



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)
Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

Date: 24 July 2020

Ref: BL/NSE/FRMARCH2020

To,
The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra-Kurla Complex
Bandra (E),
Mumbai – 400 051

Company Code: **BALMLAWRIE**

Dear Sir/ Madam,

Sub: Clarification for Financial results - BALMLAWRIE

This has reference to your email dated 24 July 2020 on the above subject where in you have observed that the Financial Results of the Company submitted for FY 2019-2020 on 25 June 2020 under "quick results" module are not signed by authorized signatory/ies.

In this regard, we would like to submit as under:

The results were duly signed by the Authorised Signatory however it seems that the same is not visible very clearly in the scan. We hereby attach a much clear scan of the signed consolidated and standalone results (marked as "Annexure A") for your record.

Trust we have clarified the matter.

Yours faithfully,
For Balmer Lawrie & Co. Ltd.

कविता भावसार

Kavita Bhavsar
Company Secretary

Encl: Annexure A

21, नेताजी सुभाष रोड, कोलकाता - 700 001, (भारत)
फोन : (91)(033)2222-5329/5314/5209
ई-मेल : bhavsar.k@balmerlawrie.com
21, Netaji Subhas Road, Kolkata - 700 001, (India)
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CIN : L15492WB1924GOI004835

BALMER LAWRIE & CO. LTD.**[A Government of India Enterprise]****Regd. Office: 21, Netaji Subhas Road, Kolkata - 700001****Tel. No. - (033)2225313, Fax No. - (033)2225292, email-bhavsar.k@balmerlawrie.com, website-www.balmerlawrie.com****CIN : L15492WB1924GOI004835****Statement of Standalone Audited Financial Results for the Quarter and Year Ended 31/03/2020**

(₹ in Lakhs)

Sl. No.	Particulars (Refer Notes Below)	STANDALONE				
		3 months ended 31/03/2020	Preceding 3 months ended 31/12/2019	Corresponding 3 months ended 31/03/2019	Year to date figures for current year ended 31/03/2020	Year to date figures for the previous year ended 31/03/2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
I	Revenue from Operations	34415.72	37274.61	47449.04	152978.97	177520.27
II	Other Income	4190.15	856.09	4422.18	8239.17	7855.06
III	Total Income (I + II)	38605.87	38130.70	51871.22	161216.14	185375.33
IV	Expenses					
	Cost of Materials consumed & Services rendered	19156.04	21610.04	27207.57	90,662.82	110529.72
	Purchase of Stock-in-Trade	392.46	853.20	329.45	2075.61	329.45
	Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	(670.08)	(148.43)	333.30	(506.63)	343.82
	Employee Benefits Expense	3757.36	5735.85	5190.66	21411.98	21247.08
	Finance costs	279.84	200.78	100.23	798.67	555.74
	Depreciation and Amortization expense	1558.49	915.16	677.70	4190.77	2671.90
	Other expenses	4410.42	4458.48	5535.36	19338.71	21687.14
	Total Expenses (IV)	28884.53	33625.08	39374.27	137971.93	157364.85
V	Profit/ (Loss) before exceptional items and tax (III-IV)	9721.34	4505.62	12496.95	23244.21	28010.48
VI	Exceptional items	-	-	0.00	-	-
VII	Profit/ (Loss) before Tax (V - VI)	9721.34	4505.62	12496.95	23244.21	28010.48
VIII	Tax expense:					
	(1) Current Tax	1,589.84	1373.05	3224.51	5,167.55	8736.17
	(2) Deferred Tax	638.52	(451.79)	444.26	359.25	424.13
IX	Profit/ (Loss) for the period from continuing operations (VII-VIII)	7492.98	3584.36	8828.18	17717.41	18850.18
X	Profit/ (Loss) from discontinued operations	-	-	-	-	-
XI	Tax Expenses of discontinued operations	-	-	-	-	-
XII	Profit/ (Loss) from Discontinued operations (after tax) (X-XI)	-	-	-	-	-
XIII	Profit/ (Loss) for the period (IX + XII)	7492.98	3584.36	8828.18	17717.41	18850.18
XIV	Other Comprehensive Income					
	(A)(i) Items that will not be reclassified to profit or loss	(872.01)	-	(925.66)	(872.01)	(925.66)
	(A)(ii) Income tax relating to items that will not be reclassified to profit or loss	219.47	-	323.46	219.47	323.46
	(B)(i) Items that will be reclassified to profit or loss	-	-	-	-	-
	(B)(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
XV	Total Comprehensive Income for the period (XIII + XIV) (Comprising Profit/ (Loss) and Other Comprehensive Income for the period)	6840.44	3584.36	8225.98	17064.87	18247.98
XVI	Earnings per equity share (for continuing operations) (of ₹ 10/- each) (not annualised)					
	(a) Basic	4.38	2.10	5.16	10.36	11.02
	(b) Diluted	4.38	2.10	5.16	10.36	11.02
XVII	Earnings per equity share (for discontinued operation) (of ₹ 10/- each) (not annualised)					
	(a) Basic	-	-	-	-	-
	(b) Diluted	-	-	-	-	-
XVIII	Earnings per equity share (for discontinued & continuing operations) (of ₹ 10/- each) (not annualised)					
	(a) Basic	4.38	2.10	5.16	10.36	11.02
	(b) Diluted	4.38	2.10	5.16	10.36	11.02

Notes:-

- The standalone audited financial results for the quarter & year ended March 31, 2020 are as per the notified Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015 as amended. The above results including Report on Operating Segment have been reviewed by the Audit Committee at their meeting held on June 22, 2020 and subsequently approved by the Board of Directors at their meeting held on June 24, 2020.
- The Company has adopted Ind AS 116 "Leases" effective April 1, 2019, as notified by the Ministry of Corporate Affairs (MCA) in the Companies (Indian Accounting Standard) Amendment Rules, 2019. The Company has adopted the modified retrospective approach. Accordingly, the comparative information for the period(s) relating to earlier year is not restated. The effect of this adoption is decrease in profit before tax by ₹ 155.62 Lakhs during the year ending March 31, 2020.
- In pursuance to Section 115BAA of the Income Tax Act, 1961, as amended, the company has the option of shifting to a reduced tax rate effective April 1, 2019 along with a consequent reduction in certain tax incentives and subject to certain conditions. The Company evaluated these provisions and have already exercised this option during the current financial year.
- Consequent to the approval of share holders, vide postal ballot, the Company accorded for allotment of 5,70,01,282 Bonus Shares in the proportion of one new equity shares for every two existing equity shares held by the shareholders/ beneficial owners in the Company. Accordingly, a sum of ₹ 5,700.13 Lakhs has been capitalised and transferred from General Reserve to Equity Share Capital Account on allotment of fully paid bonus shares on December 30, 2019. The Earnings Per Share for all the period(s) presented have been adjusted for Bonus issue.
- The 'Corporate Insolvency Resolution Process' (CIRP) has been initiated by the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench vide its order dated November 21, 2019 in respect of one of the Joint Ventures, M/s Transafe Services Limited (TSL), under the provisions of "The Insolvency and Bankruptcy Code, 2016" (IB Code). Consequent to TSL going into the IBC proceedings and as directed by the Interim Resolution Professional (IRP), the powers of the Board of Directors of TSL stands suspended from the order date and such powers are now exercised by the IRP appointed by the Hon'ble NCLT. Balmer Lawrie & Co. Ltd. (BL) has ceased to have joint control or have any significant influence over TSL.
- Previous period's/ year's figures have been regrouped/ rearranged / reclassified wherever necessary.
- Figures of the last quarter are the balancing figure between the audited figures for the full financial year and the published year to date reviewed figures upto the third quarter of the financial year.
- The audited accounts are subject to the review by the C&AG under Section 143(6) of the Companies Act, 2013.

