY. 2019-20 at the 154<sup>th</sup> Annual General Meeting ('AGM') of the Corporation held on 12 August 2019, to hold office upto the ensuing AGM. Since they will be completing their 10<sup>th</sup> year as the Statutory Auditors of the Corporation, the maximum tenure permitted as per Section 139 of the Companies Act, 2013, they are required to mandatorily retire by rotation.

Hence, the Corporation is required to appoint new auditors in place of the retiring auditors, for a term of 5 consecutive years commencing from the date of ensuing AGM, subject to shareholders' approval.

Based on the recommendation of the Audit Committee, the Board recommends to the members of the Corporation the appointment of M/s Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Corporation for a period of five (5) consecutive years from the conclusion of the 155<sup>th</sup> AGM till the conclusion of 160<sup>th</sup> AGM of the Corporation to be held in the year 2025. Accordingly, a resolution at Item no.4 has been included in the Notice convening the AGM seeking your approval.

M/s Walker Chandiook & Co. LLP, Chartered Accountants, have confirmed to the Corporation that they are eligible for appointment as Auditors of the Corporation.

#### **b) Cost Audit**

Pursuant to the provisions of Section 148 of the Act read with the relevant

Rules, the Board of Directors, on the recommendation of the Audit Committee, appointed M/s GLS & Associates (GLS) as Cost Auditors of the Plantations and Electromags Division of the Corporation for FY 2020-21 at a remuneration of ₹ 200,000 plus 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.

The Cost Audit Report for the FY 2018-19 was filed on 30 December 2019.

#### **c) Secretarial Audit**

Pursuant to the provisions of Section 204 of the Act 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 FY 2019-20. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark. The Report of the Secretarial Auditor is appended as **Annexure E**.

#### **d) Reporting of Frauds by Auditors**

During the year, the Statutory Auditors, Cost Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Corporation by its Officers or Employees to the Audit Committee under section 143(12) of the Act details of which needs to be mentioned in this Report.

#### **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 and Consolidated Financial Statements.

### **IX. DEPOSITS**

Your Corporation has not accepted during the year any deposits from the public or its

employees within the meaning of section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

#### **X. INTERNAL FINANCIAL CONTROLS**

Your Corporation maintains adequate and effective internal control systems which are commensurate with the nature, size, and complexity of its business and ensures orderly and efficient conduct of the Corporation's business. The internal control systems in all Divisions of the Corporation including the Corporate 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.

Your 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.

#### **XI. OTHERS**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no

transactions pertaining to these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any Scheme.
4. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Corporation (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).
5. The Corporation does not have any scheme of provision for the purchase of its own shares by employees or by trustees for the benefit of employees.

#### **XII. ACKNOWLEDGMENTS**

Your Directors thank all Customers, Shareholders, Suppliers, Bankers, Employees and other business associates for their continued support.

On behalf of the Board

**Nusli N Wadia**  
Chairman  
Mumbai, 24 June 2020 (DIN: 00015731)

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

**(A) CONSERVATION OF ENERGY:**

**1) Steps taken or impact on conservation of energy:**

At Plantation Division

- a) Replacement of the old motors with energy efficient motors in the withering department of Anaimudi Factory to improve operational efficiency and reduce energy conservation.
- b) Non utilisation of factory during peak hours.
- c) Continued emphasis on maintenance of Power Factor above 0.95 to reduce units consumed and improve electrical efficiency.
- d) Reduction of Maximum demand at Manjolai factory due to lesser production.
- e) Use of electricity generated through Wind energy: Windmills near Singampatti Group in Tamil Nadu are used to generate energy/electricity which is used for the operations at the Singampatti estates thereby reducing overall conventional electricity cost by 60%.

At Auto Electric Components Business (Electromags)

- a) Replacement of existing light fittings with LED light fittings.

**2) Steps taken by the company for utilising alternate sources of energy:**

The Bio Methanisation Plant which generates Biogas from Coffee waste is currently operating at minimum sustenance levels while we are exploring more efficient ways to generate a better yield of gas. This plant along with the Water treatment Plants apart from generating energy from waste also addresses the issue of effluent generated during the processing of coffee.

**(B) TECHNOLOGY ABSORPTION:**

**i. The efforts made towards technology absorption:**

At Plantation Division

- a) Inhouse breeding of Predators of the Tea Mosquito Bug, an aggressive pest in tea
- b) Use of Effective Micro-organism ('EM') technology to boost health and immunity of plants.

At Electromags

Trials as under were initiated at the division:

- a) QR Code marking with Laser on parts after quality check.
- b) Leak testing of fully enclosed electronic assemblies by Volume Transfer method.
- c) Digitisation of invoice to reduce consumption self-carbon paper and usage of dot-matrix printer.

**ii. Benefits derived like product improvement, cost reduction, product development or import substitution:**

At Plantations Division

Cost and Operational Improvement

- a) Due to release of Predators, there has been a 50% reduction in control costs for the tea mosquito bugs.

The Bombay Burmah Trading Corporation, Limited

- b) EM technology is a start to improving soil fertility by way of restoring the original soil, flora and fauna and ensuring water conservation.

At Electromags

Product improvement:

- a) Developed solenoid valves in line with BS-VI norms.
- b) Developed switch for very low electric current using Cross-pin Silver Contacts with gold plating.

**iii) No import of technology in the last 3 years**

**iv) The expenditure incurred on Research and Development: Nil**

**(C) FOREIGN EXCHANGE EARNING AND OUTGO:**

- a) Foreign Exchange earned in terms of actual inflows during the year – ₹ 4,060.89 lakhs.
- b) Foreign Exchange outgo during the year in terms of actual outflows – ₹ 1,209.13 lakhs.

## Annexure B

**REPORT ON CSR ACTIVITIES – FINANCIAL YEAR 2019-2020**

1. A brief outline of the Corporation's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs: Weblink: <http://bbtcl.com/corporate-social-responsibility/>

2. The Composition of the CSR Committee:

The Committee comprises of Dr. (Mrs.) Minnie Bodhanwala (Non- Executive Non- Independent Director), Mr. Rajesh Batra (Independent Director) and Mr. Ness N. Wadia (Managing Director).

3. Average net profit of the company for last three financial years: ₹ NIL in view of substantial loss.

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ NIL.

5. Details of CSR spent during the financial year:

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

However, the Corporation continued to pursue its CSR activities under item (X) of Schedule VII of the Companies Act, 2013 related to Rural Development projects by maintenance of public roads through its estates and building for community benefits including water supply thereto.

(b) Amount unspent, if any: ₹ NIL.

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

(₹ in lakhs)

(1) Sr. No	(2) CSR Project or activity identified	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other; (2)Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on project or programs; (2) Overheads	(7) Cumulative expenditure upto to the reporting period	(8) Amount spent: Direct or through implementing agency
1.	Public Roads through the Estates	As per Item no (x) of Schedule VII of the Companies Act, 2013 covered under Rural Development projects	Mudis, Singampatti and Dunsandle Estates (Tamil Nadu)	11	9.44	9.44	Direct
2.	Maintenance of buildings for community benefits including water supply thereto	As per Item no (x) of Schedule VII of the Companies Act, 2013 covered under Rural Development projects	Mudis, Singampatti and Dunsandle Estates (Tamil Nadu)	4	3.09	3.09	Direct
	TOTAL			15.00	12.53	12.53	

• Give details of implementing agency: Direct

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

For The Bombay Burmah Trading Corporation, Limited

For and on behalf of the CSR Committee of  
The Bombay Burmah Trading Corporation, Limited

Nusli N. Wadia  
Chairman

Dr. Minnie Bodhanwala  
Chairperson, CSR Committee

Mumbai : 24 June 2020

**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 Director to the median remuneration of the employees of the Corporation for the financial year 2019-20, the percentage increase in remuneration of each Director and Key Managerial Personnel during the financial year 2019-20.

Sr. No.	Name of Director/ KMP	Designation	Remuneration of Director/ KMP (₹ in lakhs)	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in Remuneration
1.	Mr. Ness N. Wadia	Managing Director	323.28	232.58	Nil
2.	Mr. Nusli N. Wadia	Promoter Non- Executive Director	6.00	4.31	400
3.	Mr. A.K. Hirjee	Independent Director	2.80	Refer Note c	Refer Note c
4.	Mr. M.L. Apte	Independent Director	1.00		
5.	Mr. D.E. Udawadia	Independent Director	3.60		
6.	Mr. Jehangir N. Wadia	Promoter Non- Executive Director	3.00	2.16	200
7.	Dr. (Mrs.) Minnie Bodhanwala	Non- Executive Woman Director	5.40	3.88	575
8.	Mr. Rajesh Batra	Independent Director	4.80	3.45	200
9.	Dr. Y.S.P. Thorat	Independent Director	9.60	6.91	Refer Note d
10.	Mr. Vinesh Kumar Jairath	Independent Director	7.80	5.61	
11.	Mrs. Gauri Kiroskar	Independent Director	6.60	4.75	
12.	Mr. N. H. Datanwala	Chief Financial Officer	100.31	72	11
13.	Mr. Sanjay Kumar Chowdhary (w.e.f. 5 November 2019)	Company Secretary & Compliance Officer	18.05	NA	Refer Note e
14.	Mr. Dibakar Chatterjee (upto 23 November 2019)	Chief Executive Officer	125.67	NA	

Note :

- a) The Non-Executive Directors of the Corporation were paid only sitting fees during the year under review. The sitting fees was revised upwards for Board and Committee Meetings effective from 4 February 2019.
  - b) Employees for the purpose above includes all employees at all divisions of the Corporation.
  - c) Mr. A.K. Hirjee, Mr. D.E. Udwardia and Mr. M.L. Apte held office upto 12 August 2019.
  - d) Dr. Y.S.P. Thorat, Mr. Vinesh Kumar Jairath and Mrs. Gauri Kirloskar were appointed as Additional Independent Directors w.e.f. 4 February 2019 and post their appointment, no meeting of the Board of Directors was convened till 31 March 2019. Therefore, remuneration is not comparable.
  - e) Mr. Sanjay Kumar Chowdhary, Company Secretary & Compliance Officer and Mr. Dibakar Chatterjee, Chief Executive Officer were employed for part of the year, therefore their remuneration is not comparable.
- ii. The percentage increase in the median remuneration of employees for the FY 2019-2020 was 4.05% (approx.).
  - iii. The total number of employees, employed with the Corporation as on 31 March 2020 were 4,924.
  - iv. Average percentage increase made in the salaries of employees other than the Managerial Personnel in the FY 2019-20 on comparable basis was 7% over previous year.
  - v. The remuneration paid during the year 2019-2020 is as per the Remuneration Policy of the Corporation.



## 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.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Listing Regulations" or "SEBI (LODR) Regulations, 2015") is given herein below:

### 2. Board of Directors:

The Board sets the tone for inclusion and diversity across the Board in order to develop businesses and incubate new ideas for continuous business growth and value creation for the Stakeholders. In the opinion of the Board, a diverse and inclusive culture is essential to the long-term success of the Corporation and therefore it is crucial to have a mix of diverse experience, skill and competence in the Board.

#### Composition of Board/ Board Diversity:

Mr. Nusli N. Wadia, Chairman of the Board of Directors, is a Non-Executive Promoter Director. As on 31 March 2020, the Board comprised of eight Directors of which four are Independent Directors including one Woman Independent Director, one Non-Executive Woman Director, two Non-Executive Directors and one Managing Director.

Details of number of Directors, their attendance at Board Meetings and Annual General Meetings and other Directorship/ Committee Membership are as follows.

Name of the Director	DIN	No. of Board Meetings attended (out of 6)	Whether attended last AGM held on 12.8.2019	No. of Directorships in other public companies+		No. of Committee positions held in other public companies#	
				Chairman	Member	Chairman	Member
<b>Promoter and Non-Executive Director</b>							
Mr. Nusli N. Wadia, Chairman	00015731	6	Yes	3	-	-	-
Mr. Jehangir N. Wadia	00088831	5	Yes	-	3	-	2
<b>Non- Executive Director</b>							
Dr.(Mrs.) Minnie Bodhanwala	00422067	5	Yes	-	3	-	3
<b>Independent Directors</b>							
Mr. A. K. Hirjee, Vice Chairman <sup>®</sup>	00044765	3	Yes	-	-	-	-
Mr. M. L. Apte <sup>®</sup>	00003656	1	No	-	-	-	-
Mr. D. E. Udwadia <sup>®</sup>	00009755	2	No	-	-	-	-
Mr. Rajesh Batra	00020764	4	Yes	3	2	1	3
Dr. Y. S. P. Thorat	00135258	6	No	-	2	-	2

Name of the Director	DIN	No. of Board Meetings attended (out of 6)	Whether attended last AGM held on 12.8.2019	No. of Directorships in other public companies+		No. of Committee positions held in other public companies#	
				Chairman	Member	Chairman	Member
Mr. Vinesh Kumar Jairath	00391684	6	Yes	-	5	-	6
Mrs. Gauri Kirloskar	03366274	5	Yes	-	3	-	2
<b>Promoter, Managing Director</b>							
Mr. Ness N. Wadia	00036049	6	Yes	1	3	-	2

Other than Mr. Nusli N. Wadia, Mr. Jehangir N. Wadia and Mr. Ness N. Wadia, who are related to each other, none of the other Directors of your Corporation are inter-se related to each other.

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

# Committees considered are Audit Committee and Stakeholders' Relationship Committee, excluding that of your Corporation. Committee Membership count includes the count in which the Director is a Chairperson.

@ Mr. A. K. Hirjee, Mr. M. L. Apte and Mr. D. E. Udawadia ceased to be Directors of the Corporation with effect from 12 August 2019 on completion of their first tenure of 5 years as Independent Director and conveyed their desire not to seek re-appointment for a further term.

During the year under review, six Board Meetings were held on the following dates:

Sl. No	Date of Meeting	Board Strength	No. of Directors Present
1	13 May 2019	11	9
2	2 July 2019	11	10
3	12 August 2019	11	9
4	18 October 2019	8	7
5	14 November 2019	8	7
6	13 February 2020	8	7

**List of other listed companies where Directors of the Corporation are Directors and the category of Directorship:**

Name of Director	Directorship in other listed entity (Category of Directorship)
Mr. Nusli N. Wadia	The Bombay Dyeing and Manufacturing Company Limited (Non-Executive - Promoter Director-Chairman) Britannia Industries Limited (Non-Executive - Promoter Director-Chairman)
Mr. Jehangir N. Wadia	The Bombay Dyeing and Manufacturing Company Limited (Promoter/Managing Director) Britannia Industries Limited (Non-Executive -Promoter Director)
Dr.(Mrs.) Minnie Bodhanwala	National Peroxide Limited (Non-Executive - Non-Independent Director) The Bombay Dyeing and Manufacturing Company Limited (Non-Executive - Non-Independent Director) Axel Polymers Limited (Non-Executive Director)

The Bombay Burmah Trading Corporation, Limited

Name of Director	Directorship in other listed entity (Category of Directorship)
Mr. Rajesh Batra	Cravatex Limited (Managing Director) National Peroxide Limited (Non-Executive - Independent Director)
Dr. Y.S.P. Thorat	Britannia Industries Limited (Non-Executive - Independent Director)
Mr. Vinesh Kumar Jairath	The Bombay Dyeing and Manufacturing Company Limited (Non-Executive – Independent Director) Wockhardt Limited (Non-Executive – Independent Director) Kirloskar Industries Limited (Non-Executive - Non-Independent Director) Kirloskar Oil Engines Limited (Non-Executive - Non-Independent Director)
Mrs. Gauri Kirloskar	The Bombay Dyeing and Manufacturing Company Limited (Non-Executive - Independent Director) Kirloskar Oil Engines Limited (Non-Executive - Non-Independent Director)
Mr. Ness N. Wadia	The Bombay Dyeing and Manufacturing Company Limited (Non Executive - Promoter Director) Britannia Industries Limited (Non Executive - Promoter Director) National Peroxide Limited (Non-Executive - Promoter Director-Chairman)

**Matrix highlighting core skills/expertise/competencies of the Board of Directors:**

The Board of Directors have identified the following skills required for the Corporation and the availability of such skills with the Board:

Sr. No	Skills/ Expertise/ Competencies identified by the Board	Mr. Nussli N. Wadia	Dr. YSP Thorat	Mr. Vinesh Kumar Jairath	Mr. Rajesh Batra	Mrs. Gauri Kirloskar	Mr. Jehangir N. Wadia	Dr. (Mrs.) Minnie Bodhanwala	Mr. Ness Wadia
1	Leadership experience of running large enterprise. Experience of leading operations of large organizations with deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.	✓	✓	✓	✓	✓	✓	✓	✓
2	Business Strategies and innovations. Expertise in developing and implementing strategies for sustainable and profitable growth of the Corporation in various segments.	✓			✓	✓	✓		✓

Sr. No	Skills/ Expertise/ Competencies identified by the Board	Mr. Nusli N. Wadia	Dr. YSP Thorat	Mr. Vinesh Kumar Jairath	Mr. Rajesh Batra	Mrs. Gauri Kirloskar	Mr. Jehangir N. Wadia	Dr. (Mrs.) Minnie Bodhanwala	Mr. Ness Wadia
3	Understanding of Consumer behavior in diverse environments and conditions pertaining to core business areas of Corporation.	✓			✓	✓			✓
4	Understanding of the changing legal and regulatory landscape of the Country from time to time.	✓	✓	✓	✓	✓			✓
5	Financial Management and Accounting. Expertise in understanding and management of complex financial functions and processes of large organisations, deep knowledge of accounting, finance and treasury for financial health of the Corporation.	✓	✓	✓	✓	✓	✓	✓	✓
6	Knowledge and expertise of Trade and Economic Policies, Possessing knowledge and expertise of various trade and economic policies, ability to analyse their impact on the business of the Corporation and devise revised strategies.	✓	✓	✓					✓
7	Governance and Regulatory requirements of large Companies. Knowledge and experience in regulatory and governance requirements and ability to identify key risks affecting the governance of the Corporation.	✓	✓	✓	✓	✓	✓	✓	✓

### 3. Committees of the Board:

The Corporation has five mandatory Board constituted Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

#### (a) Audit Committee:

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the regulatory requirements mandated under 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. Apart from the above, the Committee also carries out such function / responsibilities entrusted on it by the Board of Directors from time to time.

The Audit Committee earlier comprised of 3 Independent Directors as under:

- Mr. M. L. Apte (Chairman)
- Mr. D. E. Udawadia
- Mr. A. K. Hirjee

## The Bombay Burmah Trading Corporation, Limited

The Audit Committee was re-constituted with effect from 13 May 2019 to comprise of four Independent Directors and one Non-Executive Director:

- Dr. Y. S. P. Thorat (Chairman)
- Mr. D. E. Udwadia (upto 12 August 2019)
- Mr. Vinesh Kumar Jairath
- Mrs. Gauri Kirloskar
- Dr.(Mrs.) Minnie Bodhanwala

All the Members of the Committee possess strong accounting and financial management knowledge.

The Managing Director, Chief Financial Officer, Statutory Auditors and Internal Auditors attend Audit Committee Meetings as Invitees. The 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 inter alia 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 to regulate, monitor and report trading by Insiders; appointment, performance and evaluation of Statutory Auditors and Internal Auditors.

During the year under review, Seven (7) meetings of the Audit Committee were held, the dates being 10 May 2019, 2 July 2019, 12 August 2019, 18 October 2019, 13 November 2019, 20 January 2020 and 12 February 2020. The gap between two Meetings did not exceed one hundred and twenty days. The Chairman of the Committee, Dr. Y. S. P. Thorat, was unable to attend the 154<sup>th</sup> Annual General Meeting of the Corporation due to other pre-occupations.

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

Names of the Directors	No. of meetings		Category of Directorship
	Held**	Attended	
Dr. Y. S. P. Thorat	6	6	Independent Director
Dr.(Mrs.) Minnie Bodhanwala	6	4	Non-Executive Director
Mr. Vinesh Kumar Jairath	6	6	Independent Director
Mrs. Gauri Kirloskar	6	5	Independent Director
Mr. D. E. Udwadia (upto 12 August 2019)	3	2	Independent Director
Mr. A. K. Hirjee *	1	1	Independent Director
Mr. M. L. Apte *	1	0	Independent Director

\* Ceased to be the Chairman/ Member of the Committee with effect from 13 May 2019.

\*\* Reflects the number of meetings held during their tenure.

### Internal Audit Control:

M/s. PKF Sridhar and Santhanam LLP ('PKF') and M/s. Moore Singhi Advisors LLP ('MSA'), are the Internal Auditors of the Corporation. M/s. PKF has carried out the internal audit for Plantation Division and M/s. MSA has carried out internal audit of Dental Products Division, Eletctromags Division and Mumbai Office for F.Y. 2019-20. The reports and findings of the internal auditor and the internal control system are periodically reviewed by the Audit Committee.

The appointment and remuneration of the internal auditors and the internal audit plan are approved 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. No personnel has been denied access to the Audit Committee. The said policy has been uploaded on the website of the Corporation and can be accessed at the website of the Corporation at <https://bbtcl.com/corporate-governance/>.

**(b) Nomination and Remuneration Committee:**

The composition, powers, role and terms of reference of the Nomination and Remuneration Committee ('NRC') 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. Apart from the above, the Committee also carries out such function / responsibilities entrusted on it by the Board of Directors from time to time.

The Committee earlier comprised of three Independent Directors and one Non-Executive Promoter Director as under:

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

The Committee was reconstituted with effect from 13 May 2019 to comprise of three Independent Directors and one Non-Executive Promoter Director:

- Mr. Rajesh Batra (Chairman)
- Mr. Nusli N. Wadia
- Dr. Y. S. P. Thorat
- Mr. D. E. Udhwadia (upto 12 August 2019)

The Company Secretary acts as the Secretary to the Committee.

During the year under review, 4 (four) Meetings of the Committee were held on 13 May 2019, 2 July 2019, 12 August 2019 and 13 February 2020.

Details of attendance of each member at the Nomination and Remuneration Committee Meetings are as under:

Names of the Directors	No. of meetings		Category of Directorship
	Held**	Attended	
Mr. Rajesh Batra	3	3	Independent Director
Mr. Nusli N. Wadia	4	4	Non-Executive Director
Dr. Y. S. P. Thorat	3	3	Independent Director
Mr. D. E. Udhwadia (upto 12 August 2019)	3	2	Independent Director
Mr. A. K. Hirjee *	1	0	Independent Director
Mr. M. L. Apte *	1	0	Independent Director

\* Ceased to be the Chairman/ Member of the Committee with effect from 13 May 2019.

\*\* Reflects the number of meetings held during their tenure.

The broad terms of reference of the Committee *inter-alia* include:

- Recommendation of nominations for membership of the Board, its Committees and the leadership team of the Corporation including Key Managerial Personnel (“KMP”) (as defined under the Companies Act, 2013) and Senior Management Team (as defined by the Committee);
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Formulation of criteria for evaluation of Independent Directors and the Board of Directors.
- Recommend the remuneration policy for the directors, KMP, Senior Management team and other employees.
- Evaluation of performance of the Board, its Committees and Individual directors.
- Devise a policy on Board diversity.
- Formulate and recommend to the Board plans for orderly succession for appointments to the Board, KMPs and other Senior Management Team.

### **Evaluation of performance of the Board, its Committees and Directors**

Pursuant to the provisions of the Companies Act, 2013 (“Act”) and the Corporate Governance requirements as prescribed under SEBI (LODR) 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 viz. Audit Committee, Stakeholders’ Relationship Committee, Nomination and Remuneration Committee, CSR Committee etc. 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.

The performance evaluation of Independent Directors was based on the criteria viz. attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Corporation’s business, understanding of industry and global trends, etc.

### **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 Team;
- to provide to Key Managerial Personnel and Senior Management Team 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 the Managing Director:**

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 shareholders' approval.

Details of remuneration paid to Managing Director during the year 2019-2020 are given below:

(₹ in lakhs)

Name	Salary (including allowances and bonus)	Contribution to Provident & other Funds excluding Gratuity	Perquisites in cash or kind	Total
Mr. Ness N. Wadia	259.26	56.78	7.24	323.28

**Notes:**

1. The Corporation has not granted any stock options to its whole-time director during the year. Mr. Ness N. Wadia holds 21,600 Shares of the Corporation.
2. The Agreement with the Managing Director is for the period of five years. Either party to the agreement is entitled to terminate the Agreement by giving not less than 6 calendar months' prior notice in writing to the other party; provided that the Corporation shall be entitled to terminate the incumbents' employment at any time by payment to him of six months' basic salary in lieu of such notice.

**(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 2019-2020 and the number of shares of the Corporation held by them as on 31 March 2020 are given below:

Name of Director	Sitting fees for Board and Committee Meetings (in ₹)	Total No. of Shares held in the Corporation as on 31 March 2020
Mr. Nusli N. Wadia	6,00,000	69,80,356
Mr. Jehangir Wadia	3,00,000	3,500
Dr.(Mrs.) Minnie Bodhanwala	5,40,000	NIL
Mr. Rajesh Batra	4,80,000	6,250
Dr. Y. S. P. Thorat	9,60,000	NIL



<b>Name of Director</b>	<b>Sitting fees for Board and Committee Meetings (in ₹)</b>	<b>Total No. of Shares held in the Corporation as on 31 March 2020</b>
Mr. Vinesh Kumar Jairath	7,80,000	NIL
Mrs. Gauri Kirloskar	6,60,000	NIL
Mr. M. L. Apte*	1,00,000	NIL
Mr. D. E. Udwardia*	3,60,000	NIL
Mr. A. K. Hirjee*	2,80,000	NIL

\* Ceased to be Directors of the Corporation with effect from 12 August 2019.

**(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 SEBI (LODR) Regulations, 2015.

The Stakeholders' Relationship Committee (SRC) earlier comprised of two Independent Directors and one Promoter- Managing Director as under:

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

The Committee was re-constituted with effect from 13 May 2019 to comprise of one Non-Executive Woman Director, one Independent Director and one Promoter - Managing Director:

- Dr.(Mrs.) Minnie Bodhanwala (Chairperson)
- Mr. Rajesh Batra
- Mr. Ness N. Wadia

The Company Secretary acts as the Secretary to the Committee.

Pursuant to the extension granted by SEBI up to 31 July 2020 for holding the SRC Meeting for the FY 2019-20, due to Covid-19 pandemic, the Meeting was held on 23 June 2020 for FY 2019-20. All the Members attended the said Meeting.

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

- i. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends/ interest/ refund order/ redemption of debt securities, issue of new/ duplicate certificates, general meetings etc.
- ii. To approve and monitor transfers, transmission, splitting, consolidation, dematerialisation, rematerialisation of securities issued by the Corporation;

The Board has given authority to any two Directors jointly or any one Director along with the Company Secretary or Chief Financial Officer to approve requests for transfer/ transmission of Securities & deletion of names of security holders and report such approvals at the subsequent Board Meetings.

As per SEBI (LODR) Regulations, 2015, the transfer of Shares in physical form is not allowed and only the transmission and transposition of shares in physical form are allowed.

During the year, 4 complaints were received from the Shareholders pertaining to pending share transfers, out of which one was outstanding as at 31 March 2020 which was resolved on 7 April 2020.

The Corporation has designated an e-mail ID exclusively for registering complaints by investors and investors can reach the Corporation at [investorservices@bbtcl.com](mailto: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 and the Rules made thereunder.

The CSR Committee earlier comprised of two Independent Directors and one Promoter Non- Executive Director as under:

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

The CSR Committee was reconstituted on 13 May 2019 to comprise of one Non-Executive Woman Director, one Independent Director and one Promoter- Managing Director:

- Dr.(Mrs.) Minnie Bodhanwala (Chairperson)
- Mr. Rajesh Batra
- Mr. Ness N. Wadia

During the year under review, no Meeting of CSR Committee was held. A Meeting of CSR Committee was held on 23 June 2020 & all the members attended the said meeting.

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) Risk Management Committee**

In compliance with the requirements of SEBI (LODR) Regulations, 2015, effective from 1 April 2019, the Board has constituted the Risk Management Committee (RMC). The Committee comprises of following Directors and Senior Management Personnel:

- Mr. Rajesh Batra, Chairman
- Dr. Y. S. P. Thorat
- Mrs. Gauri Kisloskar
- Mr. Ness N. Wadia, Managing Director
- Mr. Dibakar Chatterjee, Chief Executive Officer (upto 23 November 2019)
- Mr. N. H. Datanwala, Chief Financial Officer

Pursuant to the extension granted by SEBI up to 31 July 2020 for holding the RMC Meeting for the FY 2019-20, due to Covid-19 pandemic, the Meeting was held on 23 June 2020 for FY 2019-20. All the Members attended the said Meeting.

**(f) Independent Directors' Meeting:**

During the year under review, a separate meeting of the Independent Directors was held on 13 February 2020, 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 all the Independent Directors to discuss aforesaid matters pertaining to the Corporation's affairs and put forth their combined views to the Board of Directors.

**Familiarization programme 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 at <https://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	3 August 2017 at 4.00 pm	Y.B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400021	No Special Resolution was passed in this AGM.
2	8 August 2018 at 3.30 pm	Y.B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400021	<ol style="list-style-type: none"> <li>1) Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. Nusli N. Wadia (DIN: 00015731), who is above the age of 75 years as on 1 April 2019.</li> <li>2) Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. A. K. Hirjee (DIN: 00044765), who is above the age of 75 years.</li> <li>3) Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. M. L. Apte (DIN: 00003656), who is above the age of 75 years.</li> <li>4) Approval for continuation of holding office of Non-Executive Director of the Corporation, by Mr. D. E. Udhwadia (DIN: 00009755), who is above the age of 75 years.</li> </ol>

Sr. No	Date and Time of AGM	Venue	Special Resolutions passed
3	12 August 2019 at 3.45 pm	Y.B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400021	1) Approval for remuneration paid to Mr. Ness Wadia, Managing Director, for each of the financial years i.e. 2016-17, 2017-18 and 2018-19 pursuant to the amended Section 197 of the Companies Act, 2013. 2) Approval for remuneration payable to Mr. Ness Wadia, Managing Director, for the remaining period of his tenure, i.e. 1 April 2019 upto 31 March 2021.

## (b) Extraordinary General Meeting:

No extraordinary general meeting of the members was held during the financial year 2019-20.

## (c) Details of Resolutions passed through Postal Ballot:

During the year under review, the Corporation has sought the approval of the shareholders by way of a Postal Ballot. The Postal Ballot Notice dated 18 March 2020 was circulated to the members to seek their approval for Issue of Redeemable Non-Convertible Debentures of an amount upto ₹ 350 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: Issue of Redeemable Non-Convertible Debentures of an amount upto ₹ 350 crores	5,66,26,343	5,66,23,218 (99.9945%)	3,125 (0.0055%)

The resolution was 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 21 April 2020.

## (d) 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 and shall be intimated to the concerned Regulators as per the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**5. Other Disclosures:****a. Related Party Transactions:**

The Corporation has formulated a policy on dealing with Related Party Transactions and the policy is disclosed on the website of the Corporation at <https://bbtcl.com/corporate-governance/>

There were no material related party transactions during the year that have conflict with the interest of the Corporation. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. Requisite disclosure as required under the Indian Accounting Standards (Ind AS 24) has been made in the notes to the Financial Statements.

**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 from 1 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 and can be accessed at <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, Risk Management Committee and Board. The Corporation has been taking steps to mitigate foreseeable business risks. Business risk evaluation and its management is an ongoing and continuous process within the Corporation and regularly updated to the Audit Committee, Risk Management 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 <https://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 N. Wadia, Managing Director and Mr. N. H. Datanwala, Chief Financial Officer have provided the Compliance Certificate to the Board in accordance with Regulation 17(8) read with Part B of schedule II of the SEBI (LODR) Regulations, 2015 for the financial year ended 31 March 2020.

**h. Code for Prevention of Insider Trading:**

The Securities and Exchange Board of India (SEBI) vide its notification dated 31 December 2018 and 21 January 2019 had made amendments to SEBI (Prohibition of Insider Trading) Regulations, 2015 with effect from 1 April 2019. Pursuant to the amendments, the Corporation has adopted the revised Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and other relevant policies.

**i. Disclosures under the 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 in FY 2019-20.

**j. Material Subsidiaries:**

A Policy for determining Material Subsidiaries has been formulated in compliance with the requirements of Regulation 16 of the Listing Regulations. This Policy has been uploaded on the website of the Corporation and can be accessed at <https://bbtcl.com/corporate-governance/>.

**k. Commodity Price Risk or Foreign Exchange Risk and hedging activities:**

The Corporation has the mechanisms to manage commodity price risk and foreign risk through strategic forward contracts.

**l. Independence of Directors:**

The Board understands and recognizes the importance of the Independent Directors and therefore encourages them to exercise their independent judgement to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments, good corporate governance and standards of conduct which in totality are in the interest of the Corporation. The Board is also of the opinion that the independent directors fulfill the conditions specified under Listing Regulations and are independent from the Management of the Corporation.

The Independent Directors of the Corporation have registered their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

**m. Fees to the Auditors:**

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm /network entity of which the statutory auditor is a part during FY 2019-20 was ₹ 291.25 lakhs.

**n. Certificate from Practicing Company Secretary:**

The Corporation has received a certificate from Mr. Tushar Shridharani, Company Secretary in practice, certifying that none of the Directors of the Corporation are disqualified/ debarred by Securities and Exchange Board of India/ Ministry of Corporate Affairs and other regulatory authorities.

**o. Credit Rating:**

Corporation has received Credit rating from Care Ratings Limited (CARE) and India Ratings & Research for Bank facilities, Non- Convertible Debentures and Commercial Papers. Credit Ratings received by the Corporation are as under:

Sr. No	Rating Firm	Instruments	Rating Received
1	India Ratings & Research Private Limited	Term Loan Working capital facilities Non-fund based facilities	INDAA/Stable INDAA/Stable INDA1+
2	India Ratings & Research Private Limited	Non-Convertible Debentures/ Commercial Papers	INDAA/Stable INDA1+
3	CARE	Long term bank facility Short term bank facility	CARE AA; Stable CARE A1+

## 6. Means of Communication:

The Corporation values its shareholders and other stakeholders and therefore all the information/latest development(s) with respect to the working of the Corporation is communicated to the Shareholders through below mentioned modes 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 SEBI (LODR) Regulations, 2015 and are filed with the Stock Exchanges immediately after these are approved by the Board and also posted on the website of the Corporation i.e. <https://bbtcl.com/investor-relations/quarterly-results/>.

### (ii) Publication of Quarterly/Annual Results:

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

### (iii) Website:

All the information required to be provided to the Shareholders under applicable regulatory provisions are made available on the website of the Corporation i.e. [www.bbtcl.com](http://www.bbtcl.com).

### (iv) Whether Management Discussion and Analysis Report forms part of the Annual Report:

Yes

## 7. General Shareholder Information:

### (a) AGM: Date, Time and Venue:

Friday, 24 July 2019 at 3.30 p.m. by way of Video Conference("VC")/ Other Audio-Visual Means ("OAVM") and the venue shall be deemed to be the Registered Office of the Corporation at 9, Wallace Street, Fort, Mumbai 400 001.

### (b) Financial Year of the Corporation:

The financial year covers the period from 1 April to 31 March.

### (c) Date of Book closure and Dividend Payment Date:

Book Closure for Dividend will be from Saturday, 18 July 2020 to Friday, 24 July 2020, both days inclusive and the Dividend would be paid/dispatched on or after Friday, 24 July 2020.

### (d) Listing of Ordinary (Equity) Shares, Debentures on Stock Exchanges and Security Code

Name and address of the Stock Exchange	Type of Security / Security Code
--	----------------------------------

BSE Limited

Phiroze Jeejeebhoy

Towers, Dalal Street,

Fort, Mumbai - 400 001.

a. Equity Share of ₹ 2 each / 501425

b. 1,000 Non-Convertible Debentures of ₹ 10,00,000/- each in Series A – INE050A07022 and Series B – INE050A07030

National Stock Exchange of India Limited

Exchange Plaza, C-1,

Block G, Bandra-Kurla

Complex, Bandra (East),

Mumbai - 400 051.

Equity Shares of ₹ 2 each /BBTC EQ

Listing fees for FY 2020-21 have been paid to the Stock Exchanges on which the equity shares and Non-Convertible Debentures of the Corporation are listed.

**(e) International Securities Identification Number (ISIN) - INE050A01025**

**(f) Corporate Identity Number:** L99999MH1863PLC000002

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

**(h) Stock Performance:** Please see Annexure 2.

**(i) Registrar & Transfer Agents:**

Kfin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) are the Registrar and Transfer Agent (RTA) 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 RTA at its following offices:

**Kfin Technologies Private Limited**

Unit: The Bombay Burmah Trading Corporation, Limited  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032  
Website: [www.kfintech.com](http://www.kfintech.com)  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**The Registrar and Transfer Agents also have an office at:**

Kfin Technologies Private Limited  
24- B, Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg,  
Behind BSE, Fort, Mumbai – 400 023.  
Tel. No.: +91 22 6623 5454/ 412/427

Your Corporation has also designated [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) as an exclusive e-mail ID for Investors for the purpose of registering complaints and the same has been displayed on the Corporation's website.

For all investor related matters, the shareholders can contact the following:

Mr. Sanjay Kumar Chowdhary – Company Secretary & Compliance Officer  
Phone: +(91)- (22)-22197101

**(j) Address for correspondence with Debenture Trustee**

**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor 17,  
R Kamani Marg, Ballard Estate,  
Mumbai 400 001.  
Tel : +(91)-(22)-40807005  
Fax: +(91)-(22)-66311776  
Email Id: [itsl@idbitrustee.com](mailto:itsl@idbitrustee.com)

**(k) Share Transfer System:**

The Corporation has obtained half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities as per the requirement of Regulation 40 (9) of SEBI (LODR) Regulations, 2015. In case of shares in electronic form, the transfers are processed by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through respective Depository Participants.

**(l) Dematerialisation of shares:**

The Corporation's shares are available for dematerialization with both the Depositories i.e., NSDL/ CDSL. 89.67% of the paid-up capital of the Corporation were held in dematerialized form as on 31 March 2020.



As indicated in Annexure 1 to this report pertaining to Stock market data for the year under review, it can be said that the shares of the Corporation are actively traded on BSE and NSE and hence ensure good liquidity for the investors.

As per SEBI notification dated 30 November 2018, the listed Companies are disallowed to accept the request for transfer of securities which are held in physical form, with effect from 1 April 2019. Therefore, in view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

**(m) Distribution of shareholding as on 31 March 2020**

Sl no	Category (Shares)	No.of Holders	% To Holders	No.of Shares	% To Equity
1	1 - 500	28680	89.58	2414212	3.46
2	501 - 1000	1397	4.36	1111042	1.59
3	1001 - 2000	843	2.63	1268295	1.82
4	2001 - 3000	380	1.19	969126	1.39
5	3001 - 4000	185	0.58	648712	0.93
6	4001 - 5000	107	0.33	491720	0.70
7	5001 - 10000	239	0.75	1688832	2.42
8	10001 & Above	186	0.58	61179961	87.69
	<b>TOTAL:</b>	<b>32017</b>	<b>100.00</b>	<b>69771900</b>	<b>100.00</b>

**Shareholding pattern as on 31 March 2020**

Particulars	No. of Shares held	% of Shares
Promoter & Promoter Group	4,60,02,345	65.93
Financial Institutions/Banks	1,09,108	0.16
Insurance Companies	3,13,679	0.45
Mutual Fund & Unit Trust of India	4,14,873	0.59
FII and FPI	47,24,238	6.77
Others	1,82,07,657	26.10
<b>Total</b>	<b>6,97,71,900</b>	<b>100.00</b>

**(n) 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 thereon is submitted to the Stock Exchanges 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.

**(o) Transfer of Unpaid / Unclaimed Dividend and Shares to Investor Education and Protection Fund:**

During the year under review, the Corporation has transferred an amount of ₹ 16,71,838 being unpaid dividend pertaining to the financial year 2011-12 to the Investor Education and Protection Fund (IEPF), pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ('the IEPF Rules').

Further, in accordance with the provisions of the Act and the IEPF Rules the Corporation has transferred 62,480 equity shares of ₹ 2 each to the credit of the Investor Education and Protection Fund Authority, in October 2019, in respect of which dividend had not been paid or claimed by the shareholders for seven consecutive years from 2011-2012.

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

The following tables give information relating to various outstanding dividends and the dates before which they can be claimed by the shareholders from the Corporation's Registrar and Share Transfer Agent:

Financial Year ended	Date of Declaration of Dividend	Due Date for transfer to IEPF
2012-13	7 August 2013	12 September 2020
2013-14	13 August 2014	18 September 2021
2014-15	5 August 2015	10 September 2022
2015-16	5 August 2016	10 September 2023
2016-17	3 August 2017	8 September 2024
2017-18	8 August 2018	13 September 2025
2018-19	12 August 2019	18 September 2026

**(p) 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) Elk Hill Group of Estates, P.O. Box No.12, Sidapur P & T.O., South Coorg, Karnataka 571253
	4) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania
	5) Dunsandle Estate, Dunsandle P.O., Outacamund, Nilgiri Dist., Tamil Nadu 643005
Auto Electric Components Business (Electromags)	Unit-1, No.342-343, 2 <sup>nd</sup> Cross Street, Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 096
	Unit-2, Plot no. 128-133, 3 <sup>rd</sup> Cross Street, (Electromags) Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 041
	Unit-3, Plot no. 134-137, 3 <sup>rd</sup> Cross Street, Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 041
Dental Products of India Division	Plot No.161-B, Village Danpur, Rudrapur Kashipur Road, Paragana-Rudrapur, Tehsil Kichha, Udham Singh Nagar, Uttarakhand 263153

Address for Correspondence (Registered Office): 9, Wallace Street, Fort, Mumbai 400001.  
Email: [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com).

**(q) Green Initiative:**

The Corporation has been sending Annual Reports and other communication 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.

The Corporation 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, Kfin Technologies Private Limited at email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

**8. Details of compliance with mandatory requirements and non-mandatory requirements**

**a. Compliance with Mandatory requirements**

The Corporation has complied with all the mandatory requirements as specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI LODR Regulations, 2015.

**b. Adoption and Compliance with Non-mandatory requirements:**

**1. Office of Chairman of the Board:**

The Corporation defrays expenses of the Non- Executive Chairman's office incurred in the performance of his duties.

**2. Shareholder rights –furnishing of half yearly results:**

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. The Corporation provides the copies of the quarterly and half yearly results only on receipt of specific request from any shareholder.

**3. Audit Qualification:**

There are no qualifications in the Independent Auditors' Report on the Standalone Financial Statements and Consolidated Financial Statements of the Corporation for the financial year ended 31 March 2020.

**4. Separate post of Chairman and Chief Executive Officer:**

The Corporation has separate post of Chairman and Managing Director

**5. Reporting of internal audit:**

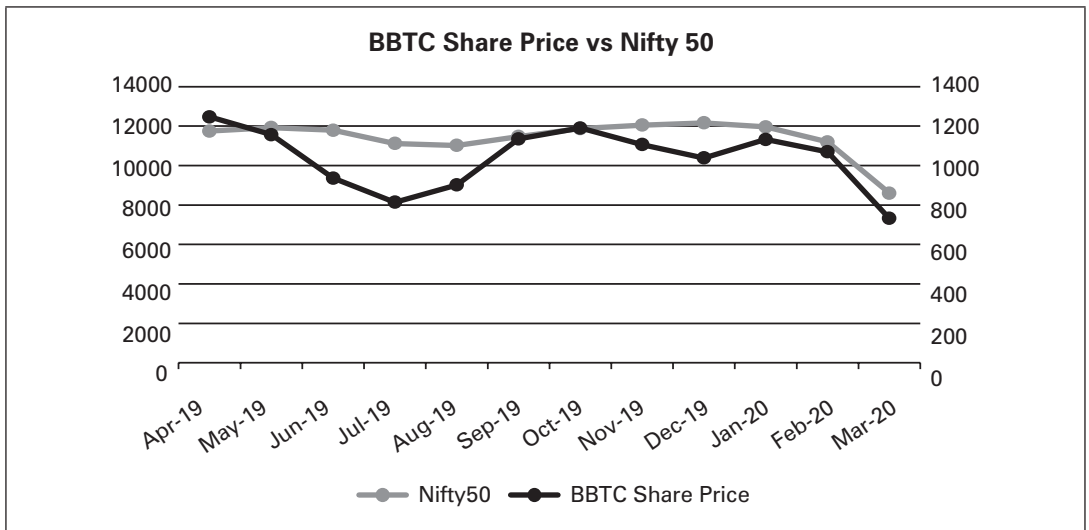
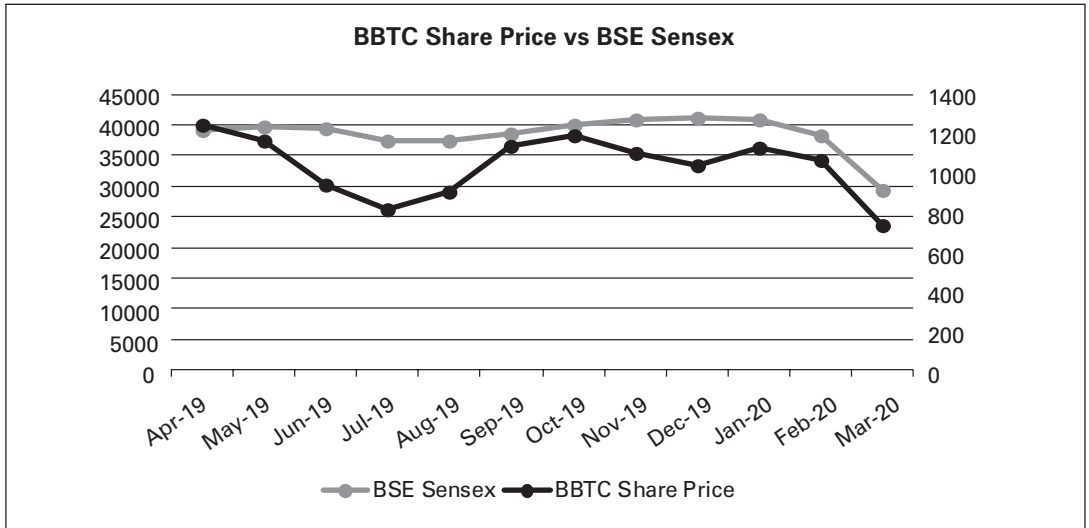
The Internal Auditors report directly to the Audit Committee.

## Annexure 1

## STOCK MARKET DATA 2019-2020

Month	BSE		BSE (SENSEX) Monthly Closing	NSE		NSE (NIFTY) Monthly Closing
	Price (in ₹)			Price (in ₹)		
	High	Low		High	Low	
Apr-19	1372.10	1193.2	39031.55	1374.95	1190.35	11748.15
May-19	1271.30	1104.00	39714.20	1273.35	1100.35	11922.8
June-19	1179.45	901.05	39394.64	1179.80	900.90	11788.85
July-19	982.70	790.10	37481.12	983.00	790.00	11118
Aug-19	946.20	740.25	37332.79	949.00	737.00	11023.25
Sept-19	1380.80	864.00	38667.33	1388.00	865.20	11474.45
Oct-19	1247.90	1056.50	40129.05	1247.40	1056.00	11877.45
Nov-19	1250.00	1072.35	40793.81	1249.60	1072.20	12056.05
Dec-19	1124.40	990.65	41253.74	1124.00	990.10	12168.45
Jan-20	1235.25	1022.90	40723.49	1235.00	1022.95	11962.1
Feb-20	1230.00	1053.90	38297.29	1229.90	1052.90	11201.75
Mar-20	1159.95	538.00	29468.49	1142.00	535.00	8597.75

**Annexure 2**



**DECLARATION ON CODE OF CONDUCT**

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 31 March 2020.

For The Bombay Burmah Trading Corporation, Limited

Ness N. Wadia  
Managing Director

Mumbai, 24 June 2020

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

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

#### **To the Members of**

#### **The Bombay Burmah Trading Corporation, Limited**

1. This certificate is issued in accordance with the terms of our agreement dated 04 December 2019.
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 2020 as stipulated in regulations 17-27, clause (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations') pursuant to the Listing Agreement of the Company with the National Stock exchange Limited and the Bombay Stock Exchange Limited (Collectively referred to as the 'Stock Exchanges').

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

3. The compliance of conditions of Corporate Governance is the responsibility of the Company's management 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 2020.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') 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 ICAI.
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 the 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.

The Bombay Burmah Trading Corporation, Limited

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

**Amar Sunder**

Partner

Membership No: 078305

ICAI UDIN: 20078305AAAABK8677

Mumbai

24 June 2020

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

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

To,  
 The Members  
 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 March 31, 2020 ("**Audit Period**") complied to the extent applicable 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 to the extent applicable 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 Securities and Exchange board of India (Depositories and Participants) Regulations, 2018;
- (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;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (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, 2018



## The Bombay Burmah Trading Corporation, Limited

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

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

Note: During the Audit Period, the Company received a Show Cause Notice ("SCN") dated 15<sup>th</sup> October, 2019 from the Securities and Exchange Board of India alleging violation of regulations 30(2) and 30(4)(i)(b) to be read with other related provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to disclosure of information in respect of its Managing Director. In response to the SCN, the Company without admitting the findings of facts and conclusions of law; submitted a settlement application on December 13, 2019 to SEBI in accordance with the provisions of Section 15JB of the SEBI Act, 1992 read with Regulation 3 of the SEBI (Settlement Proceedings) Regulations, 2018. In context, SEBI passed a settlement order on April 29, 2020, pursuant to which the Company has paid the settlement amount of ₹ 21,67,500 and the Managing Director also paid the settlement amount as communicated by SEBI. Pursuant to this Settlement Order, the adjudication proceedings under the aforementioned SCN against the Company and the Managing Director stands settled.

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 event or action which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Mumbai  
Date: June 24 2020

**(Tushar Shridharani)**  
Practicing Company Secretary  
FCS 2690 / COP 2190  
UDIN - F002690B000375260

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

**Annexure A**

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

This letter is an integral part of the Secretarial Audit Report of even date for F.Y. 2019-20 submitted to The Bombay Burmah Trading Corporation, Limited("the Company") in pursuance of provisions of section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Members of the Company are informed as follow.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to the Company is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the present Secretarial Audit Report.
2. Maintenance of the secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the examination of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. I believe that the processes and practices that I followed; provide a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the management representation about list of applicable laws, compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: June 24 2020

**(Tushar Shridharani)**  
Practicing Company Secretary  
FCS 2690 / COP 2190  
UDIN - F002690B000375260

**MANAGEMENT DISCUSSION AND ANALYSIS 2019-20**

**GENERAL OUTLOOK:**

COVID-19 pandemic is a human tragedy and has had a crushing impact on the national economy. This has been the worst crisis in decades to hit the entire world.

Besides the impact on human lives and global supply chain, the pandemic has caused a severe demand shock which has affected the green shoots of recovery in the Indian economy which were visible towards the end of 2019 and early 2020.

The impact of COVID-19 is likely to last for some time and the ways of doing business will undergo change leading to new ways of working.

The Corporation has managed the immediate challenges of re-establishing normalcy in some of its business operations and is assessing the long term implications emerging from this situation.

**Division-Wise Business Analysis**

**Plantation Business:**

**(A) TEA:**

**Indian Tea Production:**

	<b>CY 2019 (million kgs)</b>	<b>CY 2018 (million kgs)</b>	<b>Difference (million kgs)</b>
North India	<b>1170.66</b>	<b>1113.76</b>	+56.90
South India	<b>219.00</b>	<b>224.90</b>	- 5.90
<b>TOTAL</b>	<b>1389.66</b>	<b>1338.66</b>	+ 51.00

- India had a record tea production in 2019 of 1389.66 million kgs (mkg), an increase of 51 mkg over 2018.
- South India deficit was mainly in Tamilnadu (3.50 mkg) and Kerala (2.40 mkg) due to inclement weather.
- Assam continued to top the country's production table at 715.79 mkg, up by 23.88 mkg.
- Exports for 2019 stood at ₹ 5610.65 crores as against ₹ 5335.33 crores in

FY 18 with volumes of 248.29 mkg and 256.06 mkg respectively. The export unit sale price realised in 2019 was ₹ 225.97/kg as compared to ₹ 208.36/kg in 2018.

- Indian consumption is estimated to be 1117 mkg for the year as against 1010 mkg in the previous year.

**Performance Highlights:**

**SOUTH INDIA**

Tea Production details for FY 19-20

	<b>F.Y. 2019-20</b>	<b>F.Y. 2018-19</b>	<b>Variance</b>
From Own leaf (lakh kgs)	<b>39.47</b>	50.86	- 11.39
From Bought leaf (lakh kgs)	<b>4.32</b>	6.47	-2.15
Production (lakh kgs)	<b>43.79</b>	57.33	- 13.54
Sales volume (lakh kgs)	<b>41.74</b>	62.46	- 20.72
Revenue from sales (₹ lakhs)	<b>5934</b>	8074	- 2140
Average selling price (₹/kg)	<b>142.16</b>	129.27	+12.89

- Production from own leaf was lower by 22% on account of crop loss in Q1 & Q3. This was due to an extended dry weather spell in Q1 and unseasonal and extended monsoons in the latter part of the year, disrupting the growth cycle.
- Production from Bought leaf was lower by 33%
- The plantation operations were shut down in the last week of March 2020 due to COVID -19 pandemic, and field/factory works commenced in phases from April 2020 with normal attendance from May onwards. Moreover, domestic sales were partially impacted due to delayed auctions on account of restrictions in movement of teas to auction centres due to lockdown. Exports shipments were also delayed due to disruption in shipping schedules but no export

contract was cancelled on account of this.

Overall impact of the pandemic has to date been relatively low but future effects, if the pandemic continues, cannot presently be assessed.

**Opportunities:**

- Well diversified portfolio of various categories of tea, both conventional and organic, which would cater to different markets to improve realisations and reduce dependence on only one/two channels of sale.
- Increase in organic areas from the present 275 Ha to 959 Ha in FY'24, directly affecting top and bottom line with opportunity to increase exports.
- Improvement in yields due to sustained implementation of good agricultural practices.
- Investment in land and machinery to replace aged tea plants for higher productivity as well as to upgrade production with a view to reducing cost and improving quality of end product.
- Scope to further mechanize harvesting to cope with manpower shortage.

**THREATS, RISKS AND CONCERNS**

- Being an agricultural produce, unpredictable and unseasonal weather leads to an erratic production schedule. Studies also suggest that unusual climatic shifts due to global warming also affect the incidence and population of the various pests and diseases affecting plant productivity and costs.
- Ageing work force puts pressure on timely field operations affecting productivity, production and quality.
- The three-year compulsory wage settlement in respect of plantation workers increases costs between 20 to 30% with no co-relation to existing profitability or productivity improvement.

- Stagnant domestic prices at auctions which also affects private sales – tea prices have recorded the lowest increase in unit price in past 5 years compared to food grains or other plantation crops.

**OUTLOOK:**

**Mid – long term Strategy:**

- 1) Increase in Organic Production by conversion of certain areas of land at singampatti and Dunsandle to Organics.
- 2) Improving Land Productivity:
  - by use of soil microbes and Effective Microorganism’s technology for enhancing soil fertility by way of restoring the original soil, flora and fauna and ensuring water conservation.
  - Accelerating the tea and pepper infilling programme to replace aged and debilitated plants to improve production and yield/ha.
- 3) Quality improvement and cost reduction

**(B) COFFEE:**

**COFFEE PLANTATIONS:**

**INDUSTRY STRUCTURE AND DEVELOPMENTS.**

**Global scenario:**

World coffee production in coffee year 2019/20 (October 2019 - September 2020) is projected 0.9% lower at 167.4 million bags with a 2.7% decline in Arabica output to 95.68 million bags, while Robusta production is expected to rise by 1.5% to 71.72 million bags. The decline in Arabica production is largely due to Brazil as its 2019/20 crop is in the off-year of its biennial cycle.

Output from Asia & Oceania is estimated to rise by 1.9% to 49.58 million bags.

Covid-19 presents considerable downside risk to global coffee consumption. A report by International Coffee Organisation says that a one percentage point drop in global GDP will result in a corresponding 0.95

percentage drop in coffee demand, or 1.6 million 60-kg bags.

However, the Coffee futures contract which is the world benchmark for Arabica coffee, shows an increasing trend from July 2020 till March 2021 which indicates a growing demand and a bounce back post the Covid pandemic.

**Domestic scenario:**

India may experience another fall in production in 2019/20 at projected 4.58 million bags, in contrast to the 5.31 million bags, initially estimated by the Coffee Board, which is the third consecutive year of decrease.

There is a wide gap between coffee production and consumption in India with the latter increasing by almost 4% during the last few years.

**Performance Highlights:**

**ELKHILL GROUP**

Coffee Production details for FY 19-20

	F.Y. 2019-20	F.Y. 2018-19	Variance
Coffee own production (MT)	424	731	-307
Bought coffee (MT)	849	1028	-179
GRAND TOTAL (MT)	1273	1759	-486
Sales volume (MT)	1570	677	+893
Average selling price (Rs/kg)	179.34	179.17	+0.17

Our coffee region in Karnataka experienced unusual weather conditions for the second consecutive year beginning the year with extended dry weather and scattered blossom showers. This was followed by heavy monsoons with 82% more rainfall in August than the previous year. The same trend continued into September, ending the year with 49% higher precipitation than the previous fiscal.

This was the off-year of coffee’s biennial cycle.

As per estimates of the Coffee Board, the region suffered a 30 to 40% crop loss due to the unprecedented rains causing floods and erratic blossom showers.

Overall lower crop in the region coupled with the lockdown affected procurement in March 2020.

**Opportunities:**

- Elkhill Coffee gets a premium of about 40 % on NYCE/LIFFEE export prices due to its acceptance of consistency in quality, especially in the European market. This market is expected to register a CAGR of 5.6% once the Covid pandemic slows down.
- Potential for entry into new markets like Austria and Australia.
- Coffee Value Addition in the form of roast and grind had a positive response in the domestic market.
- Increase future potential of revenue from timber sales by increased planting of fast growing trees like silver oak and miliadubia has the added advantage of improving shade which is vital for coffee.
- Initiate crop diversification by planting of Avocado, Arecanut and Moringa in vacant areas to increase the revenue per unit area.

**THREATS, RISKS AND CONCERNS:**

- In addition to increased exports from Brazil, Colombia and Vietnam, India has competition from some of the fastest-growing coffee exporters since 2015, viz. France (up 74.8%), Netherlands (up 57.2%), Italy (up 24.7%) and Switzerland (up 24.2%).
- Global exports in the first 6 months of coffee year 2019/20 have decreased by 3.9% to 61.96 million bags compared to 64.5 million bags in the same period in 2018/19.

- Being an agricultural produce, unpredictable and unseasonal weather leads to an erratic production schedule. Studies also suggest that unusual climatic shifts due to global warming also affect the incidence and population of the various pests and diseases affecting plant productivity and costs.
- Extended drought affects proper setting of coffee fruit and general plant vitality. Due to high temperatures and humid conditions, the pest, white stem borer can result in capital loss of plants. However, timely manual tracing with spraying and stem wrapping technology was adopted to reduce the infestation.
- Increasing labour wages and lower availability of manpower disrupts timing of field operations.

#### **OUTLOOK:**

##### **Mid –Long term strategy:**

- Expand our premium Coffee, washed Arabica and Robusta, which is the specialty segment
- Increase in Bought coffee operation compensates the requirement of export demand besides improving capacity utilization of our processing unit.
- Focus on producing and marketing the roast & grind coffee which is gaining acceptance in the domestic market.

#### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

Plantations are labour intensive; hence, it is imperative to upskill our workforce in order to increase their productivity.

During the year, training was provided on varied topics to enhance the operational capabilities. Some of the topics covered were Good Agricultural practices, Statutory compliances, hygiene and nutrition, Information Technology, Occupational Health and Safety procedures.

Progressive Industrial Relations were maintained with all Trade Unions through regular interaction with representatives at all levels so as to secure welfare of the labour

and ensure a peaceful and productive work environment.

There were 2877 and 378 permanent employees on the rolls of the Corporation in tea and coffee plantations respectively as on 31 March 2020.

#### **(C) AUTO ELECTRIC COMPONENT BUSINESS (ELECTROMAGS)**

##### **Industry Structure and Developments**

##### **Introduction**

Over the last decade, the automotive components industry has registered a CAGR of 10.06 per cent and reached US\$ 56.52 billion in FY19 while exports have grown at CAGR of 8.34 per cent during FY14-FY19 to touch US\$ 15.17 billion in FY19. The auto-components industry accounted for 2.3 per cent of India's Gross Domestic Product (GDP), 25 per cent to its manufacturing GDP and provided employment to 50 lakh people in 2018-19.

The Indian auto-components industry can be broadly classified into the organised and unorganised sectors. The organised sector caters to the Original Equipment Manufacturers (OEMs) and their aftermarket requirements, while the unorganised sector comprises of low-valued products and caters mostly to the aftermarket category.

Turnover of automotive component industry stood at ₹ 1.79 lakhs crore (US\$ 25.61 billion) in FY20 (April-Sept 2019) with decline of 10.1% over the first half of the last fiscal and exports of auto components grew by 2.7 per cent to ₹ 51,397 crore (US\$ 7.35 billion) during same time.

Turnover of the aftermarket has increased at a CAGR of 11.35 per cent from US\$ 5.90 billion in FY14 to US\$ 10.10 billion in FY19 and expected to reach US\$ 32 billion by 2026. The industry produced a total 14,427,724 vehicles including Passenger Vehicles, Commercial Vehicles, Three Wheelers, Two Wheelers and Quadricycle in April-September 2019. (As per Crisil research report)

Electromags Division is dependent on the Auto Industry and hence the performance of the industry has a direct impact on the Division's performance.

**Performance Highlights**

The segment wise share of business for the division for the last three years is as under:

Segment	FY 2019-20	FY 2018-19	FY 2017-18
Four Wheeler	67%	77%	79%
Two Wheeler	27%	18%	11%
ATM Parts & Other Parts	6%	5%	10%

Total revenue for FY 2019-20 is ₹ 9,957 lakhs as against ₹ 11,138 lakhs in FY 2018-19. Turnover decreased by 10.60% compared to FY 2018-19. Domestic sales dropped from ₹ 9,425 lakhs to ₹ 8,549 lakhs due to market slowdown in automotive sector and impact of Covid-19 Pandemic. Export sales dropped from ₹ 1,713 lakhs to ₹ 1,408 lakhs due to low demand from aftermarket. The Division developed and released new products which will bring in further growth in turnover during FY2020-21.

Due to COVID-19 pandemic, the manufacturing facility was shut during April,20 and it resumed partial operations on May 4, 2020.

**Opportunities and Threats**

**Opportunities:**

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

Segments such as Braking system, Alternator and Starter Motors are expected to grow due to positive growth in passenger and commercial vehicle segments. The Division is already working with leading Tier- 1 customer to develop products for these applications.

The Division foresees increasing usage of Electrical and Electronic parts and there are opportunities in this segment. Futuristic products like Sensors, Purge Valves and Solenoid assemblies are expected to have reasonable volumes in FY 2020-21.

**Threats:**

There is immense pressure from customers, particularly OEMs for price reduction. With this price pressure, coupled with increase in prices of major raw-materials, the operating margins could get reduced. With the focus on transition to BS-VI norms, electric Vehicles and slowdown in the auto industry, the business could get impacted.

Due to Covid-19 impact, the domestic auto industry is set to decline and therefore almost all the companies in the component space should redraw their strategic roadmap for the near term.

The pandemic hit the auto parts suppliers at the worst time when they were already reeling under a 15 month long economic slowdown.

**Risks and Concerns**

Customers are putting a premium on quality and are asking suppliers to commit for end of- life warranty for parts. Reliability of parts is a key concern and will entail use of better practices with greater focus on automation and testing. Margins will be under pressure due to price reduction sought by customers and price increase by suppliers of raw materials. Year on Year discounts are also affecting the Division's bottom-line, a typical problem faced by small and medium scale companies in the automotive space.

**Outlook**

The Division will continue to focus on current business line and efforts will be made to increase share of business from existing customers and adding new customers. New products are being developed with the focus on organic growth in coming years.

**Further, the division has drawn up Medium and Long-Term Strategies to mitigate the Threats and expand its business operations.**

**Medium-Term Strategy**

- Increase in share of business from existing business for Slip rings, Solenoids Switches and FLWI (Fluid Level Warning Indicator).
- Identifying new products replacing solenoids for Diesel injection pumps.
- Migration of new technological products such as sensors and parts for Electric Vehicles.

**Long-Term Strategy:**

- Focus on technology upgradation for BS VI Products and electric vehicles.
- Opportunities on new acquisition, joint ventures and technical collaboration.
- New product development.
- Explore opportunities on moving up the value-chain such as solenoid assemblies and reservoir.
- Investment on new tooling, machinery, testing facility and line set-up for major products passenger and commercial.

**Human Resources & Industrial Relations:**

The Division has implemented a structured training program at all levels to retain and improve human capital.

There were 214 employees on the rolls of the Division as on 31 March 2020.

Industrial relations at the Division have been cordial.

**(D) HEALTHCARE BUSINESS****Industry Structure and development**

The Indian healthcare industry is experiencing quick transformation owing to the increasing demand for quality healthcare. In India, oral healthcare is an important aspect of the overall health of an individual. Diseases such as dental caries and oral cancers are major public health issues. Water fluoridation, fluoride toothpaste and a growing awareness of dental hygiene has led to improvements in the dental health of Indians over the

past 25 years further leading to greater demand for restorative dental treatment. Indian oral infrastructure has shown marked improvement in the past few years but still needs to be improved further not only in rural areas but in urban areas as well.

With over 5000 dental laboratories and 297 dental institutes, the Dental Industry in India is vast and it is predicted that India will be one of the largest single-country markets for dental products and materials. The dental market is expected to have a growth rate of 20-30%, with investment groups building multispecialty hospitals offering general dentistry and specialist treatments.

Looking at India's rapidly growing dental market many multinationals had set up offices in India and many more MNCs are establishing their presence in India. India is mostly dependent on imported products as there are very few local manufacturers.

Dental supplies account for the largest share of the overall dental market comprising consumables and implants, equipment, and services. The segment includes products used in dental procedures such as amalgams and alloys; prosthetic and aesthetic supplies, orthodontic supplies, endodontic supplies, dental implants, and infection control products.

Rising edentulous population, increasing disposable income and growing awareness for dental care are some of the key factors driving the growth of dental implants and prosthetics market.

The Ministry of Health and Family welfare has vide its Notification dated 11 February 2020 passed the Medical Device (Amendment Rules) 2020 with effect from 1 April 2020. The Division will require to register itself under these rules since the said amendment will cover the products of the Division.

**Performance Highlight:**

The Division reported a nominal decrease in turnover at ₹ 2,186 lakhs as compared to ₹ 2,199 lakhs in the previous year mainly



due to Covid-19 induced lockdown effective 22 March 2020.

**Opportunities and Threats:**

Growing awareness and patient empowerment have led to demand for better healthcare facilities at affordable prices. Many Indians are now choosing to take health insurance, clearly showing that growing segments of the population can afford high quality treatments. The amendment to the Medical devices (Amendment Rules), 2020 no doubt will ensure better quality products for the patients but it will add additional compliance costs and pressure on the Dental Devices Manufacturing Industry.

Due to COVID-19 pandemic, the Dentistry industry has been worst impacted as the dentists carry a very high risk of the infection. The Dental Council of India has advised that all dental colleges will remain closed till the end of June,20 and all practicing Dentists should only perform emergency procedures and have issued guidelines for the same. In effect, the entire Industry is closed thereby leading to a substantial impact on the Oral Healthcare Industry.

**Outlook:**

The division anticipates that there will be diminishing market share in the existing products like Alloy and Denture Base Material as the customers are likely to move towards alternatives. Alloy is likely to see obsolescence due to hazards around usage of mercury; dental base material faces stiff competition from new age products like Porcelain and Zirconia Crown.

Despite competition and lower margins, the business is sustainable because of the growing market size and the demand for new products.

**The division has drawn up Medium and Long-Term Strategy to mitigate the threats and expand its business operations.**

**Medium-Term Strategy:**

- Restructure the dealer network to strengthen DPI market presence.
- Increase the share of business from existing business of Impression Material.
- Identifying new products to replace Dental Alloy/Amalgams.
- Enter into new tie-ups in the restorative segment;

**Long-Term Strategy:**

- Establish R & D department to work on development of new technology products and improve the existing products.
- New product development in restorative and endodontic dentistry.

**Human Resources and Industrial Relations:**

The training needs of all employees are periodically assessed and training programs are conducted using internal resources and also by engaging external trainers/facilitators.

**(E) Internal Control Systems and their Adequacy:**

The Corporation has formulated a Code of Business Conduct for all employees and has clearly articulated and internalized delegation of financial authority. These authority levels are periodically reviewed and modifications, if any, are submitted to the Audit Committee and Board for approval. The Corporation takes prompt action on any violations of the Code of Business Conduct by its employees. During the year under review an Internal Financial Control (IFC) Audit was carried out.

**(E) CHANGES IN KEY FINANCIAL RATIOS OF THE CORPORATION:**

<b>Ratios</b>	<b>FY 2019-20</b>	<b>FY 2018-19</b>	<b>Change (%)</b>	<b>Reason for change</b>
Debtors Turnover (days)	72	67	7	NA
Inventory Turnover	3.92	4.48	-13%	Due to lower turnover
Interest Coverage Ratio	0.53	0.45	18%	Improvement in earnings before interest.
Current Ratio	0.49	1.00	-51%	Due to increase in current maturities of loans
Debt Equity Ratio	2.13	1.61	32%	On account of losses
<b>Operating Profit Before Interest and Tax (%) at Segment level</b>				
Tea	-51%	-20%	-31%	Due to lower production and turnover
Coffee	-19%	31%	-50%	Due to Lower Own & Bought Coffee Production, Impairment Cost of certain Property, Plant and Equipment.
Healthcare	4%	6%	-2%	NA
Electromags	-2%	-1%	-1%	NA
Investments	15%	7%	+8%	Due to increase in dividend from Foreign Subsidiaries

**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 expected or implied. Important factors that could make a difference to the Corporation's operations include economic conditions affecting demand/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	<a href="http://www.bbtcl.com">www.bbtcl.com</a>												
5	Email id	<a href="mailto:writetous@bbtcl.com">writetous@bbtcl.com</a>												
6	Financial Year reported	2020												
7	Sector(s) that the Company is engaged in	<table border="1"> <thead> <tr> <th>Industry Code</th> <th>Sector(s)</th> </tr> </thead> <tbody> <tr> <td></td> <td>Plantation</td> </tr> <tr> <td>1271</td> <td>a) Tea</td> </tr> <tr> <td>1272</td> <td>b) Coffee</td> </tr> <tr> <td>29301 &amp; 29304</td> <td>Auto Electric Components</td> </tr> <tr> <td>32501</td> <td>Healthcare</td> </tr> </tbody> </table>	Industry Code	Sector(s)		Plantation	1271	a) Tea	1272	b) Coffee	29301 & 29304	Auto Electric Components	32501	Healthcare
Industry Code	Sector(s)													
	Plantation													
1271	a) Tea													
1272	b) Coffee													
29301 & 29304	Auto Electric Components													
32501	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) (a) Number of International locations (provide details of major 5); (b) Number of National locations.	<p>(a) Two International locations ;</p> <p>(i) Usambara Group, Marvera &amp; Herkulu Estate, P.O. Box 22, Soni, Tanzania.</p> <p>(ii) Suite 628, 6<sup>th</sup> Floor Pan Global Plaza, Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia.</p> <p>(b) Seven National locations: details are provided under 'General Shareholders' Information' in the Corporate Governance Report.</p>												
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)	₹ 1,395.44 lakhs
2	Total Turnover (INR)	₹ 2,828.10 lakhs
3	Total Profit /(Loss) after taxes (INR)	₹ (1,702.75) lakhs
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 12.53 lakhs; Percentage 'Nil' in view of substantial loss.
5	List of activities in which expenditure in 4 above has been incurred.	<p>As per Item no (x) of Schedule VII of the Companies Act, 2013 covered under Rural Development projects:</p> <p>(a) Maintenance of Roads through the Estates at Mudis, Dunsandle and Singampatti for public use;</p> <p>(b) Maintenance of residential quarters and water supply to these quarters used by Government authorities on the plantations</p>

**SECTION C : OTHER DETAILS**

1	Does the Company have subsidiary/ subsidiaries	Yes; the list of subsidiaries is provided in Form MGT 9 which is available on the website of the Corporation at <a href="http://www.bbtcl.com">www.bbtcl.com</a> .
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. Details of Director / BR head**

(a)	Details of Director/ Directors responsible for Business Responsibility	Mr. Ness N. Wadia DIN: 00036049 Designation: Managing Director
(b)	Details of the Business Responsibility Head	Mr. N H Datanwala, Designation: Chief Financial Officer Telephone No.: 22197101 Email id: <a href="mailto:investorservices@bbtcl.com">investorservices@bbtcl.com</a>

**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 confirm 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 CSR Committee, Audit Committee and other Committees and also adequate internal control systems to oversee the implementation of policies.								
6	Indicate the link for the policy to be viewed online?	All our policies are made available to respective stakeholders. Most of our policies are available on the Company's website at <a href="http://www.bbtcl.com">www.bbtcl.com</a>								
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: [www.bbtcl.com](http://www.bbtcl.com)

**(b) If answer to the question at serial no. 1 against any principle is 'No', please explain why: (tick upto 3 options) - Not Applicable**

**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](http://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 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 Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) 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 has 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 agriculture which ensure that environmental and social concerns are taken care of. Domestically also Trustea certification has been obtained which evaluates the social, economic, agronomical, environmental performance of Indian Tea estates. FSSAI licenses for factories have also been obtained.

The Corporation is engaged in the manufacturing of Solenoids, Switches and Slip rings at its Electromags Division in Chennai. In plating process harmful substances are avoided and in soldering process, the Division uses lead free solder material for major part of its operations.

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

Details of resource utilization for Tea & Coffee are as under:

Tea

- Raw material to finish product conversion ratio : 22 to 25%
- Energy units consumed per kg of Made tea : 0.66 units
- Firewood consumed per kg of Made tea : 2.12 kg
- Coal consumed per kg of Made tea: 1.13 kg

Coffee

- Raw material to finish product conversion ratio: Arabica 18.50%, Robusta 21.50%
- Energy units consumed per kg of clean coffee: 0.13 units
- Firewood consumed per kg of clean coffee: 0.70 kgs

At Electromags consumption of resources per month are as under:

- Energy - 1,30,895 units
- Water – 4,32,000 liters.

**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's bought leaf operations (procuring tea leaf) and outsourcing coffee beans from small growers and local producers provide them ready market for their produce and also improve their 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 and a Water treatment plant at Elkhill Estates, Coorg at Karnataka. The plant recycles waste water for removal of effluents and also produces bio-gas using coffee mucilage from the coffee processing plant.

The Electromags Division has a mechanism to recycle copper and thermoplastic materials in excess of 10% at its operating units.

**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: 4,924
2. Total number of employees hired on temporary/contractual/casual basis: 2,245
3. Number of permanent women employees: 2044

4. Number of permanent employees with disabilities: 4
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: 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: 90%
  - (b) Permanent Women Employees: 90%
  - (c) Casual/Temporary/Contractual Employees: 85%
  - (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 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, Policy on Sexual Harassment at workplace (Prevention, Prohibition and Redressal) 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 others who work with or represent the Corporation directly or indirectly. The Policy on Sexual Harassment at workplace (Prevention, Prohibition and Redressal) is applicable to all employees including contractual employees, trainees, consultants etc. Committee is formed at Head office level with sub committees at locations.



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 Board's 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?**

- a. The Plantation Division of the Corporation (Tea & Coffee Estate) based in Tamilnadu and Karnataka is a carbon sink with two storied canopies of trees in coffee which is extremely bird friendly and supports a variety of flora and fauna.
- b. As a part of clean development mechanism, the Corporation provides workforce at Mudis and Elkhill estates with high efficiency smokeless stoves to replace cooking stoves using woodfire.
- c. The Bio-methanisation plant at Coffee estates converts effluents into bio-methane gas which can replace use of Liquid Petroleum Gas.
- d. Windmills near Singampatti Group in Tamilnadu generates energy which is used to set off 60% of the electricity costs for the production of tea.
- e. The plant protection code as 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 Tea.

**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 of Conservation of Energy, Technology Absorption, Foreign Exchange earnings & outgo.

**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 FY 2019-20.

**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, ACMA, UPASI, IWPA, APA, PAT 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), PAT (Plantation Association of Tamil Nadu) and KPA (Karnataka Planters Association) and CPA (Codagu Planter's Association). 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 CSR initiatives.

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

**Medical Services offered by the Company:**

In addition to the free medical services provided by well maintained and professionally manned hospitals at our Groups, the following services are also provided to the community:

- Regular cancer detection camps, referrals and subsequent cost of medicines and treatment.
- Post renal transplant – Medicines and inpatient services provided
- Physiotherapy

**Equal Opportunities**

Recognized and elected worker members form part of an Estate Works Committee, which has an equal representation of males and females. Grievances and suggestions recorded are discussed with the Management and action taken where required.

The Corporation follows a "No gender discrimination" and "Equal pay for equal work" policy

**Social Services:**

Each Group provides well maintained buildings for Government aided schools to be run. Education is up to the 8<sup>th</sup> standard and mid meals are provided to the students. The main school has a computer center sponsored by the Fairtrade premiums.

Creches along with meals are provided to care for children of parents attending work.

CSR initiatives are part of the business process of the Corporation. Details of CSR initiatives are provided in Annexure B to the Board's 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 CSR activities are placed before the CSR 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?**

₹ 12.53 lakhs in FY 2019 -20; details are provided in Annexure B to the Board's 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 CSR 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 endeavours to resolve customer complaints, if any, as and when they are received.

**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.

Dated: 24 June 2020

## INDEPENDENT AUDITORS' REPORT

**To the Members of**

**The Bombay Burmah Trading Corporation, Limited**

**Report on the Audit of the Standalone Financial Statements**

### Opinion

We have audited the standalone financial statements of The Bombay Burmah Trading Corporation, Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information in which are included the financial statements/financial information ("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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit reports of the branch auditors referred to in the section titled "Other Matters" in this audit report, is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

#### Development plantations and biological assets

See note 2 and 9.b to the Standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>Cost of development plantations (capital work in progress) as at 31 March 2020 amounted to ₹ 922.24 lakhs. These costs relate to expenditure incurred on planting/re-planting as well as rejuvenation of tea bushes, coffee plants, pepper vines and other plantations. Costs capitalized to development plantations include direct costs of land preparation and planting, i.e., costs incurred on nursery development, direct labor cost, costs of inputs such as fertilizers, chemicals and other related overheads.</p> <p>Fair value of biological assets other than bearer plants amounted to ₹86.88 lakhs. Biological assets relate to un-plucked tea leaves on bushes (growing produce).</p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>- We obtained an understanding of the internal processes as well as controls to record costs incurred on plantation development.</li> <li>- We tested internal controls over costs incurred towards development plantations including controls over incurrence and recording of direct costs and labour cost.</li> <li>- We substantively tested the records maintained as evidence of costs incurred on development of plantations including periodic tracking of nature of expenses incurred till the bush/plant/wines is fully cultivated.</li> </ul>

<p>The cost of development plantations as also valuation of growing produce is significant to our audit on account of judgment involved in identification of costs related to development of plantations as also the methodology followed in estimating the quantity and valuation of growing produce. As such, we identified this as a key audit matter.</p>	<ul style="list-style-type: none"> <li>- We obtained an understanding of the significant judgment in determination of the quantity and fair value less costs to sell of growing produce on tea bushes.</li> <li>- We assessed the policy of amortization of developmental plantations by comparing with companies in the industry peer group.</li> <li>- For tea bushes, we compared the projected harvest quantities to historical data. We checked the post balance sheet harvest data to assess the quantities projected and recorded as at the balance sheet date.</li> <li>- We compared the price considered for valuing tea leaves with market prices.</li> <li>- We assessed the adequacy of the disclosures related to valuation of biological assets in note 9.b to the standalone financial statements.</li> </ul>
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### Litigations and Contingencies

See note 40 to the Standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company has been carrying on its plantation activities at Singampatti tea estate, Tamil Nadu under a lease since 1929. During the earlier year, the Commissioner of Land Administration in Tamil Nadu passed an order cancelling the lease alleging violation of conditions with regard to clearing of certain areas.</p> <p>During the earlier years, the authorities raised demands for lease rentals for the leased land retrospectively from 1958 to 2019 amounting to ₹23,192.58 lakhs.</p> <p>The Company has challenged the above orders by filing a writ petition before the Hon'ble Madras High Court which has been admitted and an interim relief restraining the Government from taking any action has been granted by the Court.</p> <p>We have identified this litigation as a key audit matter because it requires judgment in relation to the exposure arising therefrom.</p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>- Tested key controls surrounding litigations and regulatory procedures.</li> <li>- Examined correspondence between the Company and the statutory authorities.</li> <li>- Examined submissions including writ petition filed by the Company in relation to this matter.</li> <li>- Assessed the adequacy of the disclosures in the Company's financial statements.</li> <li>- We exercised judgement to rely on opinion provided by legal counsel.</li> </ul> <p>Based on the evidence obtained, while noting the inherent uncertainty with such legal and regulatory matters, we verified the disclosures provided in note 40 to the standalone financial statements.</p>

### Related party transactions

See Note 48 of the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>There have been related party transactions with companies where the Company or key management personnel of the Company have interests and/or are Directors.</p> <p>We identified related party transactions as a key audit matter because of risks with respect to completeness of disclosures made in the standalone financial statements including recoverability thereof; compliance with statutory regulations governing related party relationships such as the Companies Act, 2013 and SEBI Regulations and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>- We carried out an assessment of the key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standard.</li> <li>- We carried out an assessment of compliance with the listing regulations and the regulations under the Companies Act, 2013, including checking of approvals/ scrutiny as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions.</li> </ul>

The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> <li>- We considered the adequacy and appropriateness of the disclosures in the financial statements, including recoverability thereof relating to the related party transactions.</li> <li>- For transactions with related parties, we inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also tested completeness of related parties with reference to the various registers maintained by the statutorily.</li> <li>- We have tested on a sample basis, assessment of related party transactions for arm's length pricing.</li> </ul>

### Revenue recognition

See note 26 and 50 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognized when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p> <p>Revenue recognition has been identified as a key audit matter because the Company and its external stakeholders focus on revenue as a key performance metric. This could create an incentive for revenue to be overstated or recognized before control has been transferred.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>- We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable Indian accounting standards (Ind AS).</li> <li>- We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions.</li> <li>- We performed substantive testing by selecting samples of revenue transactions, recorded during the year by testing the underlying documents using statistical sampling.</li> <li>- We carried out analytical procedures on revenue recognized during the year to identify unusual variances and where appropriate, conducting further enquiries and testing.</li> <li>- We tested, on a sample basis, revenue transactions recorded before and after the financial yearend date to determine whether the revenue had been recognized in the appropriate financial period.</li> </ul>

### Other Information

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

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

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

### **Management's and Board of Directors' Responsibility for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the branches of the

Company. We are responsible for the direction, supervision and performance of the audit of the standalone financial statements of the Company of which we are the independent auditors. For the branches included in the standalone financial statements, which have been audited by branch auditors, such branch auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the branch auditors referred to in the section titled 'Other Matters' in this audit report, is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

We did not audit the standalone financial statements of two branches included in the standalone financial statements of the Company whose financial statements reflect total assets of ₹ 895.59 lakhs as at 31 March 2020 and the total revenue of ₹ 323.35 lakhs and net cash inflows of ₹ 37.15 lakhs for the year ended on that date, as considered in the standalone financial statements. 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 branches, is based solely on the report of such branch auditors.

The financial statements of the branches have been prepared in accordance with accounting principles generally accepted in their respective countries and have been audited by branch auditors under the generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such branches located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such branches located outside India is based on the report of the branch auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the branch auditors.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government 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, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, based on our audit and on consideration of reports of the branch auditors on separate financial statements of the branches as were audited by branch auditors, as noted in the section titled 'Other Matters' in this audit report, 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.



The Bombay Burmah Trading Corporation, Limited

- 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 financial statements comply with the Ind AS specified under Section 133 of the Act.
  - f) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) 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 as at 31 March 2020 on its financial position in its standalone financial statements - Refer note 40 to the Standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to the managing director during the current year is in excess of the limit prescribed under Section 197 of the Act. Pursuant to the provisions of Section 197 and other applicable provisions of the Act and the Companies (Amendment) Act, 2017, the Company had sought and obtained the approval of the shareholders by way of a special resolution at its 154<sup>th</sup> annual general meeting held on 12 August 2019 for payment of such remuneration to the managing director for the remaining period of his tenure, i.e., from 1 April 2019 up to 31 March 2021.

The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Amar Sunder**

*Partner*

Membership No. 078305

ICAI UDIN: 20078305AAAABI6734

Place: Mumbai

Date: 24 June 2020

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT – 31 MARCH 2020**  
**(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 the fixed assets.
- (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 2020	1,506.00	429.48
Net block as at 31 March 2020	1,506.00	210.37
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 loans to three companies 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 at the year-end to fall under purview of loans.
- (a) In our opinion, the rate of interest and other terms and conditions on which the loans have been granted to the companies listed in the register maintained under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company.
- (b) The loans granted to companies covered in the register maintained under Section 189 of the Act are repayable on demand. The loan was entirely repaid on demand by one of the borrower companies during the year. No repayment was demanded by the Company from the other two borrower companies. The borrower companies have been regular in payment of interest as per the agreed terms.
- 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 and guarantees given. The Company has not provided any security in connection with any loan taken by others.
- 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.

## The Bombay Burmah Trading Corporation, Limited

- 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, Goods and Services Tax, Duty of Customs, 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, Goods and Services Tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2020 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, Duty of Customs, Duty of Excise, and Cess 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 amount relates	Forum where dispute is pending
The Value Added Tax Act, 2014 - Tanzania Revenue Authority	VAT demands	107.74	2015 to 2018	Regional Manager/Commissioner General of Tanzania Revenue Authority.
Income Tax Act, 2004 - Tanzania Revenue Authority	Withholding tax	6.54	2015 to 2018	Regional Manager/Commissioner General of Tanzania Revenue Authority.

- 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, financial institutions and dues to debenture holders. According to the information and explanations given to us, the Company does not have any loan from government during the year.
- ix. According to the information and explanations given to us, the Company has applied the money raised by way of debt instruments in the nature of commercial papers for the purposes for which those were raised. The Company did not raise money by way of initial public offer or further public offer or term loans during the year.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi. According to the information and explanations given to us and based on examination of the records of the Company, the remuneration paid/provided by the Company to the Managing Director during the current year is in excess of the limit prescribed under Section 197 read with Schedule V to the Act. Pursuant to the provisions of Section 197 and other applicable provisions of the Act and the Companies (Amendment) Act, 2017, the Company had sought and obtained the approval of the shareholders by way of a special resolution at its 154<sup>th</sup> annual general meeting held on 12 August 2019 for payment of such remuneration to the Managing Director for the remaining period of his tenure, i.e., from 1 April 2019 up to 31 March 2021.
- xii. According to the information and explanations given to us, in our opinion the Company is not a nidhi company as prescribed under Section 406 of the Act.

- 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 financial statements as required by the applicable Indian Accounting Standards (Ind AS).
- 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.
- 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.
- 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.

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Amar Sunder**

*Partner*

Membership No. 078305

ICAI UDIN: 20078305AAAABI6734

Place: Mumbai

Date: 24 June 2020

**ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT ON THE  
STANDALONE FINANCIAL STATEMENTS OF THE BOMBAY BURMAH TRADING CORPORATION,  
LIMITED FOR THE YEAR ENDED 31 MARCH 2020**

**Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to standalone financial statements of The Bombay Burmah Trading Corporation, Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to standalone financial statements 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 (the "Guidance Note").

**Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 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 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us alongwith the consideration of the report of the branch auditor referred to in the section titled "Other Matter" in this report, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial controls with Reference to Standalone Financial Statements**

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

**Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements**

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

**Other Matter**

We did not audit the internal financial controls with reference to financial statements of one branch of the Company. The internal financial controls with reference to financial statements of this branch have been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the internal financial controls with reference to financial statements included in respect of this branch, is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

**For B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No: 101248W/W-100022

**Amar Sunder**

*Partner*

Membership No. 078305

ICAI UDIN: 20078305AAAABI6734

Place: Mumbai

Date: 24 June 2020

The Bombay Burmah Trading Corporation, Limited

**BALANCE SHEET AS AT 31 MARCH 2020**

Currency (INR in Lakhs)

	Note	As at 31 March 2020	As at 31 March 2019
<b>A ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	2.a	11,310.12	11,030.14
Capital work-in-progress	2.b	1,097.62	636.75
Investment property	2.c	12.97	13.55
Other intangible assets	2.d	35.82	46.67
Intangible assets under development	2.e	44.70	44.70
Investment in subsidiaries and associates	3	36,975.45	27,113.98
Financial assets			
(i) Investments	4	258.56	299.77
(ii) Loans receivable	5	272.15	233.59
(iii) Other financial assets	6	92.19	323.42
Deferred tax assets (net)	7	923.82	821.00
Income tax assets (net)	8.a	618.62	641.04
Other non current assets	8.b	513.21	299.87
<b>Total non-current assets</b>		<b>52,155.23</b>	<b>41,504.48</b>
<b>CURRENT ASSETS</b>			
Inventories	9.a	8,836.18	8,786.48
Biological assets other than bearer plants	9.b	86.88	103.88
Financial assets			
(i) Investments	10	1,313.88	1,313.88
(ii) Trade receivables	11	3,613.42	4,799.42
(iii) Cash and cash equivalents	12.a	1,540.24	910.53
(iv) Bank balances other than (iii)above	12.b	112.25	117.31
(v) Loans receivable	13	8,260.90	10,945.61
(vi) Other financial assets	14	2,266.53	3,558.06
Other current assets	15	967.64	541.44
<b>Total current assets</b>		<b>26,997.92</b>	<b>31,076.61</b>
<b>TOTAL ASSETS</b>		<b>79,153.15</b>	<b>72,581.09</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	16	1,396.27	1,396.27
Other equity	17	21,982.57	24,306.10
<b>Total equity</b>		<b>23,378.84</b>	<b>25,702.37</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial liabilities			
(i) Borrowings	18	6.93	15,527.30
(ii) Lease liabilities	18.e,36	198.27	-
(iii) Other financial liabilities	19	43.53	39.96
Provisions	20	130.61	146.09
<b>Total non-current liabilities</b>		<b>379.34</b>	<b>15,713.35</b>
<b>CURRENT LIABILITIES</b>			
Financial liabilities			
(i) Borrowings	21	34,282.60	24,683.45
(ii) Trade payables	22		
(a) Total outstanding dues of micro enterprises and small enterprises		246.22	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		2,158.95	1,800.55
(iii) Other financial liabilities	23	17,878.97	3,723.87
Other current liabilities	24	241.87	220.21
Provisions	25	586.36	737.29
<b>Total current liabilities</b>		<b>55,394.97</b>	<b>31,165.37</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>79,153.15</b>	<b>72,581.09</b>
Significant accounting policies, key accounting estimates and judgements	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

**Amar Sunder**

Partner

Membership No: 078305

**Nusli N. Wadia**

Chairman

DIN :00015731

**Dr. Y. S. P. Thorat**

Director

DIN :00135258

**Ness Wadia**

Managing Director

DIN :00036049

**Gauri Kirloskar**

Director

DIN :03366274

**Rajesh Batra**

Director

DIN :00020764

**Jehangir Wadia**

Director

DIN :00088831

**Dr. Minnie Bodhanwala**

Director

DIN: 00422067

**Vinesh Kumar Jairath**

Director

DIN :00391684

**Sanjay Kumar Chowdhary**

Company Secretary

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : June 24, 2020

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020**

Currency (INR in Lakhs)

	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
<b>Income</b>			
Revenue from operations	26	21,390.33	24,195.89
Other income	27	6,890.77	3,482.20
<b>Total income</b>		<b>28,281.10</b>	<b>27,678.09</b>
<b>EXPENSES</b>			
Cost of materials consumed	28	8,723.53	9,968.20
Purchases of stock -in- trade		317.81	953.79
Changes in inventories of finished goods, work-in-progress and stock -in-trade	29	239.94	(2,269.97)
Employee benefits expense	30	8,823.12	9,055.78
Finance costs	31	3,800.97	3,364.65
Depreciation and amortisation	2a, 2c, 2d	913.66	833.79
Other expenses	32	7,234.89	7,614.43
Cost relating to Real Estate under development		-	24.24
<b>Total expenses</b>		<b>30,053.92</b>	<b>29,544.91</b>
<b>Loss before tax</b>		<b>(1,772.82)</b>	<b>(1,866.82)</b>
<b>Tax expense</b>			
Current tax	34.a	-	-
Short / (Excess) provision of tax of earlier years		32.75	-
Deferred tax		(102.82)	102.82
Total Tax		(70.07)	102.82
<b>Loss for the year</b>		<b>(1,702.75)</b>	<b>(1,969.64)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(i) Items that will not be reclassified subsequently to the statement of profit and loss		200.13	(579.10)
(ii) Items that will be reclassified subsequently to the statement of profit and loss		20.22	6.06
<b>Other Comprehensive Income for the year</b>		<b>220.35</b>	<b>(573.04)</b>
<b>Total Comprehensive Income for the year</b>		<b>(1,482.40)</b>	<b>(2,542.68)</b>
<b>Earnings per equity share</b>			
Basic	33	(2.44)	(2.82)
Diluted	33	(2.44)	(2.82)
Significant accounting policies, key accounting estimates and judgements	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

For and on behalf of the Board of Directors

The Bombay Burmah Trading Corporation, Limited

CIN : L99999MH1863PLC000002

**Amar Sunder**

Partner

Membership No: 078305

**Nusli N. Wadia**

Chairman

DIN : 00015731

**Ness Wadia**

Managing Director

DIN : 00036049

**Jehangir Wadia**

Director

DIN : 00088831

**Dr. Y. S. P. Thorat**

Director

DIN : 00135258

**Gauri Kirloskar**

Director

DIN : 03366274

**Dr. Minnie Bodhanwala**

Director

DIN: 00422067

**Rajesh Batra**

Director

DIN : 00020764

**Vinesh Kumar Jairath**

Director

DIN : 00391684

**Sanjay Kumar Chowdhary**

Company Secretary

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : June 24, 2020



**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2020**

Currency (INR in Lakhs)

	<b>For the year ended 31 March 2020</b>	<i>For the year ended 31 March 2019</i>
<b>A. Cash flow from operating activities</b>		
Loss before tax	<b>(1,772.82)</b>	<i>(1,866.82)</i>
<b>Adjustments for:</b>		
Depreciation and amortisation expenses	<b>913.66</b>	<i>833.79</i>
Loss on impairment of Property, Plant and equipment	<b>330.92</b>	<i>-</i>
Allowance for impairment of doubtful debts	<b>226.94</b>	<i>100.82</i>
Loss / (Gain) on disposal of Property, Plant and equipment	<b>3.46</b>	<i>(136.87)</i>
Unrealised Exchange Fluctuation (gain) / loss (net)	<b>15.81</b>	<i>11.60</i>
Change in fair value of biological assets	<b>18.10</b>	<i>67.61</i>
Trade receivables/loans/advances written off	<b>5.45</b>	<i>-</i>
Liabilities/provisions no longer required written back	<b>(150.77)</b>	<i>(37.10)</i>
Interest expense	<b>3,775.01</b>	<i>3,364.65</i>
Finance Cost on lease obligation	<b>25.96</b>	<i>-</i>
Interest income	<b>(915.06)</b>	<i>(1,308.77)</i>
Dividend income	<b>(5,568.81)</b>	<i>(1,724.69)</i>
<b>Operating loss before working capital changes</b>	<b>(3,092.15)</b>	<i>(695.78)</i>
<b>Working capital adjustments</b>		
(Increase)/Decrease in inventories	<b>(50.80)</b>	<i>(2,459.55)</i>
(Increase)/Decrease in trade and other receivables	<b>921.58</b>	<i>(509.15)</i>
Increase/(Decrease) in trade and other payables	<b>323.56</b>	<i>(274.83)</i>
Currency alignment on conversion of branch balances	<b>20.22</b>	<i>4.75</i>
	<b>(1,877.59)</b>	<i>(3,934.56)</i>
Income tax (paid) / refund (Net)	<b>(10.33)</b>	<i>(164.43)</i>
<b>Net Cash flow (used in)/from operating activities</b>	<b>(1887.92)</b>	<i>(4,098.99)</i>
<b>Cash flow from investing activities</b>		
Payments for Property, plant and equipment	<b>(1,756.46)</b>	<i>(1,231.75)</i>
Proceeds from sale of Property, plant and equipment	<b>1.08</b>	<i>147.42</i>
Investments made in subsidiary	<b>(9,860.00)</b>	<i>-</i>
Interest received	<b>766.12</b>	<i>1,293.04</i>
Dividend received	<b>6,977.99</b>	<i>315.52</i>
<b>Net cash flow (used in)/from Investing activities</b>	<b>(3,871.27)</b>	<i>524.23</i>
<b>Cash flow from financing activities</b>		
Proceeds from borrowings	<b>9,350.00</b>	<i>6,551.11</i>
Repayments of borrowings (net)	<b>(880.00)</b>	<i>(1,029.70)</i>
Intercompany deposits placed during the year	<b>(8,150.00)</b>	<i>(6,920.00)</i>
Intercompany deposits called back during the year	<b>10,790.00</b>	<i>8,410.00</i>
Payment of lease liabilities	<b>(102.97)</b>	<i>-</i>
Interest paid	<b>(3,777.00)</b>	<i>(3,049.81)</i>
Dividends paid (including dividend distribution tax)	<b>(846.20)</b>	<i>(841.14)</i>
<b>Net cash flows generated from / (used in) financing activities</b>	<b>6,383.83</b>	<i>3,120.46</i>
<b>Net (decrease)/ increase in cash and cash equivalents</b>	<b>624.64</b>	<i>(454.30)</i>

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2020 (CONTD.)**

Currency (INR in Lakhs)

	<b>For the year ended 31 March 2020</b>	<i>For the year ended 31 March 2019</i>
Cash and cash equivalents at the beginning of the year	<b>910.53</b>	<i>1,367.80</i>
Effect of exchange rate changes on cash and cash equivalents	<b>5.07</b>	<i>(2.97)</i>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,540.24</b>	<i>910.53</i>
<b>Debt reconciliation statement in accordance with Ind AS 7</b>		
<b>Short term borrowings</b>		
Opening balance	<b>24,683.45</b>	<i>18,176.10</i>
Cash flows	<b>9,599.15</b>	<i>6,507.35</i>
Non cash change (fair value)	<b>-</b>	<i>-</i>
Closing balance	<b>34,282.60</b>	<i>24,683.45</i>
<b>Long term borrowings</b>		
Opening balance	<b>16,688.04</b>	<i>17,673.98</i>
Cash flows	<b>(891.53)</b>	<i>(1029.70)</i>
Non cash change (fair value)	<b>21.50</b>	<i>43.76</i>
Closing balance	<b>15,818.01</b>	<i>16,688.04</i>

**Notes:**

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" notified under section 133 of the Companies Act 2013.

Cash and Cash equivalents comprises cash on hand, current Accounts and deposits with banks.

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

**Amar Sunder**

Partner

Membership No: 078305

**Nusli N. Wadia**

Chairman

DIN :00015731

**Dr. Y. S. P. Thorat**

Director

DIN :00135258

**For and on behalf of the Board of Directors**

**The Bombay Burmah Trading Corporation, Limited**

CIN :L99999MH1863PLC000002

**Ness Wadia**

Managing Director

DIN :00036049

**Gauri Kirloskar**

Director

DIN :03366274

**Rajesh Batra**

Director

DIN :00020764

**Jehangir Wadia**

Director

DIN :00088831

**Dr. Minnie Bodhanwala**

Director

DIN: 00422067

**Vinesh Kumar Jairath**

Director

DIN :00391684

**Sanjay Kumar Chowdhary**

Company Secretary

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : June 24, 2020

**STATEMENT OF CHANGES IN EQUITY (SOCIE) FOR THE YEAR ENDED 31 MARCH 2020**

**(a) Equity share capital**

Currency (INR in Lakhs)

	<b>As at 31 March 2020</b>		<i>As at 31 March 2019</i>	
	<b>No. of Shares</b>	<b>Amount</b>	<i>No. of Shares</i>	<i>Amount</i>
Balance at the beginning of the reporting period	<b>69,771,900</b>	<b>1,395.44</b>	<i>69,771,900</i>	<i>1,395.44</i>
Changes in equity share capital during the year	-	-	-	-
Forfeited shares amount paid up	-	<b>0.83</b>	-	<i>0.83</i>
Balance at the end of the reporting period	<b>69,771,900</b>	<b>1,396.27</b>	<i>69,771,900</i>	<i>1,396.27</i>

## STATEMENT OF CHANGES IN EQUITY (SOCIE) FOR THE YEAR ENDED 31 MARCH 2020 (CONTD.)

## (b) Other equity

Particulars	Reserves and Surplus [Note 17]				Other Comprehensive Income (Note 17)		Total equity
	Securities premium	Capital reserve	General reserve	Retained earnings	Equity instruments through Other Comprehensive Income	Foreign currency translation reserve	
<b>Balance at 1 April 2018</b>	3,637.20	89.47	3,348.19	9,744.73	10,853.70	16.63	27,689.92
Loss for the year	-	-	-	(1,969.64)	-	-	(1,969.64)
Other Comprehensive Income for the year	-	-	-	(593.00)*	13.90	6.06	(573.04)
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>(2,562.64)</b>	<b>13.90</b>	<b>6.06</b>	<b>(2,542.68)</b>
<b>Balance at 31 March 2019</b>	<b>3,637.20</b>	<b>89.47</b>	<b>3,348.19</b>	<b>7,182.09</b>	<b>10,867.60</b>	<b>22.69</b>	<b>25,147.24</b>
Dividends	-	-	-	(697.72)	-	-	(697.72)
Dividend Distribution Tax (DDT)	-	-	-	(143.42)	-	-	(143.42)
<b>Balance at 31 March 2019</b>	<b>3,637.20</b>	<b>89.47</b>	<b>3,348.19</b>	<b>6,340.95</b>	<b>10,867.60</b>	<b>22.69</b>	<b>24,306.10</b>
Loss for the year	-	-	-	(1,702.75)	-	-	(1,702.75)
Other Comprehensive Income for the year	-	-	-	241.24*	(41.11)	20.22	220.35
<b>Total Comprehensive Income for the year</b>	-	-	-	<b>(1,461.51)</b>	<b>(41.11)</b>	<b>20.22</b>	<b>(1,482.40)</b>
<b>Balance at 31 March 2020</b>	<b>3,637.20</b>	<b>89.47</b>	<b>3,348.19</b>	<b>4,879.44</b>	<b>10,826.49</b>	<b>42.91</b>	<b>22,823.70</b>
Dividends	-	-	-	(697.72)	-	-	(697.72)
Dividend Distribution Tax (DDT)	-	-	-	(143.41)	-	-	(143.41)
<b>Balance at 31 March 2020</b>	<b>3,637.20</b>	<b>89.47</b>	<b>3,348.19</b>	<b>4,038.31</b>	<b>10,826.49</b>	<b>42.91</b>	<b>21,982.57</b>

\* This amount refers to remeasurement of defined benefit liability / (asset)

As per our attached report of even date.

For **BSR & Co.LLP**

Chartered Accountants

Firm's Registration No: 101248/W-100022

**Amar Sunder**

Partner

Membership No: 078305

For and on behalf of the Board of Directors  
The Bombay Burmah Trading Corporation, Limited  
CIN : L99399MH1863PLC000002**Nusli N. Wadia**

Chairman

DIN : 00015731

**Ness Wadia**

Managing Director

DIN : 00036049

**Jehangir Wadia**

Director

DIN : 00088831

**Dr. Y. S. P. Thorat**

Director

DIN : 00135258

**Gauri Kirtoskar**

Director

DIN : 03366274

**Dr. Minnie Bodhanwala**

Director

DIN : 00422067

**Rejesh Batra**

Director

DIN : 00020764

**Vinesh Kumar Jaiarath**

Director

DIN : 00391684

**Sanjay Kumar Chowdhary**

Company Secretary

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : June 24, 2020

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Currency (INR in Lakhs)

### 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 number 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 March 31, 2020 were approved by the Board of directors on June 24, 2020.

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

##### 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

##### 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.

- 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;

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Currency (INR in Lakhs)

- 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 less than one thousand have been indicated as "0" (Zero).

### 1(C) Key estimates and judgments

The preparation of 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 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. Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended March 31, 2020 are as follows :

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

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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### 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 be 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 39.67% 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 38 for information on detailed disclosures pertaining to measurement of fair values).

## 1(E) Statement of significant accounting policies

### a Property, plant and equipment (PPE)

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**

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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 gain or loss on disposal of an item of property, plant and equipment is recognised in the 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.

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 Company.

**b Capital work-in-progress**

Expenditure incurred on acquiring plants and their upkeep until they attain maturity to yield biological produce is included under capital work-in-progress and thereafter the same is capitalised to "development plantations".

Expenditure incurred during construction or acquisition of qualifying PPE is included under capital work-in-progress and the same gets capitalised in the respective block of PPE on the completion of their construction.

Advances made toward the acquisition or construction of any qualifying PPE outstanding at each reporting date are disclosed as capital advances under "other non-current assets".

**c 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 amortisation and any accumulated impairment losses.

**d Depreciation and amortisation****i. 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



## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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Buildings	- 30 years
Leasehold lands	- Lease period
Roads other than RCC	- 5 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 INR 5,000/- are fully depreciated in the year of purchase.

### ii. Amortisation:

Amortisation in respect of all the intangible assets is provided on straight line method over the useful lives of assets. The useful life of such intangible assets is as follows:

Computer software	3 years
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### e Impairment of property, plant and equipment

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 loss 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.