9) The Statement of Standalone Assets and Liabilities as at March 31, 2020 (As required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015) is as under:-

(₹ in Lakhs)		
Standalone Statement of Assets and Liabilities	As at Current year end 31/03/2020	As at Previous year end 31/03/2019
Particulars	Audited	Audited
<u>ASSETS</u>		
(1) <u>Non-Current Assets</u>		
(a) Property, Plant and Equipment	48,084.22	39,667.82
(b) Right of Use Assets	8,176.98	-
(c) Capital work-in-progress	2,357.25	11,694.48
(d) Investment Properties	108.53	111.39
(e) Intangible Assets	275.37	391.08
(f) Intangible Assets under development	7.00	-
(g) Financial Assets		
(i) Investments	12,950.38	14,006.80
(ii) Loans	217.62	420.89
(iii) Others	69.41	84.81
(h) Non Financial Assets - Others	1,131.42	4,449.49
Total - Non-Current Assets	73,378.18	70,826.76
(2) <u>Current Assets</u>		
(a) Inventories	14,505.70	14,293.31
(b) Financial Assets		
(i) Trade Receivables	27,295.73	27,619.22
(ii) Cash & Cash Equivalents	2,150.15	4,707.05
(iii) Other Bank Balances	42,995.00	39,071.11
(iv) Loans	1,243.71	2,030.50
(v) Others	20,169.97	24,775.38
(c) Non Financial Assets- Others	6,608.27	5,001.39
Total - Current Assets	1,14,968.53	1,17,497.96
TOTAL ASSETS	1,88,346.71	1,88,324.72
<u>EQUITY AND LIABILITIES</u>		
(1) <u>Equity</u>		
(a) Equity Share Capital	17,100.38	11,400.25
(b) Other Equity	1,14,866.36	1,18,620.19
Total - Equity	1,31,966.74	1,30,020.44
<u>LIABILITIES</u>		
(2) <u>Non-Current Liabilities</u>		
(a) Financial Liabilities		
(i) Borrowings	854.14	1,060.94
(ii) Lease Liabilities	1,329.26	-
(iii) Other Financial Liabilities	15.19	5.42
(b) Provisions	4,321.66	4,014.48
(c) Deferred Tax Liabilities (Net)	1,059.02	919.24
(d) Non Financial Liabilities - Others	12.76	4.89
Total - Non-Current Liabilities	7,592.03	6,004.97
(3) <u>Current Liabilities</u>		
(a) Financial Liabilities		
(i) Borrowings	152.99	93.00
(ii) Lease Liabilities	1,005.86	-
(iii) Trade Payables		
(A) Total outstanding dues of micro enterprises and small enterprises	328.26	324.16
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	21,457.21	28,981.50
(iv) Other Financial Liabilities	12,706.62	13,257.42
(b) Non Financial Liabilities- Others	9,782.45	5,213.87
(c) Provisions	1,664.93	1,638.56
(d) Current Tax Liabilities (Net)	1,689.62	2,790.79
Total - Current Liabilities	48,787.94	52,299.30
TOTAL EQUITY AND LIABILITIES	1,88,346.71	1,88,324.72

10) Standalone Cashflow Statement for the year ended 31st March 2020

		(₹ in Lakhs)	
Particulars		For the year Ended 31 March 2020	For the Year Ended 31 March 2019
		Audited	Audited
Cash flow from Operating Activities			
Net profit before tax		23,244.21	28,010.48
Adjustments for:			
Depreciation and Amortisation		4,190.77	2,671.90
Impairment of Assets		-	19.36
Write off/Provision for doubtful trade receivables (Net)		(147.39)	(102.95)
Write off/Provision for Inventories (Net)		(0.53)	45.80
Other Write off/Provision (Net)		2,128.04	300.82
(Gain)/ Loss on sale of fixed assets (Net)		(19.22)	(6.02)
(Gain)/ Loss on Disposal/Sale of Investments (Net)		-	(634.49)
Interest income		(2,595.58)	(2,831.30)
Dividend Income		(3,159.97)	(2,445.75)
Finance costs		798.67	555.74
Operating Cash Flows before working capital changes		24,439.00	25,583.59
Changes in operating assets and liabilities (working capital changes)			
(Increase)/Decrease in trade receivables		470.88	(388.94)
(Increase)/Decrease in non current assets		(4,901.18)	(743.02)
(Increase)/Decrease in inventories		(211.86)	(675.79)
(Increase)/Decrease in other short term financial assets		5,375.37	4,103.12
(Increase)/Decrease in other current assets		(1,703.15)	359.03
Increase/(Decrease) in trade payables		(7,510.42)	(3,017.84)
Increase/(Decrease) in long term provisions		307.18	237.00
Increase/(Decrease) in short term provisions		(540.32)	532.03
Increase/(Decrease) in other liabilities		2,085.04	927.00
Increase/(Decrease) in other current liabilities		5,574.43	(734.27)
Cash flow generated from operations		23,384.97	26,181.91
Income taxes paid (Net of refunds)		(6,268.72)	(8,723.57)
Net Cash generated from Operating Activities	A	17,116.25	17,458.35
Cash flow from Investing Activities			
Purchase/ Construction of Property, Plant and Equipment		(4,581.85)	(13,262.81)
Purchase of Investments		-	(1,162.36)
Proceeds on sale of Property, Plant and Equipment		51.20	33.06
Proceeds on disposal/sale of Investments		-	1,630.71
Bank deposits (having original maturity of more than three months) (Net)		(3,827.62)	4,064.97
Interest received		2,595.58	2,831.30
Dividend received		3,159.97	2,445.75
Net Cash (used in)/ generated from Investing Activities	B	(2,602.72)	(3,419.38)
Cash flow from Financing Activities			
Proceeds from borrowings		59.99	93.00
Repayment of borrowings		(250.00)	(125.00)
Dividend paid (including tax on dividend)		(15,022.30)	(13,685.17)
Loans Taken		-	1.92
Loans given		-	(120.00)
Repayment of lease liabilities		(1,059.45)	-
Finance cost		(798.67)	(555.74)
Net Cash (used in)/ generated from Financing Activities	C	(17,070.43)	(14,390.99)
			0
Net Increase/(Decrease) in Cash and Cash Equivalents	(A+B+C)	(2,556.90)	(352.02)
Cash and Cash Equivalents at the beginning of the year		4,707.05	5,059.07
Cash and Cash Equivalents at the end of the year		2,150.15	4,707.05
Movement in cash balance		(2,556.90)	(352.02)
Reconciliation of Cash and Cash Equivalents as per cash flow statement			
Cash and Cash Equivalents as per above comprise of the following :			
Cash in hand		9.29	3.75
Balances with banks in current accounts		2,140.86	4,703.30
Total		2,150.15	4,707.05

(₹ in Lakhs)