### f 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 asset 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.

### g 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. Timber, coffee, pepper and cardamom in stock are designated as agricultural produce as per Ind AS 41 and are measured at their fair value less cost to sell at the point of harvest. The fair valuation so arrived at becomes the cost of Inventory under Ind AS-2.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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- 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.
- 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.

### h 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.

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 off 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.

### i 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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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 tax jurisdiction.

### **j 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.

In computing diluted earnings per share, no adjustments are done for the effects of potential dilutive equity shares where the results would be anti-dilutive.

### **k Revenue recognition**

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

#### **i. Sale of goods**

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon delivery at the customer premises. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax, etc.

#### **ii. Other income**

- a. Dividend income is recognised when the Company's right to receive the payment is established.
- b. 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.

### **l 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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

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**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.

**m 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.

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.

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

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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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.

## n 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.

## o Leases

- a) Effective from 1 April 2019, the Company has applied Ind AS 116, which replaces the existing lease standard, Ind AS 17-Leases and other interpretations. The Company has applied Ind AS 116 using the modified retrospective approach and has accordingly not restated the comparative information. The Company at the inception of a contract, assesses whether the contract, is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Ind AS 116 introduces a single balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The Company has elected not to recognise right-of-use of assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term. Lessor accounting remains similar to the accounting under the previous standard i.e. lessor continues to classify leases as finance or operating lease. This policy is applied to contracts entered into, or changed, on or after 1 April 2019. For contracts entered into before 1 April 2019, the determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains,

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

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a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life or the end of the lease term. The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payment of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or the Statement of the Profit and Loss if the right-of-use asset is already reduced to zero. On the Balance Sheet, right-of-use assets have been included in property, plant and equipment and lease liabilities have been included in borrowings & other financial liabilities.

In the comparative period, leases of property, plant and equipment where the Company, as lessee, had substantially all the risks and rewards of ownership was classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, was included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost was charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. In comparative period, leases in which a significant portion of the risks and rewards of ownership was not transferred to the Company as lessee was classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) was charged to profit or loss on a straight-line basis over the period of the lease unless the payment was structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

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

**p 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.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

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### i. Financial assets

#### Classification

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

- Amortised 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.

#### 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 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.

#### 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.

#### Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognised less cumulative amortisation.

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**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 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 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 Company 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 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 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 of a new liability. The difference in the respective carrying amounts is recognised in the 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



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liabilities when the fair value is negative. Any gains and losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

**q Biological assets**

The Company 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'.

**r 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.

**s 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 Company's cash management, hence bank overdrafts are included as a component of cash and cash equivalents.

**t 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.

**u 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.

**1 (F) Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Currency (INR in Lakhs)

Particulars	Gross Block (Cost)				Accumulated Depreciation				Net Block		
	As at 1 April 2019	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2020	As at 1 April 2019	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2020	As at 31 March 2019
Freehold land	1,687.46	-	-	-	1,687.46	-	-	-	-	1,687.46	1,687.46
Leasehold land	0.79	-	0.02	-	0.81	0.27	0.07	-	-	0.47	0.52
Buildings	1,718.60	-	4.05	-	1,722.65	362.73	79.07	2.10	-	1,268.07	1,355.87
Plant and equipment	5,882.15	772.27	24.73	(14.39)	6,674.76	1,818.31	437.42	23.60	(10.33)	4,085.52	4,073.84
Furniture and fixtures	325.92	42.39	0.24	-	368.55	78.37	18.65	0.24	-	271.29	247.55
Roads	298.75	-	-	-	298.75	164.95	26.43	-	-	107.37	133.80
Office equipment	90.14	34.23	-	(0.12)	124.25	43.78	20.49	-	(0.12)	60.10	46.36
Development plantations	3,405.78	163.76	-	-	3,569.54	386.27	82.34	-	-	3,100.93	3,019.51
Moulds & dies	608.91	136.16	-	-	745.07	298.83	125.88	-	-	320.36	310.08
Motor vehicles	262.32	3.22	4.49	(8.84)	261.19	131.78	21.81	4.49	(8.40)	111.51	130.54
Computer hardware	87.71	26.58	-	(1.41)	112.88	63.10	18.93	-	(0.61)	31.46	24.61
<b>Right of use assets</b> (refer note 36)	-	-	-	-	-	-	-	-	-	-	-
Leasehold property	85.03	129.39	-	(4.23)	210.18	-	27.39	-	-	182.79	-
Motor vehicles	125.94	-	-	-	125.94	-	43.15	-	-	82.79	-
<b>TOTAL</b>	<b>14,589.50</b>	<b>1,308.00</b>	<b>33.53</b>	<b>(28.99)</b>	<b>15,902.03</b>	<b>3,348.39</b>	<b>901.62</b>	<b>30.43</b>	<b>(19.46)</b>	<b>11,310.12</b>	<b>11,030.14</b>

\* This represents charge on account of impairment as per provisions of Ind-AS 36 "Impairment of Assets". The charge is shown as "Other expenses" under note 32

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

Particulars	Gross Block (Cost)				Accumulated Depreciation				Net Block		
	As at April 1, 2018	Additions	Effect of foreign exchange differences	Disposals	As at March 31, 2019	As at April 1, 2018	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at March 31, 2019	As at March 31, 2018
Freehold land	1,687.46	-	-	-	1,687.46	-	-	-	-	1,687.46	1,687.46
Leasehold land	0.78	-	0.01	-	0.79	0.20	0.07	-	0.27	0.52	0.58
Buildings	1,692.96	23.72	2.13	(0.21)	1,718.60	281.67	80.07	0.99	362.73	1,355.87	1,411.29
Plant and equipment	5,248.41	641.47	13.03	(10.76)	5,892.15	1,381.93	424.93	12.88	(1.43)	4,073.84	3,866.48
Furniture and fixtures	310.38	15.91	0.13	(0.50)	325.92	60.53	17.99	0.12	(0.27)	247.55	249.85
Roads	298.75	-	-	-	298.75	98.91	66.04	-	-	133.80	199.84
Office equipment	69.35	20.80	-	(0.01)	90.14	33.42	10.36	-	-	46.36	35.93
Development plantations	3,288.86	116.92	-	-	3,405.78	306.22	80.05	-	-	3,019.51	2,982.64
Moulds & dies	447.81	161.10	-	-	608.91	192.78	106.05	-	-	310.08	255.03
Motor vehicles	234.72	25.65	2.37	(0.42)	262.32	108.04	21.37	2.37	-	130.54	126.68
Computer hardware	71.32	16.86	-	(0.47)	87.71	38.81	24.41	-	(0.12)	24.61	32.51
<b>TOTAL</b>	<b>13,350.80</b>	<b>1,022.43</b>	<b>17.67</b>	<b>(12.37)</b>	<b>14,378.53</b>	<b>2,502.51</b>	<b>831.34</b>	<b>16.36</b>	<b>(1.82)</b>	<b>11,030.14</b>	<b>10,848.29</b>

**Notes:**

- (a) Building includes INR 4.00 (March 31, 2019: INR 4.00) in respect of which documents evidencing title are held in the name of the Company's nominee, which includes cost of 160 shares of Rs 50 each fully paid-up of the New Cosmopolitan Housing Society Limited.
- (b) Vehicles as at March 31, 2020, includes vehicles with a carrying amount of INR 26.52 (March 31, 2019: INR 31.42) on which the lender has a lien.
- (c) Refer note 18 and note 21 - Borrowings for assets pledged as security.
- (d) Immovable properties (land and building) having gross block of INR 1,935.48 and net block of INR 1,716.69 is yet to be transferred in the name of the Company.
- (e) Development plantations represent 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 accounting period.

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Currency (INR in Lakhs)

## 2. (b) Capital work-in-progress

Particulars	As at 1 April 2019	Additions	Capitalised	As at 31 March 2020
Capital work-in-progress	636.75	690.38	(229.51)	1,097.62

Particulars	As at 1 April 2018	Additions	Capitalised	As at 31 March 2019
Capital work-in-progress	438.02	801.81	(603.08)	636.75

## 2. (c) Investment property

Particulars	Gross Block (Cost)			Accumulated Depreciation		Net Block		
	As at 1 April 2019	Additions	Disposals	As at 31 March 2020	Charge for the year	Eliminated on disposal of assets	As at 31 March 2020	As at 31 March 2019
Buildings	15.83	-	-	15.83	2.28	0.58	2.86	12.97
<b>Total</b>	15.83	-	-	15.83	2.28	0.58	2.86	12.97

Particulars	Gross Block (Cost)			Accumulated Depreciation		Net Block		
	As at 1 April 2018	Additions	Disposals	As at 31 March 2019	Charge for the year	Eliminated on disposal of assets	As at 31 March 2019	As at 31 March 2018
Buildings	15.83	-	-	15.83	1.71	0.57	2.28	13.55
<b>Total</b>	15.83	-	-	15.83	1.71	0.57	2.28	13.55

Information regarding income and expenditure of investment properties

Rental income derived from investment properties	As at 31 March 2020	As at 31 March 2019
	-	7.00
Less: depreciation relating to investment properties	0.58	0.57
	(0.58)	6.43

## Notes

- i) Investment property comprises of office buildings. Fair value of investment property is INR 409.78 as on March 31, 2020. (March 31, 2019: INR 529.11)
- 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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

Particulars	Gross Block (Cost)			Accumulated Amortisation			Net Block		
	As at 1 April 2019	Additions	Disposals	As at 31 March 2020	As at 1 APRIL 2019	Charge for the year	Eliminated on disposal of assets	As at 31 March 2020	As at 31 March 2019
Computer Softwares	62.68	0.61	-	63.29	16.01	11.46	-	27.47	46.67
<b>Total</b>	<b>62.68</b>	<b>0.61</b>	<b>-</b>	<b>63.29</b>	<b>16.01</b>	<b>11.46</b>	<b>-</b>	<b>27.47</b>	<b>46.67</b>

Particulars	Gross Block (Cost)			Accumulated Amortisation			Net Block		
	As at 1 April 2018	Additions	Disposals	As at 31 March 2019	As at 1 April 2018	Charge for the year	Eliminated on disposal of assets	As at 31 March 2019	As at 31 March 2018
Computer Softwares	57.67	5.01	-	62.68	14.13	1.88	-	16.01	43.54
<b>Total</b>	<b>57.67</b>	<b>5.01</b>	<b>-</b>	<b>62.68</b>	<b>14.13</b>	<b>1.88</b>	<b>-</b>	<b>16.01</b>	<b>43.54</b>

**2. (e) Intangible asset under development**

Particulars	As at 1 April 2019	Additions	Disposals	As at 31 March 2020
Intangible asset under development	44.70	-	-	44.70

Particulars	As at 1 April 2018	Additions	Disposals	As at 31 March 2019
Intangible asset under development	19.17	25.53	-	44.70

Intangible asset under development includes implementation of ERP software to be installed by the Company.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	<b>As at 31 March 2020</b>	<i>As at 31 March 2019</i>
<b>3. Investment in subsidiaries and associates</b>		
<b>Investments in subsidiary companies (at cost) - unquoted</b>		
76,050 (March 31, 2019: 76,050) ordinary shares of Afco Industrial & Chemicals Limited of ₹ 100 each	<b>60.02</b>	<i>60.02</i>
20,000 (March 31, 2019: 20,000) ordinary shares of DPI Products & Services Limited of ₹100 each	<b>73.62</b>	<i>73.62</i>
47,113,500 (March 31, 2019: 47,113,500) ordinary shares of Leila Lands Sdn. Bhd. of RM. 1 each	<b>6,481.71</b>	<i>6,480.24</i>
9,865,982 (March 31, 2019: 5,982) equity shares of Sea Wind Investment and Trading Company Limited of ₹ 100 each	<b>9,865.98</b>	<i>5.98</i>
<b>Investments in associate companies (at cost) - unquoted</b>		
4,999 (March 31, 2019: 4,999) equity shares of Lima Investment & Trading Company Private Limited of ₹ 100 each	<b>5.00</b>	<i>5.00</i>
244,991 (March 31, 2019: 244,991) equity shares of Lotus Viniyog Private Limited of ₹10 each	<b>24.50</b>	<i>24.50</i>
4,999 (March 31, 2019: 4,999) equity shares of Cincinnati Investment & Trading Company Private Limited of ₹100 each	<b>5.00</b>	<i>5.00</i>
4,999 (March 31, 2019: 4,999) equity shares of Roshnara Investment & Trading Company Private Limited of ₹100 each	<b>5.00</b>	<i>5.00</i>
1 (March 31, 2019: 1) equity share of The Bombay Burmah Trading Employees' Welfare Co. Limited, of ₹100 (face value ₹ 100) *	-	-
1 (March 31, 2019: 1) equity share of National Peroxide Employees' Welfare Company Limited of ₹100 (face value ₹ 100) *	-	-
<b>Investments in associate companies (at cost) - quoted</b>		
29,639,375 (March 31, 2019: 29,639,375) equity shares of The Bombay Dyeing and Manufacturing Company Limited, (BDMC) (face value ₹ 2)	<b>20,454.62</b>	<i>20,454.62</i>
	<b>36,975.45</b>	<i>27,113.98</i>
Aggregate book value of quoted investments	<b>20,454.62</b>	<i>20,454.62</i>
Aggregate market value of quoted investments	<b>13,574.83</b>	<i>40,027.98</i>
Aggregate value of unquoted investments	<b>16,520.83</b>	<i>6,659.36</i>
Aggregate amount of impairment in value of investments	-	-

\* includes amount less than INR 1,000

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	As at 31 March 2020	As at 31 March 2019
<b>4 Non-current investments</b>		
<b>Investments in unquoted equity instruments at FVTOCI</b>		
48,000 (March 31, 2019: 48,000) equity shares of Inor Medical Products Limited of ₹ 10 each	71.88	117.01
11,580 (March 31, 2019: 11,580) equity shares of B.R.T. Limited of ₹ 100 each	180.60	174.20
4,704 (March 31, 2019: 4,704) equity shares of Citurgia Biochemicals Limited, of ₹ 10 each (face value ₹10)	0.47	0.47
1,774 (March 31, 2019: 1,774) ordinary shares of Anamallais Ropeway Company Limited of ₹100 each (face value ₹ 100)	1.77	1.77
<b>Investments in quoted equity instruments at- FVTOCI</b>		
500 (March 31, 2019: 500) equity shares of Canara Bank ₹10 each	0.45	1.46
1,100 (March 31, 2019: 1,000) equity shares of State Bank of India (previously State Bank of Travancore) ₹ 10 each	2.17	3.53
16 (March 31, 2019: 16) equity shares of The Associated Cement Company Limited, of ₹ 10 each (face value ₹ 10)	0.15	0.27
<b>Investments in co-operative societies - at cost</b>		
1 (March 31, 2019: 1) share of The Coorg Orange Growers' Co-operative Society Limited of ₹ 100 (face value ₹ 100) *	-	-
5 (March 31, 2019: 5) ordinary shares of The Nilgiris Co-operative Central Stores Limited of ₹ 50 each (face value ₹ 250) *	-	-
10 (March 31, 2019: 10) shares of Reena Park Co-operative Housing Society Limited of ₹ 50 each (face value ₹ 50)	0.01	0.01
250 (March 31, 2019: 250) shares of The Valparai Co-operative Wholesale Stores Limited of ₹ 10 each (face value ₹ 10)	0.03	0.03
50 (March 31, 2019: 50) "Member" shares of The Tanganyika Farmers' Co-operative Association Limited of ₹ 1000 each (face value ₹1000)	0.02	0.01
<b>Investments in government securities - at amortised cost</b>		
10 (March 31, 2019: 10) units of National Savings Certificates VIII of ₹ 10,000 each	1.01	1.01
	<b>258.56</b>	<b>299.77</b>
Aggregate book value of quoted investments	2.77	5.26
Aggregate market value of quoted investments	2.77	5.26
Aggregate value of unquoted investments	255.79	294.51
Aggregate amount of impairment in value of investments	-	-

\* includes amount less than INR 1,000

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**5 Non-current financial assets - loans receivable**

	<b>As at</b>	<i>As at</i>
	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>Unsecured and considered good unless otherwise stated</b>		
Security deposits	<b>182.61</b>	<i>196.11</i>
Less: allowance for impairment	<b>(0.69)</b>	<i>(40.46)</i>
Loans to key managerial personnel	<b>12.00</b>	<i>12.00</i>
Loans to employees	<b>78.23</b>	<i>65.94</i>
	<b><u>272.15</u></b>	<i><u>233.59</u></i>

**6 Non-current financial asset - other financial assets**

<b>Unsecured and considered good unless otherwise stated</b>		
Bank deposits with maturity beyond 12 months	<b>47.21</b>	<i>255.37</i>
Deposits for margin money with bank	<b>1.64</b>	<i>1.64</i>
Interest accrued on deposits	<b>-</b>	<i>29.88</i>
Other receivables	<b>286.96</b>	<i>343.92</i>
Less: allowance for impairment	<b>(243.62)</b>	<i>(307.39)</i>
	<b><u>92.19</u></b>	<i><u>323.42</u></i>



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**7 Movement in deferred tax balances**

**(a) Movement in deferred tax balances for 2019-20**

Particulars	1 April 2019	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Other	31 March 2020
<b>Deferred tax liability</b>						
Difference between written down value of fixed assets as per the books of account and Income-tax Act, 1961.	362.68	(35.20)	-	-	-	327.48
Dividend	102.82	(102.82)	-	-	-	-
<b>Deferred tax assets</b>						
Indexation benefit on land	(923.82)	-	-	-	-	(923.82)
Allowance for doubtful debts, advances and contingencies	(283.08)	32.60	-	-	-	(250.48)
Provision for employee benefits	(54.20)	(22.80)	-	-	-	(77.00)
Unabsorbed business loss and depreciation (refer note below)	(25.40)	25.40	-	-	-	-
<b>Tax expense/(benefits)</b>	<b>(821.00)</b>	<b>(102.82)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(923.82)</b>
<b>Tax liabilities (assets)</b>	<b>(821.00)</b>	<b>(102.82)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(923.82)</b>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Currency (INR in Lakhs)

## 7 (b) Movement in deferred tax balances for 2018-19

Particulars	1 April 2018	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Other	31 March 2019
<b>Deferred tax liability</b>						
Difference between written down value/capital work-in-progress of fixed assets as per the books of account and Income-tax Act, 1961.	401.64	(38.96)	-	-	-	362.68
Dividend	-	102.82	-	-	-	102.82
<b>Deferred tax assets</b>						
Indexation benefit on land	(923.82)	-	-	-	-	(923.82)
Allowance for doubtful debts, advances and contingencies	(283.08)	-	-	-	-	(283.08)
Provision for employee benefits	(54.20)	-	-	-	-	(54.20)
Unabsorbed business loss and depreciation (refer note below)	(64.36)	38.96	-	-	-	(25.40)
<b>Tax expense/(benefits)</b>	(923.82)	102.82	-	-	-	(821.00)
<b>Tax (assets)</b>	(923.82)	102.82	-	-	-	(821.00)

The Company has elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 for the year ended 31 March 2020 and has accordingly re-measured its Deferred tax assets/(liabilities) basis the rate prescribed in the said section.

Deferred tax benefits are recognized on unabsorbed business 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.

(c) The Company has the following unused tax losses which arose on incurrance of business loss under the Income - tax Act, 1961, for which deferred tax asset has been recognised in the balance sheet only to the extent of the deferred tax liability.

Financial Year	Nature of loss	31 March 2020	Expiry Date	31 March 2019	Expiry Date
2014-15	Unabsorbed depreciation	-	-	309.51	No expiry
2015-16	Business loss Unabsorbed depreciation	339.26	31-Mar-24	339.26	31-Mar-24
		-		683.84	No expiry
2016-17	Business loss Unabsorbed depreciation	661.09	31-Mar-25	661.09	31-Mar-25
		-		615.70	No expiry
2017-18	Business loss Unabsorbed depreciation	1,308.46	31-Mar-26	1,308.46	31-Mar-26
		-		461.13	No expiry
2018-19	Business loss Unabsorbed depreciation	2,201.34	31-Mar-27	2,101.96	31-Mar-27
		-		461.11	No expiry
		<u>4,510.15</u>		<u>6,942.06</u>	

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	As at 31 March 2020	As at 31 March 2019
<b>8 (a) Income tax assets (net)</b>		
Advance income tax (net of provision for tax)	618.62	641.04
	<u>618.62</u>	<u>641.04</u>
<b>8 (b) Other non-current assets</b>		
<b>Unsecured and considered good unless otherwise stated</b>		
Capital advances	311.24	80.98
Prepaid expenses	7.35	9.90
Balances with government authorities	214.42	228.79
Less: allowance for impairment	(19.80)	(19.80)
Excise duty receivable	122.47	122.47
Less: allowance for impairment	(122.47)	(122.47)
	<u>513.21</u>	<u>299.87</u>
<b>9 (a) Inventories</b>		
Raw materials	819.14	526.03
Work-in-progress	473.39	337.73
Finished goods	4,095.09	4,393.08
Stock-in-trade	69.09	146.70
Consumable stores and spares	390.46	406.35
Real Estate under development	2,989.01	2,976.59
	<u>8,836.18</u>	<u>8,786.48</u>

During the year, the cost of inventories recognised as consumption is INR 47.79 (March 31, 2019: INR 23.64) by way of write down of inventory to its net realisable value.

Inventories include goods in transit of INR 47.40 (March 31, 2019: NIL).

Inventories are subject to first charge against bank loans (refer note 21)

**9 (b) Biological assets**

**I Reconciliation of carrying amount**

	31 March 2020		31 March 2019	
	Tea leaves	Coffee fruits	Tea leaves	Coffee fruits
<b>Opening carrying value of biological assets as on 1 April</b>	103.88	-	170.90	-
<b>Add :</b>				
(i) Increase due to harvesting done	2,761.44	514.05	3,327.26	882.69
<b>Less :</b>				
(i) Production during the year changes due to biological transformation	(2,779.54)	(514.05)	(3,394.87)	(882.69)
(ii) Due to increase in production of leaves/fruits on the bushes due to favourable weather conditions	-	-	-	-

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	31 March 2020		31 March 2019	
	Tea leaves	Coffee fruits	Tea leaves	Coffee fruits
(iii) Due to increase in number of plantations	-	-	-	-
(iv) Increase due to seasonal produce	-	-	-	-
(v) Changes due to biological transformation for harvest	-	-	-	-
(vi) Changes due to currency fluctuation	1.10	-	0.59	-
<b>Carrying value of biological assets as on 31 March</b>	<b>86.88</b>	-	<b>103.88</b>	-
<b>The reconciliation of fair value changes is analysed below:</b>				
<b>Opening carrying value of biological assets as on 1 April</b>	<b>103.88</b>	-	<b>170.90</b>	-
Variance due to price/rate movements	(14.02)	-	5.12	-
Variance due to currency fluctuation	1.10	-	0.59	-
Variance due to volume fluctuations:				
> Due to increase/(decrease) in production of leaves/fruits on the bushes due to favourable/unfavourable weather conditions	(4.08)	-	(72.73)	-
<b>Carrying value of biological assets as on 31 March</b>	<b>86.88</b>	-	<b>103.88</b>	-
<b>Current portion</b>	<b>86.88</b>	-	<b>103.88</b>	-
<b>Non-current portion</b>	-	-	-	-

**II 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

	31 March 2020	31 March 2019
Gain/(loss) included in "other income"/ "(other expense)"	(18.10)	(67.61)
Change in fair value (realised)	-	-
Change in fair value (unrealised)	(18.10)	(67.61)

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**iii) Valuation techniques and significant unobservable inputs**

<b>Type</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Inter-relationship between significant unobservable inputs and fair value measurement</b>
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 2020 Rs 18.14 per kg (31 March 2019: Rs 21.67 per kg)	The estimated fair valuation would increase/(decrease) if <ul style="list-style-type: none"> <li>- The production quantity for 11 days immediately after the reporting date changes</li> <li>- the trading prices of the tea leaves undergo a change</li> </ul>
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 <ul style="list-style-type: none"> <li>- The budgeted production and estimated quantity to be plucked changes</li> <li>- the prices determined by the Coffee Board of India changes</li> </ul>

**III 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.

**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 FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	<b>As at 31 March 2020</b>	<i>As at 31 March 2019</i>
<b>10 Current investments</b>		
<b>Investments in equity - quoted</b>		
1,911,338 (March 31, 2019: 1,911,338) equity shares of The Bombay Dyeing and Manufacturing Company Limited, (BDMC) of (face value ₹2) (refer note 49)	<b>1,313.88</b>	1,313.88
	<u><b>1,313.88</b></u>	<u>1,313.88</u>
<b>11 Trade receivables</b>		
Unsecured		
- Considered good	<b>3,613.42</b>	4,799.42
- Credit impaired	<b>720.47</b>	546.74
Less: allowance for impairment	<b>(720.47)</b>	(546.74)
	<u><b>3,613.42</b></u>	<u>4,799.42</u>
The Company's exposure to credit risk and currency risk related to trade receivables is disclosed in note 38.		
Trade receivables are subject to first charge against bank loans (refer note 21).		
<b>12(a) Cash and cash equivalents</b>		
Cash in hand	<b>12.63</b>	7.21
<b>Balance with banks:</b>		
In current accounts	<b>740.26</b>	361.87
In EEFC accounts	<b>135.26</b>	140.88
In foreign bank accounts held by foreign branches	<b>441.61</b>	400.57
In Fixed Deposits	<b>210.48</b>	-
	<u><b>1,540.24</b></u>	<u>910.53</u>
<b>12(b) Other bank balances</b>		
Unpaid dividend accounts	<b>112.25</b>	117.31
	<u><b>112.25</b></u>	<u>117.31</u>
<b>13 Current financial assets - loans receivable</b>		
<b>Unsecured and considered good unless otherwise stated</b>		
Security deposits	<b>0.30</b>	0.29
Loans to group companies and associates	<b>106.33</b>	135.33
Loans to key managerial personnel	-	5.42
Loans to employees	<b>4.27</b>	14.57
Intercorporate deposit *	<b>8,150.00</b>	10,790.00
	<u><b>8,260.90</b></u>	<u>10,945.61</u>

\*Includes deposits given to related parties, other than subsidiaries, amounting to INR 8,150.00 (March 31, 2019: INR 10,790.00)

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	As at 31 March 2020	As at 31 March 2019
<b>14 Current financial asset - other financial asset</b>		
<b>Unsecured and considered good unless otherwise stated</b>		
Interest accrued on deposits	58.17	1.86
Balances with government authorities	466.52	511.22
Receivables from other than related party	1,580.72	1,622.58
Receivables from related party, key managerial personnel	161.12	1,422.40
	<u>2,266.53</u>	<u>3,558.06</u>
<b>15 Other current assets</b>		
<b>Unsecured and considered good unless otherwise stated</b>		
Advances to suppliers/employees	165.16	140.80
Prepaid expenses	213.70	165.18
Balances with government authorities	588.78	231.56
BBTCL employee benefit fund	-	3.90
	<u>967.64</u>	<u>541.44</u>

Other current assets are subject to first charge against bank loans (refer note 21)

**16 Share capital**

**(a) Authorised share capital**

	As at 31 March 2020	As at 31 March 2019
75,000,000 equity shares of ₹ 2/- each (previous year 75,000,000 of ₹ 2/- each)	1,500.00	1,500.00
<b>TOTAL</b>	<u>1,500.00</u>	<u>1,500.00</u>

**(b) Issued, subscribed and paid-up**

69,771,900 equity shares of ₹ 2/- each (previous year 69,771,900 of ₹ 2/- each)	1,395.44	1,395.44
Forfeited shares amount paid-up	0.83	0.83
<b>TOTAL</b>	<u>1,396.27</u>	<u>1,396.27</u>

**(c) Reconciliation of the shares outstanding at the beginning and at the end of reporting year.**

**Equity shares**

Outstanding at the beginning of the year	69,771,900	69,771,900
Shares issued during the year	-	-
<b>Outstanding at the end of the year</b>	<u>69,771,900</u>	<u>69,771,900</u>

**(d) Terms / rights attached to each classes of 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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**(e) Shareholders holding more than 5% shares in the Company is set out below:**

Equity shareholders	As at 31 March 2020		As at 31 March 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Nowrosjee Wadia & Sons Limited**	25,074,546	35.94%	21,352,927	30.60%
The Bombay Dyeing and Manufacturing Company Limited	4,656,942	6.67%	7,538,600	10.80%
Mr. Nusli Neville Wadia	6,980,356	10.00%	6,846,505	9.81%
Wallace Brothers Trading & Industrial Limited	5,660,700	8.11%	5,660,700	8.11%
Sunflower Investments & Textiles Private Limited**	2,000,298	2.87%	2,000,298	2.87%
Naperol Investments Limited	4,278,533	6.13%	4,208,400	6.03%

\*\* Sunflower Investments & Textiles Private Limited were amalgamated with Nowrosjee Wadia & Sons Limited pursuant to the scheme of arrangement during the financial year 2017-18. Share transfer in the name of the amalgamated Company is pending on the balance sheet date in case of Sunflower Investments & Textiles Private Limited.

	As at 31 March 2020	As at 31 March 2019
<b>17 Other equity</b>		
Capital reserve	89.47	89.47
Securities premium	3,637.20	3,637.20
General reserve	3,348.19	3,348.19
Retained earnings	4,038.31	6,340.95
Foreign currency translation reserve	42.91	22.69
Other Comprehensive Income	10,826.49	10,867.60
	<u>21,982.57</u>	<u>24,306.10</u>

**Capital reserve**

The reserve comprises of profits/losses of capital nature earned by the Company and credited directly to such reserve.

At the commencement of the year	89.47	89.47
Movements during the year	-	-
Closing balance	<u>89.47</u>	<u>89.47</u>

**Securities premium reserve**

Securities premium represents the premium charged to the shareholders at the time of issuance of shares. The securities premium can be utilised based on the relevant requirements of the Companies Act, 2013

At the commencement of the year	3,637.20	3,637.20
Movements during the year	-	-
Closing balance	<u>3,637.20</u>	<u>3,637.20</u>



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**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 relevant provisions of the Companies Act, 2013

	<b>As at 31 March 2020</b>	<i>As at 31 March 2019</i>
At the commencement of the year	<b>3,348.19</b>	<i>3,348.19</i>
Movements during the year	-	-
Closing balance	<b><u>3,348.19</u></b>	<i><u>3,348.19</u></i>

**Foreign currency translation reserve**

The reserve represents exchange differences arising on account of conversion of foreign operations to the Company's functional currency.

At the commencement of the year	<b>22.69</b>	<i>16.63</i>
<u>Movements during the year</u>		
Effect of foreign exchange rate variations during the year	<b>20.22</b>	<i>6.06</i>
Closing balance	<b><u>42.91</u></b>	<i><u>22.69</u></i>

**Equity instrument through Other Comprehensive Income**

At the beginning of the year	<b>10,867.60</b>	<i>10,853.70</i>
<u>Movements during the year</u>		
Changes in fair value of investment in equity shares	<b>(41.11)</b>	<i>13.90</i>
Closing balance	<b><u>10,826.49</u></b>	<i><u>10,867.60</u></i>

**18 Non-current financial liabilities - borrowings**

**Secured borrowings**

Term loans from banks (refer note 18.a - 18.b)	-	<i>555.30</i>
Loan against vehicle (refer note 18.c)	<b>6.93</b>	<i>13.89</i>
Non-Convertible Debentures (refer note 18.d)	-	<i>14,958.11</i>
	<b><u>6.93</u></b>	<i><u>15,527.30</u></i>

18. a) Rupee loan from Kotak Mahindra Bank Limited of INR 5,000.00, (current outstanding - INR 4.17) which is repayable in quarterly instalments of INR 150.00 each. The loan is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 23). 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 10% to 11%.
18. b) Rupee loan from The Federal Bank Limited of INR 2,500.00, (current outstanding - INR 555.31) is repayable by quarterly instalments of INR 138.89 each. The loan is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 23). 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 9.5% to 10.25%.
18. c) Loan against vehicles are secured by lien on vehicle purchased. The rate of interest on the loan is ranging from 8% to 10% and is repayable in 60 equal instalments. Outstanding amount in respect of loan against vehicles is INR 13.72, out of which INR 6.79 is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 23)

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

18. d) Non-convertible debentures (NCD's) aggregating to INR 15,000.00 (current outstanding – INR 15,000.00) were issued to mutual fund house and listed on Wholesale Debt Market segment of BSE Limited. NCD's are repayable on 30<sup>th</sup> April, 2020 and is classified under "Other Current Financial Liabilities" (Refer Note 23). NCD's are secured by extension of pari passu charge of an Equitable Mortgage by deposit of title deeds of Elkhill estates together with buildings and structures thereon in favour of the debenture trustee (IDBI Trusteeship Services Limited). The coupon rate of NCD is 8.44% p.a. payable quarterly.
- 18.e) Rate of interest for lease obligations range from 8% to 10% per annum. Number of repayment installments for lease obligations range from 1 to 12. Period of maturity for the lease obligations range from 1 year to 30 years and secured by the relevant vehicles acquired under the lease. Outstanding amount in respect of lease liabilities is INR 259.11 , out of which INR 60.84 is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 23 and 36).

The Company's exposure to liquidity risk and interest risk related to borrowings is disclosed in note 38.

	<b>As at 31 March 2020</b>	<i>As at 31 March 2019</i>
<b>19 Non-current financial liabilities - other financial liabilities</b>		
Security deposits received	<b>24.98</b>	<i>24.80</i>
Others	<b>18.55</b>	<i>15.16</i>
	<b>43.53</b>	<i>39.96</i>
<b>20 Non-current provisions</b>		
Compensated absences	<b>130.61</b>	<i>146.09</i>
	<b>130.61</b>	<i>146.09</i>
<b>21 Current financial liabilities - borrowings</b>		
<b>Secured-Loans repayable on demand</b>		
Cash credit / working capital demand loan (WC DL), short term loans and packing credit (refer note 21.a to 21.d)	<b>12,683.08</b>	<i>7,782.06</i>
<b>Unsecured-Loans repayable on demand</b>		
Loans repayable on demand from banks (refer note 21.e)	<b>4,500.00</b>	<i>4,500.00</i>
Loans repayable on demand from other parties (refer note 21.f)	<b>2,200.00</b>	<i>-</i>
Commercial paper (refer note 21.g)	<b>14,899.52</b>	<i>12,401.39</i>
	<b>34,282.60</b>	<i>24,683.45</i>

- 21.a) Cash credit / WC DL from Axis Bank Limited INR 1,997.27 (previous year INR 1,462.26) is secured by hypothecation of present and future stocks, trade receivables (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 9% to 11%.
- 21.b) Cash credit from HDFC Bank Limited INR 1,074.65 (previous year 1,565.32) 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.c) Packing Credit/ Cash Credit / WC DL / short term loan from The Hongkong and Shanghai Banking Corporation Limited of INR 8,000.00 (previous year INR 3,007.61) 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 8.5% to 9.5%.
- 21.d) Packing credit/ WC DL/ short term loan from Federal Bank Limited of INR 1,611.16 (previous year INR 1,746.87) 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 + 1 - 3 % and other loan is 9% -11%.
- 21.e) Outstanding unsecured loan of INR 4,500.00 (previous year INR 4,500.00) is payable to BNP Paribas. The tenure of loan is short term and it is repayable on demand. The rate of interest on the loan is ranging from 8.25% to 9.5%.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

21.f) Outstanding unsecured loan of INR 2,200.00 (previous year Nil) is short term loan and it is repayable on demand. The rate of interest on the loan is ranging from 12% to 13.5%.

21.g) The Company has issued commercial paper of INR 15,000.00 (previous year INR 12,500.00) which carries coupon 8% to 11% 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 38.

	<b>As at 31 March 2020</b>	<i>As at 31 March 2019</i>
<b>22 Current financial liabilities - trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises (refer note 41)	<b>246.22</b>	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	<b>2,158.95</b>	<i>1,800.55</i>
	<b>2,405.17</b>	<i>1,800.55</i>

All trade payables are current. The Company's exposure to liquidity risk and currency risk related to trade payables is disclosed in note 38.

	<b>As at 31 March 2020</b>	<i>As at 31 March 2019</i>
<b>23 Current financial liabilities - other financial liabilities</b>		
Current maturities of long term debt (refer note 18.a to 18.d)	<b>15,551.97</b>	<i>1,160.74</i>
Current maturities of lease obligations (refer note 18.e)	<b>60.84</b>	-
Creditors for capital goods	-	<i>75.70</i>
Interest accrued not due	<b>322.89</b>	<i>324.88</i>
Unpaid dividends #	<b>112.25</b>	<i>117.31</i>
Security deposits received		
- Related parties	<b>300.00</b>	<i>300.00</i>
- Other than related parties	<b>30.36</b>	<i>27.76</i>
Expenses payable to		
- Related parties	<b>96.76</b>	<i>54.39</i>
- Other than related parties	<b>120.61</b>	<i>121.99</i>
Accrual for expenses	<b>627.52</b>	<i>775.95</i>
Employee benefits	<b>655.77</b>	<i>765.15</i>
	<b>17,878.97</b>	<i>3,723.87</i>

# There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

The Company's exposure to liquidity risk and currency risk is disclosed in note 38.

<b>24 Other current liabilities</b>		
Advance from customers	<b>90.58</b>	<i>15.62</i>
Statutory dues payable (includes provident fund, withholding taxes, etc.)	<b>151.29</b>	<i>204.59</i>
	<b>241.87</b>	<i>220.21</i>

<b>25 Current provision</b>		
<b>Provision for employee benefits:</b>		
Gratuity (refer note 37)	<b>520.84</b>	<i>704.06</i>
Compensated absences (refer note 37)	<b>65.52</b>	<i>33.23</i>
	<b>586.36</b>	<i>737.29</i>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	<b>For the year ended 31 March 2020</b>	<i>For the year ended 31 March 2019</i>
<b>26 Revenue from operations</b>		
<b>A. Sale of products and services</b>		
Sale of products (refer note 50)	<b>21,061.97</b>	23,840.89
Less : discounts and deductions	<b>(47.73)</b>	(43.14)
Sale of services	-	0.04
	<b>21,014.24</b>	23,797.79
<b>B. Other operating income</b>		
Sale of scrap	<b>93.41</b>	130.10
Duty drawback and other export incentives/subsidy	<b>282.68</b>	268.00
	<b>376.09</b>	398.10
	<b>21,390.33</b>	24,195.89
<b>27 Other income</b>		
Interest income from financial assets at amortised cost		
- With banks	<b>44.00</b>	28.22
- With others	<b>871.06</b>	1,280.55
Rent received	<b>28.64</b>	38.50
Net gain on foreign currency transactions	-	8.12
Net gain on disposal of property, plant and equipment etc.	-	136.87
Dividend income	<b>5,568.81</b>	1,724.69
Liabilities/provisions no longer required written back	<b>150.77</b>	37.10
Guarantee commission	<b>52.62</b>	95.12
Fair trade premium received	<b>57.37</b>	85.48
Miscellaneous income	<b>117.50</b>	47.55
	<b>6,890.77</b>	3,482.20
<b>28 Cost of materials consumed</b>		
Opening stock	<b>526.03</b>	483.82
Add : Purchases during the year	<b>9,016.64</b>	10,010.41
Less: Closing stock	<b>(819.14)</b>	(526.03)
	<b>8,723.53</b>	9,968.20

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	For the year ended 31 March 2020	<i>For the year ended 31 March 2019</i>
<b>29 Changes in inventories of finished goods, work-in-progress and stock -in-trade</b>		
<b>Opening stock:</b>		
Finished goods (including stock-in-trade)	4,539.78	2,219.33
Work-in-progress	337.73	388.21
<b>Less:</b>		
<b>Closing stock:</b>		
Finished goods (including stock-in-trade)	4,164.18	4,539.78
Work-in-progress	473.39	337.73
<b>Changes in inventories:</b>		
Finished goods (including stock-in-trade)	375.60	(2,320.45)
Work-in-progress	(135.66)	50.48
	<u>239.94</u>	<u>(2,269.97)</u>
<b>30 Employee benefits expenses</b>		
Salaries and wages	7,599.58	7,921.11
Contributions to provident and other funds	623.76	634.46
Staff welfare expenses	339.08	202.68
Expenses related to post employment defined benefit plan (refer note 37)	243.89	177.17
Expenses related to compensated absences (refer note 37)	16.81	120.36
	<u>8,823.12</u>	<u>9,055.78</u>
<b>31 Finance costs</b>		
Interest and finance charges	3,775.01	3,364.65
Finance cost on lease obligation	25.96	-
	<u>3,800.97</u>	<u>3,364.65</u>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	<b>For the year ended 31 March 2020</b>	<i>For the year ended 31 March 2019</i>
<b>32 Other expenses</b>		
Consumption of stores and spare parts	<b>751.85</b>	<i>981.93</i>
Power and fuel	<b>923.41</b>	<i>1,156.94</i>
Rent (refer note 36)	<b>64.53</b>	<i>84.97</i>
Repair and maintenance		
Buildings	<b>166.16</b>	<i>185.99</i>
Plant & machinery	<b>224.15</b>	<i>241.08</i>
Others	<b>121.52</b>	<i>138.39</i>
Insurance	<b>154.04</b>	<i>107.13</i>
Rates and taxes	<b>207.02</b>	<i>102.37</i>
Communication	<b>61.53</b>	<i>63.67</i>
Bank charges	<b>22.66</b>	<i>13.40</i>
Travelling and conveyance	<b>272.03</b>	<i>309.99</i>
Printing and stationery	<b>47.10</b>	<i>52.18</i>
Freight and forwarding	<b>590.34</b>	<i>629.33</i>
Advertisement and sales / business promotion / selling expenses	<b>169.21</b>	<i>361.41</i>
Legal and professional	<b>594.92</b>	<i>670.72</i>
Security charges	<b>34.06</b>	<i>35.31</i>
Brand equity and shared expenses	<b>83.00</b>	<i>76.20</i>
Payment to auditors (refer note 44)	<b>46.54</b>	<i>48.56</i>
Trade and other receivables, loans and advances written off	<b>5.45</b>	<i>2.40</i>
Director's sitting fees	<b>50.60</b>	<i>19.10</i>
Allowance for impairment for trade and other receivables, loans and advances (net)	<b>226.94</b>	<i>100.82</i>
Processing charges/ sub-contracting	<b>1,237.73</b>	<i>1,393.17</i>
Corporate social responsibility (CSR) expenditure [refer note 43]	<b>12.53</b>	<i>13.97</i>
Loss on impairment of property, plant and equipment	<b>330.92</b>	<i>-</i>
Fair trade premium paid	<b>57.37</b>	<i>85.48</i>
Loss on disposal of property, plant and equipment	<b>3.46</b>	<i>-</i>
Loss in the fair valuation of biological assets	<b>18.10</b>	<i>67.61</i>
Foreign exchange fluctuation (net)	<b>75.21</b>	<i>-</i>
Miscellaneous expenses	<b>682.51</b>	<i>672.31</i>
	<b>7,234.89</b>	<i>7,614.43</i>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>33 Earnings per share (EPS)</b>		
Earnings per share has been computed as under		
Loss for the year	<b>(1,702.75)</b>	<i>(1,969.64)</i>
Weighted average number of equity shares outstanding	<b>69,771,900</b>	<i>69,771,900</i>
Basic earnings per share	<b>(2.44)</b>	<i>(2.82)</i>
Diluted earnings per share	<b>(2.44)</b>	<i>(2.82)</i>
<b>34 Tax expense</b>		
<b>(a) Amounts recognised in profit and loss</b>		
<b>Current tax</b>		
Current year	-	-
Adjustment for current tax of prior period	<b>32.75</b>	-
	<b>32.75</b>	-
<b>Current tax expense</b>	-	-
<b>Deferred income tax liability / (asset), net</b>		
Origination of temporary differences	<b>(102.82)</b>	<i>102.82</i>
<b>Deferred tax expense</b>	<b>(102.82)</b>	<i>102.82</i>
<b>Tax expense for the year</b>	<b>(70.07)</b>	<i>102.82</i>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	31 March 2020	31 March 2019
<b>34 Tax expense (continued)</b>		
<b>(b) Reconciliation of effective tax rate</b>		
<b>Profit before tax</b>	<b>(1,772.82)</b>	<i>(1,866.82)</i>
Foreign dividend income	-	<i>1,409.18</i>
	<u><b>(1,772.82)</b></u>	<u><i>(3,276.00)</i></u>
<b>Tax using the Company's domestic tax rate (current year 25.17% and previous year 31.2%)</b>	<b>(446.22)</b>	<i>(1,022.11)</i>
<b>Tax effect of:</b>		
Permanent differences	<b>28.15</b>	<i>34.89</i>
Temporary differences on which no deferred tax asset is recognised	<b>225.97</b>	<i>12.30</i>
Dividend income exempt from income-tax	<b>(119.12)</b>	<i>(98.44)</i>
Portion of income/loss chargeable to tax under Tamil Nadu and Karnataka state laws (laws abolished in the respective states)	<b>567.22</b>	<i>273.68</i>
Current period's losses for which no deferred tax asset is recognised	-	<i>799.68</i>
Adjustments pertaining to previous years - absorption of brought forward loss/depreciation (net of income)	<b>(256.00)</b>	-
Tax pertaining to previous period	<b>32.75</b>	-
Deferred tax liability / (assets) on dividend	<b>(102.82)</b>	<i>102.82</i>
	<u><b>(70.07)</b></u>	<u><i>102.82</i></u>

**35 Managerial remuneration**

The amended provisions to notification no. S.O. 4823(E) dated 12 September, 2018 require companies to obtain the approval of the Members by way of special resolution in case payment of managerial remuneration is in excess of the limits specified in Schedule V of the Companies Act, 2013.

The Corporation has during the year 2019-20 paid remuneration of INR 266.50 (excluding retiral of INR 56.78) to the Managing Director, Mr. Ness Wadia which is within the limits approved by the Members of the Corporation, by way of a special resolution at the Annual General Meeting held on 12<sup>th</sup> August, 2019.

**36 Leases**

- (a) The Company has adopted Ind AS 116 on "Leases" with effect from 1 April, 2019 by applying it to all contracts of leases existing on 1 April, 2019 by using modified retrospective approach and accordingly, comparative information for the year ended 31 March, 2019 has not been restated.
- (b) The Company has recognised and measured the Right-of-Use (ROU) asset and the lease liability over the remaining lease period and payments discounted using the incremental borrowing rate as at the date of initial application. This has resulted in recognising ROU asset of INR 210.97 and a corresponding lease liability of INR 210.97 as at 1 April, 2019. For financial year ended 31 March, 2020, the nature of expenses in respect of operating leases has changed from lease rent in previous periods to depreciation for the ROU asset of INR 70.54 and finance costs for interest accrued on lease liability of INR 25.96.
- (c) The effect of adoption of Ind AS 116 on financial statements and earnings per share for the year ended 31 March, 2020 are not material. Segment results have been arrived after considering interest expense on lease liabilities.



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**(d) Company as a Lessee - Lease Liabilities**

(i) Maturity Analysis of the discounted cash flow of the lease liabilities

	<b>Minimum lease payments</b>	<b>31 March 2020 Present value of minimum lease payments</b>
Not later than 1 year	<b>84.43</b>	<b>60.84</b>
Later than 1 year and not later than 5 years	<b>129.53</b>	<b>87.96</b>
Later than 5 years	<b>293.45</b>	<b>110.31</b>
<b>Total</b>	<b>507.41</b>	<b>259.11</b>

(ii) Lease liabilities included in the Financial Statement

	<b>31 March 2020</b>
Operating lease commitment at 31 March 2019	-
Discounted using the incremental borrowing rate 1 April 2019	-
Lease liabilities recognised as at 1 April 2019	<b>210.97</b>
Extension and termination options reasonably certain to be exercised as at 1 April 2019	-
<b>Total Lease Liabilities recognised at 1 April 2019</b>	<b>210.97</b>

	<b>31 March 2020</b>
Current	<b>60.84</b>
Non-current	<b>198.27</b>
<b>Total</b>	<b>259.11</b>

(iii) Lease payments amounting to INR 64.53 not recognised as a liability being short term or low values in nature.

**(e) Company as a Lessor**

Lease rental receipts recognised in the statement of profit and loss is INR 0.90 (31 March 2019: INR 7.16). The Company has regained control of part of subleased property during the previous year.

**37 Employee benefits (Ind AS 19)**

**(a) Defined contribution plans**

Amounts 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:

	<b>31 March 2020</b>	<i>31 March 2019</i>
Employer's contribution to provident fund *	<b>556.88</b>	<i>562.96</i>
Employer's contribution to superannuation fund	<b>66.88</b>	<i>71.50</i>
<b>Total</b>	<b>623.76</b>	<i>634.46</i>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

\* 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 and fund maintained with LIC of India (Insurance company) for Dental Products of India - division which are funded defined benefit plans for qualifying employees.

- (i) In respect of covenanted staff covered under The Bombay Burmah Trading Corporation, Limited Covenanted Staff Gratuity Fund: The gratuity scheme 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 case of resignation where the service is 5 years or more, 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.
- (ii) In respect of non-covenanted staff covered under The Bombay Burmah Trading Corporation, Limited Employees Gratuity Fund and employees of the Dental Products of India - division for whom the Company has taken a gratuity policy from the LIC of India: The 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.

Vesting under the above scheme 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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

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The most recent actuarial valuation of the plan assets and the present value of defined obligation was carried out as at March 31, 2020 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 or loss / OCI and the funded status and amounts recognised in the balance sheet for gratuity plans:

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>1. Reconciliation of net defined benefit asset / (liability)</b>		
(a) Reconciliation of present value of defined benefit obligation		
Obligations at 1 April	<b>3,316.22</b>	2,905.03
Service cost	<b>175.55</b>	177.13
Interest cost	<b>211.89</b>	199.09
Plan Amendments	<b>27.27</b>	-
Benefits settled	<b>(349.75)</b>	(567.88)
Actuarial loss / (gain) due to demographic assumption changes	<b>4.39</b>	(1.76)
Actuarial loss due to financial assumptions	<b>(27.39)</b>	(22.03)
Actuarial loss / (gain) due to experience adjustments	<b>(52.03)</b>	626.64
<b>Obligations at the year end 31 March</b>	<b>3,306.15</b>	3,316.22
(b) Reconciliation of present value of plan asset		
Plan assets at 1 April at fair value	<b>2,612.16</b>	2,838.06
Expected return on plan assets	<b>170.82</b>	199.05
Return on assets excluding interest income	<b>166.21</b>	9.85
Employer direct benefit payment	-	12.46
Contributions	<b>185.88</b>	120.62
Benefit settled	<b>(349.76)</b>	(567.88)
<b>Plan assets as at 31 March at fair value</b>	<b>2,785.31</b>	2,612.16
(c) Reconciliation of net defined benefit asset/ (liability):		
Present value of obligation as at 31 March	<b>3,306.15</b>	3,316.22
<b>Plan assets at 31 March at fair value</b>	<b>2,785.31</b>	2,612.16
<b>Amount recognised in balance sheet asset / (liability)</b>	<b>(520.84)</b>	(704.06)
<b>2. Expenses recognised in the statement of profit and loss under employee benefits expense:</b>		
Current service cost	<b>175.55</b>	177.13
Past service cost	<b>27.27</b>	-
Interest cost	<b>211.89</b>	199.09
Expected return on plan assets and contribution	<b>(170.82)</b>	(199.05)
<b>Amount charged to the statement of profit and loss</b>	<b>243.89</b>	177.17
<b>3. Remeasurements recognised in Other Comprehensive Income (OCI):</b>		
Actuarial loss / (gain) on defined benefit obligation	<b>(75.03)</b>	602.85
Return on plan assets excluding interest income	<b>(166.21)</b>	(9.85)
<b>Loss / (gain) recognised in statement of Other Comprehensive Income</b>	<b>(241.24)</b>	593.00

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>4. Maturity profile of defined benefit obligation (undiscounted):</b>		
Within the next 12 months	<b>405.52</b>	<i>481.02</i>
Between 1 and 5 years	<b>1,248.45</b>	<i>1,119.52</i>
5 years and above	<b>3,574.85</b>	<i>4,068.43</i>
<b>5. Weighted average duration of defined benefit obligation (years)</b>	<b>12.48</b>	<i>11.48</i>
<b>6 Investment details: (% invested)</b>		
Central Government securities	<b>1.70%</b>	<i>1.52%</i>
Public sector bonds	<b>0.00%</b>	<i>0.00%</i>
Insurer managed funds	<b>96.15%</b>	<i>98.26%</i>
Others (including bank balances)	<b>2.15%</b>	<i>0.22%</i>
	<b>100.00%</b>	<i>100.00%</i>
<b>7 Principal actuarial assumptions:</b>		
Discount factor [refer note (i) below]	<b>6.81%</b>	<i>7.69%</i>
Estimated rate of return on plan assets [refer note (ii) below]	<b>6.81%</b>	<i>7.69%</i>
Attrition rate	<b>3.67%</b>	<i>3.67%</i>
Salary escalation rate (p.a.)	<b>5.00%</b>	<i>5.67%</i>
Retirement age (in years)	<b>58.00</b>	<i>58.00</i>
Mortality tables	<b>Indian Assured Lives Mortality (2012-14)</b>	<i>Indian Assured Lives Mortality (2006-08)</i>
<b>8 The Company expects to make a contribution of INR 205.31 (31 March 2019: INR 275.86) to the defined benefit plans during the next financial year.</b>		

**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.

**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.

	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>A. Discount rate</b>		
Discount rate +100 basis points	<b>3,212.23</b>	<i>3,142.54</i>
Impact on defined benefit obligation	<b>-6.87%</b>	<i>-4.97%</i>
Discount rate -100 basis points	<b>3,406.41</b>	<i>3,502.56</i>
Impact on defined benefit obligation	<b>7.79%</b>	<i>8.46%</i>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

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	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>B. Salary increase rate</b>		
Salary rate +100 basis points	<b>3,403.78</b>	<i>3,506.07</i>
Impact on defined benefit obligation	<b>5.45%</b>	<i>8.42%</i>
Salary rate -100 basis points	<b>3,213.13</b>	<i>3,124.53</i>
Impact on defined benefit obligation	<b>-5.08%</b>	<i>-7.69%</i>
<b>C. Attrition rate</b>		
Attrition rate +100 basis points	<b>3,318.69</b>	<i>3,325.73</i>
Impact on defined benefit obligation	<b>0.64%</b>	<i>0.14%</i>
Attrition rate -100 basis points	<b>3,292.91</b>	<i>3,284.35</i>
Impact on defined benefit obligation	<b>-0.70%</b>	<i>-0.39%</i>
<b>D. Mortality rate</b>		
Mortality rate increases by 10%	<b>3,307.10</b>	<i>3,306.78</i>
Impact on defined benefit obligation	<b>0.02%</b>	<i>-0.39%</i>

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 "The Bombay Burmah Trading Corporation Limited Employees' Provident Fund Trust" 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 March 31, 2020.

The Company contributed INR 80.80 (31 March 2019: INR 84.57) towards Bombay Burmah Employees' Provident Fund Trust during the year ended March 31, 2020.

The details of the Bombay Burmah Trading Corporation Limited Employees' Provident Fund obligation and plan assets position as at March 31 is given below:

Particulars	<b>31 March 2020</b>	<i>31 March 2019</i>
Present value of benefit obligation at period end	<b>1,022.75</b>	<i>1,069.35</i>
Plan assets at period end, at fair value, restricted to	<b>1,022.75</b>	<i>1,069.35</i>
Asset recognized in balance sheet	<b>-</b>	<i>-</i>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

Assumptions used in determining the present value obligation of the interest rate guarantee under the Projected Unit Credit Method (PUCM):

Particulars	31 March 2020	31 March 2019
Discounting rate	6.74%	7.58%
Estimated rate of return on plan assets	8.50%	8.65%
Salary increase	4.00%	5.00%
Attrition rate	3.00%	3.00%
Expected guaranteed interest rate*	8.65%	8.65%

\* Rate announced by EPFO for the FY 2018-19 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 INR 16.81 (31 March 2019: INR 120.36).

**38 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:

**A. Accounting classification and fair values**

31 March 2020	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Cash and cash equivalents	-	-	1,540.24	1,540.24	-	-	-	-
Bank balances other than above	-	-	112.25	112.25	-	-	-	-
Non-current investments	-	258.56	-	258.56	2.77	255.79	-	258.56
Non-current loans receivable	-	-	272.15	272.15	-	272.15	-	272.15
Current loans receivable	-	-	8,260.90	8,260.90	-	-	-	-
Trade and other receivables	-	-	3,613.42	3,613.42	-	-	-	-
Other non-current financial asset	-	-	92.19	92.19	-	92.19	-	92.19
Other current financial asset	-	-	2,266.53	2,266.53	-	-	-	-
	-	<b>258.56</b>	<b>16,157.68</b>	<b>16,416.24</b>	<b>2.77</b>	<b>620.13</b>	-	<b>622.90</b>
<b>Financial liabilities</b>								
Long term borrowings	-	-	6.93	6.93	-	6.93	-	6.93
Lease obligations	-	-	198.27	198.27	-	198.27	-	198.27
Short term borrowings	-	-	34,282.60	34,282.60	-	-	-	-
Trade and other payables	-	-	2,405.17	2,405.17	-	-	-	-
Other non-current financial liabilities	-	-	43.53	43.53	-	43.53	-	43.53
Other current financial liabilities	-	-	17,878.97	17,878.97	-	15,551.97	-	15,551.97
	-	-	<b>54,815.47</b>	<b>54,815.47</b>	-	<b>15,800.70</b>	-	<b>15,800.70</b>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

31 March 2019	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Cash and cash equivalents	-	-	910.53	910.53	-	-	-	-
Bank balances other than above	-	-	117.31	117.31	-	-	-	-
Non-current investments	-	299.77	-	299.77	5.26	294.51	-	299.77
Non-current loans receivable	-	-	233.59	233.59	-	233.59	-	233.59
Current loans receivable	-	-	10,945.61	10,945.61	-	-	-	-
Trade and other receivables	-	-	4,799.42	4,799.42	-	-	-	-
Other non-current financial asset	-	-	323.42	323.42	-	323.42	-	323.42
Other current financial asset	-	-	3,558.06	3,558.06	-	-	-	-
	-	<b>299.77</b>	<b>20,887.94</b>	<b>21,187.71</b>	<b>5.26</b>	<b>851.52</b>	-	<b>856.78</b>
<b>Financial liabilities</b>								
Long term borrowings	-	-	15,527.30	15,527.30	-	15,527.30	-	15,527.30
Short term borrowings	-	-	24,683.45	24,683.45	-	-	-	-
Trade and other payables	-	-	1,800.55	1,800.55	-	-	-	-
Other non-current financial liabilities	-	-	39.96	39.96	-	39.96	-	39.96
Other current financial liabilities	-	-	3,723.87	3,723.87	-	-	-	-
	-	-	<b>45,775.13</b>	<b>45,775.13</b>	-	<b>15,567.26</b>	-	<b>15,567.26</b>

**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
<b>Equity securities</b>	Net asset valuation: This valuation technique derives the value of an investment by reference to the value of its net assets. This technique is used for investments whose value is derived mainly from the underlying fair value of their assets.	Net assets of the underlying investment	Not applicable
<b>Non current financial assets and liabilities measured at amortised cost</b>	Discounted cash flow technique : The valuation model considers present value of expected payments discounted using an appropriate discounting rate.	Not applicable	Not applicable

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**C. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

**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.

**i) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty 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 statement of profit and loss for the period.



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

The maximum exposure to credit risk for trade and other receivables by geographic region was as follows:

Particulars	Carrying amount	
	31 March 2020	31 March 2019
India	3,068.24	3,852.58
Other regions	545.18	946.84
	<b>3,613.42</b>	<b>4,799.42</b>

At March 31, 2020, the Company's most significant customer, a manufacturer, accounted for INR 297.02 of the trade and other receivables carrying amount (March 31, 2019 : INR 397.16).

**Impairment**

At March 31, 2020, the ageing of trade and other receivables that were not impaired was as follows:

	Carrying amount	
	31 March 2020	31 March 2019
1 - 30 days	1,375.20	2,595.08
31 - 60 days	1,414.02	1,407.48
61 - 90 days	420.18	375.32
91 - 180 days	347.39	379.40
More than 180 Days	777.10	588.88
Loss allowance	(720.47)	(546.74)
	<b>3,613.42</b>	<b>4,799.42</b>

Management believes that the unimpaired amounts 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 (other than cash on hand) of INR 1,527.62 at 31 March 2020 (31 March 2019: INR 903.32). The cash and cash equivalents are held with banks with good credit ratings and financial institution counterparties with good market standing.

**ii) 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 2020 and 31 March 2019 the Company had unutilized credit limits from banks INR 437.00 and INR 562.13 respectively.

As at March 31, 2020 the Company's current liabilities have exceed the current assets, which is primarily on account of classification of Non-convertible debentures amounting to INR 15,000.00 as this amount is now classified as a current borrowings due to redemption on 30 April 2020. The company plans to avail Long-term loans/financial arrangements replacing Short-term / Temporary financial arrangements made for meeting liquidity mismatch.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in 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 2020	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Rupee term loans (principal)	566.41	573.61	567.18	5.98	0.45	-
Interest on term loans	-	41.27	20.97	20.30	-	-
Non-Convertible Debentures	14,985.69	15,000.00	15,000.00	-	-	-
Interest on Non-Convertible Debentures	-	103.77	103.77	-	-	-
Short term borrowings	34,282.60	34,282.60	34,282.60	-	-	-
Non-current financial liabilities - others	43.53	43.53	-	-	-	43.53
Other current financial liabilities	2326.86	2326.86	2326.86	-	-	-
Lease liabilities	259.11	507.41	84.43	74.05	55.48	293.45
Trade and other payables	2,405.17	2,405.17	2,405.17	-	-	-
Corporate guarantee	-	-	-	-	-	-

31 March 2019	Carrying amount	Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Rupee term loans (principal)	1,729.93	1,731.80	1,162.35	563.01	6.44	-
Interest on term loans	-	136.03	114.77	20.97	0.29	-
Non-Convertible Debentures	14,958.11	15,000.00	-	15,000.00	-	-
Interest on Non-Convertible Debentures	-	1,372.38	1,268.61	103.77	-	-
Short term borrowings	24,683.45	24,683.45	24,683.45	-	-	-
Non-current financial liabilities - others	39.96	39.96	-	-	-	39.96
Other current financial liabilities	2,471.61	2,471.61	2,471.61	-	-	-
Trade and other payables	1,800.55	1,800.55	1,800.55	-	-	-
Corporate guarantees	-	37,560.02	12,796.69	12,796.70	11,966.63	-

**(iii) 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 our 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 our foreign currency revenues and costs.

The company is exposed to the following components of market risks:

- Currency risk
- Interest risk and
- Price risk

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**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.

**Exposure to currency risk**

The currency profile of financial assets and financial liabilities as at March 31, 2020 and March 31, 2019 is as below:

<b>31 March 2020</b>	<b>USD-INR equivalent</b>	<b>EURO-INR equivalent</b>	<b>GBP-INR equivalent</b>	<b>SGD-INR equivalent</b>
<b>Non derivative financial assets</b>				
Cash and cash equivalents	135.26	-	-	-
Trade and other receivables	<u>322.44</u>	<u>71.41</u>	<u>266.05</u>	<u>-</u>
	<b><u>457.70</u></b>	<b><u>71.41</u></b>	<b><u>266.05</u></b>	<b><u>-</u></b>
<b>Non derivative financial liabilities</b>				
Trade and other payables	<u>84.07</u>	-	-	-
	<b><u>84.07</u></b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>-</u></b>
<b>Net exposure for financial instruments</b>	<b><u>373.63</u></b>	<b><u>71.41</u></b>	<b><u>266.05</u></b>	<b><u>-</u></b>
<b>31 March 2019</b>	<b>USD-INR equivalent</b>	<b>EURO-INR equivalent</b>	<b>GBP-INR equivalent</b>	<b>SGD-INR equivalent</b>
<b>Non derivative financial assets</b>				
Cash and cash equivalents	140.88	-	-	-
Trade and other receivables	<u>629.07</u>	<u>62.02</u>	<u>229.35</u>	<u>-</u>
	<b><u>769.95</u></b>	<b><u>62.02</u></b>	<b><u>229.35</u></b>	<b><u>-</u></b>
<b>Non derivative financial liabilities</b>				
Trade and other payables	<u>10.36</u>	-	-	<u>50.05</u>
	<b><u>10.36</u></b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>50.05</u></b>
<b>Net exposure for financial instruments</b>	<b><u>759.59</u></b>	<b><u>62.02</u></b>	<b><u>229.35</u></b>	<b><u>(50.05)</u></b>

The above currency risk exposure does not include PCFC loan availed amounting to INR 1,288.29 (31 March 2019: INR 196.87) (USD 17.15 (31 March 2019: USD 2.85) as management believes there exists a natural hedge against the currency risk in respect of such loan.

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the Indian Rupee against US Dollars, Euro, 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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	Effect in INR in Lakhs	
	Strengthening	Weakening
<b>31 March 2020</b>		
<b>10% movement</b>		
USD	(37.36)	(37.36)
EURO	(7.14)	7.14
GBP	(26.61)	26.61
SGD	-	-
	Effect in INR in Lakhs	
	Strengthening	Weakening
<b>31 March 2019</b>		
<b>10% movement</b>		
USD	(75.96)	75.96
EURO	(6.20)	6.20
GBP	(22.94)	22.94
SGD	5.01	(5.01)

**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 2020	31 March 2019
<b>Fixed-rate instruments</b>		
Financial assets	10,163.84	12,381.63
Financial liabilities	(30,717.53)	(29,089.43)
	<u>(20,553.69)</u>	<u>(16,707.80)</u>
<b>Variable-rate instruments</b>		
Financial assets	-	-
Financial liabilities	(19,383.08)	(12,282.06)
	<u>(19,383.08)</u>	<u>(12,282.06)</u>
	<u>(39,936.77)</u>	<u>(28,989.86)</u>

**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.

**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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

	Profit or loss			
	31 March 2020		31 March 2019	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>Variable-rate instruments</b>				
Financial assets	-	-	-	-
Financial liabilities	(193.83)	193.83	(122.82)	122.82
<b>Cash flow sensitivity (net)</b>	<b>(193.83)</b>	<b>193.83</b>	<b>(122.82)</b>	<b>122.82</b>

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 is 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 as fair value through OCI. The quoted equity investments of the entity are publicly traded

	Nominal amount (INR in Lakhs)	
	31 March 2020	31 March 2019
<b>Instruments exposed to price risk</b>		
Equity instruments #	2.77	5.26
	<u>2.77</u>	<u>5.26</u>

# Refer note 4 - Non-current financial assets - investments

**Sensitivity analysis - Equity price risk**

The table below summarizes the impact of increases/decreases of the index on the Company'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

	Profit or loss			
	31 March 2020		31 March 2019	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Equity instruments	0.28	(0.28)	0.53	(0.53)
<b>Cash flow sensitivity (net)</b>	<b>0.28</b>	<b>(0.28)</b>	<b>0.53</b>	<b>(0.53)</b>

**d) Impact of COVID-19**

The Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, advances, property plant and equipment, Intangibles etc as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information. Having reviewed the underlying data and based on current estimates, the Company does not expect any material impact on the carrying amount

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

of these assets & liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

**39 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 adjusted net debt to equity ratio is as follows

Particulars	As at	As at
	31 March 2020	31 March 2019
Total borrowings	50,100.61	41,371.49
Less : Cash and cash equivalent	1,540.24	910.53
<b>Adjusted net debt</b>	<b>48,560.37</b>	<b>40,460.96</b>
Total equity	23,378.84	25,702.37
<b>Adjusted equity</b>	<b>23,378.84</b>	<b>25,702.37</b>
Adjusted net debt to adjusted equity ratio	2	2

**40 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.

	31 March 2020	31 March 2019
b) <b>Disputed demands not provided for in respect of :</b>		
(i) Erstwhile building products division (excise duty)	-	3,769.34
c) Damages and interest on alleged unauthorized occupation of residential premises determined by the Estate Officer of Life Insurance Corporation of India up to 31 March 2020 and disputed by the Company INR 172.12 (31 March 2019: INR 162.13).		
d) Matters under dispute relating to Income tax in respect of the erstwhile Electromags Automotive Products Private Limited. A.Y. 2005-06 INR 3.48 (31 March 2019: INR 3.48), A.Y. 2006-07 INR 0.37 (31 March 2019: INR 0.37) and for A.Y 2011-12 INR 1.80 (31 March 2019: INR 1.80).		
e) The Company had received 2 demand notices for differential lease rent in respect of Singampatti estate rent being arrears aggregating to INR 23,192.58 for the period from 1958 to 2019. The Company has challenged the said demands by way of writ before Madras High Court and the said demands have been stayed by the Honorable High Court.		

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

- f) The Company had given financial guarantee for a loan taken by a wholly-owned step down subsidiary, which has been repaid on 31<sup>st</sup> October 2019 and the said guarantee has been revoked. (31 March 2019: USD 54.30 millions; INR 37,560.02).
- g) Estimated amount of contracts remaining to be executed on capital account, not provided for (net of advances) INR 395.98 (31 March 2019 : INR 141.51).
- h) The Company's Tanzania branch has received demands during the year with respect to Value Added Tax (INR 107.74) and withholding tax (INR 6.54) aggregating to INR 114.28 as tax arrears for F.Y. 2015-16, F.Y. 2016-17 and F.Y. 2017-18. The branch has contested the grounds of said demands.
- i) The Supreme court of India in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. However, considering that there are numerous interpretative issues relating to this judgement and in the absence of reliable measurement of the provision for the earlier periods, the Company has made a provision for provident fund contribution pursuant to the judgement. The Company will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Company does not expect any material impact of the same.

**41 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2019-20, to the extent the Company has received intimation from the "suppliers" regarding their status under the Act.**

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
i) Principal amount outstanding as at the end of the year	<b>246.22</b>	-
ii) Principal amounts due at the end of each accounting year - delayed amount	<b>38.04</b>	-
iii) Total interest payable by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 for delay in payments	<b>0.26</b>	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	<b>0.26</b>	-
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	<b>0.26</b>	-

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.

**42 Dividend**

After the reporting dates, the following dividends were proposed by the directors subject to the approval at the annual general meeting.

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Dividend proposed to equity shareholders @ INR 1.20 per share (March 31, 2019: INR 1 per share)	<b>837.26</b>	697.72
Dividend distribution tax (DDT) on equity dividend proposed	-	143.42
	<b>837.26</b>	841.14

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

The following dividends were paid by the Company during the year:

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Final dividend for FY 2018-19 INR 1 per equity share (FY 2017-18: INR 1 per equity share)	<b>697.72</b>	<i>697.72</i>
Dividend distribution tax (DDT) on equity dividend paid	<b>143.42</b>	<i>143.20</i>
	<b>841.14</b>	<i>840.92</i>

**43 Corporate social responsibility (CSR)**

During the year, the amount required to be spent on corporate social responsibility activities amounted to INR NIL (31 March 2019 : NIL) in accordance with Section 135 of the Companies Act, 2013. The following amounts were spent during the year:

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Amount spent other than for construction/ acquisition of any asset	<b>12.53</b>	<i>13.97</i>
	<b>12.53</b>	<i>13.97</i>

**44 Payment to auditors**

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Statutory audit fee [Including branch auditors fees INR 2.89 (31 March 2019: INR 3.47)]	<b>30.39</b>	<i>32.47</i>
Certification fees and other services	<b>14.58</b>	<i>13.73</i>
For reimbursement of expenses	<b>1.57</b>	<i>2.36</i>
	<b>46.54</b>	<i>48.56</i>

**45 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:

Name of the party	Relationship	Amount outstanding		Maximum balance outstanding	
		As at		during the year	
		31 March 2020	31 March 2019	31 March 2020	31 March 2019
1. Afco Industrial and Chemicals Limited (net)	Subsidiary company	-	27.17	27.31	27.17
2. DPI Products & Services Limited	Subsidiary company	86.50	83.43	86.50	88.36
3. Naira Holdings Limited	Subsidiary company	-	1.57	32.66	30.87
4. BRT Limited	Other related party	0.62	-	0.62	32.13
5. Macrofil Investments Limited	Other related party	3,163.36	-	3,163.36	6,880.00
6. Go Airlines (India) Limited	Other related party	1.76	10,790.00	10,886.95	10,790.00



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

Name of the party	Relationship	Amount outstanding As at		Maximum balance outstanding during the year	
		31 March 2020	31 March 2019	31 March 2020	31 March 2019
7. The Bombay Dyeing & Manufacturing Company Limited	Associate	5,110.69	-	5,110.69	-
8. Nowrosjee Wadia & Sons Limited	Other related party	-	-	1,530.00	1,530.00
		<b>8,362.93</b>	10,902.17	<b>20,838.10</b>	19,378.53

The above loans were given to the subsidiaries, associates and other related parties for their business activities

**46 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:**

**Name of the Company :** Sea Wind Investment and Trading Company Limited

**Face Value :** ₹ 100/-

	<b>2019-20</b>	<i>2018-19</i>
As at 1 April	<b>5.98</b>	<i>5.98</i>
Purchased during the year	<b>9,860.00</b>	-
Sold during the year	-	-
Movement on account of fair valuation gain / (loss)	-	-
<b>As at 31 March</b>	<b>9,865.98</b>	<i>5.98</i>

## NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Currency (INR in Lakhs)

## 46 Disclosures as per Section 186 of the Companies Act, 2013 (continued)

## (ii) Loans given by the Company

## (a) Details of inter-corporate deposits/ loan given during the year:

Name of the party	Relationship	Secured / un-secured	Rate of Interest	Term (Years)	1 April 2019	Placed	Refunded	31 March 2020
Macrofil Investments Limited	Other related party	Unsecured	10.50%	1	-	3,150.00	-	3,150.00
The Bombay Dyeing & Manufacturing Company Limited	Other related party	Unsecured	13.50%	1	-	5,000.00	-	5,000.00
Go Airlines (India) Limited	Other related party	Unsecured	10.50%	1	10,790.00	-	10,790.00	-
Amit Chhabra	Key managerial personnel	Unsecured	5.00%	1	5.42	-	5.42	-

The above inter-corporate deposits were 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 / un-secured	Rate of Interest	Term (Years)	1 April 2018	Placed	Refunded	31 March 2019
Macrofil Investments Limited	Other related party	Unsecured	10.00%	1	6,880.00	-	6,880.00	-
Go Airlines (India) Limited	Other related party	Unsecured	10.50%	1	3,870.00	6,920.00	-	10,790.00
Nowrosjee Wadia and Sons Limited	Other related party	Unsecured	10.50%	1	1,530.00	-	1,530.00	-
Amit Chhabra	Key managerial personnel	Unsecured	5.00%	1	5.63	-	0.21	5.42

The above inter-corporate deposits were 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**

Currency (INR in Lakhs)

**(iii) Details of corporate guarantee**

**(a) Details of corporate guarantee given during the year:**

**Name of the Company :** Leila Lands Limited

<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
As at 1 April	<b>37,560.02</b>	43,124.24
Given during the year	-	-
Withdrawn during the year	<b>38,449.56</b>	8,617.55
Movement on account of change in exchange rates	<b>889.54</b>	3,053.32
<b>As at 31 March</b>	<b>-</b>	<b>37,560.02</b>

Purpose: The loan availed by Leila Lands Limited, a wholly owned subsidiary incorporated in Mauritius, for refinancing the existing outstanding facilities and is repaid in full during the year.

**47 Segment information**

For management purposes, the Company is organised into business units based on its products and services and has four reportable segments, as follows:

- 1 Plantation: Segment produces/trades in tea, coffee, timber, cardamom and pepper
- 2 Health Care: Segment manufactures/trades in dental products.
- 3 Auto Electric Components: Segment manufactures, solenoids, switches, valves, slip rings etc. for automobile and other industries.
- 4 Investments: Segment invests in various securities listed as well as unlisted mainly on a long term basis.

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 (Operating Segments)**

<b>Primary segment (operating segment): Based on product lines of Company</b>	<b>Secondary segment (geographical segment) Based on geographical area of operation</b>
Plantation- tea Plantation- coffee Auto electrical components Investments Healthcare	India and outside India

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**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 (AEC)**

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

**> Health care**

Segment manufactures/trades in dental products

**ii) Segment revenues, results and other information**

Particulars	Reportable segments					Total
	Plantation-tea	Plantation-coffee	Health care	AEC	Investments	
External sales	6,019.76 <i>8,863.54</i>	3,175.11 <i>2,056.70</i>	2,184.76 <i>2,191.21</i>	9,954.86 <i>11,083.16</i>	- -	21,334.49 <i>24,194.61</i>
Other income	227.54 <i>93.12</i>	99.28 <i>13.05</i>	1.49 <i>7.63</i>	2.42 <i>54.71</i>	6,345.80 <i>2,896.95</i>	6,676.53 <i>3,065.46</i>
Segment revenue	6,247.30 <i>8,956.66</i>	3,274.39 <i>2,069.75</i>	2,186.25 <i>2,198.84</i>	9,957.28 <i>11,137.87</i>	6,345.80 <i>2,896.95</i>	28,011.02 <i>27,260.07</i>
Segment results	(2,753.27) <i>(1,245.91)</i>	(417.75) <i>756.84</i>	237.66 <i>257.30</i>	472.25 <i>520.30</i>	6,345.80 <i>2,896.95</i>	3,884.69 <i>3,185.48</i>
Segment assets	8,987.33 <i>8,245.06</i>	6,081.79 <i>7,341.35</i>	1,154.98 <i>1,188.53</i>	8,125.76 <i>7,126.41</i>	46,819.70 <i>40,926.81</i>	71,169.56 <i>64,828.16</i>
Segment liabilities	1,688.61 <i>1,249.02</i>	259.33 <i>426.57</i>	294.72 <i>155.08</i>	2,224.05 <i>1,645.44</i>	- -	4,466.71 <i>3,476.11</i>
Capital expenditure (included in segment assets)	1,065.99 <i>698.67</i>	218.76 <i>231.14</i>	17.46 <i>21.12</i>	452.14 <i>286.05</i>	- -	1,745.35 <i>1,236.98</i>
Depreciation/amortisation	318.43 <i>290.84</i>	243.48 <i>239.59</i>	36.28 <i>11.28</i>	277.39 <i>252.00</i>	- -	875.58 <i>793.71</i>

Figures in italics pertain to previous year

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**iii) Reconciliation of reportable segments with the financial statements**

<b>Particulars</b>	<b>Revenues</b>	<b>Results / net profits</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Capital expenditure</b>	<b>Depreciation/ amortisation</b>
<b>Total of reportable segments</b>	<b>28,011.02</b> <i>27,260.07</i>	<b>3,884.69</b> <i>3,185.48</i>	<b>71,169.56</b> <i>64,828.16</i>	<b>4,466.71</b> <i>3,476.11</i>	<b>1,754.35</b> <i>1,236.98</i>	<b>875.58</b> <i>793.71</i>
<b>Corporate / unallocated segment</b>	<b>270.08</b> <i>418.02</i>	<b>(1,856.54)</b> <i>(1,687.65)</i>	<b>7,983.59</b> <i>7,752.93</i>	<b>51,307.60</b> <i>43,402.61</i>	<b>15.13</b> <i>14.72</i>	<b>38.08</b> <i>40.08</i>
<b>Finance cost</b>	-	<b>(3,800.97)</b>	-	-	-	-
	-	<i>(3,364.65)</i>	-	-	-	-
<b>Taxes</b>	-	<b>70.07</b>	-	-	-	-
		<i>(102.82)</i>	-	-	-	-
<b>As per financial statement</b>	<b>28,281.10</b> <i>27,678.09</i>	<b>(1,702.75)</b> <i>(1,969.64)</i>	<b>79,153.15</b> <i>72,581.09</i>	<b>55,774.31</b> <i>46,878.72</i>	<b>1,769.48</b> <i>1,251.70</i>	<b>913.66</b> <i>833.79</i>

Figures in italics pertain to previous year

**B Secondary segment reporting**

<b>Particulars</b>	<b>Geographical segment</b>		<b>Total</b>
	<b>India</b>	<b>Outside India<sup>#</sup></b>	
Revenue	<b>23,844.14</b> <i>20,754.38</i>	<b>4,436.96</b> <i>6,923.71</i>	<b>28,281.10</b> <i>27,678.09</i>
Total assets	<b>77,719.03</b> <i>70,964.24</i>	<b>1,434.12</b> <i>1,616.85</i>	<b>79,153.15</b> <i>72,581.09</i>
Capital expenditure	<b>1,558.99</b> <i>1,251.70</i>	<b>210.49</b> <i>-</i>	<b>1,769.48</b> <i>1,251.70</i>

<sup>#</sup> 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.

Figures in italics pertain to previous year

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**48 Related party relationships, transactions and balances****A List of related parties****a) Subsidiaries and step down subsidiaries where control exists:****I) Subsidiaries**

- 1 Afco Industrial and Chemicals Limited
- 2 DPI Products and Services Limited
- 3 Sea Wind Investments and Trading Company Limited
- 4 Leila Lands Senderian Berhad

**II) Step down subsidiaries:****i. Subsidiary of DPI Products and Services Limited :**

- 1 Subham Viniyog Private Limited

**ii. Subsidiaries of Leila Lands Senderian Berhad :**

- 1 Naira Holdings Limited
- 2 Island Horti-Tech Holdings Pte. Limited
- 3 Leila Lands Limited
- 4 Restpoint Investments Limited
- 5 Baymanco Investments Limited

**iii. Subsidiaries of Island Horti-Tech Holdings Pte. Limited :**

- 1 Island Landscape & Nursery Pte. Limited
- 2 Innovative Organics Inc.

**iv. Subsidiaries and sub subsidiaries of Leila Lands Limited:**

- 1 ABI Holding Limited
- 2 Britannia Brands Limited
- 3 Associated Biscuits International Limited
- 4 Dowbiggin Enterprises Pte. Limited
- 5 Nacupa Enterprises Pte. Limited
- 6 Spargo Enterprises Pte. Limited
- 7 Valletort Enterprises Pte. Limited
- 8 Bannatyne Enterprises Pte. Limited
- 9 Britannia Industries Limited

**v. Subsidiaries of Britannia Industries Limited:**

- 1 Boribunder Finance & Investments Private Limited
- 2 Flora Investments Company Private Limited

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

- 3 Gilt Edge Finance & Investments Private Limited
- 4 Ganges Valley Foods Private Limited
- 5 International Bakery Products Limited
- 6 J. B. Mangharam Foods Private Limited
- 7 Manna Foods Private Limited
- 8 Sunrise Biscuit Company Private Limited
- 9 Britannia and Associates (Mauritius) Private Limited
- 10 Britannia and Associates (Dubai) Private Company Limited
- 11 Al Sallan Food Industries Company SAOG
- 12 Strategic Food International Company LLC
- 13 Strategic Brands Holding Company Limited
- 14 Daily Bread Gourmet Foods (India) Private Limited (currently under liquidation)
- 15 Britannia Dairy Private Limited
- 16 Britannia Dairy Holdings Private Limited
- 17 Britannia Employees General Welfare Association Private Limited
- 18 Britannia Employees Medical Welfare Association Private Limited
- 19 Britannia Employees Educational Welfare Association Private Limited
- 20 Britchip Foods Limited
- 21 Britannia Bangladesh Private Limited
- 22 Britannia Nepal Private Limited

**vi. Subsidiary of Innovative Organics Inc. :**

- 1 Granum Inc.

**b) Key management personnel:**

- 1 Mr. Nusli N. Wadia - Chairman, Non-executive Director
- 2 Mr. Anil Kumar Hirjee - Vice chairman, Non-executive Director (upto 12<sup>th</sup> August, 2019)
- 3 Mr. M. L. Apte - Non-executive Director (upto 12<sup>th</sup> August, 2019)
- 4 Mr. Darius E. Udawadia - Non-executive Director (upto 12<sup>th</sup> August, 2019)
- 5 Mr. Jehangir N. Wadia - Non-executive Director
- 6 Dr. (Mrs) Minnie Bodhanwala - Non-executive Director
- 7 Mr. Rajesh Batra - Non-executive Director
- 8 Mr Y. S. P. Thorat - Non-executive Director (w.e.f. February 4, 2019)
- 9 Mr Vinesh Kumar Jairath - Non-executive Director (w.e.f. February 4, 2019)
- 10 Mrs Gauri Atul Kirloskar - Non-executive Director (w.e.f. February 4, 2019)
- 11 Mr. Ness Wadia - Managing Director
- 12 Mr. Dibakar Chatterjee - Chief Executive Officer (upto 23<sup>rd</sup> November, 2019)

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

- 13 Mr. Nitin H Datanwala - Chief Financial Officer (w.e.f 14<sup>th</sup> November, 2018)
- 14 Mr. Sanjay Kumar Chowdhary - Company Secretary (w.e.f. 5<sup>th</sup> November,2019)
- 15 Mr. Hoshi Bhagwagar - Company Secretary (upto 31<sup>st</sup> March, 2019)
- 16 Mr. Amit Chhabra - Chief Financial Officer (upto April 30, 2018)

**c) Associate companies:**

- 1 Lotus Viniyog Private Limited
- 2 Lima Investment and Trading Private Limited
- 3 Roshnara Investment and Trading Comany Private Limited
- 4 Cincinnati Investment and Trading Comany Private Limited
- 5 Shadhak Investment and Trading Private Comany Limited
- 6 MSIL Investment and Private Limited
- 7 Medical Microtechnology Limited
- 8 Harvard Plantations Limited
- 9 Placid Plantations Limited
- 10 The Bombay Dyeing & Manufacturing Company Limited

**d) Other related parties:**

- 1 Go Airlines (India) Limited
- 2 Macrofil Investments Limited
- 3 Udwardia & Co.
- 4 Nowrosjee Wadia and Sons Limited
- 5 BRT Limited
- 6 Wadia Techno-Engineering Services Limited
- 7 Panella Foods and Beverages Private Limited

**e) Employees benefit plans where there is significant influence:**

- 1 The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund
- 2 The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund
- 3 The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund
- 4 The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund



**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

**B Transactions during the year**

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2020	2019
<b>Expenses charged by them</b>			
Afco Industrials & Chemicals Limited	Subsidiary & step down subsidiaries	<b>52.41</b>	62.48
Naira Holdings Limited.	Subsidiary & step down subsidiaries	<b>6.02</b>	7.03
The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>91.97</b>	91.89
Nowrosjee Wadia and Sons Limited	Other related party	<b>171.22</b>	153.09
Britannia Industries Limited	Subsidiary & step down subsidiaries	<b>6.98</b>	-
Island Horti-Tech Holdings Pte. Limited	Subsidiary & step down subsidiaries	<b>4.98</b>	-
<b>Expenses charged to them</b>			
Naira Holdings Limited	Subsidiary & step down subsidiaries	<b>22.22</b>	31.91
DPI Products and Services Limited	Subsidiary & step down subsidiaries	<b>7.06</b>	3.47
Afco Industrials & Chemicals Limited	Subsidiary & step down subsidiaries	<b>0.26</b>	0.25
The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>6.19</b>	3.10
Medical Microtechnology Limited	Associate	<b>0.05</b>	-
Island Horti-Tech Holdings Pte. Limited	Subsidiary & step down subsidiaries	<b>3.80</b>	-
<b>Sale of products / services</b>			
Go Airlines (India) Limited	Other related party	<b>10.59</b>	-
Panella Foods and Beverages Private Limited	Other related party	<b>7.38</b>	1.67
Wadia Techno Engineering Services Ltd	Other related party	<b>1.28</b>	0.09
The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>17.68</b>	-
<b>Interest received</b>			
Go Airlines (India) Limited	Other related party	<b>641.66</b>	910.25
Macrofil Investments Limited	Other related party	<b>14.54</b>	215.36
Nowrosjee Wadia and Sons	Other related party	-	46.64
The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>120.80</b>	-

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**B Transactions during the year (continued)**

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2020	2019
<b>ICD placed</b>			
Go Airlines (India) Limited	Other related party	-	6,920.00
Macrofil Investments Limited	Other related party	4,750	-
The Bombay Dyeing & Manufacturing Company Limited	Associate	5,000.00	-
<b>ICD repaid by</b>			
Macrofil Investments Limited	Other related party	1,600	6,880.00
Nowrosjee Wadia and Sons Limited	Other related party	-	1,530.00
Go Airlines (India) Limited	Other related party	10,790.00	-
<b>Investments made</b>			
Sea Wind Investment and Trading Company Limited	Subsidiary & step down subsidiaries	9,860.00	-
<b>Interest on loan given to KMP's recovered</b>			
Mr. Amit Chhabra	Key management personnel	0.05	-
Mr. Nitin H Datanwala	Key management personnel	-	0.36
<b>Interest on loan given to KMP's recoverable</b>			
Mr. Nitin H Datanwala	Key management personnel	0.36	-
<b>Dividend income</b>			
The Bombay Dyeing & Manufacturing Company Limited	Associate	473.26	315.51
Leila Lands Senderian Berhad	Subsidiary & step down subsidiaries	5,095.54	1,409.18
<b>Dividend receivable</b>			
Leila Lands Senderian Berhad	Subsidiary & step down subsidiaries	-	1,409.18

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**B Transactions during the year (continued)**

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2020	2019
<b>Dividend Paid</b>			
Mr. Ness Wadia	Key management personnel	0.19	0.05
<b>Management / secondment charges paid</b>			
Leila Lands Senderian Berhad	Subsidiary & step down subsidiaries	2.05	2.03
<b>Professional fees paid</b>			
Udwadia & Co.	Other related party	0.42	11.34
<b>Advances given to</b>			
Macrofil Investments Limited	Other related party	0.28	-
B.R.T Limited	Other related party	0.62	-
<b>Guarantee commission income</b>			
Leila Lands Limited	Subsidiary & step down subsidiaries	52.62	95.12
<b>Guarantee commission receivable</b>			
Leila Lands Limited	Subsidiary & step down subsidiaries	-	23.15
<b>Advance / Inter corporate deposits repaid by</b>			
BRT Limited	Other related party	-	32.14
<b>Loan repaid by KMPs</b>			
Mr. Amit Chhabra	Key management personnel	5.42	0.21
<b>Remuneration</b>			
Mr. Ness Wadia	Key management personnel	323.28	384.21
Mr. Dibakar Chatterjee	Key management personnel	125.67	101.69
Mr. Sanjay Kumar Chowdhary	Key management personnel	18.05	-
Mr. Hoshi Bhagwagar	Key management personnel	-	20.96
Mr. Amit Chhabra	Key management personnel	-	9.16

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**B Transactions during the year (continued)**

Name of the related party	Relationship	Transaction values for the year ended 31 March	
		2020	2019
<b>Retainer Fees paid to KMP</b>			
Mr. Nitin H Datanwala	Key management personnel	<b>100.31</b>	<i>84.05</i>
<b>Sitting fees for board and committee meetings</b>			
Mr. Nusli N. Wadia	Key management personnel	<b>6.00</b>	<i>1.20</i>
Mr. Anil Kumar Hirjee	Key management personnel	<b>2.80</b>	<i>5.35</i>
Mr. Madhav L. Apte	Key management personnel	<b>1.00</b>	<i>4.75</i>
Mr. Darius E. Udhwadia	Key management personnel	<b>3.60</b>	<i>4.40</i>
Mr. Jehangir N. Wadia	Key management personnel	<b>3.00</b>	<i>1.00</i>
Mr. Rajesh Batra	Key management personnel	<b>4.80</b>	<i>1.60</i>
Dr. (Mrs) Minnie Bodhanwala	Key management personnel	<b>5.40</b>	<i>0.80</i>
Mr Yashwant Shankarrao Patil Thorat	Key management personnel	<b>9.60</b>	-
Mr Vinesh Kumar Jairath	Key management personnel	<b>7.80</b>	-
Mrs Gauri Atul Kirloskar	Key management personnel	<b>6.60</b>	-
<b>Contributions made during the year</b>			
The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund	Employees benefit plans where there is significant influence	<b>20.83</b>	<i>96.65</i>
The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund	Employees benefit plans where there is significant influence	<b>313.61</b>	<i>23.97</i>
The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund	Employees benefit plans where there is significant influence	<b>66.88</b>	<i>71.14</i>
The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund	Employees benefit plans where there is significant influence	<b>80.80</b>	<i>84.57</i>

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**C Outstanding balances**

Name of the related party	Relationship	Outstanding balances as at	
		31 March 2020	31 March 2019
<b>Outstanding amount payable</b>			
Britannia Industries Limited	Subsidiary & step down subsidiaries	6.56	-
Naira Holdings Limited	Subsidiary & step down subsidiaries	7.75	-
Afco Industrial & Chemicals Limited	Subsidiary & step down subsidiaries	2.58	-
The Bombay Dyeing & Manufacturing Company Limited	Associate	-	20.00
Nowrosjee Wadia & Sons Ltd.	Other related party	21.28	11.78
<b>Outstanding guarantee to</b>			
Leila Lands Limited	Subsidiary & step down subsidiaries	-	37,560.02
<b>Security deposit payable</b>			
The Bombay Dyeing & Manufacturing Company Limited	Associate	300.00	300.00
<b>Outstanding amount receivable</b>			
DPI Products and Services Limited	Subsidiary & step down subsidiaries	86.50	83.44
Afco Industrial & Chemicals Limited	Subsidiary & step down subsidiaries	-	4.56
Naira Holdings Limited	Subsidiary & step down subsidiaries	-	1.57
Leila Lands Limited	Subsidiary & step down subsidiaries	-	23.15
Wadia Techno Engineering Services Ltd	Other related party	1.16	-
Go Airlines (India) Limited	Other related party	1.76	10,790.00
Macrofil Investments Limited	Other related party	3,163.36	-
BRT Limited	Other related party	0.62	-
Medical Microtechnology Limited	Other related party	1.61	1.71
Panella Foods and Beverages Private Limited	Other related party	3.23	1.75
The Bombay Dyeing & Manufacturing Company Limited	Associate	5,110.69	-
Island Horti-Tech Holdings Pte. Limited	Subsidiary & step down subsidiaries	8.34	9.76
Leila Lands Senderian Berhad	Subsidiary & step down subsidiaries	-	1,409.18
Mr Amit Chhabra	Key management personnel	-	5.42
Mr. Nitin H Datanwala	Key management personnel	12.36	12.00

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

**D Compensation paid to key managerial personnel**

	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>Mr. Ness Wadia</b>		
Salary	<b>259.26</b>	<i>311.02</i>
Contribution to provident fund and other funds	<b>56.78</b>	<i>65.95</i>
Perquisites in cash or in kind	<b>7.24</b>	<i>7.24</i>
	<b>323.28</b>	<i>384.21</i>
<b>Mr. Nitin Datanwala</b>		
Retainer fees	<b>100.31</b>	<b>84.05</b>
Contribution to provident fund and other funds	-	-
Perquisites in cash or in kind	-	-
	<b>100.31</b>	<b>84.05</b>
<b>Mr. Sanjaykumar Choudhary</b>		
Salary	<b>16.27</b>	-
Contribution to provident fund and other funds	<b>1.78</b>	-
Perquisites in cash or in kind	-	-
	<b>18.05</b>	-
<b>Mr. Dibakar Chatterjee</b>		
Salary	<b>108.82</b>	<i>96.63</i>
Contribution to provident fund and other funds	<b>9.38</b>	<i>5.06</i>
Perquisites in cash or in kind	<b>7.47</b>	-
	<b>125.67</b>	<i>101.69</i>
<b>Mr. Hoshi Bhagwagar</b>		
Salary	-	<i>19.74</i>
Contribution to provident fund and other funds	-	<i>1.22</i>
	-	<i>20.96</i>
<b>Mr. Amit Chhabra</b>		
Salary	-	<i>5.47</i>
Contribution to provident fund and other funds	-	<i>0.34</i>
Perquisites in cash or in kind	-	<i>3.35</i>
	-	<i>9.16</i>

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.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

Currency (INR in Lakhs)

49 The Company intends to sell its current investment in BDMC to its Group Company in the short term.

**50 Disclosures as per Ind AS 115 - Revenue from contracts with customers**

**A. Revenue Streams**

The Company is primarily involved in manufacturing and sale of Electric Components, Tea, Coffee and Dental Products. Other sources of revenue include scrap sales and subsidies from government.

Particulars	31 March 2020	31 March 2019
Sale of manufactured goods	20,310.81	22,782.96
Sales of traded goods	703.43	1,014.83
Others	376.09	398.10
<b>Total</b>	<b>21,390.33</b>	<b>24,195.89</b>

**B. Disaggregation of revenue from contracts with customers**

In the following table, revenue from contracts with customers is disaggregated by primary geographical market

Particulars	31 March 2020	31 March 2019
India	16,640.81	18,404.51
Others	4,373.43	5,393.28
<b>Total</b>	<b>21,014.24</b>	<b>23,797.79</b>

**C. Reconciliation of net sale of goods**

	31 March 2020	31 March 2019
Revenue as per Contracted Price	21,148.33	23,918.00
<b>Less : Sales Return</b>	<b>86.36</b>	<b>77.07</b>
<b>Less : Discount</b>	<b>47.73</b>	<b>43.14</b>
Revenue from Contract with customers	<b>21,014.24</b>	<b>23,797.79</b>

**51 Other matters**

Comparative figures have been regrouped / reclassified wherever necessary to conform to current year's presentation.

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

**Amar Sunder**  
Partner  
Membership No: 078305

**Nusli N. Wadia**  
Chairman  
DIN : 00015731

**Dr. Y. S. P. Thorat**  
Director  
DIN : 00135258

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

**Ness Wadia**  
Managing Director  
DIN : 00036049

**Gauri Kirloskar**  
Director  
DIN : 03366274

**Rajesh Batra**  
Director  
DIN : 00020764

**Sanjay Kumar Chowdhary**  
Company Secretary

**Jehangir Wadia**  
Director  
DIN : 00088831

**Dr. Minnie Bodhanwala**  
Director  
DIN : 00422067

**Vinesh Kumar Jairath**  
Director  
DIN : 00391684

**N H Datanwala**  
Chief Financial Officer

Place : Mumbai  
Dated : June 24, 2020

## INDEPENDENT AUDITORS' REPORT

### To the Members of

### The Bombay Burmah Trading Corporation, Limited

### Report on the Audit of Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of The Bombay Burmah Trading Corporation Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associates, which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements"), in which are included the financial statements/financial information ("the Returns") for the year ended on that date audited by the branch auditors of the Holding company's branches at Johor Bahru in Malaysia and Usambara in Tanzania.

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 branch auditors and other auditors on separate financial statements of such branches, subsidiaries and associates as were audited by the branch auditors and other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group and its associates in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the branch auditors and other auditors referred to in paragraphs (a) and (b) of the section titled "Other Matters" in this audit report, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### Emphasis of Matter – comparative information

We draw attention to note 60 to the consolidated financial statements which more fully explains that the comparative information presented as at 1 April 2018 and as at and for the year ended 31 March 2019 relating to a material associate has been restated in accordance with "Indian Accounting Standard 8: Accounting Policies, Changes in Accounting Estimates and Errors" for correction of certain material prior period errors in equity method accounting including those based on the unmodified report of the auditors dated 23 June 2020 on the special purpose financial statements of that associate. The cumulative effect of the corrections as at 31 March 2018 has been reflected in the opening balance sheet as at 1 April 2018 as well as the restated comparative amounts as at and for the year ended 31 March 2019.

Our opinion is not modified in respect of this matter.



**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

**Development plantations and biological assets - Holding Company**

**See note 2(a) and 11 to the consolidated financial statements**

The key audit matter	How the matter was addressed in our audit
<p>Cost of development plantations (capital work in progress) as at 31 March 2020 amounted to ₹ 922.24 lakhs. These costs relate to expenditure incurred on planting/re-planting as well as rejuvenation of tea bushes, coffee plants, pepper vines and other plantations. Costs capitalized to development plantations include direct costs of land preparation and planting, i.e., costs incurred on nursery development, direct labor cost, costs of inputs such as fertilizers, chemicals and other related overheads.</p> <p>Fair value of biological assets other than bearer plants amounted to ₹ 86.88 lakhs. Biological assets relate to un-plucked tea leaves on bushes (growing produce).</p> <p>The cost of development plantations as also valuation of growing produce is significant to our audit on account of judgment involved in identification of costs related to development of plantations as also the methodology followed in estimating the quantity and valuation of growing produce. As such, we identified this as a key audit matter.</p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>- We obtained an understanding of the internal processes as well as controls to record costs incurred on plantation development.</li> <li>- We tested internal controls over costs incurred towards development plantations including controls over incurrence and recording of direct costs and labour cost.</li> <li>- We substantively tested the records maintained as evidence of costs incurred on development of plantations including periodic tracking of nature of expenses incurred till the bush/plant/vines is fully cultivated.</li> <li>- We obtained an understanding of the significant judgment in determination of the quantity and fair value less costs to sell of growing produce on tea bushes.</li> <li>- We assessed the policy of amortization of developmental plantations by comparing with companies in the industry peer group.</li> <li>- For tea bushes, we compared the projected harvest quantities to historical data. We checked the post balance sheet harvest data to assess the quantities projected and recorded as at the balance sheet date.</li> <li>- We compared the price considered for valuing tea leaves with market prices.             <ul style="list-style-type: none"> <li>- We assessed the adequacy of the disclosures related to valuation of biological assets in note 11 to the consolidated financial statements.</li> </ul> </li> </ul>

**Litigations and Contingencies - Holding Company**

See note 44 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Holding Company has been carrying on its plantation activities at Singampatti tea estate, Tamil Nadu under a lease since 1929. During the earlier year, the Commissioner of Land Administration in Tamil Nadu passed an order cancelling the lease alleging violation of conditions with regard to clearing of certain areas.</p> <p>During the earlier years, the authorities raised demands for lease rentals for the leased land retrospectively from 1958 to 2019 amounting to ₹ 23,192.58 lakhs.</p> <p>The Holding Company has challenged the above orders by filing a writ petition before the Hon'ble Madras High Court which has been admitted and an interim relief restraining the Government from taking any action has been granted by the Court.</p> <p>We have identified this litigation as a key audit matter because it requires judgment in relation to the exposure arising therefrom.</p>	<p>Our audit procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>- Tested key controls surrounding litigations and regulatory procedures.</li> <li>- Examined correspondence between the Company and the statutory authorities.</li> <li>- Examined submissions including writ petition filed by the Company in relation to this matter</li> <li>- Assessed the adequacy of the disclosures in the Company's financial statements.</li> <li>- We exercised judgement to rely on opinion provided by legal counsel.</li> <li>- Based on the evidence obtained, while noting the inherent uncertainty with such legal and regulatory matters, we verified the disclosures provided in note 44 of the consolidated financial statements.</li> </ul>

**Revenue recognition - Holding Company**

See note 1(e)(j), note 30 and note 55 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognized when the Holding Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Holding Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred.</p> <p>Revenue recognition has been identified as a key audit matter because the Company and its external stakeholders focus on revenue as a key performance metric. This could create an incentive for revenue to be overstated or recognized before control has been transferred.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>- We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable Indian accounting standards (Ind AS).</li> <li>- We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions.</li> <li>- We performed substantive testing by selecting samples of revenue transactions, recorded during the year by testing the underlying documents using statistical sampling.</li> <li>- We carried out analytical procedures on revenue recognized during the year to identify unusual variances and where appropriate, conducting further enquiries and testing.</li> <li>- We tested, on a sample basis, revenue transactions recorded before and after the financial yearend date to determine whether the revenue had been recognized in the appropriate financial period.</li> </ul>

**Related party transactions**

**See note 56 to the consolidated financial statements**

<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>The Group has entered into several transactions with related parties during the year 2019-20. We identified related party transactions as a key audit matter because of risks with respect to completeness of disclosures made in the consolidated financial statements including recoverability thereof; compliance with statutory regulations governing related party relationships such as the Companies Act, 2013 and SEBI Regulations and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>- We carried out an assessment of the key controls to identify and disclose related party relationships and transactions in accordance with the relevant accounting standard.</li>   <li>- We carried out an assessment of compliance with the listing regulations and the regulations under the Companies Act, 2013, including checking of approvals/ scrutiny as specified in Sections 177 and 188 of the Companies Act, 2013 with respect to the related party transactions. In cases where the matter was subject to interpretation, we exercised judgement to rely on opinions provided by legal practitioners.</li>   <li>- We considered the adequacy and appropriateness of the disclosures in the financial statements, including recoverability thereof relating to the related party transactions.</li>   <li>- For transactions with related parties, we inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also tested completeness of related parties with reference to the various registers maintained by the Group statutorily.</li>   <li>- We have tested on a sample basis, Group's assessment of related party transactions for arm's length pricing.</li> </ul>

**Revenue recognition - Britannia Industries Limited and its subsidiaries**  
**See note 1(e)(j), note 30 and note 55 to the consolidated financial statements**

The key audit matter	How the matter was addressed in our audit
<p>The principal products of the Holding Company's significant subsidiary, Britannia Industries Limited (BIL) and its subsidiaries comprise food products that are mainly sold through distributors, modern trade and direct sale channels amongst others. Revenue is recognized when the customer obtains control of the goods.</p> <p>We identified revenue recognition as a key audit matter because BIL and its subsidiaries and its' external stakeholders focus on revenue as a key performance indicator. This could create an incentive for revenue to be overstated or recognized before control has been transferred</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>- We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable Indian accounting standards (Ind AS).</li> <li>- We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions.</li> <li>- We performed substantive testing by selecting samples of revenue transactions, recorded during the year by testing the underlying documents using statistical sampling.</li> <li>- We carried out analytical procedures on revenue recognized during the year to identify unusual variances.</li> <li>- We performed confirmation procedures on selected customer balances at the balance sheet date.</li> <li>- We tested, on a sample basis, revenue transactions recorded before and after the financial yearend date to determine whether the revenue had been recognized in the appropriate financial period.</li> <li>- We tested manual journal entries posted to revenue to identify unusual items.</li> </ul>

**Litigations, provisions and contingencies - Britannia Industries Limited and its subsidiaries**

**See note 1(e)(h), note 22, note 27, note 44 and note 49 to the consolidated financial statements**

<b>The key audit matter</b>	<b>How the matter was addressed in our audit</b>
<p>BIL and its subsidiaries are involved in several ongoing direct and indirect tax litigations in various states of India.</p> <p>BIL and its subsidiaries recognizes a provision when it has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.</p> <p>A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.</p> <p>We have identified litigations, provisions and contingencies as a key audit matter because it requires the Group to make judgements and estimates in relation to the exposure arising out of litigations. The key judgement lies in the estimation of provisions where they may differ from the future obligations. BIL and its subsidiaries operate under several tax laws and some of these have a significant impact on the consolidated financial statements of the Group</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ul style="list-style-type: none"> <li>- We tested the effectiveness of key controls around the recording and assessment of litigations, provisions and contingent liabilities.</li> <li>- We used subject matter experts, wherever required to assess the value of the provisions and contingent liabilities in light of the nature of the exposures, applicable regulations and related correspondences with the authorities.</li> <li>- Obtained Management’s assessment of the open cases and compared the same to the assessment of subject matter experts, wherever necessary, to assess the reasonableness of the provision or contingency.</li> <li>- Considered the adequacy of the disclosures made in relation to related provisions and contingencies in consolidated the financial statements.</li> </ul>

**Report on other information contained in Board report**

The Holding Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company’s annual report, but does not include the financial statements and our auditors’ report thereon.