11) STANDALONE -SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

	3 months ended 31/03/2020 (Unaudited)	Preceding 3 months ended 31/12/2019 (Unaudited)	Corresponding 3 months ended 31/03/2019 (Unaudited)	Year to date figure for current year ended 31/03/2020 (Audited)	Year to date figure for previous year ended 31/03/2019 (Audited)
1. Segment Revenue [Net Sales / Income]					
a. Industrial Packaging	12539.92	12,002.92	13747.06	55430.21	64086.21
b. Logistics Services	6615.74	7,313.05	11235.72	27309.72	33245.70
c. Logistics Infrastructure	4133.25	4,492.79	4783.58	17798.57	18591.25
d. Travel & Vacations	3180.74	4,933.79	1521.51	17060.27	15976.70
e. Greases & Lubricants	7574.27	8,806.19	3832.21	37159.56	37599.82
f. Others	3278.46	3,432.40	2225.95	12428.24	9613.59
Total	37322.38	40981.14	37346.03	167186.57	179113.27
Less : Inter Segment Revenue	(2,906.66)	(3,706.53)	10103.01	(14,209.60)	(1,593.00)
Net Sales / Income from Operations	34415.72	37274.61	47449.04	152976.97	177520.27
Segment Results [Profit / (Loss) before Finance Costs & Tax]					
a. Industrial Packaging	1347.20	1,266.53	1375.17	5389.84	5415.53
b. Logistics Services	1383.38	1,113.97	3870.07	4453.91	7971.21
c. Logistics Infrastructure	1405.97	998.27	1603.63	4080.59	4372.60
d. Travel & Vacations	1861.77	1,597.80	2344.95	5501.96	6024.93
e. Greases & Lubricants	872.02	752.62	1366.29	3432.41	3853.75
f. Others	3130.84	(1,022.79)	2,037.07	1,184.17	928.20
Total	10001.18	4706.40	12597.18	24042.88	28566.22
Less : Finance Costs	(279.84)	(200.78)	(100.23)	(798.67)	(555.74)
Total Profit Before Tax	9721.34	4505.62	12496.95	23244.21	28010.48
Segment Assets					
a. Industrial Packaging	30811.61	30,074.59	32181.78	30811.61	32181.78
b. Logistics Services	9384.76	10,769.04	12202.08	9384.76	12202.08
c. Logistics Infrastructure	25349.95	23,936.87	22111.33	25349.95	22111.33
d. Travel & Vacations	33477.62	39,661.50	34239.28	33477.62	34239.28
e. Greases & Lubricants	17111.12	18,896.88	19308.77	17111.12	19308.77
f. Others	72211.65	68,377.53	68281.48	72211.65	68281.48
Total	188346.71	191716.41	188324.72	188346.71	188324.72
Impairment of Assets					
a. Industrial Packaging	-	-	19.36	-	19.36
b. Logistics Services	-	-	-	-	-
c. Logistics Infrastructure	-	-	-	-	-
d. Travel & Vacations	-	-	-	-	-
e. Greases & Lubricants	-	-	-	-	-
f. Others	-	-	-	-	-
Total	-	-	19.36	-	19.36
Segment Liabilities					
a. Industrial Packaging	7990.41	6,271.92	8783.66	7990.41	8783.66
b. Logistics Services	7805.61	8,237.78	10889.27	7805.61	10889.27
c. Logistics Infrastructure	7833.37	8,083.34	7624.01	7833.37	7624.01
d. Travel & Vacations	8491.77	13,969.77	11784.15	8491.77	11784.15
e. Greases & Lubricants	4291.17	6,243.56	6169.10	4291.17	6169.10
f. Others	19967.64	23,783.75	13054.08	19967.64	13054.08
Total	56379.97	66590.12	58304.27	56379.97	58304.27

On behalf of Board of Directors

(Sandip Das)

Director (Finance) and CFO
DIN: 08217697Place:- Kolkata
Date:- June 24, 2020

BALMER LAWRIE & CO. LTD.**[A Government of India Enterprise]****Regd. Office: 21, Netaji Subhas Road, Kolkata - 700001****Tel. No. - (033)2225313, Fax No.- (033)2225292, email-bhavsar.k@balmerlawrie.com, website-www.balmerlawrie.com****CIN : L15492WB1924GOI004835****Statement of Consolidated Audited Financial Results for the Quarter and Year Ended 31/03/2020****(₹ in Lakhs)**

Sl. No.	Particulars (Refer Notes Below)	CONSOLIDATED				
		3 months ended	Preceding 3 months ended	Corresponding 3 months ended	Year to date figures for current year ended	Year to date figures for previous year ended
		31/03/2020 (Unaudited)	31/12/2019 (Unaudited)	31/03/2019 (Unaudited)	31/03/2020 (Audited)	31/03/2019 (Audited)
I	Revenue from Operations	34541.35	37440.37	47449.03	153443.68	177520.81
II	Other Income	1914.25	855.08	2006.59	5054.46	5482.87
III	Total Income (I + II)	36455.60	38295.45	49455.62	158498.14	183003.68
IV	Expenses					
	Cost of Materials consumed & Services rendered	19185.96	21644.44	27208.03	90755.74	110530.18
	Purchase of Stock-in-Trade	392.46	853.20	329.45	2075.61	329.45
	Changes in inventories of Finished Goods, Stock-in-Trade and Work-in Progress	(670.08)	(148.43)	333.30	(506.63)	343.82
	Employee Benefits Expense	3782.73	5746.68	5198.71	21501.49	21270.38
	Finance costs	458.72	379.76	256.78	1486.99	712.37
	Depreciation and Amortization expense	1945.95	1114.19	1037.05	5173.13	3031.25
	Other expenses	5496.43	4565.91	5945.79	20667.66	22129.02
	Total Expenses (IV)	30592.17	34155.75	40309.11	141153.99	158346.47
V	Profit/ (Loss) before exceptional items and tax (III-IV)	5863.43	4139.70	9146.51	17344.15	24657.21
VI	Exceptional items	-	-	-	-	-
VII	Profit/ (Loss) before Tax (V - VI)	5863.43	4139.70	9146.51	17344.15	24657.21
VIII	Tax expense:					
	(1) Current Tax	1589.00	1373.09	2602.34	5,168.18	8,122.58
	(2) Deferred Tax	638.52	(451.79)	444.26	359.25	424.13
IX	Profit/ (Loss) for the year from continuing operations (VII-VIII)	3635.91	3218.40	6099.91	11816.72	16110.50
X	Profit/ (Loss) from discontinued operations	-	-	-	-	-
XI	Tax Expenses of discontinued operations	-	-	-	-	-
XII	Profit/ (Loss) from discontinued operations (after tax) (X-XI)	-	-	-	-	-
XIII	Share of profit/ (loss) of joint ventures and associates (net)	922.11	942.64	1236.75	3,664.19	3,584.37
XIV	Profit/ (Loss) for the year (IX+XII+XIII)	4558.02	4161.04	7336.66	15480.91	19694.87
	- Attributable to owners of the parent	4713.76	4306.85	7547.64	16,122.83	19,917.51
	- Attributable to non-controlling interest	(155.74)	(145.81)	(210.98)	(641.91)	(222.64)
XV	Other Comprehensive Income					
	(A)(i) Items that will not be reclassified to profit or loss	(872.01)	-	(925.66)	(872.01)	(925.66)
	(ii) Share of other comprehensive income of joint ventures and associates (net)	219.47	-	323.48	219.47	323.48
	-(iii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	(B)(i) Items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
XVI	Share of other Comprehensive Income of joint ventures and associates (net)	(23.63)	-	-	(23.63)	(37.71)
XVI	Total Comprehensive Income for the year (Comprising Profit/ (Loss) and Other Comprehensive Income for the year)	3881.84	4161.04	6734.46	14804.74	19054.96
	- Attributable to owners of the parent	4037.58	4306.85	6945.44	15446.65	19277.60
	- Attributable to non-controlling interest	(155.74)	(145.81)	(210.98)	(641.91)	(222.64)
XVII	Earnings per equity share (for continuing operations) (of ₹ 10/- each) (not annualised)					
	(a) Basic	2.76	2.52	4.41	9.43	11.65
	(b) Diluted	2.76	2.52	4.41	9.43	11.65
XVIII	Earnings per equity share (for discontinued operations) (of ₹ 10/- each) (not annualised)					
	(a) Basic	-	-	-	-	-
	(b) Diluted	-	-	-	-	-
XIX	Earnings per equity share (for discontinued & continuing operations) (of ₹ 10/- each) (not annualised)					
	(a) Basic	2.76	2.52	4.41	9.43	11.65
	(b) Diluted	2.76	2.52	4.41	9.43	11.65

Notes:-

- The consolidated audited financial results for the quarter & year ended March 31, 2020 are as per the notified Indian Accounting Standards under the Companies (Indian Accounting Standards) Rules, 2015. The above results including Report on Operating Segment have been reviewed by the Audit Committee at their meeting held on June 22, 2020 and subsequently approved by the Board of Directors at their meeting held on June 24, 2020.
- The Company has adopted Ind AS 116 "Leases" effective April 1, 2019, as notified by the Ministry of Corporate Affairs (MCA) in the Companies (Indian Accounting Standard) Amendment Rules, 2019. The Company has adopted the modified retrospective approach. Accordingly, the comparative information for the period(s) relating to earlier year is not restated.
- In pursuance to Section 115BAA of the Income Tax Act, 1961, announced by the Government of India through Taxation Laws (Amendment) Ordinance 2019, the company has the option of shifting to a reduced tax rate effective April 1, 2019 along with a consequent reduction in certain tax incentives and subject to certain conditions. The Company evaluated these provisions and have already exercised this option during the current financial year.
- Consequent to the approval of share holders, vide postal ballot, the Company accorded for allotment of 5,70,01,282 Bonus Shares in the proportion of one new equity shares for every two existing equity shares held by the shareholders/ beneficial owners in the Company. Accordingly, a sum of ₹ 5,700.13 Lakhs has been capitalised and transferred from General Reserve to Equity Share Capital Account on allotment of fully paid bonus shares on December 30, 2019. The Earnings Per Share for all the period(s) presented have been adjusted for Bonus issue.
- The 'Corporate Insolvency Resolution Process' (CIRP) has been initiated by the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench vide its order dated November 21, 2019 in respect of one of the Joint Ventures, M/s Transafe Services Limited (TSL), under the provisions of "The Insolvency and Bankruptcy Code, 2016" (IB Code). Consequent to TSL going into the IBC proceedings and as directed by the Interim Resolution Professional (IRP), the powers of the Board of Directors of TSL stands suspended from the order date and such powers are now being exercised by the IRP appointed by the Hon'ble NCLT. Consequent to the same, Balmer Lawrie & Co. Ltd. (BL) has ceased to have joint control or have any significant influence over TSL. In line with the Indian Accounting Standards (IND AS), the Consolidated Financial Statements of the Group for the quarter/ period ended March 31, 2020 have been prepared excluding the Financial Statements of TSL. Consolidated data relating to year where BL continued to exercise control over TSL, includes TSL data as is relevant.
- Previous year/ year's figures have been regrouped/ rearranged / reclassified wherever necessary. Profit and loss of the previous year/ period has been regrouped / reassembled to match the best presentation as per Para 10 of IND AS 28 (Investments in Associates and Joint Ventures), the investee's profit or loss is recognised in the investor's profit or loss as a separate line item in the consolidated profit and loss statement. However, there is no financial impact of the same in the books of accounts.
- Figures of the last quarter are the balancing figure between the audited figures for the full financial year and the published year to date reviewed figures upto the third quarter of the financial year.
- The audited accounts are subject to the review by the C&AG under Section 143(6) of the Companies Act, 2013.

9) Consolidated Statement of Assets and Liabilities as at 31st March 2020 (As required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)		
	(₹ in Lakhs)	
Consolidated Statement of Assets and Liabilities	As at Current year end 31/03/2020	As at Previous year end 31/03/2019
Particulars	Audited	Audited
ASSETS		
(1) Non-Current Assets		
(a) Property, Plant and Equipment	63,958.13	56,319.08
(b) Right of Use Assets	12,683.15	-
(c) Capital work-in-progress	2,362.25	11,717.60
(d) Investment Properties	108.53	111.39
(e) Intangible Assets	275.37	391.08
(f) Intangible Assets under development	7.00	-
(g) Financial Assets		
(i) Investments	37,470.44	32,506.53
(ii) Loans	217.62	420.89
(iii) Others	69.41	84.81
(h) Non Financial Assets - Others	1,164.40	8,999.85
Total Non-Current Assets	1,18,316.30	1,10,551.23
(2) Current Assets		
(a) Inventories	14,505.70	14,293.31
(b) Financial Assets		
(i) Trade Receivables	27,350.78	27,629.10
(ii) Cash & cash equivalents	2,266.25	5,498.59
(iii) Other Bank Balances	42,995.00	39,071.11
(iv) Loans	877.47	1,199.98
(v) Others	20,170.97	24,775.38
(c) Non Financial Assets- Others	7,053.15	5,196.27
Total Current Assets	1,15,219.32	1,17,663.74
TOTAL ASSETS	2,33,535.62	2,28,214.97
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	17,100.38	11,400.25
(b) Other Equity	1,38,282.87	1,40,552.84
	1,55,383.25	1,51,953.09
MINORITY INTEREST		
Equity attributable to Non Controlling Interest		
(a) Equity Share Capital	5,402.60	5,402.60
(b) Other Equity	(985.93)	(344.02)
	4,416.67	5,058.58
Total Equity	1,59,799.92	1,57,011.67
LIABILITIES		
(1) Non-Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	9,407.85	7,608.24
(ii) Lease Liabilities	1,349.70	-
(iii) Other Financial Liabilities	16.23	7.70
(b) Provisions	4,327.81	4,162.43
(c) Deferred tax liabilities (Net)	8,834.02	7,364.03
(d) Non Financial Liabilities - Others	434.19	260.51
Total Non-Current Liabilities	24,369.80	19,402.91
(2) Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	152.99	161.86
(ii) Lease Liabilities	1,007.84	-
(iii) Trade Payables		
(A) Total outstanding dues of micro enterprises and small enterprises	328.26	324.16
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises	21,832.89	28,974.92
(iv) Other Financial Liabilities	12,917.90	13,295.13
(b) Non Financial Liabilities- Others	9,795.45	5,235.18
(c) Provisions	1,664.93	1,638.56
(d) Current Tax Liabilities (Net)	1,665.64	2,170.58
Total Current Liabilities	49,365.90	51,800.39
TOTAL EQUITY AND LIABILITIES	2,33,535.62	2,28,214.97

10) Consolidated Cashflow Statement for the year ended 31st March 2020

(₹ in Lakhs)

Particulars		For the year ended 31 March 2020	For the year ended 31 March 2019
		Audited	Audited
Cash flow from Operating Activities			
Net profit before tax		17,344.15	24,657.21
Adjustments for:			
Depreciation and Amortisation		5,173.13	3,031.25
Impairment of Assets		-	19.36
Write off/Provision for doubtful trade receivables (Net)		952.54	(102.95)
Write off/Provision for Inventories (Net)		(0.53)	45.80
Other Write off/Provision (Net)		16.82	300.82
(Gain)/ Loss on sale of fixed assets (Net)		(19.22)	(6.02)
(Gain)/ Loss on Disposal/Sale of Investments (Net)		-	(634.49)
Interest income		(2,604.79)	(2,864.91)
Dividend Income		(6.50)	(3.15)
Finance costs		1,486.99	712.37
Operating cash flows before working capital changes		22,342.59	25,155.29
Changes in operating assets and liabilities (working capital changes)			
(Increase)/Decrease in trade receivables		(674.22)	(547.82)
(Increase)/Decrease in non current assets		2,162.50	2,895.58
(Increase)/Decrease in Inventories		(211.86)	(675.79)
(Increase)/Decrease in other short term financial assets		4,910.10	2,640.44
(Increase)/Decrease in other current assets		(1,953.15)	355.14
Increase/(Decrease) in trade payables		(7,129.40)	(2,417.00)
Increase/(Decrease) in long term provisions		165.38	384.95
Increase/(Decrease) in short term provisions		748.32	448.63
Increase/(Decrease) in other liabilities		(374.10)	416.54
Increase/(Decrease) in other current liabilities		4,560.27	(811.60)
Cash flow generated from operations		24,546.44	27,844.36
Income taxes paid (Net of refunds)		(5,673.12)	(8,438.19)
Net Cash generated from Operating Activities	A	18,873.32	19,406.17
Cash flow from Investing Activities			
Purchase/ Construction of Property, Plant and Equipment		(4,466.30)	(19,724.15)
Purchase of Investments		-	(1,162.00)
Proceeds on sale of Property, Plant and Equipment		(352.85)	(369.12)
Proceeds on disposal/sale of Investments		-	634.49
Bank deposits (having original maturity of more than three months) (Net)		(3,827.62)	4,064.97
Interest received		2,604.79	2,864.91
Dividend received		6.50	3.15
Net cash (used in)/ generated from Investing Activities	B	(6,035.48)	(13,687.75)
Cash flow from Financing Activities			
(Repayment)/ Proceeds from short term borrowings		(8.87)	161.89
Repayment of borrowings		(250.00)	-
Dividend paid (including tax on dividend)		(15,022.30)	(13,685.17)
Loans Taken		1,757.44	6,424.29
Repayment of lease liabilities		(1,059.45)	-
Finance costs		(1,486.99)	(712.37)
Net cash (used in)/ generated from Financing Activities	C	(16,070.17)	(7,811.36)
Net Increase/ (Decrease) in cash and cash equivalents (A+B+C)		(3,232.34)	(2,092.94)
Cash and Cash Equivalents at the beginning of the year		5,498.59	7,591.53
Cash and Cash Equivalents at the end of the year		2,266.25	5,498.59
Movement in cash balance		(3,232.34)	(2,092.94)
Reconciliation of cash and cash equivalents as per cash flow statement			
Cash and cash equivalents as per above comprise of the following:			
Cash in hand		9.29	3.75
Balances with banks in current accounts		2,256.96	5,494.84
Total		2,266.25	5,498.59