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

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

**Management’s and Board of Directors’ Responsibilities for the Consolidated Financial Statements**

The Holding Company’s Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and 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 each company, 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates is responsible for overseeing the financial reporting process of each company.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.

## The Bombay Burmah Trading Corporation, Limited

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the branches and other entities included in the consolidated financial statements, which have been audited by branch auditors and other auditors, such branch auditors and other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraphs (a) and (b) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the branch auditors and other auditors referred to in the section titled 'Other Matters' in this audit report, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

- (a) We did not audit the financial statements of twenty eight subsidiaries, whose financial statements reflect total assets of ₹ 809,958.77 lakhs as at 31 March 2020, total revenues of ₹ 261,873.30 lakhs and net cash inflows amounting to ₹ 180.16 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (and other comprehensive income) of ₹ 74.49 lakhs for the year ended 31 March 2020, in respect of nine 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 financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates is based solely on the audit reports of the other auditors.

We did not audit the financial statements of two branches included in the consolidated financial statements of the Holding Company, whose financial statements reflect total assets of ₹ 895.59 lakhs as at March 31, 2020, total revenue of ₹ 323.35 lakhs and net cash inflows of ₹ 37.15 lakhs for the year ended on that date, as considered in the consolidated financial statements. These branches have been audited by the branch auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the branches, is based solely on the report of such branch auditors.

These branches and certain of these subsidiaries are located outside 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 branch auditors and other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such branches and subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such branches and subsidiaries located outside India is based on the report of the branch auditors and other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

- (b) The consolidated financial statements also include the Group's share of net profit after tax (before consolidation adjustments) of ₹ 13,240.35 Lakhs for the year ended 31 March 2020, as considered in the consolidated financial statements, in respect of Bombay Dyeing Manufacturing Company Limited ('BDMC'), a material equity accounted associate. We did not audit the special purpose financial statements as at and for the year ended 31 March 2020, prepared by BDMC for the purpose of consolidation by the Group. These special purpose financial statements have been audited by the statutory auditors of BDMC (who expressed an unmodified opinion) and whose report has been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate is based solely on the audit report of the statutory auditor of BDMC. These special purpose financial statements of BDMC contain restatement of certain comparative amounts resulting from correction of certain prior period errors relating to the year ended 31 March 2019 and 31 March 2018 (from which the balance sheet as at 1 April 2018 has been derived). As explained in note 60 to the consolidated financial statements, these restatements have been included in the restatement of comparative amounts relating to year ended 31 March 2019 and as at 1 April 2018.
- (c) The financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 0.51 lakhs as at 31 March 2020, total revenues of ₹ Nil and net cash outflows amounting to ₹ 32.89 lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of ₹ 44 lakhs for the year ended 31 March 2020, as considered in the consolidated financial statements, in respect of three associates, whose financial statements have not been audited by us or by other auditors. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) of Section 143 of the Act 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, these financial statements are not material to the Group.

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

#### **Report on Other Legal and Regulatory Requirements**

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the branch auditors and other auditors on separate financial statements of such branches, subsidiaries and associates as were audited by branch auditors and other auditors, as noted in the section titled 'Other Matters' of this audit report, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.



## The Bombay Burmah Trading Corporation, Limited

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books including proper returns adequate for the purposes of our audit received from the branches not visited by us and the reports of the branch auditors and other auditors.
  - c) The reports on the accounts of the branches of the Holding 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 consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - e) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS 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 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31 March 2020 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 with reference to financial statements of the Holding Company, its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the branch auditors and other auditors on separate financial statements of the branches, subsidiaries and associates, as noted in the section titled 'Other Matters' in this audit report:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group and its associates. Refer note 44 to the consolidated financial statements.
  - ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.
  - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate companies incorporated in India during the year ended 31 March 2020.
  - iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2020.
- C. With respect to the matter to be included in the Auditor's report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to the managing director during the current year is in excess of the limit prescribed under Section 197 of the Act. Pursuant to the provisions of Section 197 and other applicable provisions of the Act and the Companies (Amendment) Act, 2017, the Holding Company had sought and obtained the approval of the shareholders by way of a special resolution at its 154<sup>th</sup> annual general meeting held on 12 August 2019 for payment of such remuneration to the managing director for the remaining period of his tenure, i.e., from 1 April 2019 up to 31 March 2021.

Further, in our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and associate companies incorporated in India which were not audited by us, the remuneration paid during the current year by the subsidiary companies and associate companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the subsidiary companies and associate companies is not in excess of the limit laid down under Section 197 of the Act.

The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No. 101248W/W-100022

**Amar Sunder**

*Partner*

Membership No. 078305

ICAI UDIN: 20078305AAAABJ8539

Mumbai

24 June 2020

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED  
FINANCIAL STATEMENTS OF THE BOMBAY BURMAH TRADING CORPORATION, LIMITED  
FOR THE YEAR ENDED 31 MARCH 2020**

**Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

**(Referred to in paragraph A(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of The Bombay Burmah Trading Corporation, Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies and its associate companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies and its associate companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Emphasis of matter – comparative information**

We draw attention to Note 60 to the consolidated financial statements which more fully explains that the comparative information presented as at 1 April 2018 and as at and for the year ended 31 March 2019 relating to a material associate has been restated in accordance with "Indian Accounting Standard 8: Accounting Policies, Changes in Accounting Estimates and Errors" for correction of certain material prior period errors in equity method accounting including those based on the unmodified report of the auditors dated 23 June 2020 on the special purpose financial statements of that associate. The cumulative effect of the corrections as at 31 March 2018 has been reflected in the opening balance sheet as at 1 April 2018 as well as the restated comparative amounts as at and for the year ended 31 March 2019.

Our opinion is not modified in respect of this matter.

**Management's Responsibility for Internal Financial Controls**

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an

understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 of the branch, the relevant subsidiary companies and associate companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

#### **Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

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

#### **Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements**

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

#### **Other Matter**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to 19 subsidiary companies and 10 associate companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

We did not audit the internal financial controls with reference to financial statements of one branch of the Holding Company. The internal financial controls with reference to financial statements of this branch have been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the internal financial controls with reference to financial statements included in respect of this branch, is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**

*Chartered Accountants*

Firm's Registration No. 101248W/W-100022

**Amar Sunder**

*Partner*

Membership No. 078305

ICAI UDIN: 20078305AAAABJ8539

Mumbai

24 June 2020

**CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2020**

	Notes	(Currency : INR in lakhs)		
		As at 31 March 2020	As at 31 March, 2019 (Restated)	As at 1 April, 2018 (Restated)
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	2 (a)	184,327.40	165,272.13	131,141.61
Capital work-in-progress	2 (a)	5,052.62	10,760.75	20,720.02
Investment Property		1,459.97	1,486.55	1,513.12
Goodwill	2 (b)	102,205.70	104,088.31	103,685.58
Other Intangible assets	2 (c)	929.40	872.44	917.20
Intangible assets under development	2 (d)	44.71	44.71	19.17
Equity accounted investees	3	190,087.19	169,413.28	153,168.90
<b>Financial assets</b>				
(i) Investments	4	198,400.68	73,008.74	22,478.06
(ii) Loans receivable	5	20,569.81	2,138.13	13,672.54
(iii) Other financial assets	6	3,225.19	3,326.69	449.19
Deferred tax assets (net)	7	2,915.34	2,219.43	3,129.71
Income tax assets (net)	8	7,498.45	4,345.84	2,711.35
Other non current assets	9	4,782.71	10,431.35	9,008.96
<b>Total non-current assets</b>		<b>721,499.17</b>	<b>547,408.35</b>	<b>462,615.41</b>
<b>Current assets</b>				
Inventories	10	83,520.95	88,141.41	72,737.25
Biological assets other than bearer plants	11	86.88	103.88	170.90
<b>Financial assets</b>				
(i) Investments	12	111,353.58	79,693.45	89,675.71
(ii) Trade receivables	13	36,774.64	45,937.12	36,106.23
(iii) Cash and cash equivalents	14 (a)	17,876.61	13,909.82	19,502.00
(iv) Bank balances other than (iii) above	14 (b)	4,526.45	5,277.73	5,969.71
(v) Loans receivable	15	119,237.74	131,294.72	96,817.86
(vi) Other financial assets	16	25,479.90	14,560.93	12,076.92
Other current assets	17	15,384.17	17,390.02	22,279.89
<b>Total current assets</b>		<b>414,240.92</b>	<b>396,309.08</b>	<b>355,336.47</b>
<b>TOTAL ASSETS</b>		<b>1,135,740.09</b>	<b>943,717.43</b>	<b>817,951.88</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Equity share capital	18	1,396.27	1,396.27	1,396.27
<b>Other equity</b>				
(i) Retained earnings	19	262,663.76	212,747.96	173,765.71
(ii) Other reserves	19	245,366.57	227,573.33	203,343.13
<b>Equity attributable to equity holders of the parent</b>		<b>508,030.33</b>	<b>440,321.29</b>	<b>377,108.84</b>
Non-controlling interests		221,168.44	214,341.08	170,318.28
<b>Total Equity</b>		<b>730,595.04</b>	<b>656,058.64</b>	<b>548,823.39</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings / Lease obligation	20	77,174.73	47,205.48	61,017.90
(ii) Other financial liabilities	21	4,736.18	6,098.59	2,660.84
Provisions	22	1,487.04	1,327.06	1,120.20
Government grants	29	-	-	194.00
Deferred tax liabilities (net)	7	5,859.41	982.84	2,658.80
<b>Total non-current liabilities</b>		<b>89,257.36</b>	<b>55,613.97</b>	<b>67,651.74</b>
<b>Current liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings	23	109,312.89	32,293.73	27,541.35
(ii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises	24	1,099.22	178.00	450.71
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	24	113,940.63	117,053.12	101,945.33
(iii) Other financial liabilities	25	51,407.59	44,264.13	37,925.41
Other current liabilities	26	15,250.88	9,742.38	9,231.88
Provisions	27	20,206.76	21,010.80	18,586.17
Income tax liabilities (net)	28	4,669.72	7,431.66	5,659.90
Government grants	29	-	71.00	136.00
<b>Total Current Liabilities</b>		<b>315,887.69</b>	<b>232,044.82</b>	<b>201,476.75</b>
<b>Total Liabilities</b>		<b>405,145.05</b>	<b>287,658.79</b>	<b>269,128.49</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,135,740.09</b>	<b>943,717.43</b>	<b>817,951.88</b>
Significant accounting policies, key accounting estimates and judgements	1			

The notes referred to above and other notes form an integral part of the Consolidated 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

For and on behalf of the Board of Directors

The Bombay Burmah Trading Corporation, Limited

CIN : L99999MH1863PLC000002

**Amar Sunder**  
Partner  
Membership No: 078305

**Nusli N. Wadia**  
Chairman  
DIN : 00015731

**Ness Wadia**  
Managing Director  
DIN : 00036049

**Jehangir Wadia**  
Director  
DIN : 00088831

**Dr. Y. S. P. Thorat**  
Director  
DIN : 00135258

**Gauri Kirloskar**  
Director  
DIN : 03366274

**Dr. Minnie Bodhanwala**  
Director  
DIN: 00422067

**Rajesh Batra**  
Director  
DIN : 00020764

**Vinesh Kumar Jairath**  
Director  
DIN : 00391684

**Sanjay Kumar Chowdhary**  
Company Secretary

**N H Datanwala**  
Chief Financial Officer

Place : Mumbai  
Dated : June 24, 2020

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020**

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019 (Restated)
(Currency : INR in lakhs)			
<b>INCOME</b>			
Revenue from operations	30	1,189,046.54	1,142,320.38
Other income	31	32,318.61	22,516.38
<b>Total income</b>		<u>1,221,365.15</u>	<u>1,164,836.76</u>
<b>EXPENSES</b>			
Cost of materials consumed	32	600,610.67	563,014.04
Purchases of stock -in-trade	32	99,264.39	115,450.17
Changes in inventories of finished goods, work-in-progress and stock-in-trade	33	6,125.09	(7,874.16)
Excise duty		-	-
Employee benefits expense	34	61,542.29	57,857.68
Finance costs	35	12,385.90	6,037.22
Depreciation and amortization	2 (e)	19,997.40	17,250.03
Cost relating to real estate under development		-	24.24
Other expenses	36	246,261.87	245,592.80
<b>Total expenses</b>		<u>1,046,187.61</u>	<u>997,352.02</u>
<b>Profit before share of associate and tax</b>		175,177.54	167,484.74
Share of (loss) / profit of associates (net of income tax)		13,282.93	16,628.30
<b>Profit before exceptional items and tax</b>		188,460.47	184,113.04
Exceptional items		1,701.00	-
<b>Profit before tax</b>		186,759.47	184,113.04
<b>Income tax expense</b>			
Current Tax	38	57,233.53	60,617.04
Deferred tax (credit) / charge	38	1,492.36	4,550.20
<b>Total tax expense for the year</b>		<u>58,725.89</u>	<u>65,167.24</u>
<b>Profit after tax for the year</b>		128,033.58	118,945.80
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to the statement of profit and loss			
Equity instruments through other comprehensive income - net change in fair value		(3,249.40)	4,184.05
Remeasurement of defined benefit liabilities / (assets)		(515.63)	(1,012.31)
Income tax relating to items that will not be reclassified to statement of profit and loss		188.34	146.58
		<u>(3,576.69)</u>	<u>3,318.32</u>
Items that will be reclassified subsequently to the statement of profit and loss			
Exchange difference in translating financial statements of foreign operations		2,533.29	3,494.30
		<u>2,533.29</u>	<u>3,494.30</u>
<b>Other comprehensive income for the year, net of tax</b>	38 (b)	<u>(1,043.40)</u>	<u>6,812.62</u>
<b>Total comprehensive income for the year</b>		<u>126,990.18</u>	<u>125,758.42</u>
<b>Profit attributable to:</b>			
Owners of the Company		59,826.50	62,093.55
Non-controlling interests		68,207.07	56,852.25
<b>Profit after tax for the year</b>		<u>128,033.58</u>	<u>118,945.80</u>
<b>Other comprehensive income attributable to:</b>			
Owners of the Company		(1,296.29)	6,623.11
Non-controlling interests		252.89	189.51
<b>Other comprehensive income for the year</b>		<u>(1,043.40)</u>	<u>6,812.62</u>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		58,530.21	68,716.66
Non-controlling interests		68,459.97	57,041.76
<b>Total comprehensive income for the year</b>		<u>126,990.18</u>	<u>125,758.42</u>
<b>Earning per equity share for profit attributable to owners</b>			
Basic earnings per share	37	85.75	89.00
Diluted earnings per share	37	85.75	89.00
Significant accounting policies, key accounting estimates and judgments	1		

The notes referred to above and other notes form an integral part of the consolidated 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

**Amar Sunder**  
Partner  
Membership No: 078305

**Nusli N. Wadia**  
Chairman  
DIN :00015731

**Ness Wadia**  
Managing Director  
DIN :00036049

**Jehangir Wadia**  
Director  
DIN :00088831

**Dr. Y. S. P. Thorat**  
Director  
DIN :00135258

**Gauri Kirloskar**  
Director  
DIN :03366274

**Dr. Minnie Bodhanwala**  
Director  
DIN :00422067

**Rajesh Batra**  
Director  
DIN :00020764

**Vinesh Kumar Jairath**  
Director  
DIN :00391684

**Sanjay Kumar Chowdhary**  
Company Secretary

**N H Datanwala**  
Chief Financial Officer

Place : Mumbai

Dated : June 24, 2020

**CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31 MARCH 2020**

	As at 31 March, 2020	(₹ in Lakhs) As at 31 March, 2019
<b>Cash flow from operating activities</b>		
Profit before tax and share of profits / (loss) of associates and after exceptional item	173,476.54	167,484.74
<b>Adjustments for :</b>		
Depreciation and amortisation expense	19,997.40	17,250.03
Loss on impairment of Property, Plant and equipment	330.92	-
Share based payment expense	2,158.00	1,612.00
Net gain on financial asset measured at fair value through statement of profit and loss	(8,988.00)	(6,385.00)
(Gain)/loss on disposal of property, plant and equipment (net)	(492.12)	(233.66)
(Profit) /loss on sale of investments	(1,438.97)	(31.23)
Unrealised exchange fluctuation (gain)/loss (net)	1,173.75	2,856.05
Change in fair value of biological assets	18.10	67.61
Interest income	(18,798.64)	(15,126.90)
Dividend income	(27.50)	(13.58)
Interest expense	12,385.90	6,037.22
Allowance for impairment of doubtful debts and other receivables	298.48	101.03
Liabilities/provisions no longer required written back	(150.84)	(37.10)
<b>Working Capital adjustments</b>		
(Increase)/ decrease in Inventories and other current assets	4,559.25	(14,797.75)
(Increase)/ decrease in Trade receivables	9,247.79	(9,617.02)
(Increase)/ decrease in Loans receivable and other assets	(1,966.86)	1,183.44
Increase in accounts payables, other liabilities and provisions	1,044.97	19,923.59
<b>Cash generated from operating activities</b>	<u>192,828.17</u>	<u>170,273.47</u>
Currency alignment on conversion of accounts	20.22	4.75
Income-tax paid (net of refund)	(51,697.85)	(59,860.46)
<b>Net cash generated from operating activities</b>	<u>141,150.54</u>	<u>110,417.76</u>
<b>Cash flow from investing activities</b>		
Acquisition of property, plant and equipment	(26,272.51)	(41,380.33)
Payment of stock redemptions	(831.72)	-
Proceeds from sale of property, plant and equipment	575.10	329.41
Proceeds from (purchase)/sale of investments	(145,825.08)	(34,105.92)
Inter-corporate deposits placed	(129,341.00)	(87,430.00)
Inter-corporate deposits redeemed	131,217.86	71,937.07
Interest received	13,734.97	13,122.16
Dividend received	27.68	13.58
<b>Net cash used in investing activities</b>	<u>(156,714.70)</u>	<u>(77,514.03)</u>
<b>Cash flow from financing activities</b>		
Proceeds from share allotment by subsidiary	2,397.00	2,979.00
Principal payment of lease liabilities	(531.20)	-
Payment of finance lease liabilities/Interest paid on lease liabilities	(63.85)	-
Interest paid	(8,207.08)	(5,751.38)
Proceeds from borrowings	73,422.00	2,360.45
Repayment of borrowings	(41,067.73)	(12,082.01)
Inter- corporate deposits placed	(8,150.00)	(6,920.00)
Contribution from non controlling interest	1,200.00	2,320.00
Issue of bonus debentures	72,095.00	-

## CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED 31 MARCH 2020

	As at 31 March, 2020	(₹ in Lakhs) As at 31 March, 2019
Payment of bonus debentures (including dividend distribution tax)	(48,514.64)	-
Dividends paid (including corporate dividend tax)	(24,059.43)	(19,683.20)
<b>Net cash (used in)/generated from financing activities</b>	<b>18,520.07</b>	<b>(36,777.14)</b>
<b>Net change in cash and cash equivalents</b>	<b>2,955.91</b>	<b>(3,873.41)</b>
Cash and cash equivalents at the beginning of the financial year	13,749.20	17,295.18
Effect of exchange rate changes on cash and cash equivalents	574.50	327.43
<b>Cash and cash equivalents at end of the year</b>	<b>17,279.61</b>	<b>13,749.20</b>
<b>Cash and cash equivalents</b>	<b>17,876.61</b>	<b>13,909.82</b>
Book overdraft	-	-
Bank overdraft	(597.00)	(160.62)
Effect of exchange rate changes	-	-
Cash and cash equivalents at end of the year	<b>17,279.61</b>	<b>13,749.20</b>

Debt reconciliation statement in accordance with Ind AS 7

<b>Short term borrowings</b>		
Opening balance	32,293.73	27,541.35
Cash flows	76,446.14	4,303.72
Non cash change (fair value)	572.72	448.66
Closing balance	<b>109,312.59</b>	<b>32,293.73</b>
<b>Long term borrowings</b>		
Opening balance	63,307.34	74,773.84
Cash flows	30,471.30	(11,510.26)
Non cash change (fair value)	1,511.43	43.76
Closing balance	<b>95,290.07</b>	<b>63,307.34</b>

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" notified under Section 133 of the Companies Act 2013.

Cash comprises cash on hand, Current accounts and deposits with banks. Cash equivalents comprises of short-term balances (with an original maturity of three months or less from the date of acquisition).

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

**Amar Sunder**  
Partner  
Membership No: 078305

**Nusli N. Wadia**  
Chairman  
DIN :00015731

**Ness Wadia**  
Managing Director  
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**Jehangir Wadia**  
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**Dr. Y. S. P. Thorat**  
Director  
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**Gauri Kirloskar**  
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**Dr. Minnie Bodhanwala**  
Director  
DIN: 00422067

**Rajesh Batra**  
Director  
DIN :00020764

**Vinesh Kumar Jairath**  
Director  
DIN :00391684

**Sanjay Kumar Chowdhary**  
Company Secretary

**N H Datanwala**  
Chief Financial Officer

Place : Mumbai  
Dated : June 24, 2020



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (SOCIE) FOR YEAR ENDED 31 MARCH, 2020**

**(a) Equity share capital**

(₹ in Lakhs)

	<b>As at 31 March 2020</b>		<i>As at 31 March 2019</i>		<i>As at 1 April, 2018 (Restated)</i>	
	<b>No. of Shares</b>	<b>Amount</b>	<i>No. of Shares</i>	<i>Amount</i>	<i>No. of Shares</i>	<i>Amount</i>
Balance at the beginning of the reporting period	<b>69,771,900</b>	<b>1,395.44</b>	<i>69,771,900</i>	<i>1,395.44</i>	<i>69,771,900</i>	<i>1,395.44</i>
Changes in equity share capital during the year	-	-	-	-	-	-
Forfeited shares amount paid up	-	<b>0.83</b>	-	<i>0.83</i>	-	<i>0.83</i>
Balance at the end of the reporting period	<b>69,771,900</b>	<b>1,396.27</b>	<i>69,771,900</i>	<i>1,396.27</i>	<i>69,771,900</i>	<i>1,396.27</i>

## (b) Other equity

₹ in Lakhs)

Particulars	Reserves and surplus							Other comprehensive income			Non Controlling Interest	Total Equity		
	Capital Reserve	Securities Premium Account	Capital Redemption Reserve	Debiture Redemption Reserve	Employee Stock Options Outstanding	General Reserve	Statutory Reserve Fund	Others	Retained earnings	Equity Instruments through Other Comprehensive Income			Foreign Currency Translation Reserve	Total
Balance at 1 April, 2018 (Reported)	127,585.44	6,081.35	201.96	-	580.18	53,260.70	150.15	-	193,091.74	8,802.23	5,214.39	394,968.14	170,318.28	565,286.42
Impact of Correction error	-	-	-	-	-	-	-	-	(19,326.03)	1,466.73	-	(17,859.30)	-	(17,859.30)
Balance at 1 April, 2018 (Restated)	127,585.44	6,081.35	201.96	-	580.18	53,260.70	150.15	-	173,765.71	10,268.96	5,214.39	377,108.84	170,318.28	547,427.12
Profit for the year	-	-	-	-	-	-	-	-	88,867.05	-	-	88,867.05	56,852.25	145,719.30
Other comprehensive income for the year	-	-	-	-	-	-	-	-	(734.47)*	(282.93)	(1,602.17)	(2,619.57)	189.51	(2,430.06)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	-	88,132.58	(282.93)	(1,602.17)	86,247.48	57,041.76	143,289.24
Other adjustments including acquisitions	-	-	-	-	-	-	-	-	(15,991.04)	(2,173.23)	10,613.74	(7,550.53)	2,403.57	(5,146.96)
Transfer to NCI	(0.03)	(2.41)	(0.20)	-	(0.57)	(30.56)	-	-	(135.37)	-	(0.04)	(169.18)	169.18	-
Transfers	-	-	-	-	-	5,445.38	-	-	(5,445.38)	-	-	-	-	-
Share based payments	-	-	-	-	816.48	-	-	-	-	-	-	816.48	795.52	1,612.00
Issue of Share capital	-	1,507.85	-	-	-	-	-	-	-	-	-	1,507.85	1,469.15	2,977.00
Exercise of Share options	-	386.46	-	-	(386.46)	-	-	-	-	-	-	-	0.99	0.99
Balance at 31 March, 2019	127,585.41	7,973.25	201.76	-	1,009.63	58,675.52	150.15	-	259,652.53	6,346.07	14,225.92	475,920.24	232,198.45	708,018.69
Dividends	-	-	-	-	-	-	-	-	(697.72)	-	-	(697.72)	(14,812.47)	(15,510.20)
Dividend Distribution Tax (DDT)	-	-	-	-	-	-	-	-	(143.42)	-	-	(143.42)	(3,044.90)	(3,188.32)
Balance at 31 March, 2019 (Restated)	127,585.41	7,973.25	201.76	-	1,009.63	58,675.52	150.15	-	239,485.36	7,812.80	14,225.92	457,119.80	214,341.08	671,460.88
Balance at 31 March, 2019 (Restated)	127,585.41	7,973.25	201.76	-	1,009.63	58,675.52	150.15	-	239,485.36	7,812.80	14,225.92	457,119.80	214,341.08	671,460.88
Impact of Correction Error (FY 2018-19)	-	-	-	-	-	-	-	696.21	(26,737.40)	4,466.98	4,775.70	(16,798.51)	-	(16,798.51)
Balance at 1 <sup>st</sup> April, 2019 (Restated)	127,585.41	7,973.25	201.76	-	1,009.63	58,675.52	150.15	696.21	212,747.96	12,279.78	19,001.62	440,321.29	214,341.08	654,662.37
Profit for the year	-	-	-	-	-	-	-	-	59,826.50	-	-	59,826.50	68,207.08	128,033.58
Other comprehensive income for the year	-	-	-	-	-	-	-	-	(83.79)*	(3,249.40)	2,037.01	(1,296.29)	252.89	(1,043.40)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	-	59,742.71	(3,249.40)	2,037.01	58,530.21	68,459.97	126,990.18

The Bombay Burmah Trading Corporation, Limited

Particulars	Reserves and surplus										Other comprehensive income			Total	Non Controlling Interest	Total Equity
	Capital Reserve	Securities Premium Account	Capital Redemption Reserve	Debt Redemption Reserve	Employee Stock Options Outstanding	General Reserve	Statutory Reserve Fund	Others	Retained earnings	Equity Instruments through Other Comprehensive Income	Foreign Currency Translation Reserve					
Other adjustments including acquisitions	-	-	-	-	-	-	-	(2,616.91)	-	-	-	(2,616.91)	369.94	(2,246.97)		
Transfer to NCI	(0.02)	(2.57)	(0.12)	-	(0.60)	(21.70)	-	(101.78)	0.12	(0.22)	-	(126.89)	126.89	-		
Transfers	-	-	-	-	-	7,601.53	-	(7,601.53)	-	-	-	-	-	-		
Share based payments	-	-	-	-	1,093.11	-	-	-	-	-	-	1,092.38	1,092.38	2,158.00		
Issue of Share capital	-	1,212.35	-	-	-	-	-	-	-	-	-	1,212.35	1,182.65	2,395.00		
Exercise of Share options	-	359.40	-	-	(359.40)	-	-	-	-	-	-	-	(35,600.51)	(35,600.51)		
Issue of Bonus Debenture	-	-	-	-	-	-	-	-	-	-	-	-	-	(7,318.12)		
Tax on Bonus Debenture	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Transfer to debenture redemption reserve	-	-	-	9,123.75	-	-	-	(9,123.75)	-	-	-	-	-	-		
Gain on sale of equity shares	-	-	-	-	-	-	-	10,458.20	-	-	-	10,458.20	-	10,458.20		
<b>Balance at 31 March, 2020</b>	<b>127,585.39</b>	<b>9,542.43</b>	<b>201.64</b>	<b>9,123.75</b>	<b>1,742.74</b>	<b>66,255.35</b>	<b>150.15</b>	<b>696.21</b>	<b>263,504.90</b>	<b>9,030.50</b>	<b>21,038.41</b>	<b>508,871.47</b>	<b>242,627.52</b>	<b>751,498.15</b>		
Dividends	-	-	-	-	-	-	-	(697.72)	-	-	-	(697.72)	(17,800.52)	(18,498.24)		
Dividend Distribution Tax (DDT)	-	-	-	-	-	-	-	(143.42)	-	-	-	(143.42)	(3,658.56)	(3,801.98)		
<b>Balance at 31 March, 2020</b>	<b>127,585.39</b>	<b>9,542.43</b>	<b>201.64</b>	<b>9,123.75</b>	<b>1,742.74</b>	<b>66,255.35</b>	<b>150.15</b>	<b>696.21</b>	<b>262,663.76</b>	<b>9,030.50</b>	<b>21,038.41</b>	<b>508,030.33</b>	<b>221,168.44</b>	<b>729,197.93</b>		

\* This amount refers to remeasurement of defined benefit liability / (asset)

As per our attached report of even date.

For **BSR & Co.LLP**

Chartered Accountants

Firm's Registration No: 101248/W/-100022

**Amar Sunder**

Partner

Membership No: 078305

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

**Nusli N. Wadia**

Chairman

DIN : 00015731

**Ness Wadia**

Managing Director

DIN : 00036049

**Jehangir Wadia**

Director

DIN : 00088831

**Dr. Y. S. P. Thorat**

Director

DIN : 00135258

**Gauri Kirtloskar**

Director

DIN : 03366274

**Dr. Minnie Bodhanwala**

Director

DIN : 00422067

**Rajesh Batra**

Director

DIN : 00020764

**Vinesh Kumar Jaithral**

Director

DIN : 00391684

**Sanjay Kumar Chowdhary**

Company Secretary

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : June 24, 2020

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 1 Notes to consolidated financial statements

#### Corporate information

The Bombay Burmah Trading Corporation, Limited (BBTCL) ('the Parent / Holding Company') having its registered office at 9, Wallace Street, Fort, Mumbai - 400001 was incorporated on 4<sup>th</sup> September, 1863 vide company identification number (CIN) L99999MH1863PLC000002 issued by the Registrar of Companies, Maharashtra, Mumbai, 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.

#### a Statement of Compliance

These Consolidated Financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements for the year ended 31 March, 2020 were approved by the Board of directors on 24 June, 2020. The management and authorities have the power to amend the financial statements in accordance with Sections 130 and 131 of the Act.

#### 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 Parent Company', 'BBTCL') and its subsidiaries which together constitute the Group and the Group's interest in associates. The consolidated financial statements have been prepared on the following basis:

#### 1) 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 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) NCI'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) NCI'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 investees. 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<sup>st</sup> 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

### **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 (INR), which is also the Parent Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest lakh, unless otherwise indicated.

## **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. Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended 31<sup>st</sup> March 2020 are as follows :

### **i. Property, plant and equipment :**

Determination of the estimated useful lives of property, plant and equipments and the assessment as to which components of the cost may be capitalised. For entities incorporated in India, useful lives

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

of property, plant and equipments 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.

### 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 is 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 be 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 Bombay Dyeing & Manufacturing Company Limited ('BDMC')

The Company along with its Subsidiaries holds 39.67% 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### d Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for financial instruments. 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 42 for information on detailed disclosures pertaining to measurement of fair values).

### 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 or 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 or loss.

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



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

### **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 "1 - b - V". 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 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 profit or 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 1 April 2014, the carrying amount as on 1 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

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

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 INR 0.05 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. 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 of impairment. 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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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 had been recognised.

### e Borrowing costs

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 asset 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) Timber, coffee, pepper and cardamom in stock are designated as agricultural produce as per Ind AS 41 and are measured at their fair value less cost to sell at the point of harvest. The fair valuation so arrived at becomes the cost of Inventory under Ind AS-2.
- 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 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:

	<b>31 March 2020</b>	<i>31 March 2019</i>	<i>31 March 2018</i>
Britannia Dairy Private Limited	<b>1,901.00</b>	<i>1,623.00</i>	<i>1,397.00</i>

(₹ in Lakhs)

### 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

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. In computing diluted earnings per share, no adjustments are done for the effects of potential dilutive equity shares where the results would be anti-dilutive.

### j Revenue Recognition

Effective 1 April 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue Recognition. The Group has adopted Ind AS 115 using the cumulative effect method (without practical expedients), with the effect of initially applying this standard recognised at the date of initial application (i.e. 1 April 2018). Accordingly, the information presented for the year ended 31 March

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

2018 has not been restated – i.e. it is presented, as previously reported, under Ind AS 18 and related interpretations.

The Group recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

### **i. Sale of goods**

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon delivery at the customer premises. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Group is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses or a reasonable estimate can be made. A refund liability and an asset for recovery is recognised for these contracts and presented separately in the balance sheet.

### **ii. Deferred revenue**

The Group has a customer loyalty programme for selected customers. The Company grants credit points to those customers as part of a sales transaction which allows them to accumulate and redeem those credit points. The consideration is allocated between the loyalty programme and the goods based on their relative stand-alone selling prices. The credit points have been deferred and will be recognised as revenue when the reward points are redeemed or lapsed.

**iii.** Income from royalties is recognised based on contractual agreements.

**iv.** Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**v.** 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.

### **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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### 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 consolidated 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 consolidated statement of profit and loss, any exchange component of that gain or loss is recognised in consolidated 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 INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR 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 off 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.

### I Retirement and other employee benefits

#### 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 as an expense 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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 Parent Company are entitled to receive post employment benefits in respect of Superannuation Fund in which the Parent 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 Parent Company has no further obligations beyond making the contribution. The Parent 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 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 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.

### **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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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.

### m Provisions and Contingencies

i. 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.

ii. 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

Effective from 1 April 2019, the Group has applied Ind AS 116, which replaces the existing lease standard, Ind AS 17-Leases and other interpretations. The Group has applied Ind AS 116 using the modified retrospective approach and has accordingly not restated the comparative information. The Group at the inception of a contract, assesses whether the a contract, is or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Ind AS 116 introduces a single balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The Group has elected not to recognise right-of-use of assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term. Lessor accounting remains similar to the accounting under the previous standard i.e. lessor continues to classify leases as finance or operating lease. This policy is applied to contracts entered into, or changed, on or after 1 April 2019. For contracts entered into before 1 April 2019, the determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.



## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of cost to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life or the end of the lease term. The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payment of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or the Statement of the Profit and Loss if the right-of-use asset is already reduced to zero. On the Balance Sheet, right-of-use assets have been included in property, plant and equipment and lease liabilities have been included in borrowings & other financial liabilities.

In the comparative period, leases of property, plant and equipment where the Group, as lessee, had substantially all the risks and rewards of ownership was classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, was included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost was charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Leases in which a significant portion of the risks and rewards of ownership was not transferred to the Group as lessee was classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) was charged to profit or loss on a straight-line basis over the period of the lease unless the payments was structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### As a lessor

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 inflation.

### 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 exchange, forward contracts.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

### i. Financial assets

#### Classification

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

- > Amortised cost
- > FVOCI equity investment
- > FVTPL

#### 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, The 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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

according to the original terms of the receivables. Impairment losses if any, are recognised in statement of profit and loss for the period.

### ii. Financial liabilities

#### 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 and 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 statement of profit and loss.

### 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' / 'other expenses'.

### q Dividend distribution to equity holders of the Company

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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

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. Grants that relate to revenue are recognised in the Statement of Profit and Loss on a systematic basis over the periods to which they relate. Grants that relate to an asset are treated as deferred income and recognised in the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

### **Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

**List of subsidiaries and associate companies considered in the consolidated financial statements:**

Name of Company	Country of Incorporation	Percentage holding	
		Current Year	Previous year
<b>Subsidiaries</b>			
Afco Industrial & Chemicals Limited.	India	100.00%	100.00%
DPI Products & Services of India Limited.	India	100.00%	100.00%
Sea Wind Investment & Trading Co. Limited	India	100.00%	100.00%
Leila Lands Senderian Berhad	Malaysia	100.00%	100.00%
<b>Sub-subsidiaries</b>			
<u>Subsidiary of DPI Products &amp; Services of India Limited.</u>			
Subham Viniyog Private Limited	India	100.00%	100.00%
<u>Subsidiaries of Leila Lands Senderian Berhad</u>			
Naira Holdings Ltd.	The British Virgin Islands	100.00%	100.00%
Island Horti-Tech Holding Pte. Ltd.	Singapore	100.00%	100.00%
Leila Lands Ltd.	Mauritius	100.00%	100.00%
Restpoint Investments Ltd.	The British Virgin Islands	100.00%	100.00%
Baymanco Investments Limited	Mauritius	100.00%	100.00%
<u>Subsidiaries of Island Horti-Tech Holding Pte. Ltd.</u>			
Island Landscape & Nursery Pte. Ltd.	Singapore	100.00%	100.00%
Innovative Organics Inc.	USA	58.80%	58.80%
<u>Subsidiaries of Leila Lands Ltd.</u>			
Britannia Brands Limited	United Kingdom	100.00%	100.00%
ABI Holdings Limited	United Kingdom	100.00%	100.00%
Associated Biscuits International Ltd.	United Kingdom	100.00%	100.00%
Dowbiggin Enterprises Pte. Limited	Singapore	100.00%	100.00%
Nacupa Enterprises Pte. Limited	Singapore	100.00%	100.00%
Spargo Enterprises Pte. Limited	Singapore	100.00%	100.00%
Valletort Enterprises Pte. Limited	Singapore	100.00%	100.00%
Bannatyne Enterprises Pte. Limited	Singapore	100.00%	100.00%
Britannia Industries Limited	India	50.62%	50.65%
<u>Subsidiary of Innovative Organics Inc.</u>			
Granum Inc.*	USA	58.80%	58.80%

\*On May 31, 2019, Granum Inc. entered into an Asset Purchase Agreement with Doh Cup Chai, LLC and ceased its operations.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

Name of Company	Country of Incorporation	Percentage holding	
		Current Year	Previous year
<u>Subsidiaries of Britannia Industries Limited</u>			
Boribunder Finance and Investments Private Limited	India	100.00%	100.00%
Flora Investments Company Private Limited	India	40.53%	40.53%
Gilt Edge Finance and Investments Private Limited	India	46.13%	46.13%
Ganges Vally Foods Private Limited	India	97.20%	51.00%
International Bakery Products Limited	India	100.00%	100.00%
J B Mangharam Foods Private Limited	India	100.00%	100.00%
Manna Foods Private Limited	India	100.00%	100.00%
Sunrise Biscuit Company Private Limited	India	99.16%	99.16%
Daily Bread Gourmet Foods (India) Private Limited	India	-	100.00%
Britannia Dairy Private Limited	India	100.00%	100.00%
Britannia Nepal Private Limited	Nepal	100.00%	100.00%
Britchip Foods Limited	India	60.00%	60.00%
Britannia and Associates (Mauritius) Private Limited	Mauritius	100.00%	100.00%
Britannia and Associates (Dubai) Private Co. Limited	Dubai, UAE	100.00%	100.00%
Al Sallan Food Industries Co. SAOC	Oman	65.46%	65.46%
Strategic Food International Co. LLC, Dubai	Dubai, UAE	100.00%	100.00%
Strategic Brands Holding Company Limited	Dubai, UAE	100.00%	100.00%
Britannia Bangladesh Private Limited	Bangladesh	100.00%	100.00%
Britannia Dairy Holdings Private Limited	Mauritius	100.00%	100.00%
<b>Equity accounted investees (associates)</b>			
Lotus Viniyog Private Limited	India	50.00%	50.00%
Roshnara Investment & Trading Company Private Limited	India	50.00%	50.00%
Cincinnati Investment & Trading Company Private Limited	India	50.00%	50.00%
Lima Investment & Trading Company Private Limited	India	50.00%	50.00%
Shadhak Investment & Trading Private Limited	India	50.00%	50.00%
MSIL Investments Private Limited	India	50.00%	50.00%
Medical Microtechnology Limited	India	50.00%	50.00%
Harvard Plantations Limited	India	50.00%	50.00%
Placid Plantations Limited	India	50.00%	50.00%

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

Name of Company	Country of Incorporation	Percentage holding	
		Current Year	Previous year
The Bombay Dyeing & Manufacturing Company Limited	India	39.67%	39.67%
Klassik Foods Private Limited # *	India	0.00%	26.02%
Nalanda Biscuits Company Limited *	India	35.00%	35.00%
Sunandaram Foods Private Limited *	India	26.00%	26.00%

#During the year, the company sold equity shares held on Klassik Foods Private Limited and do not hold any stake in the entity as at the balance sheet date.

\* Associates of Britannia Industries Limited

The following companies limited by guarantee, are also considered for consolidation:

- > Britannia Employees General Welfare Association Private Limited
- > Britannia Employees Medical Welfare Association Private Limited
- > Britannia Employees Educational Welfare Association Private Limited

The following subsidiary companies are excluded from consolidation as they are not significant:

Name of the entity	Relationship	Country of incorporation
Vasana Agrex and Herbs Private Limited	Subsidiary	India
Snacko Bisc Private Limited	Subsidiary	India

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

## 2 (a) Property, plant and equipment and capital work-in-progress

## (i) Property, plant and equipment

Particulars	Gross Block (Cost)				Accumulated Depreciation				Net Block				
	As at 1 April 2019	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2020	As at 1 April 2019	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2020	Impairment charge for the year *	As at 31 March 2020	As at 31 March 2019
Freehold land	13,875.24	4.00	-	-	13,879.24	-	-	-	-	13,879.24	-	13,875.24	13,875.24
Leasehold land #	0.79	-	0.02	-	0.81	0.27	0.07	-	-	0.34	-	0.47	0.52
Buildings	67,778.71	5,810.00	1,361.05	-	74,949.76	6,968.89	2,615.70	1,413.10	-	10,997.69	10.68	63,941.39	60,809.82
Leasehold buildings	910.98	-	1,149.82	-	2,060.80	505.96	87.20	1,140.69	-	1,733.85	-	326.95	405.02
Plant and equipment	111,187.32	22,424.27	4,060.42	499.39	137,172.62	40,631.14	14,716.45	3,530.60	454.33	58,423.86	320.24	78,428.52	70,556.18
Furniture and fixtures	3,760.91	287.24	1,236.23	231.25	5,053.13	1,584.40	399.14	1,223.22	227.69	2,979.07	-	2,074.06	2,176.51
Roads	298.75	-	-	-	298.75	164.99	26.43	-	-	191.42	-	107.33	133.76
Office equipment	3,200.03	887.23	17.00	1.12	4,103.14	1,806.62	657.49	14.00	1.12	2,476.99	-	1,626.15	1,393.41
Development plantations	3,870.69	166.97	1,220.14	1,485.29	3,772.51	814.90	93.53	1,223.04	1,480.50	650.97	-	3,121.54	3,055.79
Moulds & dies	608.91	136.16	-	-	745.07	298.83	125.88	-	-	424.71	-	320.36	310.08
Motor vehicles #	497.32	36.22	34.49	8.84	559.19	249.78	67.81	28.49	8.40	337.68	-	221.51	247.54
Computer hardware	88.09	26.58	-	1.41	113.26	63.45	18.94	-	0.61	81.78	-	31.48	24.64
<b>Right of use assets</b>													
Leasehold property	12,609.03	8,392.60	138.68	4.23	21,136.08	265.38	829.76	1.33	-	1,096.47	-	20,039.61	12,258.62
Motor vehicles	186.94	170.00	-	50.00	306.94	36.00	93.15	-	31.00	98.15	-	208.79	25.00
<b>TOTAL</b>	<b>218,873.71</b>	<b>38,341.27</b>	<b>9,217.85</b>	<b>2,281.53</b>	<b>264,151.30</b>	<b>53,390.61</b>	<b>19,731.55</b>	<b>8,574.47</b>	<b>2,203.65</b>	<b>79,492.98</b>	<b>330.92</b>	<b>184,327.40</b>	<b>165,272.13</b>

\* This includes charge on account of impairment as per provisions of Ind-AS 36 "Impairment of Assets". The charge is shown as "Other expenses" under note 32

# In addition includes ₹ 3787 pertaining to transition impact of Ind as 116.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Particulars	Gross Block (Cost)				Accumulated Depreciation				Net Block		
	As at 1 April 2018	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2019	As at 1 April 2018	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2019	As at 31 March 2018
Freehold land	13,859.24	16.00	-	-	13,875.24	-	-	-	-	13,875.24	13,859.24
Leasehold land #	12,521.78	3.00	0.01	-	12,524.79	108.20	157.45	-	-	12,259.14	12,413.58
Buildings	53,220.07	14,030.72	574.13	46.21	67,778.71	4,183.50	2,324.66	488.73	28.00	6,968.89	49,036.57
Leasehold buildings	845.65	-	65.33	-	910.98	369.53	86.34	50.09	-	505.96	476.12
Plant and equipment	72,739.21	35,037.47	4,676.03	1,265.39	111,187.32	24,821.87	12,632.96	4,366.88	1,190.57	40,631.14	47,917.34
Furniture and fixtures	3,397.44	253.80	122.97	13.30	3,760.91	1,063.34	427.45	104.64	11.03	1,584.40	2,334.10
Roads	298.75	-	-	-	298.75	98.91	66.08	-	-	164.99	199.84
Office equipment	2,498.44	657.80	97.00	53.21	3,200.03	1,203.42	562.31	94.00	53.11	1,806.62	1,295.02
Development plantations	3,747.88	119.61	103.01	99.81	3,870.69	710.37	99.74	100.74	95.95	814.90	3,037.51
Moulds & dies	447.81	161.10	-	-	608.91	192.78	106.05	-	-	298.83	255.03
Motor vehicles #	479.72	71.65	14.37	7.42	558.32	195.04	85.37	12.37	7.00	285.78	284.68
Computer hardware	71.70	16.86	-	0.47	88.09	39.12	24.45	-	0.12	63.45	32.58
<b>TOTAL</b>	<b>164,127.69</b>	<b>50,368.01</b>	<b>5,652.85</b>	<b>1,485.81</b>	<b>218,662.74</b>	<b>32,986.08</b>	<b>16,572.86</b>	<b>5,217.45</b>	<b>1,385.78</b>	<b>53,390.61</b>	<b>131,141.61</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**Notes:****(a) Building includes :**

- i) INR 4.00 (31 March, 2019: INR 4.00) in respect of which documents evidencing title are held in the name of the Company's nominee, which includes cost of 160 shares of Rs 50/- each fully paid-up of the New Cosmopolitan Housing Society Limited.
- ii) Fully paid unquoted shares in respect of ownership of flats in 1 Co-operative Housing Society (31 March, 2019 : 1 Co-operative Housing Society); 10 shares (31 March, 2019 : 10 shares) of ₹ 50/- each.
- iii) Net carrying value INR 27.00 (31 March 2019: INR 42.00) 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.
- iv) Net carrying value INR 1,107.00 (31 March 2019: INR 1,133.00) constructed on a land leased from the Public Establishment for Industrial Estates (Sohar Industrial Estate) for a period of 25 years from 1 January, 1994. This is further renewed for a period of 30 years w.e.f.1 January, 2019.
- (b) Vehicles as at 31 March, 2020 include vehicles with a carrying amount of INR 26.52 (31 March, 2019 : INR 31.42) on which the lender has a lien.
- (c) Refer Note 20 and 23 - Borrowings for assets pledged as security
- (d) Immovable properties (land and buildings) having gross block of INR 1,935.48 and net block of INR 1,716.69 is yet to be transferred in the name of the Company.
- (e) Development Plantations represent 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 accounting period.
- (f) Agreement in respect of leasehold land as at 31 March, 2020 : one location (31 March, 2019 : one location) is in the process of renewal.

**(ii) Capital work-in-progress**

<b>Particulars</b>	<b>As at 31 March 2020</b>	<b>As at 31 March, 2019 (Restated)</b>	<b>As at 1 April, 2018 (Restated)</b>
Opening carrying amount	<b>10,760.75</b>	20,720.02	3,320.55
Additions	<b>6,774.38</b>	10,455.81	18,922.1
Assets capitalized	<b>(12,482.51)</b>	(20,041.51)	(1,522.63)
<b>Closing carrying amount</b>	<b><u>5,052.62</u></b>	<u>10,760.75</u>	<u>20,720.02</u>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**2. (b) Investment property**

Particulars	Gross Block (Cost)				Accumulated Depreciation				Net Block		
	As at 1 April 2019	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2020	As at 1 April 2019	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2020	As at 31 March 2019
Buildings	1,592.83	-	-	-	1,592.83	106.28	26.58	-	-	132.86	1,486.55
<b>Total</b>	1,592.83	-	-	-	1,592.83	106.28	26.58	-	-	132.86	1,486.55

Particulars	Gross Block (Cost)				Accumulated Depreciation				Net Block		
	As at 1 April 2018	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2019	As at 1 April 2018	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2019	As at 31 March 2018
Buildings	1,592.83	-	-	-	1,592.83	79.71	26.57	-	-	106.28	1,513.12
<b>Total</b>	1,592.83	-	-	-	1,592.83	79.71	26.57	-	-	106.28	1,513.12

**Notes**

- i) Investment property comprises of office buildings. Fair value of investment property is INR 2,311.78 as on 31 March, 2020 (31 March, 2019: INR 2,738.11)
- ii) These valuations are performed by the management based on external valuation model.
- iii) The fair value of investment property held by the Parent Company is categorised as level 3 in the fair valuation hierarchy whereas the fair value of investment property held by the Subsidiary Company is categorised as level 2 in the fair valuation hierarchy.
- iv) Information regarding income and expenditure of investment properties.

**Particulars**

Rental income derived from investment properties  
 Less : Depreciation relating to investment properties

	As at 31 March 2020	As at 31 March 2019
	7.00	7.00
	<b>26.58</b>	<b>26.57</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

(19.57)

(19.58)

**Net profit/(loss) from investment properties**  
**2. (c) Other intangible assets and goodwill**

Particulars	Gross Block (Cost)				Accumulated Amortisation				Net Block			
	As at 1 April 2019	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2020	As at 1 April 2019	Amortisation Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2020	As at 31 March 2020	As at 1 April 2019
<b>Other Intangible assets</b>												
Brands/trademarks	4.00				4.00	-				-	4.00	4.00
Computer softwares	2,553.69	371.57	109.93	53.17	2,982.02	1,711.77	309.69	108.65	47.57	2,082.54	899.48	841.92
Tenancy rights	28.92	-	-	-	28.92	2.40	0.60	-	-	3.00	25.92	26.52
<b>Total</b>	<b>2,586.61</b>	<b>371.57</b>	<b>109.93</b>	<b>53.17</b>	<b>3,014.94</b>	<b>1,714.17</b>	<b>310.29</b>	<b>108.65</b>	<b>47.57</b>	<b>2,085.54</b>	<b>929.40</b>	<b>872.44</b>
<b>Goodwill</b>	<b>104,441.31</b>	<b>-</b>	<b>868.53</b>	<b>2,751.14</b>	<b>102,558.70</b>	<b>353.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>353.00</b>	<b>102,205.70</b>	<b>104,088.31</b>

Particulars	Gross Block (Cost)				Accumulated Amortisation				Net Block			
	As at 1 April 2018	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2019	As at 1 April 2018	Amortisation Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2019	As at 31 March 2019	As at 1 April 2018
<b>Other Intangible assets</b>												
Brands/trademarks	4.00	-	-	-	4.00	-	-	-	-	-	4.00	4.00
Computer softwares	2,222.89	322.01	8.79	-	2,553.69	1,336.81	368.00	6.96	-	1,711.77	841.92	886.08
Tenancy rights	28.92	-	-	-	28.92	1.80	0.60	-	-	2.40	26.52	27.12
<b>Total</b>	<b>2,255.81</b>	<b>322.01</b>	<b>8.79</b>	<b>-</b>	<b>2,586.61</b>	<b>1,338.61</b>	<b>368.60</b>	<b>6.96</b>	<b>-</b>	<b>1,714.17</b>	<b>872.44</b>	<b>917.20</b>
<b>Goodwill</b>	<b>103,685.58</b>	<b>-</b>	<b>755.73</b>	<b>-</b>	<b>104,441.31</b>	<b>-</b>	<b>353.00</b>	<b>-</b>	<b>-</b>	<b>353.00</b>	<b>104,088.31</b>	<b>103,685.58</b>

(a) Goodwill on consolidation comprises goodwill of INR 14,002.00 (31 March, 2019 : INR 13,142.00) and capital reserve of INR 105.00 (31 March, 2019 : INR 105.00).