11) CONSOLIDATED - SEGMENT WISE REVENUE, RESULTS AND CAPITAL EMPLOYED

(₹ in Lakhs)

	3 months ended 31/03/2020 (Unaudited)	Preceding 3 months ended 31/12/2019 (Unaudited)	Corresponding 3 months ended 31/03/2019 (Unaudited)	Year to date figure for current year ended 31/03/2020 (Audited)	Year to date figure for previous year ended 31/03/2019 (Audited)
1. Segment Revenue [Net Sales / Income]					
a. Industrial Packaging	12539.91	12002.92	13905.51	55430.21	64086.21
b. Logistics Services	6615.74	7315.45	11586.99	27309.72	33245.70
c. Logistics Infrastructure	4259.16	4658.56	4953.33	18265.57	18591.25
d. Travel & Vacations	3180.74	4933.79	3788.58	17060.27	15976.70
e. Greases & Lubricants	7574.27	8806.20	8956.94	37159.56	37599.82
f. Others	3278.20	3915.19	2455.94	12427.95	9614.13
Total	37448.02	41632.11	45647.29	167653.28	179113.81
Less : Inter Segment Revenue	(2,906.67)	(4,191.74)	1,801.74	(14,209.60)	(1,593.00)
Net Sales / Income from Operations	34541.35	37440.37	47449.03	153443.68	177520.81
2. Segment Results [Profit / (Loss) before Finance Costs & Tax]					
a. Industrial Packaging	1347.21	2040.64	1375.17	5389.84	5415.53
b. Logistics Services	1,383.38	1113.97	3870.07	4453.91	7971.21
c. Logistics Infrastructure	1,333.68	(13.83)	1603.63	2475.59	4372.60
d. Travel & Vacations	1861.77	1597.80	2344.95	5501.96	6024.93
e. Greases & Lubricants	872.01	808.87	1366.29	3432.41	3853.75
f. Others	(475.90)	(1,027.99)	(1,156.82)	(2,422.57)	(2,268.44)
Total	6322.15	4519.46	9403.29	18831.14	25369.58
Less : Finance Costs	(458.72)	(379.76)	(256.78)	(1,486.99)	(712.37)
Total Profit Before Tax	5863.43	4139.70	9146.51	17344.15	24657.21
Segment Assets					
a. Industrial Packaging	30811.61	30074.59	54865.00	30811.61	54865.00
b. Logistics Services	9385.00	10769.04	12202.08	9385.00	12202.08
c. Logistics Infrastructure	37860.95	36513.97	22111.33	37860.95	22111.33
d. Travel & Vacations	33477.62	39661.50	34239.28	33477.62	34239.28
e. Greases & Lubricants	17111.12	18896.88	10136.00	17111.12	10136.00
f. Others	104889.32	98850.70	94661.28	104889.32	94661.28
Total	233535.62	234766.68	228214.97	233535.62	228214.97
Impairment of Assets					
a. Industrial Packaging	-	-	19.36	-	19.36
b. Logistics Services	-	-	-	-	-
c. Logistics Infrastructure	-	-	-	-	-
d. Travel & Vacations	-	-	-	-	-
e. Greases & Lubricants	-	-	-	-	-
f. Others	-	-	-	-	-
Total	-	-	-	-	-
Segment Liabilities					
a. Industrial Packaging	7990.41	6271.92	8783.66	7990.41	8783.66
b. Logistics Services	7805.61	8237.78	10889.27	7805.61	10889.27
c. Logistics Infrastructure	17407.37	16817.29	7624.01	17407.37	7624.01
d. Travel & Vacations	8491.77	13969.77	11784.15	8491.77	11784.15
e. Greases & Lubricants	4291.17	6243.56	6169.10	4291.17	6169.10
f. Others	27749.37	31038.04	25953.11	27749.37	25953.11
Total	73735.70	82578.36	71203.30	73735.70	71203.30

On behalf of Board of Directors

(Sandeep Das)

Director (Finance) and CFO

DIN: 08217697

Place:- Kolkata
Date:- June 24, 2020



**INDEPENDENT AUDITOR'S REPORT
OF
BALMER LAWRIE & COMPANY LIMITED**

To
The Members of
Balmer Lawrie & Company Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **BALMER LAWRIE & COMPANY LIMITED** (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group"), its associates and joint ventures, which comprise the Consolidated Balance Sheet as at March 31, 2020, and 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 for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and joint ventures, as at March 31, 2020, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

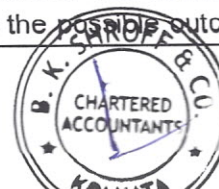
We conducted our audit in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associates and joint ventures in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated 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 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. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sl. No	Key Audit Matter	Auditor's Response
1.	Adoption of Ind AS 116 Leases The Group has adopted Ind AS 116 Leases (Ind AS 116) in the current year, as mentioned in Note No. 1.17 & Note No.41 to the consolidated financial statements. There is a complexity in application and transition to this accounting standard and since the Group has a large number of leases with different contractual terms, it is an area of focus in our audit. Accordingly, it has been determined as a key audit matter. Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognise a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition. (Refer Note No. 41 to the consolidated financial statements).	Our audit procedures on adoption of Ind AS 116 include: - Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116); - Assessed the Group's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; - Verified the lease contracts as made available to us on sample basis and tested the value of lease, tenure of lease, escalation clause thereon and the restatement methodology adopted by the Group; - Evaluated the reasonableness of the discount rates applied in determining the lease liabilities; - Assessed the transition approach used by the Group, carve out provisions adopted for short term leases and leases of low value assets, accounting policy adopted for recognition, measurement and disclosure of lease payments, recognition of ROU Assets and Lease Liability, recognition of income and expense in the Statements of Profit & Loss; - Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.
2.	Evaluation of uncertain tax positions The Holding Company has tax matters under dispute which involves judgment to determine the possible outcome of these disputes. [Refer Note No.42.4(a) to the consolidated financial statement]	We obtained the details of assessment orders to the extent available regarding those assessments for which disputes are continuing and being disclosed as contingent liability from management. We involved our expertise to estimate the possible outcome of



		the disputes. Our experts considered the assessment orders and other rulings in evaluating management's position on these uncertain tax positions to evaluate whether any change was required to management's position on these uncertainties.
3.	Debtors Due for More than Three years and Credit Balance in Sundry Debtors Accounts (Unallocated Receipts) The Holding Company has credit balance in some customer accounts across all Strategic Business Unit (SBU's). The credit balance in these customer accounts are due to either of the following reasons: • Amount lying in the nature of advance in the customer account; • Amount credited to customer account but the same could not be tracked/linked with any sales invoice. • Non-reconciliation of these balances in the absence of customer's confirmation resulting in the credit balances lying for long periods	We have checked the debtor's ageing schedule of the SBU's. The authority is regularly following up on the realisation of the same. As is evident from the ageing schedule dues do exist for more than three years against which provision has been made in the accounts. We, during the course of our examination have also checked the unadjusted advances from customers for more than three years and also the credit balances lying in customers' accounts on account of unmatched invoices (unallocated receipts). Some of the advances lying unadjusted for more than three years have been written back during the course of audit. In some cases, the management is in the process of reconciliation with the respective parties and hence the process of write back has been kept in abeyance. It is observed that though letters seeking confirmations are sent, the response has been poor. Steps should be taken to get the confirmations from customers. In addition to practice of seeking confirmation annually, the Holding Company should get confirmation through the sales team on a periodical basis also. The management has to strengthen the internal control process of reconciling the balances of the debtors and to adjust the unallocated receipts on a periodical basis.

Emphasis of Matter

We draw attention to the following matters in the Notes to the consolidated financial statements: -

- Note No. 42.6 which states that trade receivables, loans and advances and deposits for which confirmations are not received from the parties are subject to reconciliation and consequential adjustments on determination/ receipt of such confirmation.



- b) Note No.42.12 which describes the management's assessment of the impact of uncertainties related to COVID 19 pandemic and its consequential effects on the business operations of the Holding Company.
- c) Note No. 23: "Other Trade Payable" includes the sundry creditor for expenses amounting to Rs.322.57 Lakhs (P.Y. Rs.326.75 Lakhs) of E&P Division (Kolkata) of Holding Company, which are lying unpaid since long, as the matter is under litigation.
- d) Note No. 42.1 (b) which states that the reporting company ceases to have joint control or have significant influence over one of its joint venture company, M/s Transafe Services Limited due to initiation of Corporate Insolvency Resolution Process by the Hon'ble National Company Law Tribunal (Kolkata Bench) during the year and appointed Insolvency Resolution Professional to exercise power to control and influence over such joint venture company.

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the consolidated financial statements and our auditor's 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 during the course of our 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.

Responsibility of Management and those Charged with Governance for the consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and joint ventures in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 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 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 Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going



concern, disclosing, as applicable, matters related to going concern and using the going concern basis of.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures is responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's responsibilities for the Audit of 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 financial 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 and its subsidiary companies, associates and joint ventures which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 ability of the Group and its associates and joint ventures 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 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 and joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the 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 entities or business activities within the Group and its associates and joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of the Holding Company included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such 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.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 Matter

- a) We did not audit the financial statements / financial information of **2 (Two)** subsidiaries, whose financial statements / financial information reflect total assets of **Rs.21,271.87 Lakhs** as at 31st March, 2020, total revenues of **Rs.480.27 Lakhs** and net cash flows used amounting to **Rs.689.43 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 profit of **Rs.3,664.19 Lakhs** for the year ended 31st March, 2020, as considered in the consolidated financial statements, in respect of **1 (One)** associate & **2 (Two)** joint ventures, whose financial statements / financial information have not been audited by us. These financial statements / financial information 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, associates and joint ventures, 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, associates and joint ventures, is based solely on the reports of the other auditors after considering the requirements of Standard of Auditing (SA 600) on 'using the work of another auditor including materiality' and the procedures performed by us as already stated above.



- b) The consolidated financial statements also include the Group's share of net profit/loss of **NIL** for the year ended 31st March, 2020, as considered in the consolidated financial statements, in respect of **1 (One)** joint ventures, whose financial statements / financial information have not been audited by us. This financial statements / financial information are unaudited and 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, associates and joint ventures, 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, associates & joint ventures, is based solely on such unaudited financial statements / financial information.
- c) We did not audit the financial statements/ information of branches of the Holding Company situated in Northern, Western and Southern regions included in the consolidated financial statements of the Company whose financial statements/financial information reflect total assets of **Rs.1,05,740.70 Lakhs** as at 31st March 2020 and the total revenue of **Rs.1,21,828.83 Lakhs** for the year ended on that date, as considered in the consolidated financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such branch auditors.

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

Report on Other Legal and Regulatory requirements

1. As required under section 143(5) of the of the Companies Act, 2013, we give in the **Annexure-A**, a Statement on the Direction issued by the Comptroller and Auditor General of India after complying the suggested methodology of Audit, the action taken thereon and its impact on the accounts and consolidated financial statements of the Group.
2. Companies (Auditor's Report) Order, 2016 ("the Order") issued by the central government of India in terms of the sub-section (11) of section 143 of the Act, is not applicable on the consolidated financial statements as referred in proviso to Para 2 of the said Order.
3. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - 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 and the reports of the other auditors.
 - c) The reports on the accounts of the branch offices 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, Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the 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 Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules thereunder.
- f) The provisions of Section 164(2) of the Companies Act, 2013 are not applicable to Government Companies in terms of notification No. GSR 463(E) dated 5th June 2015 issued by the Ministry of Company Affairs, Government of India.
- g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditors' reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures - Refer Note 42.4 to the consolidated financial statements.
 - ii) The Group, its associates and joint ventures did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and joint ventures incorporated in India.

For **B. K. SHROFF & CO.**
Chartered Accountants
Firm Registration No.: 302166E

L. K. Shroff

(L. K. SHROFF)
PARTNER

Membership No. : 060742
UDIN: 20060742AAAABI2033

Place: Kolkata
Date: 24th June, 2020



Annexure – A to the Auditors' Report

DIRECTIONS/SUB-DIRECTIONS UNDER SECTION 143(5) OF THE COMPANIES ACT, 2013 ISSUED BY THE COMPTROLLER AND AUDITOR GENERAL OF INDIA TO THE INDEPENDENT AUDITORS OF BALMER LAWRIE & CO. LIMITED FOR CONDUCTING AUDIT OF ACCOUNTS FOR THE YEAR 2019-20.

CAG's Directions	Our Observation	Impact on Financial statements
(1) Whether the Company has system in place to process all the accounting transactions through IT system?. If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes, the accounting transactions of the Holding Company for the year are processed through the IT system vide ERP (SAP accounting package) and as per the examination of records as provided to us, there are consolidated intermediary software's to capture the transactions related to certain functions in certain SBU's (for example Mid Office software for Tours and Travel) and the transactions from these standalone softwares are posted in SAP for accounting purpose.	NIL
(2) Whether there is any restructuring of an existing Loan or cases of waiver/ write off of debt/loans/interests, etc. made by the lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated.	As per the information and explanations given by the management, there is no restructuring of loan or cases of waiver/write off of debts/loans/interest etc made by a lender to the holding company during the year.	NIL
(3) Whether the fund received/receivable for specific scheme from Central/State agencies were properly accounted for/utilised as per its term and condition? List the case of deviation.	The Holding Company has been sanctioned a Grant – in –Aid of Rs.7.83 crores in earlier year from the Ministry of Food Processing Industries (MoFPI) for setting up integrated cold chain facilities at Rai, Haryana and Patalganga in Maharashtra. Against the same the company has been disbursed Rs.4.70 crores till 31.03.2020 for specified assets purchased [for Patalganga, Maharashtra] as according to the scheme document the fund is disbursed upon utilisation for specific purpose.	The accounting for the same has been done with regard to IND AS 20 "Accounting for Government Grants and Disclosure of Government Assistance". Accordingly, the same has been treated as deferred income to be apportioned over the useful life of the assets. During the current financial year, a sum of Rs.42.71 Lakhs has been credited to the income in the statement of profit and loss account based on the accounting standard.

For **B. K. SHROFF & CO.**
Chartered Accountants
Firm Registration No.: 302166E

L. K. Shroff



Place: Kolkata
Date: 24th June, 2020

(L. K. SHROFF)
PARTNER
Membership No. : 060742
UDIN: 20060742AAAABI2033

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of **Balmer Lawrie & Company Limited** (hereinafter referred to as the "Holding Company") and its subsidiary, joint venture and associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Boards of Directors of the Holding Company and its subsidiary, joint venture and associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act..