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

(b) During the previous year, consequent to the initiation of the liquidation process of Daily Bread Gourmet Foods (India) Private Limited, the goodwill on consolidation recorded in the books amounting to ₹ 3.53 was amortised.

**2. (d) Intangible asset under development**

Particulars	As at 1 April 2019	Additions	Disposals / transfers	As at 31 March 2020
Intangible asset under development	44.71	-	-	44.71

Particulars	As at 1 April 2018	Additions	Disposals	As at 31 March 2019
Intangible asset under development	19.17	25.54	-	44.71

Intangible asset under development includes implementation of ERP software to be installed by the Company

**2 (e) Reconciliation of depreciation / amortization charged during the year**

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
<u>Depreciation / amortization charged during the year</u>		
Property, plant and equipment [Refer note 2 (a)]	18,808.62	16,572.86
Investment property [Refer note 2 (b)]	26.58	26.57
Intangible assets other than goodwill [Refer note 2 (c)]	310.29	368.60
Amortisation of Goodwill [Refer note 2 (c)]	922.91	353.00
Depreciation on ROU Assets (Related to 116 Lease Disclosure)	(71.00)	-
Less : transfer from capital subsidy [Refer note 52]	19,997.40	(71.00)
<b>Depreciation and amortization charge as per statement of profit and loss</b>	<b>19,997.40</b>	<b>17,250.03</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Particulars	As at 31 March, 2020	As at 31 March, 2019 (Restated)	As at 1 April, 2018 (Restated)
<b>3. Equity accounted investees*</b>			
Investment in equity accounted investees	189,778.34	1,69,272.94	153,026.21
Investments in participating interest	121.21	117.84	120.19
Investments in preference shares of equity accounted investments	188.64	23.50	23.50
Less: Provision for diminution in value of investments	(1.00)	(1.00)	(1.00)
<b>Total</b>	<b>190,087.19</b>	<b>1,69,413.28</b>	<b>153,168.90</b>
*Refer note 39			
<b>4. Non-current financial assets - Investments</b>			
<b>Measured at amortized cost</b>			
Investments in debentures and bonds	135,300.02	42,817.02	8,140.02
Investments in government / trust securities / others	1,180.54	1,277.54	1,248.78
<b>Measured at fair value through profit &amp; loss</b>			
Investments in mutual funds	50,388.00	27,130.00	11,437.00
Investments with insurance companies	1,461.00	1,334.00	1,249.75
Investments in equity instruments	17.00	26.00	-
Investments in co-operative societies	0.05	0.05	0.06
<b>Measured at fair value through other comprehensive income</b>			
Investments in quoted equity	11.08	19.43	18.17
Investments in unquoted equity	10,042.99	404.70	384.28
<b>Total</b>	<b>198,400.68</b>	<b>73,008.74</b>	<b>22,478.06</b>
Aggregate book value of quoted investments	11.08	19.43	18.17
Aggregate market value of quoted investments	11.08	19.43	18.17
Aggregate value of unquoted investments	198,389.60	72,989.31	22,459.89
Aggregate amount of impairment in value of investments	-	-	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>5 Non-current financial assets - Loans receivable</b>			
<b>Unsecured and considered good unless otherwise stated</b>			
Security deposits	2,159.57	2,040.19	1,439.19
Loans to key managerial persons	12.00	12.00	12.00
Loans to employees	78.24	65.94	77.35
Intercorporate loans	18,300.00	-	12,093.00
Other loans	20.00	20.00	51.00
<b>Total</b>	<b>20,569.81</b>	<b>2,138.13</b>	<b>13,672.54</b>
<b>6 Non-current financial assets - Other financial assets</b>			
<b>Unsecured and considered good unless otherwise stated</b>			
Bank deposits with original maturity beyond 12 months	3,060.21	3,022.37	253.16
Other deposits	121.64	101.64	1.64
Interest accrued on deposits	-	29.88	14.79
Receivables from other than related party	286.96	480.18	431.73
Less: allowance for impairment	(243.62)	(307.38)	(252.13)
<b>Total</b>	<b>3,225.19</b>	<b>3,326.69</b>	<b>449.19</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

(₹ in Lakhs)

Particulars	1 April 2019	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Other	31 March 2020
<b>Deferred tax assets / (liabilities)</b>						
Property, plant and equipment	(6,836.87)	1,660.72	-	-	(30.76)	(5,206.91)
Proposed dividend	(3,190.06)	(1,348.99)	-	-	-	(4,539.05)
Indexation benefit on land	923.82	-	-	-	-	923.82
Investment at fair value through profit and loss	(1,329.00)	44.00	-	-	-	(1,285.00)
Allowance for doubtful debts, advances and contingencies	285.00	(54.73)	-	-	-	230.27
Employee benefits, net	568.00	(89.48)	-	-	-	478.52
Statutory dues	5,763.00	(1,344.00)	-	-	-	4,419.00
Provisions	1,203.00	(916.00)	-	-	-	287.00
Unabsorbed business loss and depreciation (Refer Note below)	33.04	21.46	-	-	-	54.50
Other items	3,200.65	1,000.62	-	(2,658.80)	1.29	1,543.76
Minimum alternative tax credit	616.00	(466.00)	-	-	-	150.00
<b>Tax assets / (liabilities) [net]</b>	<b>1,236.59</b>	<b>(1,492.39)</b>	<b>-</b>	<b>(2,658.80)</b>	<b>(29.47)</b>	<b>(2,944.07)</b>

## 7 Movement in deferred tax balances

## (a) Movement in deferred tax balances for 2019-20



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Particulars	(₹ in Lakhs)					
	1 April 2018	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Other	31 March 2019
<b>Deferred tax assets / (liability)</b>						
Property, plant and equipment	(4,521.86)	(2,311.58)	-	-	(3.43)	(6,836.87)
Proposed dividend	(2,658.80)	(3,190.06)	-	-	2,658.80	(3,190.06)
Indexation benefit on land	923.82	-	-	-	-	923.82
Investment at fair value through profit and loss	(1,443.00)	114.00	-	-	-	(1,329.00)
Allowance for doubtful debts, advances and contingencies	285.00	-	-	-	-	285.00
Employee benefits, net	891.00	(323.00)	-	-	-	568.00
Statutory dues	4,823.00	940.00	-	-	-	5,763.00
Provisions	810.00	393.00	-	-	-	1,203.00
Unabsorbed business loss and depreciation (Refer Note below)	72.00	(38.96)	-	-	-	33.04
Other items	415.75	124.40	-	-	2,660.50	3,200.65
Minimum alternative tax credit	874.00	(258.00)	-	-	-	616.00
<b>Tax assets / (liabilities)</b>	<b>470.91</b>	<b>(4,550.20)</b>	<b>-</b>	<b>-</b>	<b>5,315.87</b>	<b>1,236.59</b>

The Company has elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019 for the year ended 31 March 2020 and has accordingly re-measured its Deferred tax assets/(liabilities) basis the rate prescribed in the said section.

Deferred tax benefits are recognized on unabsorbed business 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 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.

As at 31 March 2020, undistributed earning of subsidiaries amounted to INR 3,49,135.68 (31 March, 2019: INR 3,06,384.96 ). The corresponding deferred tax liability of INR 74,072.63 (31 March, 2019: INR 62,977.43 ), 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 FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

(c) Tax losses carried forward	Nature of loss	Expiry Date	As at	
			31 March 2020	31 March 2019
1) Business loss		-	-	-
		FY 2019-20	-	2.02
		FY 2020-21	7.93	1.59
		FY 2021-22	12.96	9.56
		FY 2022-23	22.85	22.85
		FY 2023-24	348.02	348.02
		FY 2024-25	702.71	702.71
		FY 2025-26	1,401.94	1,401.94
		FY 2026-27	3,148.56	2,103.57
		FY 2027-28	2,065.61	-
2) Long term capital loss		FY 2022-23	13.53	13.53
		FY 2026-27	68.28	-
3) Short Term Capital Loss		FY 2026-27	0.65	-
4) Unabsorbed depreciation		No Expiry	2,563.46	2,661.08
			<u>10,356.50</u>	<u>7,266.87</u>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	As at 31 March, 2020	As at 31 March, 2019 (Restated)	As at 1 April, 2018 (Restated)
<b>8 Current tax assets (net)</b>			
Advance income tax (net of provision for tax)	7,498.45	4,345.84	2,711.35
<b>Total</b>	<b>7,498.45</b>	<b>4,345.84</b>	<b>2,711.35</b>
<b>9 Other non-current assets</b>			
<i>Unsecured and considered good unless otherwise stated</i>			
Capital advances	2,281.74	5,339.48	4,083.53
Prepaid expenses	21.35	1,909.88	1,954.60
Balances with Government authorities	1,992.89	2,197.26	2,133.10
Less: allowance for impairment	(142.27)	(142.27)	(142.27)
Advances other than capital advances	-		
Considered good	629.00	1,127.00	980.00
Considered doubtful	893.00	893.00	893.00
Less: allowance for impairment	(893.00)	(893.00)	(893.00)
<b>Total</b>	<b>4,782.71</b>	<b>10,431.35</b>	<b>9,008.96</b>
<b>10 Inventories*</b>			
Raw materials	36,856.14	33,199.03	31,063.82
Work-in-progress	568.39	490.73	455.21
Finished goods	24,292.86	30,651.01	23,418.45
Goods-in-transit (finished goods)	1,075.00	1,142.00	956.00
Stock-in-trade	4,491.09	4,268.70	3,848.62
Consumable stores and spares including loose tools	13,248.46	15,413.35	10,116.09
Real estate under development	2,988.99	2,976.59	2,879.06
<b>Total</b>	<b>83,520.93</b>	<b>88,141.41</b>	<b>72,737.25</b>

\* For method of valuation for inventories Refer note 1.e (f).

Inventories are subject to first charge against bank loans (Refer note 20 and 23)

The write down of inventories to net realisable value amounted to INR 176.79 (31 March, 2019 : INR 296.64, 31 March, 2018: INR 138.00). The write down is included in cost of materials consumed or changes in inventories of finished goods, work-in-progress and stock-in-trade.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

**11 Biological assets****A Reconciliation of carrying amount**

Particulars	2019-20		2018-19	
	Tea leaves	Coffee fruits	Tea leaves	Coffee fruits
<b>Opening carrying value of biological assets as on 1 April</b>	<b>103.88</b>	-	170.90	-
<b>Add :</b>				
(i) Increase due to harvesting done	2,761.44	514.05	3,327.26	882.69
<b>Less :</b>				
(i) Production during the year changes due to biological transformation	(2,779.54)	(514.05)	(3,394.87)	(882.69)
(ii) Due to increase in production of leaves/ fruits on the bushes due to favourable weather conditions	-	-	-	-
(iii) Due to increase in number of plantations	-	-	-	-
(iv) Increase due to seasonal produce	-	-	-	-
(v) Changes due to biological transformation for harvest	-	-	-	-
(vi) Changes due to currency fluctuations	1.10	-	0.59	-
<b>Carrying value of biological assets as on 31 March</b>	<b>86.88</b>	-	103.88	-

The reconciliation of fair value changes is analysed below:

<b>Opening carrying value of biological assets as on 1 April</b>	<b>103.88</b>	-	170.90	-
Variance due to price/rate movements	(14.02)	-	5.12	-
Variance due to currency fluctuations	1.10	-	0.59	-
Variance due to volume fluctuations:				
Due to increase/(decrease) in production of leaves/fruits on the bushes due to favourable / unfavourable weather conditions.	(4.08)	-	(72.73)	-
<b>Carrying value of biological assets as on 31 March</b>	<b>86.88</b>	-	103.88	-
<b>Current portion</b>	<b>86.88</b>	-	103.88	-
<b>Non-current portion</b>	-	-	-	-

**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.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**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	<b>31 March 2020</b>	<i>31 March 2019</i>
(Loss) / gain included in (other expense) / other income	<b>(18.10)</b>	<i>(67.61)</i>
Change in fair value (realised)	-	-
Change in fair value (unrealised)	<b>(18.10)</b>	<i>(67.61)</i>

**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 2020 Rs 18.14 per kg (31 March 2019: Rs 21.67 per kg)	The estimated fair valuation would increase/(decrease) if <ul style="list-style-type: none"> <li>- The production quantity for 11 days immediately after the reporting date changes</li> <li>- the trading prices of the tea leaves undergo a change</li> </ul>
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 <ul style="list-style-type: none"> <li>- The budgeted production and estimated quantity to be plucked changes</li> <li>- the prices determined by the Coffee Board of India changes</li> </ul>

**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.

**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 FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

	As at 31 March, 2020	As at 31 March, 2019 (Restated)	As at 1 April, 2018 (Restated)
<b>12 Current financial assets - Investments</b>			
<b><i>Measured at amortized cost</i></b>			
Investments in commercial paper	-	-	7,424.00
Investment in debentures or bonds	13,609.31	12,903.23	420.00
Investments in government securities	97.00	-	95.00
<b><i>Measured at fair value through profit and loss</i></b>			
Investment in mutual funds or Commodities	96,045.54	64,809.00	77,741.00
<b><i>Measured at fair value through other comprehensive income</i></b>			
Investment in equity instruments	1,601.73	1,981.22	3,995.71
<b>Total</b>	<b>111,353.58</b>	<b>79,693.45</b>	<b>89,675.71</b>
Aggregate book value of quoted investments	9,746.03	3,966.99	7,223.72
Aggregate market value of quoted investments	9,746.03	3,966.99	7,223.72
Aggregate value of unquoted investments	101,607.55	75,726.46	82,451.99
<b>13 Current financial assets - Trade receivables*</b>			
<b>Unsecured</b>			
Considered good	36,774.64	45,937.12	36,106.23
Credit Impaired	1,219.67	1,511.32	1,483.14
	<b>37,994.31</b>	<b>47,448.44</b>	<b>37,589.37</b>
Less: Allowance for impairment	(1,219.67)	(1,511.32)	(1,483.14)
<b>Total</b>	<b>36,774.64</b>	<b>45,937.12</b>	<b>36,106.23</b>
* 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 42			
<b>14. Cash and cash equivalents; and other bank balances</b>			
<b>(a) Cash and cash equivalents</b>			
Cash in hand	21.54	22.10	32.90
Cheques on hand	914.00	2,568.00	9,111.00
	<b>935.54</b>	<b>2,590.10</b>	<b>9,143.90</b>
<b>Balance with banks</b>			
In current accounts	14,568.93	9,440.98	8,903.14
In EEFC accounts	135.26	140.88	-
In deposit accounts	1,795.27	1,337.29	1,046.39
In foreign bank accounts held by foreign branches	441.61	400.57	408.57
	<b>16,941.07</b>	<b>11,319.72</b>	<b>10,358.10</b>
<b>Total</b>	<b>17,876.61</b>	<b>13,909.82</b>	<b>19,502.00</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>(b) Other bank balances</b>			
Unpaid dividend accounts #	1,453.25	1,254.31	505.15
Unclaimed debenture interest #	6.00	6.00	43.00
In deposit accounts	2,696.00	3,686.00	5,109.00
Unclaimed debenture redemption proceeds #	119.00	121.00	109.00
Balances held as margin money against guarantees and other commitments	252.20	210.42	203.56
<b>Total</b>	<b>4,526.45</b>	<b>5,277.73</b>	<b>5,969.71</b>

# Refer note 50

<b>15 Current financial assets - Loans receivable</b>			
<b>Unsecured and Considered good unless otherwise stated</b>			
Security deposits	514.64	443.97	449.30
Group companies and associates	20.83	50.76	24.81
Loans due from key managerial persons	-	5.42	5.63
Loan to employees	4.27	14.57	38.12
Intercorporate loans #	118,691.00	130,714.00	96,221.00
Loans to others	7.00	66.00	79.00
<b>Total</b>	<b>119,237.74</b>	<b>131,294.72</b>	<b>96,817.86</b>

# Includes deposits given to related parties other than subsidiaries amounting to INR 71,150.00 (31 March : INR 79,290.00, 31 March, 2018 : INR 47,280.00).

<b>16 Current financial assets - Other financial assets</b>			
<b>Unsecured and considered good unless otherwise stated</b>			
Interest accrued but not due	9,801.28	4,885.93	2,896.50
Balances with government authorities	466.53	237.57	149.82
Receivables from other than related parties	1,799.37	1,659.60	1,758.53
Receivables from related parties #	161.71	14.83	75.07
Incentives recoverable ##	13,251.02	7,763.00	7,197.00
<b>Total</b>	<b>25,479.90</b>	<b>14,560.93</b>	<b>12,076.92</b>

# Includes amount recoverable from Managing Director of Parent Company is 31 March, 2020 Nil (31 March, 2019 Nil, 31 March, 2018 : INR 39.27)

## Incentives recoverable in accordance with the state industrial policy of certain states.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

	As at 31 March, 2020	As at 31 March, 2019 (Restated)	As at 1 April, 2018 (Restated)
<b>17 Other current assets*</b>			
<b>Unsecured and considered good unless otherwise stated</b>			
Advances	3,322.16	5,093.00	13,887.52
Prepaid expenses	2,207.30	1,925.05	1,768.38
Balances with Government authorities	4,022.27	5,743.66	2,912.82
Other advances			
Considered good	5,832.44	4,628.31	3,711.17
Considered doubtful	290.00	290.00	290.00
Less: allowance for impairment	(290.00)	(290.00)	(290.00)
<b>Total</b>	<b>15,384.17</b>	<b>17,390.02</b>	<b>22,279.89</b>
* Other current assets are subject to first charge against bank loans (Refer note 23)			
<b>18 Equity share capital</b>			
<b>(a) Authorised share capital</b>			
7,50,00,000 equity shares of ₹ 2/- each (31 March, 2019 : 7,50,00,000 of ₹ 2/- each, 1 April, 2018 : 7,50,00,000 of ₹ 2/- each)	1,500.00	1,500.00	1,500.00
<b>TOTAL</b>	<b>1,500.00</b>	<b>1,500.00</b>	<b>1,500.00</b>
<b>(b) Issued, subscribed and paid-up</b>			
6,97,71,900 Equity shares of ₹ 2/- each (31 March, 2019 : 6,97,71,900 of ₹ 2/- each, 1 April, 2018 : 6,97,71,900 of ₹ 2/- each)	1,395.44	1,395.44	1,395.44
Forfeited shares amount paid-up	0.83	0.83	0.83
<b>TOTAL</b>	<b>1,396.27</b>	<b>1,396.27</b>	<b>1,396.27</b>
<b>(c) Reconciliation of the shares outstanding at the beginning and at the end of reporting year.</b>			
<b>Number of Equity Shares</b>			
Outstanding at the beginning of the year	69,771,900.00	69,771,900.00	69,771,900.00
Shares issued during the year	-	-	-
Outstanding at the end of the year	69,771,900	69,771,900.00	69,771,900.00
<b>Value of Equity Shares</b>			
Outstanding at the beginning of the year	1,395.44	1,395.44	1,395.44
Shares issued during the year	-	-	-
<b>Outstanding at the end of the year</b>	<b>1,395.44</b>	<b>1,395.44</b>	<b>1,395.44</b>
<b>(d) Terms / Rights attached to each classes of shares :</b>			



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

The Company has only one class of equity shares with voting rights having a par value of Rs 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 Shareholders	As at 31 March, 2020		As at 31 March, 2019		As at 1 April, 2018	
	No. of shares	% Holding	No. of shares	% Holding	No. of shares	% Holding
Nowrosjee Wadia & Sons Limited #	25,074,546	35.94%	21,352,927	30.60%	20,852,927	29.89%
The Bombay Dyeing & Manufacturing Company Limited \$	4,656,942	6.67%	7,538,600	10.80%	7,538,600	10.80%
Mr. Nusli Neville Wadia	6,980,356	10.00%	6,846,505	9.81%	6,846,505	9.81%
Wallace Brothers Trading & Industrial Limited	5,660,700	8.11%	5,660,700	8.11%	5,660,700	8.11%
Sunflower Investments & Textiles Private Limited #	2,000,298	2.87%	2,000,298	2.87%	2,000,298	2.87%
Naperol Investments Limited	4,278,533	6.13%	4,208,400	6.03%	4,208,400	6.03%
N.W. Exports Limited #	-	-	-	0.00%	500,000	0.72%

#N.W. Exports Limited and Sunflower Investments & Textiles Private Limited were amalgamated with Nowrosjee Wadia & Sons Limited pursuant to the scheme of arrangement during FY 2017-2018. Share transfer in the name of the amalgamated Company is pending on the balance sheet date in case of Sunflower Investments & Textiles Private Limited

19 Other equity	As at 31 March, 2020	As at 31 March, 2019 (Restated)	As at 1 April, 2018 (Restated)
<b>Summary of reserves</b>			
<b>Capital reserve</b>	127,585.39	127,585.41	127,585.44
The reserve comprises of profits/losses of capital nature earned by the Company and credited directly to such reserve.			
<b>Securities premium</b>	9,542.43	7,973.25	6,081.35
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			
<b>General reserves</b>	66,255.35	58,675.52	53,260.70

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

<b>19 Other equity</b>	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as part of dividend, subject to the relevant provisions of the Companies Act, 2013			
<b>Equity component of compound financial instruments</b>		-	-
<b>Retained earnings</b>	<b>262,663.76</b>	<i>258,811.39</i>	<i>173,765.71</i>
<b>Foreign currency translation reserve</b>	<b>21,038.41</b>	<i>14,225.92</i>	<i>5,214.39</i>
The reserve represents exchange differences arising on account of conversion of foreign operations to the Company's functional currency			
<b>Equity instrument through other comprehensive income</b>	<b>9,030.38</b>	<i>6,346.07</i>	<i>10,268.96</i>
This reserve represents the cumulative gains and losses arising on revaluation of equity instruments measured at fair value through Other Comprehensive Income, net of amounts reclassified to retained earnings when those assets are disposed off.			
<b>Capital redemption reserve</b>	<b>201.64</b>	<i>201.76</i>	<i>201.96</i>
The Company had purchased its own shares and as per the provisions of the applicable laws, a sum equal to the nominal value of the shares so purchased is required to be transferred to the capital redemption reserve.			
<b>Employee stock option reserve</b>	<b>1,742.74</b>	<i>1,009.63</i>	<i>580.18</i>
The share options outstanding account is used to recognise the grant date fair value of options issued under Britannia Industries Limited Employee Stock Option Scheme.			
<b>Statutory reserve fund</b>	<b>150.15</b>	<i>150.15</i>	<i>150.15</i>
Remeasurement of Employee benefits through other comprehensive income		-	-
<b>Debenture redemption reserve</b>	<b>9,123.75</b>	-	-
<b>Others</b>	<b>696.21</b>	-	-
<b>Total</b>	<b>508,030.30</b>	<i>474,979.10</i>	<i>377,108.84</i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>20 Non-current financial liabilities - Borrowings</b>			
<b>Secured borrowings</b>			
Term loans from banks (Refer note a to d)	<b>4,393.00</b>	<i>32,186.46</i>	<i>45,993.65</i>
Long term maturities of finance lease obligations (Refer note f)	<b>137.65</b>	<i>47.02</i>	<i>68.21</i>
Loan against vehicle (Refer note g)	<b>6.93</b>	<i>13.89</i>	<i>20.69</i>
Non-convertible debentures (Refer note h)	<b>72,095.00</b>	<i>14,958.11</i>	<i>14,935.35</i>
Lease obligation (Refer note i)	<b>542.15</b>	<i>-</i>	<i>-</i>
<b>Total</b>	<b><u>77,174.73</u></b>	<i><u>47,205.48</u></i>	<i><u>61,017.90</u></i>

The Group's exposure to liquidity risk and interest risk related to borrowings is disclosed in note 42.

- a) Rupee loan from Kotak Mahindra Bank Limited of INR 5,000.00, (current outstanding - INR 4.17) which is repayable in April 2020. The loan is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 23). 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 10% to 11%.
- b) Rupee loan from The Federal Bank Limited of INR 2,500.00, (current outstanding - INR 555.31) is repayable by quarterly instalments of INR 138.89 each. The loan is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 23). 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 9.5% to 10.25%.
- c) INR 1,363.00 (31 March, 2019 : INR 1,763.00, 31 March 2018 INR 1580) taken from HSBC Bank by one of the subsidiaries, repayable in 24 equal quarterly instalments starting from 27 April, 2017. The rate of interest is one year MCLR. This includes additional loan of INR 500.00 taken from HSBC bank during the year with same term of repayment starting from 24 April, 2019 at an interest rate of 6 months T-Bill plus spread. 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 of the subsidiary.  
  
Out of the above loan, INR 400.00 (31 March, 2019 : INE 400, 31 March, 2018 : INR400.00) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 25) and balance of INR 963.00 (31 March, 2019: INR 1,363.00) has been classified under "Borrowings".
- d) INR 5,146.00 (31 March, 2019 : INR 6,176.00, 31 March 2018 : INR 7550) taken from Standard Chartered Bank by few subsidiaries, repayable in 24 equal quarterly instalments starting from 28 December 2017. The rate of interest is 6.00% p.a. The outstanding term loan is secured by an exclusive charge on property, plant and equipment of the subsidiaries.  
  
Out of the above loan, INR 1,716.00 (31 March 2019 : INR 1,373.00, 31 March 2018 : INR 1373.00) is repayable within 1 year and classified under "Other financial liabilities" (Refer note 25) and balance of INR 3,430.00 (31 March, 2019 : INR 4,803.00, 31 March 2018 : INR 6177.00) has been classified under "Borrowings".
- e) Rate of interest for finance lease obligations ranges from 16.60% to 20.20% per annum. Number of repayment installments (quarterly) for lease obligations ranges from 1 to 11. Period of maturity for the lease obligations ranges from 3 months to 3 years.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

- f) Loan against vehicles are secured by lien on vehicle purchased. The rate of interest on the loan is ranging from 8% to 10% and is repayable in 60 equal instalments. Outstanding amount in respect of loan against vehicles is INR 13.86, out of which INR 6.79 is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 25).
- g) Non-convertible debentures (NCD's) aggregating to INR 15,000.00 (current outstanding – INR 15,000.00) were issued to mutual fund house and listed on Wholesale Debt Market segment of BSE Limited. NCD's are repayable on 30<sup>th</sup> April, 2020 and is classified under "Other Current Financial Liabilities" (Refer Note 25). NCD's are secured by extension of pari passu charge of an Equitable Mortgage by deposit of title deeds of Elkhill estates together with buildings and structures thereon in favour of the debenture trustee (IDBI Trusteeship Services Limited). The coupon rate of NCD is 8.44% p.a. payable quarterly.
- h) Rate of interest for lease obligations range from 8% to 10% per annum. Number of repayment installments for lease obligations range from 1 to 12. Period of maturity for the lease obligations range from 1 year to 30 years and secured by the relevant vehicles acquired under the lease. Amount of INR 60.84 is repayable within one year and is classified under "Other Current Financial Liabilities" (Refer Note 25 & 41).

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>21 Non-current financial liabilities - Others</b>			
Security deposits received	<b>3,097.98</b>	2,748.80	2,576.23
Lease Obligation			
Expenses payable to other than related parties	<b>46.12</b>	3,336.02	84.61
Others	<b>1,592.08</b>	13.77	-
<b>Total</b>	<b>4,736.18</b>	6,098.59	2,660.84
	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>22 Non-current provisions</b>			
Provision for employee benefits	<b>1,487.04</b>	1,327.06	1,120.20
<b>Total</b>	<b>1,487.04</b>	1,327.06	1,120.20
<b>23 Current financial liabilities - Borrowings</b>			
<b>Secured-Loans repayable on demand</b>			
From banks (Refer note a to d)	<b>12,683.08</b>	7,782.06	3,837.64
<b>Unsecured-Loans repayable on demand</b>			
From banks (Refer note e to h)	<b>12,786.81</b>	12,110.00	12,964.00
From other parties	<b>20,270.30</b>	0.28	0.25
Bank overdraft (Refer note h)	<b>597.00</b>	-	901.00
Lease Obligation	<b>230.99</b>		
Commercial paper (Refer note i to k)	<b>62,744.72</b>	12,401.39	9,838.46
<b>Total</b>	<b>109,312.89</b>	32,293.73	27,541.35

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**Notes**

The Company's exposure to liquidity risk and interest risk related to borrowings is disclosed in note 38.

- a) Cash credit from Axis Bank Limited INR 1,997.27 (31 March, 2019 : INR 1,462.62, 31 March, 2018 : INR 61.18) is secured by hypothecation of present and future stocks, trade receivables (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 9.00% to 11.00%.
- b) Cash credit from HDFC Bank Limited INR 1,074.65 (31 March, 2019 : 1,565, 31 March, 2018 : 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 9.00% to 11.00%.
- c) Packing Credit/ Cash Credit / WCDL from The Hongkong and Shanghai Banking Corporation Limited of INR 8,000 (31 March, 2019 : INR 3,007.61, 31 March, 2018 : INR 1000) 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 8.50% to 9.50%.
- d) Packing credit/ WCDL/ short term loan from Federal Bank Limited of INR 1,611.16 (31 March, 2019 : INR 1,746.87, 31 March 2018 : INR 2776.46 ) 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 + 1 - 3% and other loan is 9.00% to 11.00%.
- e) Outstanding unsecured loan of INR 4,500.00 (31 March, 2019 : INR 4,500.00, 31 March, 2018 : INR 4500) is payable to BNP Paribas. The tenure of loan is short term and it is repayable on demand. The rate of interest on the loan is ranging from 8.25% to 9.5%.
- f) Outstanding unsecured loan of INR 2,200.00 (31 March, 2019 : Nil, 31 March, 2018 : Nil) is short term loan and it is repayable on demand. The rate of interest on the loan is ranging from 12% to 13.5%.
- g) Represents dues towards a financial institution relating to bill discounting transactions. The discounting rate for these transactions is the prevailing 3 month T-Bill rate + markup as applicable.
- h) Unsecured loan repayable on demand from bank include loan availed by one of the subsidiaries to support working capital requirement of its step down subsidiaries. The loan is secured by an irrevocable and unconditional corporate guarantee from Britannia Industries Limited and carries an interest rate of USD 1 month LIBOR + markup as applicable (31 Mar 2019: USD 1 month LIBOR + markup as applicable). The loan was refinanced on 11 October 2019 for a period of 6 months and is being renewed on a monthly basis thereafter.
- i) Carrying interest at 5.90% p.a. and repayable in January 2021.
- j) Carrying interest at the prevailing MCLR/Base rate (Plus markup as applicable) and repayable on demand.
- k) The Company has issued commercial paper of INR 15,000.00 (31 March, 2019 : INR 12,500.00, 31 March, 2018 : INR 10000 ) which carries coupon 8% to 11% for a tenor of 90 days. It is an unsecured facility.

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>24 Current financial liabilities - Trade payables</b>			
Total outstanding dues of micro and small enterprises [Refer note below]	<b>1,099.22</b>	178.00	450.71
Total outstanding dues of creditors other than micro enterprises and small enterprises	<b>113,940.63</b>	<u>117,053.12</u>	<u>101,945.33</u>
<b>Total</b>	<b>115,039.85</b>	<u>117,231.12</u>	<u>102,396.04</u>

Note : There are no material dues owed by the Group to Micro and Small enterprises, which are outstanding

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

for more than 45 days during the year and as at 31 March 2020. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group and has been relied upon by the auditors.

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:			
- Principal	<b>1,098.96</b>	178.00	443.70
- Interest	<b>0.26</b>	-	7.01
The amount of interest paid by the Group in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed date during the year.	<b>0.26</b>	-	7.01
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	<b>0.26</b>	-	7.01
The amount of interest accrued and remaining unpaid at the end of each accounting year.	<b>0.26</b>	-	7.01
The amount of further 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 enterprise for the purposes of disallowance as a deductible expenditure under the MSMED Act, 2006	<b>0.26</b>	-	7.01

All trade payables are current. The Group's exposure to liquidity risk and currency risk related to trade payables is disclosed in note 42.

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>25 Current financial liabilities - Other financial liabilities</b>			
Current maturities of long term debt (Refer note 20)	<b>17,667.97</b>	16,101.86	13,755.94
Current maturities of finance lease obligations (Refer note 20)	<b>447.37</b>	45.47	38.32
Creditors for capital goods	<b>2,387.00</b>	3,891.70	3,259.80

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
Interest accrued	<b>3,960.89</b>	444.88	122.04
Interest accrued but not due on bonus debentures			
Unpaid dividends #	<b>1,453.25</b>	1,254.31	505.15
Unpaid debenture redemption balance	<b>119.00</b>	121.00	109.00
Unpaid debenture interest	<b>6.00</b>	6.00	43.00
Security deposits received	<b>330.36</b>	327.76	327.32
Expenses payable to			
Related parties	<b>94.18</b>	54.39	48.35
Other than Related Parties	<b>15,874.90</b>	15,228.13	13,476.24
Employee Benefits	<b>9,066.67</b>	6,628.63	4,934.25
Book overdraft	-	160.00	1,306.00
<b>Total</b>	<b>51,407.59</b>	44,264.13	37,925.41

# There are no amounts due and outstanding to be credited to 'Investor Education and Protection Fund'. The Group's exposure to liquidity risk and currency risk related to trade payables is disclosed in note 42.

**26 Other current liabilities**

Advances received from customer	<b>7,870.58</b>	4,073.62	3,089.89
Deferred revenue #	<b>426.00</b>	334.00	473.00
Statutory liabilities	<b>6,954.30</b>	5,334.76	5,668.99
<b>Total</b>	<b>15,250.88</b>	9,742.38	9,231.88

# 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. The reconciliation is presented below.

Opening balance	<b>334.00</b>	473.00	1,088.15
Deferred during the year	<b>1,388.00</b>	1,257.00	1,304.00
Released to the Statement of Profit and Loss	<b>(1,296.00)</b>	(1,396.00)	(1,919.15)
Closing balance	<b>426.00</b>	334.00	473.00

**27 Current provision**

Employee benefits	<b>3,977.85</b>	3,619.72	2,390.16
Trade and other issues	<b>2,014.91</b>	2,120.08	2,097.01
Excise duty and service tax related issues	<b>760.00</b>	2,344.00	4,878.00
Sales tax and other issues	<b>13,454.00</b>	12,927.00	9,221.00
<b>Total</b>	<b>20,206.76</b>	21,010.80	18,586.17

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>As at 31 March, 2020</b>	<i>As at 31 March, 2019 (Restated)</i>	<i>As at 1 April, 2018 (Restated)</i>
<b>28 Current tax liabilities (net)</b>			
Provision for tax (net of advance tax)	<b>4,669.72</b>	7,431.66	5,659.90
<b>Total</b>	<b>4,669.72</b>	7,431.66	5,659.90
<b>29 Government grants</b>			
<b>Current</b>			
Capital subsidy *	-	71.00	71.00
Deferred government grant from Oman Government	-	-	65.00
<b>Total</b>	<b>-</b>	71.00	136.00
<b>Non-current</b>			
Capital subsidy *	-	-	72.00
Deferred government grant from Oman Government	-	-	122.00
<b>Total</b>	<b>-</b>	-	194.00

\*Refer note 52

	<b>For the year ended 31 March 2020</b>	<i>For the year ended 31 March 2019</i>
<b>30 Revenue from operations</b>		
<b>Sale of products and services</b>		
Sale of Products	<b>1,172,994.32</b>	1,133,659.14
Sale of services	-	0.04
Customer loyalty programme	<b>(92.00)</b>	139.00
	<b>1,172,902.32</b>	1,133,798.18
<b>Other operating revenue</b>		
Export benefits and other incentives *	<b>12,817.68</b>	5,904.00
Sale of scrap	<b>2,935.41</b>	2,369.10
Royalty	<b>179.00</b>	236.00
Provisions and liabilities no longer required written back	<b>150.84</b>	-
Others	<b>61.29</b>	13.10
	<b>16,144.22</b>	8,522.20
<b>Total</b>	<b>1,189,046.54</b>	1,142,320.38

\*Includes incentives recognised in accordance with the state Industrial policy of certain states.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>For the year ended 31 March 2020</b>	<i>For the year ended 31 March 2019</i>
<b>31 Other income</b>		
Interest Income from financial assets at amortised cost	<b>18,798.64</b>	<i>15,126.90</i>
Net gain on financial assets measured at fair value through profit and loss *	<b>8,988.00</b>	<i>6,385.00</i>
Net gain on disposal of property, plant and equipment etc.	<b>495.58</b>	<i>233.87</i>
Dividend on long-term investments	<b>27.56</b>	<i>13.58</i>
Net gain on sale of long-term investments/Current investments	<b>1,438.97</b>	<i>31.23</i>
Fair trade premium received	<b>57.37</b>	<i>85.48</i>
Gain in the fair valuation of biological assets	-	-
MTM gain	-	-
Other non-operating income	<b>2,512.49</b>	<i>640.32</i>
<b>Total</b>	<b>32,318.61</b>	<i>22,516.38</i>
*Includes net gains on fair value changes of INR 4,655.00 (31 March, 2019: INR 3,736.00)		
<b>32 Cost of materials consumed and purchase of stock-in-trade</b>		
Raw materials consumed	<b>600,610.67</b>	<i>563,014.04</i>
Purchase of Stock in trade	<b>99,264.39</b>	<i>115,450.17</i>
<b>33 Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
<b>Inventories at the beginning of year</b>		
Finished goods (including stock in trade of traded goods)	<b>36,061.71</b>	<i>28,223.07</i>
Work in progress	<b>490.73</b>	<i>455.21</i>
<b>Total opening balance of inventories</b>	<b>36,552.44</b>	<i>28,678.28</i>
<b>Inventories at the end of year</b>		
Finished goods (including stock in trade of traded goods)	<b>29,858.95</b>	<i>36,061.71</i>
Work in progress	<b>568.39</b>	<i>490.73</i>
<b>Total closing balance of inventories</b>	<b>30,427.35</b>	<i>36,552.44</i>
<b>Changes (increase)/decrease in inventories of finished goods, work-in-progress and stock-in-trade</b>	<b>6,125.09</b>	<i>(7,874.16)</i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>For the year ended 31 March 2020</b>	<i>For the year ended 31 March 2019</i>
<b>34 Employee benefits expense</b>		
Salaries and wages	<b>53,417.40</b>	<i>50,475.24</i>
Contributions to provident and other funds	<b>3,502.13</b>	<i>3,607.25</i>
Staff welfare expenses	<b>2,464.76</b>	<i>2,163.19</i>
Share based payment expense	<b>2,158.00</b>	<i>1,612.00</i>
<b>Total</b>	<b>61,542.29</b>	<i>57,857.68</i>
<b>35 Finance costs</b>		
Interest on bank borrowings & others	<b>12,289.46</b>	<i>6,022.00</i>
Interest - lease obligation	<b>44.81</b>	
Finance lease	<b>51.62</b>	<i>15.22</i>
<b>Total</b>	<b>12,385.89</b>	<i>6,037.22</i>
<b>36 Other expenses</b>		
Consumption of stores and spare parts	<b>4,623.30</b>	<i>4,832.31</i>
Power and fuel	<b>18,739.32</b>	<i>18,744.74</i>
Rent including lease rentals (Refer note 41)	<b>3,506.30</b>	<i>4,216.01</i>
Repairs and Maintenance		
Buildings	<b>502.35</b>	<i>691.40</i>
Plant and machinery	<b>3,580.15</b>	<i>3,930.08</i>
Others	<b>2,972.05</b>	<i>3,159.43</i>
Insurance	<b>701.86</b>	<i>577.48</i>
Rates and taxes	<b>1,092.04</b>	<i>1,271.49</i>
Freight and forwarding	<b>60,605.64</b>	<i>55,996.70</i>
Advertisement and Sales / Business promotion / Selling expenses	<b>48,027.26</b>	<i>50,992.01</i>
Legal and professional	<b>1,372.56</b>	<i>1,392.11</i>
Payments to auditors [Refer note 47]	<b>282.97</b>	<i>259.88</i>
Bad trade and other receivables, loans and advances written off	<b>555.28</b>	<i>2.40</i>
Allowance for impairment for trade and other receivables, loans and advances (net)	<b>(257.06)</b>	<i>111.82</i>
<b>Sub-contracting</b>	<b>1,237.73</b>	<i>1,393.17</i>
Processing / Conversion charges	<b>50,861.00</b>	<i>51,343.00</i>
Corporate social responsibility expenditure [Refer note 46]	<b>2,936.53</b>	<i>2,560.97</i>
Fair trade premium paid	<b>57.37</b>	<i>85.48</i>
Loss on disposal of Property, plant & equipment	<b>-</b>	<i>0.21</i>
Loss on fair valuation of biological assets	<b>18.10</b>	<i>67.61</i>
Loss on impairment of property, plant and equipment	<b>330.92</b>	<i>-</i>
Loss on foreign exchange	<b>1,233.14</b>	<i>2,844.45</i>
Miscellaneous expenses	<b>43,283.06</b>	<i>41,120.05</i>
<b>Total</b>	<b>246,261.87</b>	<i>245,592.80</i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**37 Earnings per share (EPS)**

Basic EPS amount is 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 amount is calculated by dividing the profit attributable to equity holders of the parent 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.

	<b>31 March 2020</b>	<i>31 March, 2019 (Restated)</i>	<i>31 March, 2019 (Reported)</i>
Profit attributable to equity shareholders of the parent	<b>59,826.50</b>	<i>62,093.55</i>	<i>88,867.05</i>
Issued ordinary shares as at 1 April	<b>69,771,900</b>	<i>69,771,900</i>	<i>69,771,900</i>
Weighted average number of equity shares outstanding at the end of the year	<b>69,771,900</b>	<i>69,771,900</i>	<i>69,771,900</i>
Basic earnings per share	<b>85.75</b>	<i>89.00</i>	<i>127.37</i>
Diluted earnings per share	<b>85.75</b>	<i>89.00</i>	<i>127.37</i>

**38 Tax expense**

**(a) Amounts recognised in profit and loss**

**Current tax**

	<b>31 March 2020</b>	<i>31 March, 2019 (Restated)</i>
Current year	<b>57,233.53</b>	<i>60,617.04</i>
Income tax refund relating to prior years	<b>-</b>	<i>-</i>
<b>Current tax expense</b>	<b>57,233.53</b>	<i>60,617.04</i>

**Deferred income tax liability / (asset), net**

Origination and reversal of temporary differences	<b>1,492.36</b>	<i>4,550.20</i>
<b>Deferred tax expense</b>	<b>1,492.36</b>	<i>4,550.20</i>
<b>Tax expense for the year</b>	<b>58,725.89</b>	<i>65,167.24</i>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

	31 March 2020			31 March, 2019 (As Restated)		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
<b>(b) Amounts recognised in other comprehensive income</b>						
<b>Items that will not be reclassified subsequently to the statement of profit and loss</b>						
Equity instruments through other comprehensive income	(3,249.40)	-	(3,249.40)	4,184.05	-	4,184.05
Remeasurements of the defined benefit plans	(515.63)	188.34	(327.29)	(1,012.31)	146.58	(865.73)
	(3,765.03)	188.34	(3,576.69)	3,171.74	146.58	3,318.32
<b>Items that will be reclassified subsequently to the statement of profit and loss</b>						
Exchange differences in translating the financial statements of a foreign operation	2,533.29	-	2,533.29	3,494.30	-	3,494.30
	2,533.29	-	2,533.29	3,494.30	-	3,494.30
<b>Total other comprehensive income</b>	(1,231.74)	188.34	(1,043.40)	6,666.04	146.58	6,812.62

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

<b>(c) Reconciliation of effective tax rate</b>	<b>31 March 2020</b>	<i>31 March, 2019 (Restated)</i>
<b>Profit before tax</b>	<b>186,759.47</b>	<i>184,113.04</i>
Tax using the Company's domestic tax rate (Current year 25.17% and Previous year 34.94%)	<b>47,007.36</b>	<i>64,329.10</i>
<b>Tax effect of:</b>		
Permanent differences	<b>1,347.53</b>	<i>678.44</i>
Share of profit of associates	<b>(3,343.31)</b>	<i>(5,803.22)</i>
Temporary differences on which no deferred tax asset is recognised	<b>225.97</b>	<i>12.30</i>
Dividend income exempt from income-tax	<b>14,456.78</b>	<i>(3,530.84)</i>
Capital gains tax set off against business loss of the current year *		
Portion of income/loss chargeable to tax under Tamil Nadu and Karnataka state laws (laws abolished in the respective states)	<b>567.22</b>	<i>273.68</i>
Current period's losses for which no deferred tax asset is recognised	-	<i>7,575.98</i>
Capital gains tax set off against business loss of the current year	-	-
Deferred tax assets on indexation benefit	-	-
Difference in tax rates of subsidiaries	<b>4,169.55</b>	<i>(1,615.19)</i>
Investment allowance deduction		
Weighted deduction on R & D expenditure	<b>368.00</b>	<i>(409.00)</i>
Adjustments pertaining to previous years - absorption of brought forward loss/depreciation (net of income)	<b>(256.00)</b>	-
<b>Deferred tax on proposed dividend</b>	<b>(5,817.21)</b>	<i>3,656.00</i>
<b>Tax as per statement of profit and loss</b>	<b>58,725.89</b>	<i>65,167.24</i>

**39 Equity accounted Investees**

**Information of interest of the Group in its equity accounted investees:**

Particular	Accounting method	31 March, 2020	31 March, 2019 <i>Restated</i>	1 April, 2018 <i>Restaed</i>
Interest in associates	Equity Method	<b>190,087.19</b>	<i>169,413.28</i>	<i>153,168.90</i>

**Interest in associate**

**List of material associate of the Group**

**Proportion of ownership interest**

Sr No	Name of the Company	Country of Incorporation	31 March 2020	31 March, 2019 <i>Restated</i>	1 April, 2018 <i>Restaed</i>
1	The Bombay Dyeing & Manufacturing Company Limited ('BDMC')	India	<b>39.67%</b>	<i>39.67%</i>	<i>39.67%</i>

The principal place of business is the same as the country of incorporation.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Note : BDMC is engaged primarily in the business of Real Estate, Polyester Staple Fibre and Retail -Textiles.

**Quoted fair value of listed associate**

<b>Sr No</b>	<b>Name of the Company</b>	<b>31 March, 2020</b>	<i>31 March, 2019 Restated</i>	<i>1 April, 2018 Restated</i>
1	The Bombay Dyeing & Manufacturing Company Limited	<b>37,520.40</b>	<i>110,636.03</i>	<i>195,835.19</i>

The following table comprises the financial information of the Corporation's material associate and its carrying amount. Carrying amount has been amended to reflect adjustments made by the entity using equity method, including fair value adjustments made at the time of acquisition and modification for the differences in accounting policies if any.

<b>Summarized Financial information</b>	<b>31 March, 2020</b>	<i>31 March, 2019 Restated</i>	<i>1 April, 2018 Restated</i>
Percentage ownership interest	<b>39.67%</b>	<i>39.67%</i>	<i>39.67%</i>
<b>Summarised financial information</b>			
Non current assets	<b>690,124.85</b>	<i>704,472.46</i>	<i>690,983.45</i>
Current assets (excluding cash and cash equivalent)	<b>327,268.00</b>	<i>339,797.00</i>	<i>229,600.00</i>
Cash and cash equivalents	<b>4,697.00</b>	<i>7,686.00</i>	<i>13,338.00</i>
Non current liabilities (non-current liabilities other than trade payables and provisions)	<b>(413,022.00)</b>	<i>(395,574.00)</i>	<i>(224,548.00)</i>
Current liabilities (current liabilities other than trade payables and provisions)	<b>(29,810.00)</b>	<i>(50,166.00)</i>	<i>(75,973.00)</i>
Trade payables and provisions	<b>(32,316.00)</b>	<i>(54,078.00)</i>	<i>(41,410.00)</i>
Deferred tax liability on fair value adjustments	<b>(94,493.64)</b>	<i>(156,018.49)</i>	<i>(150,520.06)</i>
<b>Net assets</b>	<b>452,448.20</b>	<i>396,118.97</i>	<i>441,470.40</i>
<b>Group's share of net assets</b>	<b>179,464.03</b>	<i>157,120.98</i>	<i>175,109.67</i>
Consolidation adjustment	<b>10,104.32</b>	<i>11,984.56</i>	<i>(22,350.34)</i>
<b>Carrying amount of interest in associate</b>	<b>189,568.35</b>	<i>169,105.54</i>	<i>152,759.33</i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

<b>Summarised financial information</b>	<b>31 March, 2020</b>	<i>31 March, 2019</i> <i>Restated</i>
Revenue	<b>189,462.00</b>	442,976.00
Interest income	<b>5,004.00</b>	4,022.00
Depreciation and amortisation	<b>6,924.54</b>	32,992.69
Interest expense	<b>55,382.00</b>	48,970.00
Other expense	<b>45,966.00</b>	73,160.00
Profit or loss from continuing operations	<b>(28,526.96)</b>	49,042.58
Income tax expense	<b>62,008.85</b>	(6,077.55)
Post tax profit or loss from continuing operations	<b>33,475.88</b>	42,775.03
Other comprehensive income	<b>(41,306.00)</b>	11,002.00
<b>Total comprehensive income</b>	<b>(7,830.12)</b>	<b>53,777.03</b>
<b>Group's share of profit</b>	<b>13278.24233</b>	16966.75838
Consolidation adjustment	<b>(37.89)</b>	239.96
<b>Group's share of profit</b>	<b>13,240.35</b>	16,726.80
<b>Group's share of OCI</b>	<b>(16,384.07)</b>	4,363.95
<b>Consolidation adjustment</b>	<b>14,397.24</b>	4,734.51
<b>Group's share of OCI</b>	<b>(1,986.82)</b>	9,098.47
<b>Group's share of total comprehensive income</b>	<b>11,253.53</b>	25,825.26
<b>Dividend received from the associate</b>	<b>1,228.91</b>	987.62

The Group also has interest in a number individually immaterial associates.

The following table analyses, in aggregate, the carrying amount and share of profit and OCI of these associates.

	<b>31 March, 2020</b>	<i>31 March, 2019</i> <i>Restated</i>	<i>1 April, 2018</i> <i>Restated</i>
Carrying value in interest of associates	<b>518.84</b>	307.74	408.56
i) share of profit / (loss)	<b>42.58</b>	(98.48)	(18.00)
ii) Share of other comprehensive income	<b>(73.07)</b>	1.34	113.88
iii) Share of total comprehensive income	<b>(30.49)</b>	(97.14)	95.88

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**40 Employee benefits (Ind AS 19)****(a) Defined contribution plans**

The Group has recognised the following amounts as expenses under the defined contribution plans in the statement of profit and loss for the year:

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Employer's Contribution to Government Provident Fund *	<b>998.68</b>	<i>1,052.96</i>
Employer's Contribution to Superannuation Fund	<b>66.88</b>	<i>71.50</i>
Employer's Contribution to Family Pension Fund	<b>410.00</b>	<i>335.00</i>
Pension Fund / Scheme	<b>75.00</b>	<i>110.10</i>
<b>Total</b>	<b><u>1,550.56</u></b>	<i><u>1,569.56</u></i>

\* 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.

For the Parent, eligible employees 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 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.

**(b) Defined benefit plans- Gratuity:****The Bombay Burmah Trading Corporation, Limited**

The Parent Company has The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund, The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund and the Parent Company has taken a qualifying gratuity policy from LIC of India in respect of Dental Products of India - division which are funded defined benefit plans for qualifying employees.

- (i) In respect of covenanted staff covered under The Bombay Burmah Trading Corporation, Limited Covenanted Staff Gratuity Fund. The gratuity scheme 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 case of resignation where the service is 5 years or more, the gratuity is computed based on 15 days salary for every completed year or part thereof in excess of six months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.
- (ii) In respect of non-covenanted staff covered under The Bombay Burmah Trading Corporation, Limited Covenanted Staff Gratuity Fund and employees of the Dental Products of India - division for whom the Company has taken a gratuity policy from the LIC of India. The 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.

**Britannia Industries Limited**

The Company has two funds: Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund, which are funded defined benefit plans for qualifying employees.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

- (i) The Scheme in relation to Britannia Industries Limited Covenanted Staff Gratuity Fund 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 basic salary payable for each completed year of service or part thereof in excess of six months subject to the higher of maximum amount payable as per the Payment of Gratuity Act, 1972 and twenty months salary.
- (ii) The Scheme in relation to Britannia Industries Limited Non Covenanted Staff Gratuity Fund 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.