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary, joint venture and associate companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary, joint venture and associate companies, which are companies incorporated in India.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 statement

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary, joint venture and associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting. Though certain areas require further strengthening, it does not have any material effect on the internal financial controls. The internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the respective companies 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to **1 (one)** subsidiary company, **1 (One)** Joint Venture company and **1 (One)** associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Place: Kolkata
Date: 24th June, 2020



For **B. K. SHROFF & CO.**
Chartered Accountants
Firm Registration No.: 302166E

L. K. Shroff

(L. K. SHROFF)
PARTNER

Membership No. : 060742
UDIN: 20060742AAAABI2033



**INDEPENDENT AUDITOR'S REPORT
OF
BALMER LAWRIE & COMPANY LIMITED**

To
The Members of
Balmer Lawrie & Company Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Balmer Lawrie & Company Limited** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information in which are included the returns for the year ended on that date audited by the branch auditors of the Company's branches located at Northern, Southern and Western Region of the country.

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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

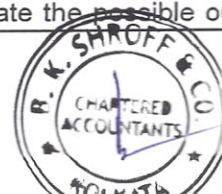
We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements 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 ("ICAI") 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit 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. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sl. No	Key Audit Matter	Auditor's Response
1.	Adoption of Ind AS 116 Leases The Company has adopted Ind AS 116 Leases (Ind AS 116) in the current year, as mentioned in Note No. 1.15 & Note No. 41 to the standalone financial statements. There is a complexity in application and transition to this accounting standard and since the Company has a large number of leases with different contractual terms, it is an area of focus in our audit. Accordingly, it has been determined as a key audit matter. Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognise a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition. (Refer Note No. 41 to the standalone financial statements).	Our audit procedures on adoption of Ind AS 116 include: • Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116); • Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business; • Verified the lease contracts as made available to us on sample basis and tested the value of lease, tenure of lease, escalation clause thereon and the restatement methodology adopted by the Company; • Evaluated the reasonableness of the discount rates applied in determining the lease liabilities; • Assessed the transition approach used by the Company, carve out provisions adopted for short term leases and leases of low value assets, accounting policy adopted for recognition, measurement and disclosure of lease payments, recognition of ROU Assets and Lease Liability, recognition of income and expense in the Statements of Profit & Loss; • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.
2.	Evaluation of uncertain tax positions The Company has tax matters under dispute which involves judgment to determine the possible outcome of these disputes. [Refer Note No.42.2(a) to the standalone financial statement read with its annexure "A"]	We obtained the details of assessment orders to the extent available regarding those assessments for which disputes are continuing and being disclosed as contingent liability from management. We involved our expertise to estimate the possible outcome of



		the disputes. Our experts considered the assessment orders and other rulings in evaluating management's position on these uncertain tax positions to evaluate whether any change was required to management's position on these uncertainties.
3.	Debtors Due for More than Three years and Credit Balance in Sundry Debtors Accounts (Unallocated Receipts) The company has credit balance in some customer accounts across all Strategic Business Unit (SBU's). The credit balance in these customer accounts are due to either of the following reasons: • Amount lying in the nature of advance in the customer account; • Amount credited to customer account but the same could not be tracked/linked with any sales invoice. • Non-reconciliation of these balances in the absence of customer's confirmation resulting in the credit balances lying for long periods	We have checked the debtor's ageing schedule of the SBU's. The authority is regularly following up on the realisation of the same. As is evident from the ageing schedule dues do exist for more than three years against which provision has been made in the accounts. We, during the course of our examination have also checked the unadjusted advances from customers for more than three years and also the credit balances lying in customers' accounts on account of unmatched invoices (unallocated receipts). Some of the advances lying unadjusted for more than three years have been written back during the course of audit. In some cases, the management is in the process of reconciliation with the respective parties and hence the process of write back has been kept in abeyance. It is observed that though letters seeking confirmations are sent, the response has been poor. Steps should be taken to get the confirmations from customers. In addition to practice of seeking confirmation annually, the Company should get confirmation through the sales team on a periodical basis also. The management has to strengthen the internal control process of reconciling the balances of the debtors and to adjust the unallocated receipts on a periodical basis.

Emphasis of Matter

We draw attention to the following matters in the Notes to the standalone financial statements, which describe the uncertainty related to the outcome.

- a) Note No. 42.7 which states that trade receivables, loans and advances and deposits for which confirmations are not received from the parties are subject to reconciliation and consequential adjustments on determination/ receipt of such confirmation.



- b) Note No.42.32 which describes the management's assessment of the impact of uncertainties related to COVID 19 pandemic and its consequential effects on the business operations of the Company.
- c) Note No. 23: "Other Trade Payable" includes the sundry creditor for expenses amounting to Rs.322.57 Lakhs (P.Y. Rs.326.75 Lakhs) of E&P Division, Kolkata, which are lying unpaid since long, as the matter is under litigation.

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

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's 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 during the course of our 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.

Responsibility of Management and those Charged with Governance for the standalone Financial Statements

The Company's Board of Directors is 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 financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



Auditor's responsibilities for the Audit of 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in 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 financial 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 auditor's 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 Matter

We did not audit the financial statements/ information of branches situated in Northern, Western and Southern regions included in the standalone financial statements of the Company whose financial statements/financial information reflect total assets of **Rs.1,05,740.70 Lakhs** as at 31st March 2020 and the total revenue of **Rs.1,21,828.83 Lakhs** for the year ended on that date, as considered in the standalone financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such branch auditors.

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

Report on Other Legal and Regulatory requirements

1. As required under section 143(5) of the of the Companies Act, 2013, we give in the **Annexure-A**, a Statement on the Direction issued by the Comptroller and Auditor General of India after complying the suggested methodology of Audit, the action taken thereon and its impact on the accounts and financial statements of the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-B**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable to the Company.
3. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - c) The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.



- d) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow 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 Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules thereunder.
- f) The provisions of Section 164(2) of the Companies Act, 2013 are not applicable to Government Companies in terms of notification No. GSR 463(E) dated 5th June 2015 issued by the Ministry of Company Affairs, Government of India.
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure-C**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) As per records made available to us, the Company has disclosed the impact of pending litigations on its financial position in its notes & its annexures to the standalone financial statements - Refer Note 42.2 and its annexure "A" to the standalone financial statements.
- ii) The Company does not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **B. K. SHROFF & CO.**
Chartered Accountants
Firm Registration No.: 302166E

L. K. Shroff

(L. K. SHROFF)
PARTNER

Membership No. : 060742

UDIN: 20060742AAAABH2213



Place: Kolkata
Date: 24th June, 2020

Annexure – A to the Auditors' Report

DIRECTIONS/SUB-DIRECTIONS UNDER SECTION 143(5) OF THE COMPANIES ACT, 2013 ISSUED BY THE COMPTROLLER AND AUDITOR GENERAL OF INDIA TO THE INDEPENDENT AUDITORS OF BALMER LAWRIE & CO. LIMITED FOR CONDUCTING AUDIT OF ACCOUNTS FOR THE YEAR 2019-20.

CAG's Directions	Our Observation	Impact on Financial statements
(1) Whether the Company has system in place to process all the accounting transactions through IT system?. If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	Yes, the accounting transactions of the Company for the year are processed through the IT system vide ERP (SAP accounting package) and as per the examination of records as provided to us, there are standalone intermediary software's to capture the transactions related to certain functions in certain SBU's (for example Mid Office software for Tours and Travel) and the transactions from these standalone software are posted in SAP for accounting purpose.	NIL
(2) Whether there is any restructuring of an existing Loan or cases of waiver/ write off of debt/loans/interests, etc. made by the lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated.	As per the information and explanations given by the management, there is no restructuring of loan or cases of waiver/write off of debts/loans/interest etc made by a lender to the company during the year.	NIL
(3) Whether the fund received/receivable for specific scheme from Central/State agencies were properly accounted for/utilised as per its term and condition? List the case of deviation.	The company has been sanctioned a Grant – in –Aid of Rs.7.83 crores in earlier year from the Ministry of Food Processing Industries (MoFPI) for setting up integrated cold chain facilities at Rai, Haryana and Patalganga in Maharashtra. Against the same the company has been disbursed Rs.4.70 crores till 31.03.2020 for specified assets purchased [for Patalganga, Maharashtra] as according to the scheme document the fund is disbursed upon utilisation for specific purpose.	The accounting for the same has been done with regard to IND AS 20 "Accounting for Government Grants and Disclosure of Government Assistance". Accordingly, the same has been treated as deferred income to be apportioned over the useful life of the assets. During the current financial year, a sum of Rs.42.71 Lakhs has been credited to the income in the statement of profit and loss account based on the accounting standard.