Vesting under the above scheme 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 following tables summarise the components of defined benefit expense recognised in the statement of profit or loss / OCI and the funded status and amounts recognised in the Balance Sheet for gratuity plans:

	<b>31 March 2020</b>	<i>31 March, 2019 (Restated)</i>	<i>1 April, 2018 (Restated)</i>
<b>1. Reconciliation of net defined benefit asset / (liability)</b>			
(a) Reconciliation of present value of defined benefit obligation			
Obligations at 1 April	<b>7,039.63</b>	5,921.44	5,481.02
Service cost	<b>555.55</b>	587.13	423.89
Interest cost	<b>456.89</b>	400.09	371.41
Benefits settled	<b>(937.75)</b>	(891.88)	(679.50)
Benefits Amendment	<b>27.27</b>		
Actuarial loss / (gain) due to demographic assumption changes	<b>(1.61)</b>	(1.76)	(0.09)
Actuarial loss due to financial assumptions	<b>487.61</b>	69.97	16.38

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

	31 March 2020	31 March, 2019 (Restated)	1 April, 2018 (Restated)
Actuarial loss / (gain) due to experience adjustments	113.97	954.64	308.33
<b>Obligations at the year end 31 March</b>	<b>7,741.56</b>	<b>7,039.63</b>	<b>5,921.44</b>
(b) Reconciliation of present value of plan asset			
Plan assets at 1 April at fair value	5,739.78	5,544.68	5,253.47
Expected return on plan assets	407.82	392.05	386.12
Return on assets excluding interest income	191.21	20.85	(20.50)
Employer direct benefit payment	-	12.46	-
Contributions	880.26	661.62	605.07
Benefit settled	(937.76)	(891.88)	(679.48)
<b>Plan assets as at 31 March at fair value</b>	<b>6,281.31</b>	<b>5,739.78</b>	<b>5,544.68</b>
(c) Reconciliation of net defined benefit asset/ (liability):			
Present value of obligation as at 31 March	7,741.56	7,039.63	5,921.44
Plan assets at 31 March at fair value	6,281.31	5,739.78	5,544.68
<b>Amount recognised in balance sheet asset / (liability)</b>	<b>(1,460.25)</b>	<b>(1,299.85)</b>	<b>(376.76)</b>
2. Expenses recognised in the statement of profit and loss under Employee benefits expense:			
Current service cost	555.55	587.13	423.89
Interest cost	456.89	400.09	371.41
Interest income	-	-	-
Expected return on plan assets and contribution	(407.82)	(392.05)	(386.12)
<b>Amount charged to the statement of profit and loss</b>	<b>604.62</b>	<b>595.17</b>	<b>409.18</b>
3. Remeasurements recognised in statement of Other Comprehensive Income (OCI):			
Actuarial loss / (gain) on defined benefit obligation	599.97	1,022.85	324.62
Return on plan assets excluding interest income	(191.21)	(20.85)	20.50
<b>Loss / (gain) recognised in statement of other comprehensive income</b>	<b>408.76</b>	<b>1,002.00</b>	<b>345.12</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	31 March 2020	31 March, 2019 (Restated)	1 April, 2018 (Restated)
<b>4 Investment details: (% Invested)</b>			
<b>A] The Bombay Burmah Trading Corporation, Limited</b>			
Central government securities	1.70%	1.52%	1.74%
Public sector bonds	0.00%	0.00%	1.66%
Insurer managed funds	96.15%	98.26%	96.44%
Others (including bank balances)	2.15%	0.22%	0.16%
	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>
<b>B] Britannia Industries Limited and its subsidiaries</b>			
Government of India securities	2.12%	2.36%	2.63%
State Government securities	43.25%	37.48%	27.44%
Public sector securities	30.73%	28.70%	36.77%
Mutual funds	5.20%	5.76%	3.50%
Special deposit scheme	0.00%	1.96%	2.19%
Others	18.70%	23.74%	27.47%
	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>
<b>5 Principal actuarial assumptions:</b>			
<b>A] The Bombay Burmah Trading Corporation, Limited</b>			
Discount factor [Refer note (a) below]	6.81%	7.69%	7.68%
Estimated rate of return on plan assets [Refer note (b) below]	6.81%	7.69%	7.68%
Attrition rate	3.67%	3.67%	3.00%
Salary escalation rate (p.a.)	5.00%	5.67%	4.67%
Retirement age (in years)	58	58	58
<b>B] Britannia Industries Limited and its subsidiaries</b>			
Discount factor [Refer note (a) below]	6.00%	7.70%	7.50%
Estimated rate of return on plan assets [Refer note (b) below]	6.00%	7.70%	7.50%
Attrition rate:			
Age related (service related):			
5 years and above	4.00%	4.00%	4.00%
Below 5 years	25.00%	25.00%	23.00%
Salary escalation rate (p.a.)	7.00%	7.00%	6.00%
Retirement age (in years)	58	58	58
Mortality tables	<b>Indian Assured Lives Mortality (2012-14) Ultimate</b>	<i>Indian Assured Lives Mortality (2006-08)</i>	

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	31 March 2020	31 March, 2019 (Restated)	1 April, 2018 (Restated)
<b>6 Maturity profile of defined benefit obligation</b>			
Within 1 year	807.12	847.02	689.83
1-5 years	3,131.45	2,867.52	2,523.78
5 years and above	6,400.85	4,088.33	3,480.60
	<u>10,339.42</u>	<u>7,802.87</u>	<u>6,694.21</u>
<b>7 Weighted average duration of defined benefit obligation (years)</b>	<b>12.48</b>	<b>11.48</b>	<b>11.89</b>

**Notes:**

- 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.
- 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.
- 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.
- 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 ₹ 348 (31 March 2019: ₹ 386, 31 March 2018 : ₹ 296).

**8 Sensitivity analysis****A] The Bombay Burmah Trading Corporation, Limited**

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 2020	31 March, 2019 (Restated)	1 April, 2018 (Restated)
<b>i) Discount rate</b>			
Discount rate +100 basis points	3,212.23	3,142.54	2,749.18
Impact on defined benefit obligation	-6.87%	-4.97%	-4.75%
Discount rate -100 basis points	3,406.41	3,502.56	3,058.32
Impact on defined benefit obligation	7.79%	8.46%	5.33%

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>31 March 2020</b>	<i>31 March, 2019 (Restated)</i>	<i>1 April, 2018 (Restated)</i>
<b>ii) Salary increase rate</b>			
Salary rate +100 basis points	<b>3,403.78</b>	<i>3,506.07</i>	<i>3,061.24</i>
Impact on defined benefit obligation	<b>5.45%</b>	<i>8.42%</i>	<i>5.44%</i>
Salary rate -100 basis points	<b>3,213.13</b>	<i>3,124.53</i>	<i>2,744.15</i>
Impact on defined benefit obligation	<b>-5.08%</b>	<i>-7.69%</i>	<i>-4.93%</i>
<b>iii) Attrition</b>			
Attrition rate +100 basis points	<b>3,318.69</b>	<i>3,325.73</i>	<i>2,910.52</i>
Attrition rate -100 basis points	<b>3,292.91</b>	<i>3,284.35</i>	<i>2,877.41</i>

**B] Britannia Industries Limited**

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.

	<b>31 March 2020</b>	<i>31 March, 2019 (Restated)</i>	<i>1 April, 2018 (Restated)</i>
<b>i) Discount rate</b>			
Discount rate +50 basis points	<b>4,238.00</b>	<i>3,633.00</i>	<i>2,906.00</i>
Impact on defined benefit obligation	<b>6.50%</b>	<i>8.20%</i>	<i>8.00%</i>
Discount rate -50 basis points	<b>4,570.00</b>	<i>3,797.00</i>	<i>3,124.00</i>
Impact on defined benefit obligation	<b>5.50%</b>	<i>7.20%</i>	<i>7.00%</i>
<b>ii) Salary increase rate</b>			
Salary rate +50 basis points	<b>4,606.00</b>	<i>3,832.00</i>	<i>3,119.00</i>
Impact on defined benefit obligation	<b>7.50%</b>	<i>7.50%</i>	<i>6.50%</i>
Salary rate -50 basis points	<b>4,249.00</b>	<i>3,597.00</i>	<i>2,913.00</i>
Impact on defined benefit obligation	<b>6.50%</b>	<i>6.50%</i>	<i>5.50%</i>
<b>iii) Attrition rate</b>			
Attrition rate +50 basis points	<b>4,392.00</b>	<i>3,721.00</i>	<i>3,035.00</i>
Attrition rate -50 basis points	<b>4,456.00</b>	<i>3,700.00</i>	<i>2,987.00</i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**(c) Defined benefit plans- Provident fund:****The Bombay Burmah Trading Corporation, Limited**

The Provident fund assets and liabilities are managed by 'The Bombay Burmah Trading Corporation Limited Employees Provident Fund Trust' 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, 2020.

The Parent Company contributed INR 80.80 (31 March, 2019 : INR 84.57, 31 March, 2018 : INR 75.13) towards Bombay Burmah Employees Provident Fund Trust during the year ended 31 March, 2020.

The details of the Bombay Burmah Trading Corporation Limited Employees Provident Fund obligation and plan assets position as at 31 March is given below:

<b>Particulars</b>	<b>31 March 2020</b>	<b>31 March, 2019 (Restated)</b>	<b>1 April, 2018 (Restated)</b>
Present value of benefit obligation at period end	<b>1,022.75</b>	1,069.35	996.34
Plan assets at period end, at fair value, restricted to	<b>1,022.75</b>	1,069.35	996.34
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):

<b>Particulars</b>	<b>31 March 2020</b>	<b>31 March, 2019 (Restated)</b>	<b>1 April, 2018 (Restated)</b>
Discounting rate	<b>6.74%</b>	7.58%	7.40%
Estimated rate of return on plan assets	<b>8.50%</b>	8.65%	8.65%
Salary increase	<b>4.00%</b>	5.00%	5.00%
Attrition rate	<b>3.00%</b>	3.00%	3.00%
Expected guaranteed interest rate*	<b>8.65%</b>	8.65%	8.55%

\*Rate mandated by EPFO for the FY 2017-18 and the same is used for valuation purpose.

**Britannia Industries Limited**

Provident fund - Contribution made by the Company during the year to the self administered Trust fund is ₹ 704 (31 March 2019: ₹ 632, 31 March, 2018 : ₹ 474). With regard to the assets of the fund and the return on the investments, the Company does not expect any deficiency in the foreseeable future.

**(d) Other Long term employee benefits- Compensated absences:**

The Parent 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 34 under "Employee benefits expense" in the statement of profit and loss of INR 16.81 (31 March, 2019: INR 120.36, 31 March, 2018 : INR 59.29).

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**41 Leases**

- (a) The Group has adopted Ind AS 116 on “Leases” with effect from 1 April, 2019 by applying it to all contracts of leases existing on 1 April, 2019 by using modified retrospective approach and accordingly, comparative information for the year ended 31 March, 2019 has not been restated.
- (b) The Group has recognised and measured the Right-of-Use (ROU) asset and the lease liability over the remaining lease period and payments discounted using the incremental borrowing rate as at the date of initial application. This has resulted in recognising ROU asset of INR 5183.56 and a corresponding lease liability of INR 3169.63 as at 1 April, 2019. For financial year ended 31 March, 2020, the nature of expenses in respect of operating leases has changed from lease rent in previous periods to depreciation for the ROU asset of INR 922.90 and finance costs for interest accrued on lease liability of INR 96.43.
- (c) The effect of adoption of Ind AS 116 on financial statements and earnings per share for the year ended 31 March, 2020 are not material. Segment results have been arrived after considering interest expense on lease liabilities.

**(d) Group as a Lessee - Lease Liabilities**

- (i) Maturity Analysis of the discounted cash flow of the lease liabilities

	<b>31 March 2020</b>	
	<b>Minimum Lease Payments</b>	<b>Present value of minimum lease payments</b>
Not later than 1 year	<b>745.93</b>	<b>678.35</b>
Later than 1 year and not later than 5 years	<b>829.23</b>	<b>740.50</b>
Later than 5 years	<b>2,597.45</b>	<b>1,520.31</b>
	<b><u>4,172.61</u></b>	<b><u>2,939.16</u></b>

- (ii) Lease liabilities included in the Financial Statement

	<b>31 March 2020</b>
Operating lease commitment at 31 March 2019	-
Discounted using the incremental borrowing rate 1 April 2019	-
Lease liabilities recognised as at 1 April 2019	<b>2,446.63</b>
Extension and termination options reasonably certain to be exercised as at 1 April 2019	<b>723.00</b>
Total Lease Liabilities recognised at 1 April 2019	<b><u>3,169.63</u></b>
	<b>31 March 2020</b>
Current	<b>687.93</b>
Non-current	<b><u>2,251.23</u></b>
Total	<b><u>2,939.16</u></b>

- (iii) Lease payments amounting to INR 3469.53 not recognised as a liability being short term or low values in nature.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

## 42 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 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 2020	FVTPL	Carrying amount		Total	Fair value			Total
		FVTOCI	Amortised Cost		Level 1	Level 2	Level 3	
<b>Financial assets</b>								
Cash and cash equivalents	-	-	17,876.61	17,876.61	-	-	-	-
Bank balances other than above	-	-	4,526.45	4,526.45	-	-	-	-
Non-current investments	51,866.05	10,054.07	136,480.56	198,400.68	51,860.08	10,043.04	17.00	61,920.12
Current investments	96,045.54	1,601.73	13,706.31	111,353.58	96,045.54	-	-	96,045.54
Non-current loans receivable	-	-	20,569.81	20,569.81	-	20,569.81	-	20,569.81
Current loans receivable	-	-	119,237.74	119,237.74	-	-	-	-
Trade and other receivables	-	-	36,774.64	36,774.64	-	-	-	-
Other Non-current financial asset	-	-	3,225.19	3,225.19	-	3,225.19	-	3,225.19
Other Current financial asset	-	-	25,479.90	25,479.90	-	-	-	-
	<b>147,911.59</b>	<b>11,655.80</b>	<b>377,877.21</b>	<b>537,444.60</b>	<b>147,905.62</b>	<b>33,838.04</b>	<b>17.00</b>	<b>181,760.66</b>
<b>Financial liabilities</b>								
Long term borrowings	-	-	77,174.73	77,174.73	-	77,174.73	-	77,174.73
Short term borrowings	-	-	109,312.89	109,312.89	-	-	-	-
Trade and other payables	-	-	113,940.63	113,940.63	-	-	-	-
Other Non-Current financial liabilities	-	-	4,736.18	4,736.18	-	4,736.18	-	4,736.18
Other Current financial liabilities	-	-	51,407.59	51,407.59	-	-	-	-
	-	-	<b>356,572.02</b>	<b>356,572.02</b>	-	<b>81,910.91</b>	-	<b>81,910.91</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

31 March, 2019 (Restated)	Carrying amount		Fair value			Total
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	
<b>Financial assets</b>						
Cash and cash equivalents	-	-	13,909.82	-	-	-
Bank balances other than above	-	-	5,277.73	-	-	-
Non-current investments	28,490.05	424.13	44,094.56	28,483.43	404.75	26.00
Current investments	64,809.00	1,981.22	12,903.23	66,790.22	-	-
Non-current loans receivable	-	-	2,138.13	-	2,138.13	-
Current loans receivable	-	-	131,294.72	-	-	-
Trade and other receivables	-	-	45,937.12	-	-	-
Other Non-current financial asset	-	-	3,326.69	-	3,326.69	-
Other Current financial asset	-	-	14,560.93	-	-	-
	<b>93,299.05</b>	<b>2,405.35</b>	<b>273,442.93</b>	<b>95,273.65</b>	<b>5,869.57</b>	<b>26.00</b>
			<b>369,147.33</b>			
						<b>101,169.22</b>
<b>Financial liabilities</b>						
Long term borrowings	-	-	47,205.48	-	47,205.48	-
Short term borrowings	-	-	32,293.73	-	-	-
Trade and other payables	-	-	117,231.12	-	-	-
Other Non-Current financial liabilities	-	-	6,098.59	-	6,098.59	-
Other Current financial liabilities	-	-	44,264.13	-	-	-
	-	-	<b>247,093.05</b>	-	<b>53,304.07</b>	-
			<b>247,093.05</b>			
						<b>53,304.07</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

31 March, 2018 (Restated)	Carrying amount		Fair value			Total
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	
<b>Financial assets</b>						
Cash and cash equivalents	-	-	19,502.00	-	-	-
Bank balances other than above	-	-	5,969.71	-	-	-
Non-current investments	12,686.81	402.45	9,388.80	12,704.92	384.34	-
Current investments	77,741.00	3,995.71	7,939.00	81,736.71	-	-
Non-current loans receivable	-	-	13,672.54	-	13,672.54	-
Current loans receivable	-	-	96,817.86	-	-	-
Trade and other receivables	-	-	36,106.23	-	-	-
Other Non-current financial asset	-	-	449.19	-	449.19	-
Other Current financial asset	-	-	12,076.92	-	-	-
	<b>90,427.81</b>	<b>4,398.16</b>	<b>201,922.25</b>	<b>94,441.63</b>	<b>14,506.07</b>	<b>-</b>
						<b>108,947.70</b>
<b>Financial liabilities</b>						
Long term borrowings	-	-	61,017.90	-	61,017.90	-
Short term borrowings	-	-	27,541.35	-	-	-
Trade and other payables	-	-	102,396.04	-	-	-
Other Non-Current financial liabilities	-	-	2,660.84	-	2,660.84	-
Other Current financial liabilities	-	-	37,925.41	-	-	-
	-	-	<b>231,541.54</b>	-	<b>63,678.74</b>	-
						<b>63,678.74</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**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	Net asset valuation: This valuation technique derives the value of an investment by reference to the value of its net assets. This technique is used for investments whose value is derived mainly from the underlying fair value of their assets.	Net assets of the underlying investment	Not applicable
Non current financial assets and liabilities measured at amortised cost	Discounted cash flow technique : The valuation model considers present value of expected payments discounted using an appropriate discounting rate.	Not applicable	Not applicable

**C. Financial risk management**

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

**Risk management framework**

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group'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.

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.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**i) 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 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, 2020, the maximum exposure to credit risk for trade and other receivables by geographic region was as follows.

Particulars	Carrying amount		
	31 March 2020	31 March, 2019 (Restated)	1 April, 2018 (Restated)
India	26,349.68	29,198.09	25,638.65
Other regions	10,424.96	16,739.03	10,467.58
	<u>36,774.64</u>	<u>45,937.12</u>	<u>36,106.23</u>

At March 31, 2020, the Company's most significant customer, a manufacturer, accounted for INR 297.02 of the trade and other receivables carrying amount (March 31, 2019 : INR 397.16)

**Britannia Industries Limited**

The Group's exposure to credit risk for trade receivables by type of counterparty is as follows:

Particulars	Carrying amount	
	31 March 2020	31 March, 2019 (Restated)
Institutional	14,678.00	16,881.00
Authorised wholesaler	4,530.00	9,492.06
Exports	8,748.00	11,263.94
Others	4,298.00	2,489.00

**Movement in the allowance for impairment in trade receivables**

Particulars	Carrying amount	
	31 March 2020	31 March, 2019 (Restated)
Opening balance	702.00	691.00
Amount provided for	26.00	11.00
Reversal of provision for impairment in receivables (Refer note 36)	(510.00)	-
<b>Net remeasurement of loss allowance</b>	<u>218.00</u>	<u>702.00</u>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**The Bombay Burmah Trading Corporation, Limited**

At March 31, 2020, the ageing of trade and other receivables that were not impaired was as follows:

Particulars	Carrying amount	
	31 March 2020	31 March, 2019 (Restated)
1 - 30 days	1,375.20	2,595.08
31 - 60 days	1,414.02	1,407.48
61 - 90 days	420.18	375.32
91 - 180 days	347.39	379.40
More than 180 Days	777.10	588.88
Loss allowance	(720.47)	(546.74)
	<u>3,613.42</u>	<u>4,799.42</u>

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 Group held cash and cash equivalents (other than cash on hand) of INR 20,803.27 at 31 March, 2020 (31 March, 2019 : INR 17,784.14, 31 March,2018 : 24,781.66). The cash and cash equivalents are held with banks with good credit ratings and financial institution counterparties with good market standing.

**ii) 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.

The Group aims to maintain the level of its cash and cash equivalents and other highly marketable debt investments at an amount in excess of expected cash outflows on financial liabilities (other than trade payables) over the next six months. The Group also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities. At 31 March 2020, the expected cash flows from trade receivables is ₹ 320.36 (31 March 2019: ₹ 394.24). This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

In addition, the one of the Subsidiaries maintains a line of credit, ₹ 675.60 (31 March 2019: ₹ 274) overdraft facility with various banks that is unsecured. Interest would be payable basis prevailing MCLR rates plus applicable margin (31 March 2019 : MCLR rates plus applicable margin).

The Parents company, As of 31 March 2020 and 31 March 2019 the Company had unutilized credit limits from banks INR 3,060.00 and INR 9,725.54 respectively.

As at March 31, 2019 the Company's current liabilities have exceed the current assets, which is primarily on account of classification of Non-convertible debentures amounting to INR 15,000.00 as this amount is now classified as a current borrowings due to redemption on 30 April 2020.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in 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 2020	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Non-current borrowings (principal)	22,067.90	151,978.61	75,366.18	1,849.80	74,762.63	-
Interest on term loans	-	41.27	20.97	20.30	-	-
Non-convertible debentures	72,095.00	15,000.00	15,000.00	-	-	-
Interest on non-convertible debentures	-	103.77	103.77	-	-	-
Non-current financial liabilities - Others	4,736.18	-	-	-	-	-
Finance lease obligations	585.02	-	-	-	-	-
Short term borrowings	109,312.89	-	-	-	-	-
Other current financial liabilities	33,292.25	75,908.29	71,254.29	171.00	4,483.00	-
Trade and other payables	115,039.85	-	-	-	-	-

31 March 2019 (Restated)	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Non-current borrowings (principal)	48,302.21	48,304.07	16,103.47	15,155.20	17,045.40	-
Interest on term loans	-	2,492.47	1,454.86	795.29	242.32	-
Non-convertible debentures	14,958.11	15,000.00	-	15,000.00	-	-
Interest on non-convertible debentures	-	1,372.38	1,268.61	103.77	-	-
Non-current financial liabilities - Others	6,098.59	6,098.59	-	3,334.63	2,724.00	39.96
Finance lease obligations	92.49	92.50	45.47	47.03	-	-
Short term borrowings	32,293.73	32,293.73	32,293.73	-	-	-
Other current financial liabilities	28,116.80	28,116.80	28,116.80	-	-	-
Trade and other payables	117,231.12	117,231.12	117,231.12	-	-	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

1 April, 2018 (Restated)	Carrying amount	Contractual cash flows				
		Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Non-current borrowings (principal)	59,770.28	59,813.41	13,758.99	15,434.62	30,619.80	-
Interest on term loans	-	5,361.25	2,272.38	1,605.63	1,483.24	-
Non-convertible debentures	14,935.35	15,000.00	-	-	15,000.00	-
Interest on non-convertible debentures	-	2,638.38	1,266.00	1,268.61	103.77	-
Non-current financial liabilities - Others	2,660.84	2,660.84	-	2,604.61	-	56.23
Finance lease obligations	106.53	68.32	38.32	30.00	-	-
Short term borrowings	27,541.35	27,541.35	27,541.35	-	-	-
Other current financial liabilities	24,131.15	24,131.15	24,131.15	-	-	-
Trade and other payables	102,396.04	102,396.04	102,396.04	-	-	-

**(iii) 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 components of market risks:

- a) Currency risk
- b) Interest risk and
- c) Price risk

**a) Currency risk**

The Group is exposed to currency risk on account of its borrowings and other payables and receivables in foreign currency. The functional currency of the Group is Indian Rupee. The Group 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, 2020 and 31 March, 2019 is as below:

31 March 2020	USD-INR equivalent	SGD-INR equivalent	RM-INR equivalent	GBP-INR equivalent	EURO-INR equivalent
<b>Financial assets</b>					
Cash and cash equivalents	702.26	283.38	-	0.19	10.28
Non-current investments	-	80.91	-	2,059.03	-
Trade and other receivables	360.44	-	-	266.05	71.41
Short Term Loan & Advances	21,144.09	516.79	-	6,020.21	-
(A)	<u>22,206.79</u>	<u>881.09</u>	<u>-</u>	<u>8,345.48</u>	<u>81.69</u>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

31 March 2020	USD-INR equivalent	SGD-INR equivalent	RM-INR equivalent	GBP-INR equivalent	EURO-INR equivalent
<b>Financial liabilities</b>					
Current borrowings	25.71	643.65	1,392.96	4,882.33	-
Trade and other payables	84.07	36.01	5.38	-	-
(B)	<u>109.78</u>	<u>679.66</u>	<u>1,398.34</u>	<u>4,882.33</u>	<u>-</u>
<b>Net exposure for financial instruments (A-B)</b>	<u>22,097.01</u>	<u>201.43</u>	<u>(1,398.34)</u>	<u>3,463.15</u>	<u>81.69</u>

31 March 2019 (Restated)	USD-INR equivalent	SGD-INR equivalent	RM-INR equivalent	GBP-INR equivalent	EURO-INR equivalent
<b>Financial assets</b>					
Cash and cash equivalents	562.86	685.33	-	0.20	11.15
Non-current investments	-	90.36	-	2,301.10	-
Trade and other receivables	754.07	-	-	229.35	62.02
Other current financial assets	20,899.42	577.15	-	6,266.46	-
(A)	<u>22,216.35</u>	<u>1,352.84</u>	<u>-</u>	<u>8,797.11</u>	<u>73.17</u>
<b>Financial liabilities</b>					
Current borrowings	25.92	693.66	1,567.56	5,456.32	-
Trade and other payables	20.36	50.05	9.16	-	20.00
(B)	<u>46.28</u>	<u>743.71</u>	<u>1,576.72</u>	<u>5,456.32</u>	<u>20.00</u>
<b>Net exposure for financial instruments (A-B)</b>	<u>22,170.07</u>	<u>609.13</u>	<u>(1,576.72)</u>	<u>3,340.79</u>	<u>53.17</u>

1 April 2018 (Restated)	USD-INR equivalent	SGD-INR equivalent	RM-INR equivalent	GBP-INR equivalent	EURO-INR equivalent
<b>Financial assets</b>					
Cash and cash equivalents	460.27	33.99	-	0.20	11.5
Non-current investments	-	87.81	-	2,330.48	-
Current investments	-	-	-	-	-
Trade and other receivables	574.70	-	-	201.10	90.9
Other current financial assets	18,735.12	560.86	-	6,340.80	-
(A)	<u>19,770.09</u>	<u>682.66</u>	<u>-</u>	<u>8,872.58</u>	<u>102.38</u>
<b>Financial liabilities</b>					
Current borrowings	24.85	679.76	1,557.65	5,576.43	-
Trade and other payables	14.52	36.01	4.76	-	3.00
(B)	<u>39.37</u>	<u>715.77</u>	<u>1,562.41</u>	<u>5,576.43</u>	<u>3.00</u>
<b>Net exposure for financial instruments (A-B)</b>	<u>19,730.72</u>	<u>(33.11)</u>	<u>(1,562.41)</u>	<u>3,296.15</u>	<u>99.38</u>

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.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**Sensitivity analysis**

The impact of strengthening/weakening of currency on the Group is not material as Group hedges 95.00% to 100.00% of the foreign currency exposure.

A reasonably possible strengthening (weakening) of the Indian Rupee against US Dollars, Euro, 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.

Particular	Effect in INR in Lakhs			
	31 March 2020		31 March 2019 (Restated)	
	Strengthening	Weakening	Strengthening	Weakening
10% movement				
USD	(35.97)	35.97	(75.96)	75.96
EURO	(7.14)	7.14	(6.20)	6.20
GBP	(26.61)	26.61	(22.94)	22.94
SGD	-	-	5.01	(5.01)

**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**

The Group is exposed to interest rate risks arising from variable rate financial instruments. The Group has various debt obligations, the rates of interest of which are variable.

	31 March 2020	31 March 2019 (Restated)	1 April, 2018 (Restated)
<b>Fixed-rate instruments</b>			
Financial assets	141,514.18	133,640.60	110,777.35
Financial liabilities	(157,522.72)	(37,081.43)	(38,217.43)
	<u>(16,008.54)</u>	<u>96,559.17</u>	<u>72,559.92</u>
<b>Variable-rate instruments</b>			
Financial assets	-	-	-
Financial liabilities	(46,385.28)	(19,892.06)	(64,135.84)
	<u>(46,385.28)</u>	<u>(19,892.06)</u>	<u>(64,135.84)</u>
<b>Total</b>	<u>(62,393.82)</u>	<u>76,667.11</u>	<u>8,424.08</u>

**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 CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**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.

Particulars	31 March 2020		Profit or loss		1 April, 2018	
	100 bp increase	100 bp decrease	31 March, 2019 (Restated)		1 April, 2018 (Restated)	
			100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>Variable-rate instruments</b>						
Financial assets	-	-	-	-	-	-
Financial liabilities	(463.85)	463.85	(198.92)	198.92	(641.36)	641.36
<b>Cash flow sensitivity (net exposure)</b>	<b>(463.85)</b>	<b>463.85</b>	<b>(198.92)</b>	<b>198.92</b>	<b>(641.36)</b>	<b>641.36</b>

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 is 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.

Instruments exposed to price risk	Nominal Amount (INR)		
	31 March 2020	31 March 2019 (Restated)	1 April, 2018 (Restated)
Financial assets	9,757.11	3,986.42	7,241.89
Financial liabilities	-	-	-
	<u>9,757.11</u>	<u>3,986.42</u>	<u>7,241.89</u>

**Cash flow 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 5%, with all other variables held constant, and that all the entity's equity instruments moved in line with the index.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Particulars	Profit or loss		
	31 March 2020	31 March 2019 (Restated)	1 April, 2018 (Restated)
Market risk on stock index (5% Increase)	487.86	199.32	362.09
Market risk on stock index (5% decrease)	(487.86)	(199.32)	(362.09)

**d) Impact of COVID-19**

The Group has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, advances, property plant and equipment, Intangibles etc as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information. Having reviewed the underlying data and based on current estimates, the Company does not expect any material impact on the carrying amount of these assets & liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

**43 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 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 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 2.00. The Group's adjusted net debt to equity ratio at 31 March was as follows:

	31 March 2020	31 March, 2019 (Restated)	1 April, 2018 (Restated)
Total borrowings	204,602.96	95,646.54	102,353.51
Less : Cash and cash equivalent	17,876.61	13,909.82	19,502.00
<b>Adjusted net debt</b>	<b>186,726.35</b>	<b>81,736.72</b>	<b>82,851.51</b>
Total / Adjusted equity	730,595.04	656,058.64	566,682.69
Less : Hedging reserve	-	-	-
<b>Total / Adjusted equity</b>	<b>730,595.04</b>	<b>656,058.64</b>	<b>566,682.69</b>
Adjusted net debt to adjusted equity ratio	0.26	0.12	0.15

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**44 Contingent liabilities and commitments (to the extent not provided for)**

- a) Sundry claims against the Group by employees and others not admitted (amount indeterminate). In the opinion of the management, the outcome of these claims is likely to be immaterial.
- b) Disputed demands (net of deposit) of Central Excise Department not provided for in respect of :

Particulars	31 March 2020	31 March 2019 (Restated)	1 April, 2018 (Restated)
(i) Erstwhile building products division (excise duty)	-	3,769.34	3,769.34

- c) Damages and interest on alleged unauthorized occupation of residential premises determined by the Estate Officer of Life Insurance Corporation of India up to 31 March 2020 and disputed by the Company INR 172.12 (31 March, 2019: INR 162.13, 31 March, 2018 : Rs 152.14).
- d) Matters under dispute relating to Income tax in respect of the erstwhile Electromags Automotive Products Private Limited. A.Y. 2005-06 INR 3.48 (31 March, 2019 : INR 3.48, 31 March 2018 : INR 3.48), A.Y. 2006-07 INR 0.37 (31 March, 2019 : INR 0.37, 31 March, 2018 : INR 0.37), and for A.Y 2011-12 INR 1.80 (31 March, 2019 : INR 1.80, 31 March, 2018 : INR 1.80).
- e) The Group had received 2 demand notices for differential lease rent in respect of Singampatti estate rent being arrears aggregating to INR 23,192.58 for the period from 1958 to 2019. The Company has challenged the said demands by way of writ before Madras High Court and the said demands have been stayed by the Honorable High Court.
- f) The Group of Tanzania branch has received demands during the year with respect to Value Added Tax (INR 107.74) and withholding tax (INR 6.54) aggregating to INR 114.28 as tax arrears for F.Y. 2015-16, F.Y. 2016-17 and F.Y. 2017-18. The branch has contested the grounds of said demands.
- g) The Supreme court of India in the month of February 2019 had passed a judgement relating to definition of wages under the Provident Fund Act, 1952. However, considering that there are numerous interpretative issues relating to this judgement and in the absence of reliable measurement of the provision for the earlier periods, the Group has not made a provision for provident fund contribution for the current year. The Group will evaluate its position and make provision, if required, on receiving further clarity on the subject. The Group does not expect any material impact of the same.
- h) Claims / demands against the Group not acknowledged as debts including excise duty, income tax, sales tax and trade and other demands of ₹ 9305 (31 March 2019: ₹ 7690, 31 March, 2018 : INR 7738).
- i) Bank guarantee and letter of credit for ₹ 4890 (31 March 2019: ₹ 7231, 31 March, 2018 : ₹ 2481).

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 Company.

**Commitments**

	31 March 2020	31 March, 2019 (Restated)	31 March, 2019 (Reported)
Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances, tangible assets	13,965.98	14,004.51	14,182.77

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

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.

**45 Dividend**

After the reporting dates, the following dividends were proposed by the directors subject to the approval at the annual general meeting.

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Dividend proposed to equity shareholders @ ₹ 1.2 per share (31 March, 2019: ₹ 1 per share)	<b>837.26</b>	697.72
Dividend distribution tax (DDT) on equity dividend proposed	-	143.42
<b>Total</b>	<b>837.26</b>	<b>841.14</b>

The following dividends were paid by the Company during the year:

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Final dividend for FY 2018-19 ₹ 1 per equity share (31 March, 2018: ₹ 1 per equity share)	<b>697.72</b>	697.72
Dividend distribution tax (DDT) on equity dividend paid	<b>143.42</b>	143.20
<b>Total</b>	<b>841.14</b>	<b>840.92</b>

**46 Corporate social responsibility (CSR)**

During the year, the amount required to be spent on corporate social responsibility activities amounted to INR 2,936.53 (31 March, 2019 : INR. 2,560.97) in accordance with Section 135 of the Companies Act, 2013. The following amounts were spent during the year:

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Amount spent other than for construction/ acquisition of any asset	<b>2,936.53</b>	2,560.97
<b>Total</b>	<b>2,936.53</b>	<b>2,560.97</b>

**47 Payment to auditors**

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Statutory audit fee*	<b>220.82</b>	213.79
Certification fees and other services	<b>42.57</b>	32.73
For reimbursement of expenses	<b>19.57</b>	13.36
<b>Total</b>	<b>282.97</b>	<b>259.88</b>

\*Including branch auditors fees INR 2.89 (31 March, 2019 : INR 3.47)

**48 Research and development expenditure**

Research and development expenditure incurred by Britannia Industries Limited and its subsidiaries

<b>Particulars</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Capital expenditure	<b>199.00</b>	77.00
Revenue expenditure	<b>3,158.00</b>	3,383.00
<b>Total</b>	<b>3,357.00</b>	<b>3,460.00</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**49 Provisions, contingent liabilities and contingent assets**

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	1 April 2019	Additions *	Utilisation*	Reversals / adjustments *	31 March 2020
a) Excise duty and service tax related issues	2,344.00	157.00	(252.00)	(1,489.00)	760.00
b) Sales tax and other issues	12,927.00	964.00	(150.00)	(287.00)	13,454.00
c) Trade and other issues	2,120.00	1,114.00	(341.00)	(877.00)	2,016.00

Particulars	1 April 2018	Additions *	Utilisation*	Reversals / adjustments *	31 March 2019
a) Excise duty and service tax related issues	4,878.00	106.00	-	(2,640.00)	2,344.00
b) Sales tax and other issues	9,221.00	6,312.00	(647.00)	(1,959.00)	12,927.00
c) Trade and other issues	2,097.00	13.00	-	10.00	2,120.00

(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 Group.

\* Included under various heads in the statement of profit and loss.

**50** During the 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'), 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. In the current year, following the receipt of a Show Cause Notice dated 8 November 2019 from SEBI in a related matter, BIL has filed a Settlement Application, which was considered and cleared by the Internal Committee of SEBI on 11 March 2020 for further approvals and is presently awaiting final Settlement orders from SEBI. BIL continues to 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.

**51** With respect to Al Sallan Food Industries Co. SAOC, the Company's income tax assessments for the tax years 2012 to 2015 have not been finalised by the Secretariat General for Taxation at the Ministry of Finance, Oman. The Group believes that additional taxes, if any, that may become payable on finalisation of the assessments in respect of these open years would not be material to the Group's financial position as at 31 March 2020.

**52 Government Grants**

During the year ended 31 March 2013, an amount of ₹ 500.00 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 ₹ 71.00

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

(31 March 2019: ₹ 71.00) has been credited to the Statement of Profit and Loss (by reducing the depreciation charge for the year) and the outstanding amount of ₹ Nil (31 March 2019: ₹ 71.00) has been classified as government grant in the balance sheet [Refer note 29].

**53 Issue of secured non-convertible debentures**

For Britannia Industries Limited ('BIL'), the Board of Directors at their Meeting held on 6 August 2018 approved the issue of secured non-convertible redeemable fully paid-up debentures as Bonus Debentures of ₹ 60 each out of the Accumulated Profits of BIL, in the ratio of 1 Bonus Debenture for every 1 equity share of ₹ 2 each held by the shareholders on a Record date as may be decided by the Board. The Board of Directors at their Meeting held on 7 October 2018 approved the Scheme of Arrangement of Britannia Industries Limited and their Members for issue of bonus debentures in accordance with Sections 230 to 232 of the Companies Act, 2013 read with the rules made thereunder. Following the approval of sub-division of equity shares of face value of ₹ 2 each into 2 equity shares of face value of Re. 1 each by the Members, the Bonus Debenture Committee constituted by the Board of Directors, approved the revision in the Scheme of Arrangement to give effect to the aforementioned sub-division changing the value of Bonus Debenture to ₹ 30 per Debenture. Thereafter, the Company obtained necessary approvals from the BSE Limited, the National Stock Exchange of India Limited, the SEBI and filed a Company Application with the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench for approval of the Scheme of Arrangement. The Hon'ble NCLT, Kolkata Bench, vide its order dated 2 August 2019 sanctioned the Scheme of Arrangement for the issue of one Bonus debenture of ₹ 30 each per equity share of face value Re. 1 each of the Company to all shareholders whose names appear on the register of members on the Record date. The Board, at its meeting held on 9 August 2019, fixed the record date to determine the eligibility of the shareholders for the Bonus Debentures as 23 August 2019 and the rate of interest at 8% p.a. payable annually. Subsequently, the Bonus Debenture Committee at its Meeting held on 28 August 2019 allotted the Bonus Debentures. The final listing and trading approval for the bonus debentures was received from the BSE Limited and the National Stock Exchange of India Limited on 7 October 2019 and the bonus debentures were listed on both the exchanges w.e.f 9 October 2019. The term of bonus debentures is 3 years from the date of allotment.

**54 Discontinued operation of subsidiary**

Considering the economic viability of the business, the operations of Daily Bread Gourmet Foods (India) Private Limited have been discontinued during the year and the process of voluntary liquidation has been initiated.

**55 Disclosures as per Ind AS 115 - Revenue from contracts with customers**

**A. Revenue streams**

The Group is primarily involved in manufacturing and sale of various food products. Other sources of revenue include scrap sales and royalty income.

	<b>31 March 2020</b>	<i>31 March 2019</i>
Sale of goods	<b>1,172,902.32</b>	<i>1,133,798.18</i>
Others	<b>16,144.22</b>	<i>8,522.20</i>
Revenue from contracts with customers	<b><u>1,189,046.54</u></b>	<i><u>1,142,320.38</u></i>

**B. Disaggregation of revenue from contracts with customers**

In the following table, revenue from contracts with customers is disaggregated by primary geographical market

	<b>31 March 2020</b>	<i>31 March 2019</i>
India	<b>1,096,815.15</b>	<i>1,044,892.61</i>
Others	<b>76,087.17</b>	<i>88,905.57</i>
Revenue from contracts with customers	<b><u>1,172,902.32</u></b>	<i><u>1,133,798.18</u></i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**C. Reconciliation of Net Sale of goods**

The Group is primarily involved in manufacturing and sale of various food products. Other sources of revenue include scrap sales and royalty income.

	<b>31 March 2020</b>	<i>31 March 2019</i>
Revenue as per Contracted Price	<b>1,236,963.41</b>	<i>1,194,199.39</i>
Add : Customer loyalty programme	<b>(92.00)</b>	<i>139.00</i>
Less : Sales Return	<b>(13,188.36)</b>	<i>(10,515.07)</i>
Less : Trade discounts, promotions & channel margins	<b>(50,780.73)</b>	<i>(50,025.14)</i>
Revenue from contracts with customers	<b><u>1,172,902.32</u></b>	<i><u>1,133,798.18</u></i>

**56 Related party relationships, transactions and balances****List of Related parties****a) Key management personnel:****For The Bombay Burmah Trading Corporation, Limited**

1	Mr. Nusli N. Wadia	Chairman, Non-executive Director
2	Mr. Anil Kumar Hirjee	Vice chairman, Non-executive Director (upto 12 August, 2019)
3	Mr. M. L. Apte	Non-executive Director (upto 12 August, 2019)
4	Mr. Darius E. Udawadia	Non-executive Director (upto 12 August, 2019)
5	Mr. Jehangir N. Wadia	Non-executive Director
6	Dr. (Mrs) Minnie Bodhanwala	Non-executive Director
7	Mr. Rajesh Batra	Non-executive Director
8	Dr. Y.S.P.Thorat	Non-executive Director (w.e.f. 4 February, 2019)
9	Mr Vinesh Kumar Jairath	Non-executive Director (w.e.f. 4 February, 2019)
10	Mrs Gauri Atul Kirloskar	Non-executive Director (w.e.f. 4 February, 2019)
11	Mr. Ness Wadia	Managing Director
12	Mr. Dibakar Chatterjee	Chief Executive Officer (upto 23 November, 2019)
13	Mr. Nitin H. Datanwala	Chief Financial Officer (w.e.f. 14 November, 2018)
14	Mr. Sanjay Kumar Chowdhary	Company Secretary (w.e.f. 5 November, 2019)
15	Mr. Hoshi Bhagwagar	Company Secretary (upto 31 March, 2019)
16	Mr. Amit Chhabra	Chief Financial Officer (upto 30 April, 2018)

**For Britannia Industries Limited**

1	Mr. Nusli N. Wadia	Chairman, Non-executive Director
2	Mr. Anil Kumar Hirjee	Non-executive Director
3	Mr. Keki Elavia	Non-executive Director
4	Mr. Nimesh N Kampani	Non-executive Director (upto 9 August, 2019)
5	Mr. Avijit Deb	Non-executive Director
6	Mr. Jeh N Wadia	Non-executive Director
7	Mr. Keki Dadiseth	Non-executive Director



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

8	Dr. Ajai Puri	Non-executive Director
9	Mr. Ness N Wadia	Non-executive Director
10	Mrs. Ranjana Kumar	Non-executive Director (upto 9 August, 2019)
11	Dr. Y.S.P.Thorat	Non-executive Director
12	Mr. Ajay Shah	Non-executive Director
13	Mrs. Tanya Arvind Dubash	Non-executive Director (w.e.f. 7 February, 2019)
14	Mr. S S Kelkar	Non-executive Director (upto 23 August, 2018)
15	Mr. Varun Berry	Managing Director
16	Mr. N. Venkataraman	Chief Financial Officer
17	Mr. T. V. Thulsidass	Company Secretary and Compliance Officer (w.e.f 15 October 2018)
18	Mr. Jairaj Bham	Company Secretary and Compliance Officer (w.e.f 15 May 2018 and upto 12 October 2018)

**For other foreign subsidiaries**

1	Mr. Jayant Gadgil	Director
2	Ms. Saridah Binti Ismail	Director
3	Ms. Marlina Budin	Director
4	Mr. Sevin Chendriah	Director
5	Ms. Teresa Chin	Director
6	Ms. Sivilorna Payandi - Pillay Ramen	Director

**b) Associate companies:**

- 1 Lotus Viniyog Private Limited
- 2 Lima Investment and Trading Company Private Limited
- 3 Roshnara Investment and Trading Company Private Limited
- 4 Cincinnati Investment and Trading Company Private Limited
- 5 Shadhak Investments and Trading Private Limited
- 6 MSIL Investments Private Limited
- 7 Medical Microtechnology Limited
- 8 Harvard Plantations Limited
- 9 Placid Plantations Limited
- 10 The Bombay Dyeing & Manufacturing Company Limited
- 11 Klassik Foods Private Limited #
- 12 Nalanda Biscuits Company Limited
- 13 Sunandaram Foods Private Limited

# During the year, the Group sold equity shares held in Klassik Foods Private limited and do not hold any stake in the entity as at the balance sheet date.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**c) Other related parties:**

- 1 Go Airlines (India) Limited
- 2 Macrofil Investments Limited
- 3 Udwardia & Co. (upto 12 August, 2019)
- 4 Nowrosjee Wadia and Sons Limited
- 5 BRT Limited
- 6 Wadia Techno Engineering Services Limited
- 7 Panella Foods and Beverages Private Limited
- 8 Avijit Deb Partners, LLP

**d) Post employment-benefit plan entities**

- 1 The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund
- 2 The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund
- 3 The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund
- 4 The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund
- 5 Britannia Industries Limited Management Staff Provident Fund
- 6 Britannia Industries Limited Covenanted Staff Gratuity Fund
- 7 Britannia Industries Limited Non Covenanted Staff Gratuity Fund
- 8 Britannia Industries Limited Covenanted Staff Pension Fund
- 9 Britannia Industries Limited Officers Pension Fund

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

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**

Sr. No.	Name of the related party	Relationship	Transaction values for the year ended 31 March	
			2020	2019
<b>1</b>	<b>Expenses charged by related party</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>91.97</b>	92.69
	Nowrosjee Wadia and Sons Limited	Other related party	<b>171.22</b>	153.09
<b>2</b>	<b>Expenses charged to related party</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>6.19</b>	3.10
	Medical Microtechnology Limited	Associate	<b>0.15</b>	-
	Nowrosjee Wadia and Sons Limited	Other related party	<b>14.31</b>	-
<b>3</b>	<b>Professional fees paid</b>			
	Avijit Deb Partners, LLP	Other related party	<b>43.00</b>	-
	Udwadia & Co.	Other related party	<b>0.42</b>	11.34
<b>4</b>	<b>Interest income</b>			
	Go Airlines (India) Limited	Other related parties	<b>2,815.66</b>	3,745.25
	Macrofil Investments Limited	Other related party	<b>14.54</b>	215.36
	Nowrosjee Wadia and Sons Limited	Other related parties	-	46.64
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>3,611.80</b>	3,507.00
	Mr. Amit Chhabra	Key Management Personnel	<b>0.05</b>	-
	Mr. Nitin H Datanwala	Key Management Personnel	<b>0.36</b>	0.36
	Mr. Varun Berry	Key Management Personnel	<b>16.00</b>	40.00
<b>5</b>	<b>Interest on loan given to KMP's recoverable</b>			
	Mr. Amit Chhabra	Key Management Personnel	-	0.27
<b>6</b>	<b>Dividend Paid</b>			
	Mr. Ness Wadia	Key Management Personnel	<b>0.19</b>	0.05

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of the related party	Relationship	Transaction values for the year ended 31 March	
			2020	2019
7	<b>Loan given to</b>			
	BRT Limited	Other related party	0.62	-
	Macrofil Investments Limited	Other related party	0.28	-
	Mr. Varun Berry	Key Management Personnel	2,396.00	2,979.00
8	<b>Loan repaid by</b>			
	Mr. Amit Chhabra	Key Management Personnel	5.42	0.21
	Mr. Varun Berry	Key Management Personnel	2,396.00	2,979.00
9	<b>Inter-corporate deposits placed</b>			
	Go Airlines (India) Limited	Other related party	16,000.00	42,920.00
	Macrofil Investments Limited	Other related party	4,750.00	-
	The Bombay Dyeing & Manufacturing Company Limited	Associate	40,000.00	-
10	<b>Inter-corporate deposits redeemed</b>			
	Go Airlines (India) Limited	Other related party	35,290.00	2,500.00
	Macrofil Investments Limited	Other related party	1600.00	6,880.00
	Nowrosjee Wadia and Sons Limited	Other related party	-	1,530.00
	The Bombay Dyeing & Manufacturing Company Limited	Associate	35,000.00	-
11	<b>Sale of products / services</b>			
	Go Airlines (India) Limited	Other related party	10.59	-
	Panella Foods and Beverages Private Limited	Other related party	7.38	1.67
	The Bombay Dyeing & Manufacturing Company Limited	Associate	17.68	-
	Wadia Techno Engineering Services Ltd	Other related party	1.28	0.09
12	<b>Contributions during the year (includes Employees' share and contribution)</b>			
	Britannia Industries Limited Covenanted Staff Gratuity Fund	Post employment-benefit plan entities	184.00	165.00
	Britannia Industries Limited Covenanted Staff Pension Fund	Post employment-benefit plan entities	24.00	27.00

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of the related party	Relationship	Transaction values for the year ended 31 March	
			2020	2019
	Britannia Industries Limited Management Staff Provident Fund	Post employment-benefit plan entities	1,738.00	1,282.00
	Britannia Industries Limited Non Covenanted Staff Gratuity Fund	Post employment-benefit plan entities	340.00	287.00
	Britannia Industries Limited Officers Pension Fund	Post employment-benefit plan entities	26.00	30.00
	The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund	Post employment-benefit plan entities	20.83	96.65
	The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund	Post employment-benefit plan entities	80.80	84.57
	The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund	Post employment-benefit plan entities	313.61	23.97
	The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund	Post employment-benefit plan entities	66.88	71.14
13	<b>Advance repaid</b> BRT Limited	Other related party	-	32.14
14	<b>Reimbursement of Travelling &amp; other expenses</b> The Bombay Dyeing & Manufacturing Company Limited	Associate	267.00	112.00
15	<b>Recovery of Guest house expenses</b> Go Airlines (India) Limited The Bombay Dyeing & Manufacturing Company Limited	Other related party Associate	4.00 13.00	3.00 28.00
16	<b>Traveling expenses</b> Go Airlines (India) Limited	Other related party	-	77.00
17	<b>Remuneration of Britannia Industries Limited - Key managerial personnel</b> Commission Other long term benefits Post-employment defined benefit Share-based payments	Key Management Personnel Key Management Personnel Key Management Personnel Key Management Personnel	1,150.00 51.00 44.00 2,158.00	1,060.00 12.00 41.00 1,612.00

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of the related party	Relationship	Transaction values for the year ended 31 March	
			2020	2019
18	Short-term employee benefits	Key Management Personnel	1,221.00	1,144.00
	Sitting fees	Key Management Personnel	92.00	95.00
	Travelling expenses & others	Key Management Personnel	25.00	27.00
	<b>Shares allotted under employee stock option scheme for consideration received during the year</b>			
	<u>Mr. Varun Berry</u>	Key Management Personnel		
	Equity shares		2.00	2.00
	Securities premium		2,395.00	2,977.00
19	<b>Sitting fees of foreign subsidiaries - Key managerial personnel</b>			
	Mr. Sevin Chendriah	Key Management Personnel	1.25	-
	Ms. Marlina Budin	Key Management Personnel	0.51	0.51
	Ms. Saridah Binti Ismail	Key Management Personnel	0.51	0.51
	Ms. Savilorna Payandi - Pillay Ramen	Key Management Personnel	1.25	-
20	<b>Sitting fees for board and committee meetings of The Bombay Burmah Trading Corporation, Limited</b>			
	Dr. (Mrs) Minnie Bodhanwala	Key Management Personnel	5.40	0.80
	Mr Vinesh Kumar Jairath	Key Management Personnel	7.80	-
	Mr Yashwant Shankarrao Patil Thorat	Key Management Personnel	9.60	-
	Mr. Anil Kumar Hirjee	Key Management Personnel	2.80	5.35
	Mr. Darius E. Udwadia	Key Management Personnel	3.60	4.40
	Mr. Jehangir N. Wadia	Key Management Personnel	3.00	1.00
	Mr. M. L. Apte	Key Management Personnel	1.00	4.75

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of the related party	Relationship	Transaction values for the year ended 31 March	
			2020	2019
21	Mr. Nusli N. Wadia	Key Management Personnel	6.00	1.20
	Mr. Rajesh Batra	Key Management Personnel	4.80	1.60
	Mrs Gauri Atul Kirloskar	Key Management Personnel	6.60	-
	<b>Retainer Fees</b>			
	Mr. Nitin H. Datanwala	Key Management Personnel	100.31	84.05
22	<b>Purchase of finished goods:</b>			
	Nalanda Biscuits Company Limited	Associate	7,137.00	9,016.00
	Sunandaram Foods Private Limited	Associate	6,651.00	8,339.00
23	<b>Investment made</b>			
	Sea Wind Investments & Trading Company Limited	Subsidiary Company	9,860.00	-
24	<b>Conversion charges</b>			
	Klassik Foods Private Limited	Associate	-	67.00
25	<b>Sale of goods / consumables and ingredients:</b>			
	Go Airlines (India) Limited	Other related party	18.00	13.00
	Nalanda Biscuits Company Limited	Associate	323.00	136.00
	Sunandaram Foods Private Limited	Associate	108.00	253.00

**B Outstanding balances**

Sr. No.	Name of the related party	Relationship	Outstanding Balance as at 31 March		
			2020	2019	2018
1	<b>Outstanding amount payable</b>				
	Nalanda Biscuits Company Limited	Associate	-	154.00	-
	Nowrosjee Wadia and Sons Limited	Other related party	21.28	11.78	11.24
	The Bombay Dyeing & Manufacturing Company Limited	Associate	-	20.00	17.69
2	<b>Security deposit payable</b>				
	The Bombay Dyeing & Manufacturing Company Limited	Associate	300.00	300.00	300.00

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of the related party	Relationship	Outstanding Balance as at 31 March		
			2020	2019	2018
<b>3</b>	<b>Outstanding amount receivable</b>				
	BRT Limited	Other related party	<b>0.62</b>	-	32.14
	Go Airlines (India) Limited	Other related party	<b>25,644.76</b>	44,302.00	3,942.00
	Klassik Foods Private Limited	Associate	<b>4.00</b>	4.00	-
	Macrofil Investments Limited	Other related party	<b>3,163.36</b>	-	6,880.00
	Medical Microtechnology Limited	Associate	<b>1.71</b>	1.71	1.52
	Mr. Amit Chhabra	Key Management Personnel	-	5.42	5.63
	Mr. Nitin H Datanwala	Key Management Personnel	<b>12.36</b>	12.00	12.00
	Nalanda Biscuits Company Limited	Associate	<b>125.00</b>	-	7.00
	Nowrosjee Wadia and Sons Limited	Other related party	<b>5.32</b>	-	1,530.00
	Panella Foods and Beverages Private Limited	Other related party	<b>3.23</b>	1.75	-
	Sunandaram Foods Private Limited	Associate	<b>560.00</b>	417.00	304.00
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>41,025.69</b>	35,308.00	35,440.00
	Wadia Techno Engineering Services Ltd	Other related party	<b>1.16</b>	-	-
<b>4</b>	<b>Investments (including goodwill/capital reserve)</b>				
	Cincinnati Investment & Trading Company Private Limited	Associate	<b>2.37</b>	2.53	2.88
	Harvard Plantations Limited	Associate	<b>3.62</b>	4.13	4.31
	Lima Investment & Trading Company Private Limited	Associate	<b>3.53</b>	3.75	4.00
	Lotus Viniyog Private Limited	Associate	<b>36.63</b>	35.92	35.53
	Medical Microtechnology Limited	Associate	<b>4.29</b>	4.29	4.29



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of the related party	Relationship	Outstanding Balance as at 31 March		
			2020	2019	2018
	MSIL Investments Private Limited	Associate	2.15	2.45	2.77
	Placid Plantations Limited	Associate	3.61	4.12	4.31
	Roshnara Investment & Trading Company Private Limited	Associate	2.26	2.47	2.85
	Shadhak Investment & Trading Private Limited	Associate	3.51	3.73	3.93
	Nalanda Biscuits Company Limited	Associate	107.71	83.84	64.00
	Sunandaram Foods Private Limited	Associate	40.11	20.03	33.00
	The Bombay Dyeing & Manufacturing Company Limited	Associate	189,568.35	169,105.54	170,619.64

**C Compensation paid to Key Managerial Personnel**

For the year ended	31 March 2020	31 March 2019
<b>Mr. Ness Wadia</b>		
Salary	259.26	311.02
Contribution to provident fund and other funds	56.78	65.95
Perquisites in cash or in kind	7.24	7.24
	<u>323.28</u>	<u>384.21</u>
<b>Mr. Dibakar Chatterjee</b>		
Salary	108.82	96.63
Contribution to provident fund and other funds	9.38	5.06
Perquisites in cash or in kind	7.47	-
	<u>125.67</u>	<u>101.69</u>
<b>Mr. Hoshi Bhagwagar</b>		
Salary	-	19.74
Contribution to provident fund and other funds	-	1.22
Perquisites in cash or in kind	-	-
	-	<u>20.96</u>
<b>Mr. Amit Chhabra</b>		
Salary	-	5.47
Contribution to provident fund and other funds	-	0.34
Perquisites in cash or in kind	-	3.35
	-	<u>9.16</u>
<b>Mr. Nitin Datanwala</b>		
Retainership fees	100.31	84.05
Contribution to provident fund and other funds	-	-
Perquisites in cash or in kind	-	-
	<u>100.31</u>	<u>84.05</u>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

<b>For the year ended</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
<b>Mr. Sanjaykumar Choudhary</b>		
Salary	<b>16.27</b>	-
Contribution to provident fund and other funds	<b>1.78</b>	-
Perquisites in cash or in kind	-	-
	<b>18.05</b>	-
<b>Mr. Jayant Gadgil</b>		
Salary	-	16.27
Contribution to provident fund and other funds	-	1.31
Perquisites in cash or in kind	-	7.82
	-	25.40
<b>Ms. Teresa Chin</b>		
Salary	<b>83.37</b>	80.92
Contribution to provident fund and other funds	<b>3.55</b>	0.51
Perquisites in cash or in kind	<b>8.85</b>	3.10
	<b>95.77</b>	84.53

Some of the key management personnel of the parent 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.

**57 Share based payments**

During the financial year 2008-09, Britannia Industries Limited (BIL) 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 BIL. 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.

Under the Scheme, BIL 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/-, 100,000 options on 30 June 2016 at an exercise price of ₹ 2,771.40/-, 125,000 options on 25 May 2017 at an exercise price of ₹ 3,533.30/- and 1,50,000 options on 15 May 2018 at an exercise price of ₹ 5,464.10/ and 3,50,000 options on 1 May 2019 at an exercise price of ₹ 2,896.05/- to the Managing Director of BIL. 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 between the years 2010 to 2018) and one equity share of Re. 1/- each (for options granted after the year 2018). The said price was determined in accordance with the pricing formula approved by the shareholders of BIL 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.

Exercise prices as stated above were 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.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

The number of options have been appropriately adjusted, consequent upon the sub-division of the equity shares [Refer note (a) below]

<b>Movement in the options under the scheme: #</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
Options outstanding at the beginning of the year	<b>533,336</b>	<i>433,334</i>
Options granted during the year	<b>350,000</b>	<i>300,000</i>
Options vested during the year	<b>250,002</b>	<i>199,998</i>
Options exercised during the year	<b>150,002</b>	<i>199,998</i>
Shares allotted against options exercised during the year	<b>150,002</b>	<i>199,998</i>
Options lapsed during the year	-	-
Options outstanding at the end of the year	<b>733,334</b>	<i>533,336</i>
Options exercisable at the end of the year	<b>100,000</b>	-
Weighted average price per option (₹)	<b>2,700.62</b>	<i>2,262.07</i>

**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:

<b>Particulars #</b>	<b>31 March 2020</b>	<i>31 March 2019</i>
No. of options granted	<b>350,000</b>	<i>300,000</i>
Date of grant	<b>1 May 2019</b>	<i>15 May 2018</i>
Vesting period	<b>1 to 3 years</b>	<i>1 to 3 years</i>
Expected life of option	<b>3 years</b>	<i>3 years</i>
Expected volatility	<b>20.89%</b>	<i>22.12%</i>
Risk free rate	<b>7.03%</b>	<i>7.66%</i>
Expected dividends expressed as a dividend yield	<b>0.52%</b>	<i>0.46%</i>
Weighted-average fair values of options per share (₹)	<b>678.56</b>	<i>687.58</i>

# Disclosures for 31 March 2019 have been made after giving effect to the share split.

**Note : (a)**

In the Annual General Meeting held on 9 August 2010, the shareholders of BIL approved the sub-division of equity shares, where in each equity share with a face value of ₹ 10 was subdivided into 5 equity shares with a face value of ₹ 2 each. The effective date for the sub-division was 10 September 2010. Further, the Board of Directors at their meeting held on 23 August 2018 approved the sub-division of each equity share of face value of ₹ 2 fully paid up into 2 equity shares of face value of Re. 1 each fully paid. The same was approved by the members on 15 October 2018 through postal ballot and e-voting. The effective date for the sub-division was 30 November 2018.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**58 Goodwill****Impairment testing of Goodwill**

For the purposes of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which goodwill is monitored for internal management purposes, which is not higher than the Group's operating segments.

- (a) The goodwill on consolidation (INR 1,02,558.70 ) largely comprises of the excess of cost to the Group of its investment in Britannia Industries Limited (BIL) over the Group's portion of equity in Britannia Industries Limited (which represents the 'food - bakery and dairy products' cash generating unit (Food - CGU) of the Group. Goodwill also includes INR 142,50.00 arising on acquisition of certain businesses by BIL in earlier years. Goodwill is monitored for internal management purposes at the level of this CGU.
- (b) Goodwill is tested for impairment annually. The recoverable amount of the Food - CGU is determined as higher of its fair value less cost to sell and its value in use. Since the goodwill largely pertains to a listed entity, the fair value of the CGU is determined based on market capitalisation.
- (c) During the previous year, Consequent to the initiation of the liquidation process of Daily Bread Gourmet Foods (India) Private Limited a subsidiary of BIL, the goodwill on consolidation recorded in the books amounting to ₹ 353.00 was amortised and 31 March,2018 : Nil.

**59 Non-Controlling Interests (NCI)**

Below is the list of partly owned subsidiary of the Company and the share of the non-controlling interests.

<b>Name</b>	<b>Country of Incorporation</b>	<b>31 March 2020</b>	<b>31 March, 2019 (Restated)</b>	<b>1 April, 2018 (Restated)</b>
Britannia Industries Limited	India	<b>49.38%</b>	49.35%	49.30%

The principal place of business of the entity listed above is the same as its country of incorporation.

The following table comprises the information relating to each of the Group's subsidiary that has material NCI, before any intra group eliminations.

	<b>31 March 2020</b>	<b>31 March, 2019 (Restated)</b>	<b>1 April, 2018 (Restated)</b>
<b>NCI percentage</b>	<b>49.38%</b>	49.35%	49.30%
Non Current Assets	<b>416,726.00</b>	271,548.00	203,664.00
Current Assets	<b>367,497.00</b>	352,634.00	315,128.00
Non Current Liabilities	<b>83,845.00</b>	10,448.00	12,058.00
Current Liabilities	<b>256,530.00</b>	185,141.00	164,797.00
Net Assets	<b>443,848.00</b>	428,593.00	341,937.00
<b>Net assets attributable to NCI</b>	<b>219,172.14</b>	211,510.65	168,574.94
Revenue	<b>1,187,895.00</b>	1,126,112.00	-
Profit	<b>139,359.88</b>	115,546.00	-
Other Comprehensive Income (OCI)	<b>512.12</b>	384.00	-
Total Comprehensive Income	<b>139,872.00</b>	115,930.00	-
<b>Profit allocated to NCI</b>	<b>68,815.91</b>	57,021.95	-
<b>OCI allocated to NCI</b>	<b>252.88</b>	189.50	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

	<b>31 March 2020</b>	<i>31 March, 2019 (Restated)</i>	<i>1 April, 2018 (Restated)</i>
<b>Total comprehensive income allocated to NCI</b>	<b>69,068.79</b>	<i>57,211.45</i>	-
Cash flow from operating activities	<b>148,452.79</b>	<i>115,577.97</i>	<i>124,877.00</i>
Cash flow from investing activities	<b>(153,161.77)</b>	<i>(85,553.00)</i>	<i>(95,626.00)</i>
Cash flow from financing activities	<b>5,793.95</b>	<i>(35,267.66)</i>	<i>(23,175.00)</i>
<b>Net Increase / (decrease) in cash and cash equivalents</b>	<b>1,084.97</b>	<i>(5,242.69)</i>	<i>6,076.00</i>
<b>Dividends paid to Non-controlling interest</b>	<b>(17,800.50)</b>	<i>(14,812.48)</i>	<i>(13,022.46)</i>

**60 Restatement of comparative information relating to a material equity accounted investee**

- a. With the acquisition of additional 4,92,18,338 equity shares of Bombay Dyeing and Manufacturing Company Limited ('BDMC') by the Company and its subsidiary on 20 March 2017, BDMC became an associate of the Company effective that date. The acquisition of associate stake in BDMC in the consolidated Ind AS financial statements of the Company was accounted using the fair valuation accounting guidance provided in Ind AS 28 - Investments in Associates and Joint Ventures.
- b. For equity accounting of BDMC in the consolidated Ind AS financial statements of the Company in subsequent financial years, the statutorily reported results and net equity of BDMC were required to be adjusted for reversal of accounting effects of such events or transactions occurring after the date of acquisition of associate stake in BDMC but relating to fair valuation of BDMC as at 31 March, 2017.
- c. Based on the special purpose accounts for the year ended 31 March 2020 prepared by BDMC solely for the purpose of consolidation by the Company and audited by the statutory auditors of the BDMC, whose report dated 23 June 2020 expressed an unmodified opinion on such special purpose accounts, the comparative information for the year ended 31 March 2019 and the opening retained earnings as at 1 April 2018 have been restated in the consolidated Ind AS financial statements of the Company. The following tables summarize the impact on the consolidated financial statements:

**Consolidated balance sheet as at 31 March 2019**

₹ in Lakhs

Particulars	Note reference	As previously reported	Adjustments	As restated
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment		1,65,272.13		1,65,272.13
Capital WIP		10,760.75		10,760.75
Investment Property		1,486.55		1,486.55
Goodwill		1,04,088.31		1,04,088.31
Other Intangible assets		872.44		872.44
Intangible assets under development		44.71		44.71
Equity accounted investees	i to viii	2,04,071.09	(34,657.81)	1,69,413.28
Financial assets				
(i) Investments		73,008.74		73,008.74
(ii) Trade receivables				
(iii) Loans		2,138.13		2,138.13

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

Particulars	Note reference	As previously reported	Adjustments	As restated
(iv) Other financial assets		3,326.69		3,326.69
Deferred tax assets		2,219.43		2,219.43
Current tax assets (net)		4,345.84		4,345.84
Other non-current assets		10,431.35		10,431.35
<b>Total non-current Assets</b>		<b>5,82,066.16</b>	<b>(34,657.81)</b>	<b>5,47,408.35</b>
<b>Current assets</b>				
Inventories		88,141.41		88,141.41
Biological assets other than bearer plants		103.88		103.88
Financial assets				
(i) Investments		79,693.45		79,693.45
(ii) Trade receivables		45,937.12		45,937.12
(iii) Cash & cash equivalents		13,909.82		13,909.82
(iv) Bank balances other (iii) Above		5,277.73		5,277.73
(v) Loans		1,31,294.72		1,31,294.72
(vi) Other financial assets		14,560.93		14,560.93
Other current assets		17,390.02		17,390.02
<b>Total current assets</b>		<b>3,96,309.08</b>		<b>3,96,309.08</b>
<b>Total Assets</b>		<b>9,78,375.24</b>	<b>(34,657.81)</b>	<b>943,717.43</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital		1,396.27		1,396.27
Other Equity				
(i) Retained earnings		2,58,811.39	(46,063.44)	212,747.95
(ii) Other reserves		2,16,167.71	11,405.63	2,27,573.34
Equity attributable to equity holders of the parent	i to viii	4,74,979.10	(34,657.81)	4,40,321.29
Non-controlling interests		2,14,341.08		2,14,341.08
<b>Total Equity</b>		<b>6,90,716.45</b>	<b>(34,657.81)</b>	<b>6,56,058.64</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings		47,205.48		47,205.48
(ii) Other financial liabilities		6,098.59		6,098.59
Provisions		1,327.06		1,327.06
Government grants				
Deferred tax liabilities		982.84		982.84
Other Non-current Liabilities				
<b>Total non-current liabilities</b>		<b>55,613.97</b>		<b>55,613.97</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Particulars	Note reference	As previously reported	Adjustments	As restated
<b>Current Liabilities</b>				
(i) Borrowings		32,293.73		32,293.73
(ii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises		178.00		178.00
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,17,053.12		1,17,053.12
(iii) Other financial liabilities		44,264.13		44,264.13
Other current liabilities		9,742.38		9,742.38
Provisions		21,010.80		21,010.80
Current tax liabilities (net)		7,431.66		7,431.66
Government grants		71.00		71.00
<b>Total current liabilities</b>		<b>2,32,044.82</b>		<b>2,32,044.82</b>
<b>Total liabilities</b>		<b>2,87,658.79</b>		<b>2,87,658.79</b>
<b>Total equity and liabilities</b>		<b>9,78,375.24</b>	<b>(34,657.81)</b>	<b>9,43,717.43</b>

**Consolidated Statement of profit and loss for the year ended 31 March 2019**

Particulars	Note reference	As previously reported	Adjustments	As restated
Profit before share of associate and tax		1,67,484.74	-	1,67,484.74
Share of profit in equity accounted investees	iii, iv, vii & viii	43,401.80	(26,773.50)	16,628.30
Profit before tax from continuing operations		2,10,886.54	(26,773.50)	184,113.04
Tax Expenses		(65,167.24)	-	(65,167.24)
Profit for the year (After Tax)		1,45,719.30	(26,773.50)	1,18,945.80
Other comprehensive income for the year	v, vi, & viii	(2,430.06)	9,242.68	6,812.62
Total comprehensive income for the year		1,43,289.24	(17,530.82)	125,758.42
Earnings per share of ₹ 2 each				
(i) Basic ₹		127.37	(38.37)	89.00
(ii) Diluted ₹		127.37	(38.37)	89.00
Weighted average number of shares of ₹ 2 each		69,771,900		69,771,900

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**Consolidated balance sheet as at 31 March 2018**

Particulars	Note reference	As previously reported	Adjustments	As restated
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment		1,31,141.61		1,31,141.61
Capital WIP		20,720.02		20,720.02
Investment Property		1,513.12		1,513.12
Goodwill		1,03,685.58		1,03,685.58
Other Intangible assets		917.20		917.20
Intangible assets under development		19.17		19.17
Equity accounted investees	i, ii & viii	1,71,028.20	(17,859.30)	1,53,168.90
Financial assets				
(i) Investments		22,478.06		22,478.06
(ii) Trade receivables				
(iii) Loans		13,672.54		13,672.54
(iv) Other financial assets		449.19		449.19
Deferred tax assets		3,129.71		3,129.71
Current tax assets (net)		2,711.35		2,711.35
Other non-current assets		9,008.96		9,008.96
<b>Total non-current Assets</b>		<b>480,474.71</b>	<b>(17,859.30)</b>	<b>462,615.41</b>
<b>Current assets</b>				
Inventories		72,737.25		72,737.25
Biological assets other than bearer plants		170.90		170.90
Financial assets				
(i) Investments		89,675.71		89,675.71
(ii) Trade receivables		36,106.23		36,106.23
(iii) Cash & cash equivalents		19,502.00		19,502.00
(iv) Bank balances other (iii) Above		5,969.71		5,969.71
(v) Loans		96,817.86		96,817.86
(vi) Other financial assets		12,076.92		12,076.92
Other current assets		22,279.89		22,279.89
<b>Total current assets</b>		<b>3,55,336.47</b>		<b>3,55,336.47</b>
<b>Total Assets</b>		<b>8,35,811.18</b>	<b>(17,859.30)</b>	<b>8,17,951.88</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Particulars	Note reference	As previously reported	Adjustments	As restated
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital		1,396.27		1,396.27
Other Equity				
(i) Retained earnings		1,93,091.74	(19,326.03)	1,73,765.71
(ii) Other reserves		2,01,876.40	1,466.73	2,03,343.13
<b>Equity attributable to equity holders of the parent</b>	i, ii & viii	<b>3,94,968.14</b>	<b>(17,859.30)</b>	<b>3,77,108.84</b>
Non-controlling interests		1,70,318.28		1,70,318.28
<b>Total Equity</b>		<b>5,66,682.69</b>	<b>(17,859.30)</b>	<b>5,48,823.39</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings		61,017.90		61,017.90
(ii) Other financial liabilities		2,660.84		2,660.84
Provisions		1,120.20		1,120.20
Government grants		194.00		194.00
Deferred tax liabilities		2,658.80		2,658.8
Other Non-current Liabilities				
<b>Total non-current liabilities</b>		<b>67,651.74</b>		<b>67,651.74</b>
<b>Current Liabilities</b>				
(i) Borrowings		27,541.35		27,541.35
(ii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises		450.71		450.71
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,01,945.33		1,01,945.33
(iii) Other financial liabilities		37,925.41		37,925.41
Other current liabilities		9,231.88		9,231.88
Provisions		18,586.17		18,586.17
Current tax liabilities (net)		5,659.90		5,659.90
Government grants		136.00		136.00
<b>Total current liabilities</b>		<b>2,01,476.75</b>		<b>2,01,476.75</b>
<b>Total liabilities</b>		<b>2,69,128.49</b>		<b>2,69,128.49</b>
<b>Total equity and liabilities</b>		<b>8,35,811.18</b>	<b>(17,859.30)</b>	<b>8,17,951.88</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**Reconciliation of other equity as at 1 April 2018 and 31 March 2019 & Statement of profit and loss and other comprehensive income for the year ended 31 March 2019**

Particulars	Other equity restated as of 01 April 2018	Other equity restated as of 31 March 2019	Statement of profit and loss for the year ended 31 March 2019	Other comprehensive income for the year ended 31 March 2019
<b>As previously reported (A)</b>	<b>3,94,968.14</b>	<b>4,74,979.10</b>	<b>* 145,719.30</b>	<b>(2430.06)</b>
<b>Impact of correction of errors:</b>				
i) Profit on sale of equity shares sold in earlier year by the associate	5,387.32	5,387.32	-	-
ii) Reversal of margin on real estate revenue recognized by the associate during year ended 31 March 2018	(23,263.68)	(23,263.68)	-	-
iii) Margin on revenue recognized by associate on adoption of Ind AS 115 to be reversed as such revenue had already accrued prior to acquisition of associate stake	-	(17,572.51)	(17,572.51)	-
iv) Additional amortization of customer contracts (recognized as on the date of acquisition of associate stake) required pursuant to adoption of project completion method under Ind AS 115 by the associate	-	(4,241.26)	(4,241.26)	-
v) Erroneous reversal of fair valuation of Corporation's shares held by associate recorded in OCI	-	610.49	-	610.49
vi) Erroneous reversal of fair valuation and foreign currency translation impact of associate's shares held by the Corporation's subsidiary recorded in OCI	-	9,013.37	-	9,013.37
vii) Deferred tax	-	(4,892.69)	(4,892.69)	-
viii) Other adjustments (net)	17.06	301.15	(67.04)	(381.18)
<b>Increase/(Decrease) by (B)</b>	<b>(17,859.30)</b>	<b>(34,657.81)</b>	<b>(26,773.50)</b>	<b>9,242.68</b>
<b>Restated (A+B)</b>	<b>377,108.84</b>	<b>440,321.29</b>	<b>* 118,945.80</b>	<b>6,812.62</b>

\* Profit for the year (after tax)

**61 Managerial remuneration**

The amended provisions to notification no. S.O. 4823(E) dated September 12, 2018 require companies to obtain the approval of the Members by way of special resolution in case payment of managerial remuneration is in excess of the limits specified in Schedule V of the Companies Act, 2013.

The Parent Company has during the year 2019-20 paid remuneration of INR 266.50 (excluding retiral of INR 56.78) to the Managing Director (of Parent Company), Mr. Ness Wadia which is within the limits approved by the Members of the Parent Company, by way of a special resolution at the Annual General Meeting held on 12<sup>th</sup> August, 2019.

**62** Granum Inc. one of the subsidiary company of the Group, on 31 May, 2019 entered into an Asset Purchase Agreement with Doh Cup Chai, LLC and ceased its operations.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**63 Segment information**

**A] General Information**

For management purposes, the Group is organised into business units based on its products and services and has six reportable segments, as follows:

- |   |                                |  |
|---|--------------------------------|--|
| 1 | Plantation - Tea               | Segment produces/trades in Tea business  |
| 2 | Plantation - Coffee            | Segment produces/trades in Coffee business   |
| 3 | Health Care                    | Segment manufactures/trades in Dental products.  |
| 4 | Auto Electric Components (AEC) | Segment manufactures, solenoids, switches, valves, slip rings etc. for automobile and other industries.    |
| 5 | Investments                    | Segment invests in various securities listed as well as unlisted mainly on a long term basis.              |
| 6 | Horticulture                   | Segment deals with decorative plants and landscaping services  |
| 7 | Food - Bakery & dairy products | Segment represents bakery and dairy products   |
| 8 | Others                         | Segment manufactures/trades in analytical, precision balances and weighing scales and property development |

Based on above, following are reportable segments as per Ind AS 108 (Operating Segments)

<b>Primary Segment (Operating Segment): Based on product lines of Group</b>	<b>Secondary Segment (Geographical Segment) Based on geographical area of operation</b>
Plantation - Tea	India and Outside India
Plantation - Coffee	
Auto Electrical Components ('AEC')	
Investments	
Horticulture	
Healthcare	
Food - Bakery & dairy products	
Others	

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

## B] i) Information about reportable segments

Particulars	Year	Reportable Segments						Total		
		Plantation- Tea	Plantation- Coffee	Health Care	AEC	Investments	Horticulture		Food Bakery & Dairy Products	Others
External sales	2019-20	6,932.81	3,175.11	2,184.76	9,954.86	11,385.10	6,575.98	1,159,955.00	-	1,200,163.62
	2018-19	15,109.36	2,056.71	2,191.21	11,083.16	11,351.46	6,408.74	1,105,467.00	-	1,153,667.64
Other income	2019-20	2,166.27	99.28	1.49	2.42	6,345.80	295.65	10,263.00	5.25	19,179.16
	2018-19	93.83	13.05	7.63	54.71	2,896.95	236.29	6,968.00	3.87	10,274.33
Total segment revenue	2019-20	9,099.08	3,274.39	2,186.25	9,957.28	17,730.90	6,871.63	1,170,218.00	5.25	1,219,342.78
	2018-19	15,203.19	2,069.76	2,198.84	11,137.87	14,248.41	6,645.03	1,112,435.00	3.87	1,163,941.97
Segment results	2019-20	(2,469.69)	(417.75)	237.66	472.25	17,730.90	1,074.27	174,398.81	53.38	191,079.83
	2018-19	(1,194.92)	756.84	257.30	520.30	14,248.41	869.38	164,122.00	(2.97)	179,576.34
Segment assets	2019-20	10,024.99	6,081.79	1,154.98	8,125.76	307,730.22	14,953.43	655,381.94	401.66	1,003,854.77
	2018-19	12,481.46	7,341.35	1,188.55	7,126.42	262,270.61	12,139.46	504,258.03	410.83	807,216.71
Segment liabilities	2019-20	1,837.45	259.33	294.72	2,224.05	-	2,115.90	340,375.00	36.40	347,142.85
	2018-19	2,225.26	426.57	155.08	1,645.44	-	1,815.64	195,589.00	41.90	201,888.89
Capital expenditure (included in segment assets)	2019-20	1,065.99	218.76	17.46	452.14	-	100.02	38,545.00	-	40,399.37
	2018-19	698.67	231.14	21.12	286.05	-	27.58	58,972.00	-	60,236.56
Depreciation/ Amortisation	2019-20	320.01	243.48	36.28	277.39	-	359.18	18,481.06	-	19,717.40
	2018-19	300.13	239.59	11.28	252.00	-	216.95	16,188.00	7.63	17,215.58

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**ii) Reconciliation of reportable segments with the financial statements**

Particulars	Year	Revenues	Results / Net Profit	Assets	Liabilities	Capital Expenditure	Depreciation/ Amortisation
Total of reportable segments	2019-20	1,219,342.78	191,079.83	1,003,854.77	347,142.85	40,399.37	19,717.40
	2018-19	1,163,941.97	179,576.34	807,216.71	201,898.89	60,236.56	17,215.58
Corporate / Unallocated segment	2019-20	2,022.37	(5,217.38)	131,895.32	58,002.20	(5,087.85)	280.00
	2018-19	894.79	(6,054.38)	136,500.72	85,759.90	934.81	34.45
Finance cost	2019-20	-	(12,385.90)	-	-	-	-
	2018-19	-	(6,037.22)	-	-	-	-
Share of (loss)/ profit of associates	2019-20	-	13,282.93	-	-	-	-
	2018-19	-	16,628.30	-	-	-	-
Taxes	2019-20	-	(58,725.89)	-	-	-	-
	2018-19	-	(65,167.24)	-	-	-	-
As per financial statement	2019-20	1,221,365.15	128,033.59	1,135,740.09	405,145.05	45,487.22	19,997.40
	2018-19	1,164,836.76	118,945.80	943,717.43	287,658.79	61,171.37	17,250.03

**C Secondary segment reporting - Geographic information**

The geographic information analyses the Group's revenue and total assets by the Group's country of domicile and other countries. In presenting the geographical information, segment revenue has been based on geographic location of customers and segment assets were based on the geographic location of the respective non-current assets.

Particulars	Year	Geographical segment		Total
		India	Outside India #	
Revenue	2019-20	1,119,568.74	101,796.41	1,221,365.15
	2018-19	1,146,870.51	17,966.25	1,164,836.76
Total assets	2019-20	872,267.31	263,472.78	1,135,740.09
	2018-19	661,116.13	282,601.30	943,717.43
Capital expenditure	2019-20	40,103.99	5,383.23	45,487.22
	2018-19	60,223.70	947.67	61,171.37

# It includes revenues and assets of foreign branches

**D** There is no transaction with single external customer which amounts to 10% or more of the Group's revenue.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

64 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements:

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
<b>Parent</b>								
The Bombay Burmah Trading Corporation, Limited	2.08%	23,378.84	-0.53%	(1,702.75)	-0.32%	220.35	-0.59%	(1,482.40)
<b>Indian subsidiaries</b>								
Afco Industrial & Chemicals Limited.	0.01%	59.50	0.00%	(0.26)	0.01%	(5.16)	0.00%	(5.42)
DPL Products & Services Limited.	0.02%	230.67	0.00%	0.39	0.01%	(4.16)	0.00%	(3.77)
Sea Wind Investment & Trading Co. Limited	0.88%	9,922.98	-0.03%	(86.02)	0.10%	(68.78)	-0.06%	(154.80)
Subham Viniyog Private Limited	0.00%	19.46	0.00%	(1.40)	0.00%	(0.70)	0.00%	(2.10)
Britannia Industries Limited	38.03%	427,465.00	46.04%	148,430.00	0.66%	(459.00)	58.45%	147,971.00
Boribunder Finance and Investments Private Limited	0.01%	126.00	0.00%	2.00	0.00%	-	0.00%	2.00
Flora Investments Company Private Limited	0.02%	243.00	0.00%	10.00	0.00%	-	0.00%	10.00
Gilt Edge Finance and Investments Private Limited	0.02%	249.94	0.00%	13.00	0.00%	-	0.01%	13.00
Ganges Vally Foods Private Limited	0.07%	806.00	-0.66%	(2,139.00)	0.00%	-	-0.84%	(2,139.00)
International Bakery Products Limited	0.15%	1,662.00	0.02%	65.00	0.02%	(11.00)	0.02%	54.00
J B Mangharam Foods Private Limited	0.07%	751.00	0.02%	73.00	0.02%	(14.00)	0.02%	59.00

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
Manna Foods Private Limited	0.14%	1,629.00	0.14%	452.00	0.00%	2.00	0.18%	454.00
Sunrise Biscuit Company Private Limited	0.22%	2,520.00	0.08%	244.00	0.01%	(10.00)	0.09%	234.00
Britannia Dairy Private Limited	1.37%	15,418.00	0.53%	1,695.00	0.00%	(1.00)	0.67%	1,694.00
Britchip Foods Limited	0.64%	7,230.00	-1.04%	(3,347.00)	0.00%	-	-1.32%	(3,347.00)
Britannia Employees General Welfare Association Private Limited	0.01%	82.00	0.00%	(9.00)	0.00%	-	0.00%	(9.00)
Britannia Employees Medical Welfare Association Private Limited	0.01%	79.00	0.00%	(10.00)	0.00%	-	0.00%	(10.00)
Britannia Employees Educational Welfare Association Private Limited	0.01%	82.00	0.00%	(10.00)	0.00%	-	0.00%	(10.00)
<b>Foreign Subsidiaries</b>								
Leila Lands Senderian Berhad	1.40%	15,776.16	1.76%	5,681.82	0.00%	-	2.24%	5,681.82
Island Horti-Tech Holding Pte. Ltd.	0.70%	7,856.35	0.24%	782.13	0.00%	-	0.31%	782.13
Leila Lands Ltd.	13.98%	157,195.25	15.29%	49,287.10	0.00%	-	19.47%	49,287.10
Naira Holdings Ltd.	1.95%	21,883.13	-0.36%	(1,175.95)	5.65%	(3,915.52)	-2.01%	(5,091.47)
Island Landscape & Nursery Pte. Ltd.	0.46%	5,140.11	0.12%	402.98	0.00%	-	0.16%	402.98
Restpoint Investments Ltd.	0.45%	5,069.40	0.00%	(6.24)	0.00%	-	0.00%	(6.24)

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
Innovative Organics Inc.	0.42%	4,672.57	0.00%	-	0.00%	-	0.00%	-
Granum Inc.*	0.08%	898.10	-0.10%	(315.37)	0.00%	-	-0.12%	(315.37)
ABI Holdings Limited	2.00%	22,438.66	16.03%	51,675.88	0.00%	-	20.41%	51,675.88
Associated Biscuits International Ltd.	0.20%	2,303.03	16.89%	54,459.96	0.00%	-	21.51%	54,459.96
Britannia Brands Limited	0.64%	7,201.40	8.00%	25,802.42	0.00%	-	10.19%	25,802.42
Dowbiggin Enterprises Pte. Limited	6.38%	71,669.39	0.39%	1,259.91	18.77%	(12,997.92)	-4.64%	(11,738.01)
Nacupa Enterprises Pte. Limited	6.38%	71,662.77	0.39%	1,261.10	18.77%	(12,997.92)	-4.64%	(11,736.82)
Spargo Enterprises Pte. Limited	6.37%	71,652.38	0.39%	1,260.24	18.77%	(12,997.92)	-4.64%	(11,737.68)
Valletort Enterprises Pte. Limited	6.37%	71,660.71	0.39%	1,255.12	18.77%	(12,997.92)	-4.64%	(11,742.80)
Bannatyne Enterprises Pte. Limited	6.36%	71,445.72	0.39%	1,251.78	18.76%	(12,989.00)	-4.64%	(11,737.22)
Baymanco Investments Limited	-1.40%	(15,717.52)	-4.84%	(15,589.13)	0.00%	-	-6.16%	(15,589.13)
Britannia and Associates (Mauritius) Private Limited	1.68%	18,895.00	0.02%	80.00	0.00%	-	0.03%	80.00
Britannia and Associates (Dubai) Private Co. Limited	1.48%	16,673.00	0.01%	45.00	0.00%	-	0.02%	45.00
Al Sallan Food Industries Co. SAOC	-0.35%	(3,893.00)	0.10%	331.00	0.00%	-	0.13%	331.00
Strategic Food International Co. LLC, Dubai	0.20%	2,292.00	0.32%	1,024.00	0.00%	-	0.40%	1,024.00



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
Strategic Brands Holding Company Limited	0.00%	1.00	0.00%	4.00	0.00%	-	0.00%	4.00
Britannia Dairy Holdings Private Limited	0.00%	(43.00)	0.00%	(4.00)	0.00%	-	0.00%	(4.00)
Britannia Nepal Private Limited	0.48%	5,401.00	-0.01%	(38.00)	0.00%	-	-0.02%	(38.00)
Britannia Bangladesh Private Limited	0.00%	33.00	0.00%	(5.00)	0.00%	-	0.00%	(5.00)
<b>Adjustment arising out of Consolidation</b>	<b>100%</b>	<b>1,124,120.99</b>	<b>100%</b>	<b>322,409.71</b>	<b>100%</b>	<b>(69,247.65)</b>	<b>100%</b>	<b>253,162.06</b>
<b>Non-controlling interests in all Subsidiaries</b>		(573,223.99)		(139,451.98)		70,517.03		(68,934.95)
<b>Equity accounted investees</b>		(221,168.44)		(68,207.08)		(252.89)		(68,459.97)
Cincinnati Investment & Trading Company Private Limited		6.30		(0.16)		(0.35)		(0.51)
Harvard Plantations Limited		2.67		(0.51)		-		(0.51)
Klassik Foods Private Limited		-		-		-		-
Lima Investment & Trading Company Private Limited		6.45		(0.22)		(0.35)		(0.57)
Lotus Viniyog Private Limited		49.23		0.71		(71.66)		(70.95)
Medical Microtechnology Limited		-		-		-		-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consolidated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
MSIL Investments Private Limited		6.40		(0.30)		(0.01)		(0.31)
Nalanda Biscuits Company Limited		40.00		24.00		-		24.00
Placid Plantations Limited		2.62		(0.51)		-		(0.51)
Roshnara Investment & Trading Company Private Limited		6.03		(0.21)		(0.35)		(0.56)
Shadhak Investment & Trading Private Limited		6.31		(0.22)		(0.35)		(0.57)
Sunandaram Foods Private Limited		108.00		20.00		-		20.00
The Bombay Dyeing & Manufacturing Company Limited		179,464.03		13,240.35		(1,986.82)		11,253.53
<b>Total</b>		<b>509,426.60</b>		<b>128,033.58</b>		<b>(1,043.40)</b>		<b>126,990.18</b>

\*On May 31, 2019, Granum Inc. entered into an Asset Purchase Agreement with Doh Cup Chai, LLC and ceased its operations.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

**65** During the year ended 31 March 2020, no material foreseeable loss (31 March 2019: Nil) was incurred for any long-term contract including derivative contracts.

**66 Other matters**

Comparative figures have been regrouped / reclassified wherever necessary to conform to current year's presentation.

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

**Amar Sunder**  
*Partner*  
Membership No: 078305

**Nusli N. Wadia**  
*Chairman*  
DIN :00015731

**Dr. Y. S. P. Thorat**  
*Director*  
DIN :00135258

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

**Ness Wadia**  
*Managing Director*  
DIN :00036049

**Gauri Kirloskar**  
*Director*  
DIN :03366274

**Rajesh Batra**  
*Director*  
DIN :00020764

**Sanjay Kumar Chowdhary**  
*Company Secretary*

**Jehangir Wadia**  
*Director*  
DIN :00088831

**Dr. Minnie Bodhanwala**  
*Director*  
DIN: 00422067

**Vinesh Kumar Jairath**  
*Director*  
DIN :00391684

**N H Datanwala**  
*Chief Financial Officer*

Place : Mumbai  
Dated : June 24, 2020

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

FORM AOC - 1  
Statement under Section 129(3) of the Companies Act, 2013 as at 31 March, 2020

## Part A: Subsidiaries

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
1	Afco Industrial & Chemicals Ltd.	INR	1.00	1.00	76.05	(16.55)	104.31	44.81	58.38	1.20	(0.29)	(0.03)	(0.26)	-	100.00%
2	DPI Products & Services of India Ltd.	INR	1.00	1.00	20.00	210.67	317.70	87.03	226.62	4.06	0.39	-	0.39	-	100.00%
3	Sea Wind Investment & Trading Co. Ltd.	INR	1.00	1.00	9,865.98	103.04	9,969.65	0.63	9,905.38	0.34	(0.11)	-	(0.11)	-	100.00%
4	Subham Viniyog Pvt. Ltd.	INR	1.00	1.00	40.00	(20.54)	40.94	21.49	0.66	-	(1.40)	-	(1.40)	-	100.00%
5	Britannia Industries Limited	INR	1.00	1.00	2,405.00	425,060.00	725,334.00	297,869.00	279,152.00	1,132,211.00	190,826.00	42,396.00	148,430.00	-	50.62%
6	Boribunder Finance and Investments Private Limited	INR	1.00	1.00	267.10	(140.98)	133.78	7.66	-	10.53	8.54	6.07	2.47	-	100.00%
7	Britannia Dairy Private Limited	INR	1.00	1.00	578.00	14,840.00	22,424.00	7,006.00	12,671.00	29,191.00	4,697.00	3,002.00	1,695.00	-	100.00%
8	Britannia Employees' Educational Welfare Association Private Limited	INR	1.00	1.00	17.52	64.44	100.95	18.99	-	4.58	3.31	12.97	(9.66)	-	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
9	Britannia Employees' General Welfare Association Private Limited	INR	1.00	1.00	17.50	64.22	100.55	18.83	-	4.60	3.73	13.20	(9.47)	-	
10	Britannia Employees' Medical Welfare Association Private Limited	INR	1.00	1.00	18.00	61.17	98.20	19.03	0.40	4.38	3.49	13.09	(9.60)	-	
11	Flora Investments Company Private Limited	INR	1.00	1.00	28.43	214.31	250.12	7.38	-	16.78	14.47	4.50	9.97	-	100.00%
12	Ganges Vally Foods Private Limited	INR	1.00	1.00	2,590.66	(1,784.84)	890.28	84.46	-	75.64	(1,966.08)	172.99	(2,139.07)	-	98.87%
13	Gilt Edge Finance and Investments Private Limited	INR	1.00	1.00	24.98	224.96	255.68	5.74	-	18.08	16.92	4.02	12.90	-	100.00%
14	International Bakery Products Limited	INR	1.00	1.00	145.00	1,516.82	6,365.33	4,703.51	7.42	15,755.41	140.67	75.76	64.91	-	100.00%
15	J B Mangharam Foods Private Limited	INR	1.00	1.00	45.02	705.80	5,523.55	4,772.73	0.26	24,209.52	111.80	38.71	73.09	-	100.00%
16	Manna Foods Private Limited	INR	1.00	1.00	487.50	1,141.00	7,770.42	6,141.92	9.39	20,657.97	637.22	185.16	452.06	-	100.00%
17	Sunrise Biscuit Company Private Limited	INR	1.00	1.00	1,419.95	1,100.12	3,823.53	1,303.46	-	2,209.68	249.12	0.09	249.03	-	99.16%

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
18	Britchip Foods Limited	INR	1.00	1.00	11,500.00	(4,270.00)	9,925.00	2,695.00	-	2,709.00	(3,051.00)	296.00	(3,347.00)	-	60.00%
19	Britannia Nepal Private Limited	NPR	0.62	0.62	5,475.62	(74.44)	6,432.53	1,031.35	-	3,825.40	(46.38)	(8.60)	(37.78)	-	100.00%
20	Britannia Bangladesh Private Limited	TK	0.89	0.84	36.33	(4.07)	37.02	4.76	-	-	(4.53)	-	(4.53)	-	100.00%
21	Al Sallan Food Industries Co. SAOC	OMR	195.52	184.04	3,910.36	(7,803.32)	7,488.49	11,381.45	-	16,590.25	330.74	-	330.74	-	65.46%
22	Strategic Food International Co. LLC, Dubai	AED	20.51	19.30	3,999.26	2,394.13	19,234.54	12,841.15	-	36,025.37	1,023.98	-	1,023.98	-	100.00%
23	Britannia and Associates (Dubai) Private Company Limited, Dubai	USD	75.33	70.90	18,702.14	(2,029.61)	25,109.46	8,436.93	-	407.58	44.66	-	44.66	-	100.00%
24	Britannia and Associates (Mauritius) Private Limited, Mauritius	USD	75.33	70.90	18,360.22	540.76	27,290.23	8,369.25	-	322.64	82.66	2.48	80.18	-	100.00%
25	Britannia Dairy Holdings Private Limited, Mauritius	USD	75.33	70.90	5,584.44	(5,610.31)	0.81	26.68	-	-	(1,627.12)	-	(1,627.12)	-	100.00%
26	Strategic Brands Holding Company Limited, Dubai	USD	75.33	70.90	0.20	0.31	0.51	-	-	10.56	4.16	-	4.16	-	100.00%
27	Vasna Agrex and Herbs Private Limited	INR	1.00	1.00	1.00	(1,056.11)	0.67	1,055.78	-	0.17	(0.15)	-	(0.15)	-	100.00%

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR in lakhs)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
28	Snacko Bisc Private Limited	INR	1.00	1.00	2,552.08	(4,205.45)	0.91	1,654.28	-	-	(0.39)	-	(0.39)	-	100.00%
29	Leila Lands Sendarian Berhad	RM	17.31	17.14	8,163.79	7,622.37	15,778.70	2.54	-	5,185.77	5,685.46	3.64	5,681.82	6,465.76	100.00%
30	Island Horti-Tech Holding Pte. Ltd.	SGD	49.67	50.41	993.30	6,863.05	9,243.51	1,387.16	-	545.77	817.62	35.50	782.13	-	100.00%
31	Leila Lands Ltd.	USD	75.33	70.90	0.15	157,195.10	191,614.38	34,419.13	-	50,512.99	49,287.10	-	49,287.10	-	100.00%
32	Naira Holdings Ltd.	USD	75.33	70.90	753.33	21,129.80	46,095.26	24,212.13	-	429.05	(1,175.95)	-	(1,175.95)	5,033.68	100.00%
33	Island Landscape & Nursery Pte. Ltd.	SGD	49.67	50.41	1,092.63	4,047.47	7,041.08	1,900.97	-	6,440.39	466.71	63.73	402.98	-	100.00%
34	Respoinst Investments Ltd.	USD	75.33	70.90	0.99	5,068.41	5,070.37	0.97	-	-	(6.24)	-	(6.24)	-	100.00%
35	Innovative Organics Inc.	USD	75.33	70.90	1,789.39	2,883.18	4,672.57	-	-	-	-	-	-	-	58.80%
36	Granum Inc.	USD	75.33	70.90	-	898.10	1,048.46	150.37	-	2,878.86	331.21	646.58	(315.37)	-	-
37	ABI Holdings Limited	GBP	93.07	91.77	4,649.62	17,789.04	24,848.88	2,410.22	-	51,748.29	51,675.88	-	51,675.88	51,680.14	100.00%
38	Associated Biscuits International Ltd.	GBP	93.07	91.77	1,489.13	813.89	6,873.81	4,570.79	-	57,976.61	54,798.78	338.82	54,459.96	51,748.29	100.00%
39	Britannia Brands Limited	GBP	93.07	91.77	0.0028	7,201.40	8,136.50	935.10	-	25,874.15	25,802.42	-	25,802.42	25,805.99	100.00%
40	Dowbiggin Enterprises Pte. Limited	SGD	49.67	50.41	244.15	71,425.24	71,708.94	39.55	-	1,249.22	1,268.32	8.41	1,259.91	1,117.23	100.00%

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(Currency : INR in lakhs)

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
41	Nacupa Enterprises Pte. Limited	SGD	49.67	50.41	244.16	71,418.62	71,717.20	54.43	-	1,248.93	1,269.38	8.28	1,261.10	1,117.23	100.00%
42	Spargo Enterprises Pte. Limited	SGD	49.67	50.41	244.22	71,408.16	71,699.48	47.10	-	1,248.92	1,268.52	8.28	1,260.24	1,117.23	100.00%
43	Valléort Enterprises Pte. Limited	SGD	49.67	50.41	244.23	71,416.48	71,682.57	21.86	-	1,248.92	1,263.41	8.28	1,255.12	1,117.23	100.00%
44	Bamatyne Enterprises Pte. Limited	SGD	49.67	50.41	236.21	71,209.50	71,521.39	75.67	-	1,248.06	1,260.06	8.28	1,251.78	1,117.23	100.00%
45	Baymanco Investments Limited	USD	75.33	70.90	0.75	(15,718.27)	21,688.57	37,406.09	-	692.25	(15,589.13)	-	(15,589.13)	-	100.00%

■ Represents Contribution

\* Converted using closing exchange rate.

# Converted using average exchange rate.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(Currency : INR 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	31-03-2020	Equity	4,999	4.99	50.00%	6.45	(0.22)	(0.21)	Associate	N.A.
2	Roshnara Investment And Trading Company Private Limited	31-03-2020	Equity	4,999	4.99	50.00%	6.03	(0.21)	(0.20)	Associate	N.A.
3	Cincinnati Investment And Trading Company Private Limited	31-03-2020	Equity	4,999	4.99	50.00%	6.29	(0.16)	(0.16)	Associate	N.A.
4	Lotus Vinayog Private Limited	31-03-2020	Equity	244,491	24.45	50.00%	49.23	0.71	0.71	Associate	N.A.
5	Shadhak Investments And Trading Private Limited *	31-03-2020	Equity	49,990	4.99	50.00%	6.31	(0.22)	(0.21)	Associate	N.A.
6	MSIL Investments Private Limited *	31-03-2020	Equity	4,999	4.99	50.00%	6.40	(0.30)	(0.30)	Associate	N.A.
7	Medical Microtechnology Limited *	31-03-2020	Equity	75,000	7.50	50.00%	-	-	-	Associate	Insignificant
8	Harvard Plantations Limited *	31-03-2020	Equity	4,751	4.75	50.00%	2.67	(0.51)	(0.51)	Associate	N.A.
9	Placid Plantations Limited *	31-03-2020	Equity	4,751	4.75	50.00%	2.62	(0.51)	(0.51)	Associate	N.A.
10	The Bombay Dyeing and Manufacturing Company Limited*	31-03-2020	Equity	81,927,273	56,839.58	39.67%	179,464.03	13,240.35	20,235.53	Associate	N.A.
11	Klassik Foods Private Limited (@)	31-03-2020	Equity	-	-	-	-	-	-	Voting Power	N.A.
12	Nalanda Biscuits Company Limited	31-03-2020	Equity	87,500	28.08	35.00%	309.55	23.87	20.58	Voting Power	N.A.
13	Sundaram Foods Private Limited	31-03-2020	Equity	459,800	1,450.00	26.00%	156.05	44.34	58.57	Voting Power	N.A.

\* Through wholly owned subsidiary

@ During the year ended 31 March 2020, the Group sold equity shares held in Klassik Foods Private Limited and does not hold any stake in the entity as at the balance sheet date

**10 YEARS' FINANCIAL REVIEW**

(₹ in Lakhs)

	2019-20#	2018-19#	2017-18#	2016-17#	2015-16#	2014-15	2013-14	2012-13	2011-12	2010-11
<b>FINANCIAL POSITION</b>										
Share Capital	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27
Reserves and surplus	21,982.57	24,306.10	27,689.92	31,317.66	26,054.00	24,398.65	25,198.69	25,459.42	25,572.97	12,983.60
Networth	23,378.84	25,702.37	29,086.19	32,713.93	27,450.27	25,794.92	26,594.96	26,855.69	26,969.24	14,379.87
Gross block	15,965.32	14,457.04	13,424.30	13,289.19	12,520.00	21,518.00	19,427.00	17,907.00	11,233.00	19,817.00
Net block	11,345.94	11,771.81	11,363.14	11,679.80	11,715.00	11,213.00	10,987.00	10,446.00	5,698.00	11,104.00
Investments	38,547.89	28,727.63	28,712.87	28,728.26	20,919.00	16,546.00	16,553.00	16,549.00	11,183.00	10,677.00
Total Assets	79,153.15	72,581.09	69,852.53	70,650.70	65,011.27	67,359.05	51,337.93	50,114.72	47,169.07	49,174.53
Total Liabilities	55,774.31	46,878.72	40,766.34	37,936.77	37,561.00	41,564.13	24,742.97	23,259.03	20,199.83	34,794.66
<b>OPERATING RESULTS</b>										
Total income	28,281.10	27,678.09	24,725.18	31,852.04	27,559.00	28,245.00	29,914.00	28,056.00	45,305.00	41,775.00
Total expenses	30,053.92	29,544.91	27,817.05	32,208.18	30,775.00	27,242.00	29,191.00	25,518.00	27,649.00	32,170.00
Profit / (loss) before tax	(1,772.82)	(1,866.82)	(3,091.87)	(356.14)	(3,216.00)	1,003.00	723.00	2,538.00	17,656.00	9,605.00
Taxation	(70.07)	102.82	(508.82)	(35.65)	55.00	300.00	210.00	645.00	4,007.00	1,951.00
Profit / (loss) after tax	(1,702.75)	(1,969.64)	(2,583.05)	(320.49)	(3,271.00)	703.00	513.00	1,893.00	13,649.00	7,654.00
Dividend (\$)	841.14	841.14	840.92	840.92	840.92	698.00	816.00	2,449.00	1,135.00	1,135.00
Dividend %	50%	50%	50%	50%	50%	50%	50%	150%	70%	70%
Book Value (*)	33.51	36.84	41.69	46.89	39.34	36.97	38.12	38.49	193.27	103.05

\$ includes dividend tax

# from the year 2015-16 onwards figures are provided under IndAS

\* from the year 2012-13 onwards, book values are computed based on face value of ₹ 2 per share post sub-division of shares from ₹ 10 per share to ₹ 2 per share from November 2012

Figures of previous years are regrouped wherever necessary





THE WADIA GROUP



**Bombay Burmah**

SINCE 1863



SINCE 1918



SINCE 1879



SINCE 2011



SINCE 2005



SINCE 1954

## CERTIFICATIONS



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THE WADIA GROUP

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 motto, IN DEO FIDE ET PERSEVERANTIA means 'Trust in God and Perseverance'.