For **B. K. SHROFF & CO.**
Chartered Accountants
 Firm Registration No.: 302166E

L. K. Shroff

(L. K. SHROFF)
PARTNER

Membership No. : 060742

UDIN: 20060742AAAABH2213

Place: Kolkata
 Date: 24th June, 2020



Annexure – B to the Auditors' Report

Annexure referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our report of even date

i. In respect of the Company's fixed assets:

- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- The Company has a regular program of physical verification of its fixed assets in a phased manner which in our opinion is reasonable having regard to the size of the company and nature of its assets. As according to the policy of the company, plant & machinery items are verified every year and other items of fixed assets are verified in a phased manner over a period of 3 years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets.
- According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date, except as mentioned below. In respect of immovable properties of land and building, taken on lease and disclosed as fixed assets under ROU Assets in the standalone financial statements, the lease agreements are in the name of the Company, except as mentioned below.

Due to non – availability of the original title deeds in certain cases of immovable properties mentioned herein below, we are unable to comment whether the respective title/lease deeds are held in the name of the company;

Address of Immovable Property	Status of Document Received
Gopalpur holiday home vill - Gopalpur, Udayapur Mouza Gopalpur, Orissa	Certified Conveyance Deed and Photocopy Agreement
Balmer Lawrie & Co Ltd Village-Piyala Ballabgarh, vill-Asaoti, Dist-Faridabad	Photocopy of Agreement
Batra Centre 27, Ulsoor Road Bangalore-560042	Certified Copy of Sale Deed
Flat no.601 ,Sea Gull Cooperative Housing Society Ltd (B&C) Sherly Rajan Road, Rizvi Complex, Off Carter Road Bandra (West) Mumbai-400 061	Photocopy: Registration Receipt.
Sea Crest Cooperative Housing Society Ltd Plot No-63,64, Seven Bungalows, Jay Prakash Road, Versova Andheri (west) Mumbai- 400 061	Photocopy of Agreement
Flat No(s) 202, Mount Unique Co-op. Hsg Soc. Ltd. 25, Mount Mary Road, Bandra (West) Mumbai-400 050	Photocopy of Agreement
Flat No. 23A, Meherina Cooperative Housing Society Ltd. Plot No. C-51, Nepean Sea Road Mumbai-400 026	Photocopy of Agreement and Share Certificate



Address of Immovable Property	Status of Document Received
Flat at BL Housing Complex Plot No. 1-1 & 1-2, Sector 2, Phase II, Nerul, Navi Mumbai-400 706	Photo Copy of MOU with CIDCO
House No(s) H2 & H3, Bokadveera, Uran, Mumbai	Photocopy of Registered Agreement
Balmer Lawrie Grease and Lubricants Division, 149, Jackeria Bunder Road, Sewree (W) Mumbai-400 015	Survey Report and Photocopy of Agreement
Balmer Lawrie Industrial Packaging Division, 149, Jackeria Bunder Road, Sewree (W) Mumbai-400 015	
Balmer Lawrie Survey No 201/1, Sayli Village, Silvassa-396 230	Photocopy of Agreement
Balmer Lawrie Survey No 23/1/1, Khadoli Village, Silvassa-396 230	Photocopy of Agreement
Balmer Lawrie 5, J. N. Heredia Marg, Ballard Estate, Mumbai-400 001	Photocopy of Lease Agreement
Ground Floor, Sadashiv Sadan, Andheri (E), Mumbai-400 099	Photocopy of Agreement
Plot No. F-9/5, Additional Patalganga Industrial Area, Chawane, Taluka- Panvel, Raigad District, Maharashtra	Photocopy of Agreement
FCRR, C G R Road, Dhabitala, Kolkata	Documents not made available to us
Oil Instruction Road, Paharpur, Kolkata	Lease Term expired and applied for renewal
Grease Division P-43, Hide Road Extention, Kolkata-700 088	Certified Copy of Indenture
Scope Complex & Noida Housing Complex Buildings, not registered in the name of the company	Not registered in the name of the company



- ii. According to the information and explanation given to us the inventory of the Company except goods in transit has been physically verified during the year by the management. In our opinion, having regard to the nature and location of inventory, the frequency of verification is reasonable and no material discrepancies were noticed on such verification;
- iii. The Company, during the year, has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, clauses (iii) (a), (b) & (c) of the Order are not applicable to the company;
- iv. According to the information and explanations given to us, the Company, during the year, has not given any loans, guarantees, securities or made Investments which is required to be complied with the provisions of section 185 and 186 of the Companies Act, 2013;
- v. According to the information and explanation given to us, the company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of the order are not applicable to the company;
- vi. We have broadly reviewed the cost record maintained by the Company in respect of the products of Grease and Lubricants, Industrial Packaging & Leather Chemicals where, pursuant to the Companies (Cost records and Audit) Rules, 2014 read with companies (Cost records and Audit) Amendment Rules, 2014 prescribed by the Central Government under section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost record with a view to determine whether they are accurate or complete. To the best of our knowledge and according to the information and explanations given to us, the central government has not prescribed the maintenance of cost records for any other product of the Company;
- vii. According to the information and explanations given to us and the records of the Company examined by us, in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities;
 - b. The disputed statutory dues of Sales Tax, Service Tax and Central Excise aggregating to Rs.6,419.18 lakhs have not been deposited as mentioned in Note No.42.2(a) to the accounts read with annexure "A" showing the amounts involved and the forum where the dispute is pending;
- viii. The Company has not defaulted in repayment of dues to any financial institutions or Banks as at the Balance Sheet date and there is no debenture holder;
- ix. To the best of our knowledge and belief and according to the information and explanations given to us, no moneys has been raised by way of initial public offer or further public offer (including debt instruments) and no term loans obtained by the company during the year. Therefore, the provisions of clause (ix) of the order are not applicable to the company.
- x. According to the information and explanations given to us, during the year a fraud has been detected in Bangalore unit of the company to the tune of Rs.8.70 Lakhs for which action has already taken by the management and insurance claim has also been lodged with the insurance company under fidelity policy on 17.03.2020.
- xi. The provisions of section 197 of the Act read with schedule V to the Act does not apply to a Government company vide notification no. GSR 463 E dated 05 June 2015. Accordingly, the provisions of clause (xi) of the order are not applicable to the company.



- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order are not applicable to the Company.
- xiii. According to the information and explanations provided to us and the records of the company examined by us, the Company has been able to comply with the requirements of Section 177 in respect of composition of Audit Committee. All transactions of the Company with related parties are in compliance with Section 188 of Companies Act, 2013 where applicable and the details have been disclosed in the standalone financial statement in Note No. 42.18 (i) and (ii) as required by the applicable accounting standard
- xiv. During the year under review the company has not made any preferential allotment on private placement of shares or fully or partly convertible debentures.
- xv. In our opinion and according to the information and explanations given to us, the company, during the year, has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Kolkata
Date: 24th June, 2020



For **B. K. SHROFF & CO.**
Chartered Accountants
Firm Registration No.: 302166E

L. K. Shroff

(L. K. SHROFF)
PARTNER
Membership No. : 060742
UDIN: 20060742AAAABH2213

Annexure -C to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Balmer Lawrie & Company Limited ("the Company")** as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 standalone financial statement

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting. Though certain areas require further strengthening, it does not have any material effect on the internal financial controls. The internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata
Date: 24th June, 2020



For **B. K. SHROFF & CO.**
Chartered Accountants
Firm Registration No.: 302166E

L. K. Shroff

(L. K. SHROFF)
PARTNER

Membership No. : 060742
UDIN: 20060742AAAABH2213