The
Bombay Burmah Trading Corporation, Limited.

2010-2011
One hundred and forty sixth annual report

ANNUAL GENERAL MEETING — 5TH AUGUST, 2011 AT
PATKAR HALL, SIR VITHALDAS THACKERSY MARG,
MUMBAI 400 020 — 11.30 a.m.

The Bombay Burmah Trading Corporation, Limited

ONE HUNDRED AND FORTY SIXTH ANNUAL REPORT 2010-2011

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LOCATION OF CORPORATION'S TEA/COFFEE ESTATES AND FACTORIES

Tea and Coffee Estates	:	(1) Mudis Group of Estates, Mudis P.O.-642 117, Coimbatore District, Tamil Nadu State.
		(2) Singampatti Group of Estates — Manjolai P.O.-627 420, Tirunelveli District, Tamil Nadu State.
		(3) Dunsandle Estate — Dunsandle P.O., Ootacamund-643 005, Nilgiri Dist., Tamil Nadu State.
		(4) Elk Hill Group of Estates — Post Box No. 12, Sidapur, P. & T.O.-571 253, South Coorg, Karnataka State.
		(5) Usambara Group, Marvera and Herkulu Estates, P.O. Box 22, Soni, Tanzania.
Sunmica Division	:	Plot No. 23 to 26 and 46 to 48, Sector 5, II E, Pant Nagar Industrial Estate, Rudrapur, Udhamsingh Nagar, Uttarakhand-263 153.
BCL Springs	:	M.I.D.C. Industrial Area, Plot F-13, Chikalthana, Aurangabad-431 210, Maharashtra State.
	:	K-103, MIDC, Waluj, Aurangabad-431 133, Maharashtra State.
Weighing Products	:	Plot 304, GIDC, Valsad Industrial Estate, Gundlav, Valsad-396 035, Gujarat State.
Dental Products	:	Sector 5, II E, Pant Nagar Industrial Estate, Rudrapur, Udhamsingh Nagar, Uttarakhand-263 153.
Malaysian Branch	:	Suite 628, 6th Floor, Pan Global Plaza, Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia.

The Bombay Burmah Trading Corporation, Limited

ANNUAL REPORT 2010-2011

DIRECTORS	NUSLI N. WADIA, Esq., *Chairman* A. K. HIRJEE, Esq., *Vice Chairman* KESHUB MAHINDRA, Esq. M. L. APTE, Esq. D. E. UDWADIA, Esq. P. K. CASSELS, Esq. B. N. B. TAO, Esq. JEH WADIA, Esq., (W.e.f. 01/04/2011) VINITA BALI A. PANJWANI, Esq., Managing Director NESS WADIA, Esq., Managing Director (W.e.f. 01/04/2011)
VICE PRESIDENT CORPORATE & COMPANY SECRETARY	N. H. DATANWALA, Esq.
REGISTERED OFFICE	9, WALLACE STREET, FORT, MUMBAI 400 001. Tel. No. 2207 9351 (4 lines)
PRINCIPAL BANKERS	HDFC BANK LIMITED AXIS BANK LIMITED
AUDITORS	BSR & CO. Lodha Excelus 1st floor, Apollo Mills Compound, N. M. Joshi Marg, Mahalakshmi, Mumbai 400 011 India
SOLICITORS	CRAWFORD BAYLEY & CO. State Bank Building, 4th Floor, Hutatma Chowk, Fountain, Mumbai 400 001. UDWADIA & UDESHI Elphinstone House, 1st Floor, 17, Murzban Road, Fort, Mumbai 400 001.

NOTICE

NOTICE is hereby given that the One Hundred and Forty Sixth Annual General Meeting of the Members of the Corporation will be held at Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai 400 020, on Friday, the 5th day of August, 2011 at 11.30 a.m. for the purpose of transacting the following business:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2011 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and Auditors thereon.

2. To declare a Dividend.

3. To appoint a Director in place of Mr. Keshub Mahindra, who retires by rotation and, being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. D. E. Udwadia, who retires by rotation and, being eligible, offers himself for re-appointment.

5. To appoint a Director in place of Mr. P. K. Cassels, who retires by rotation and, being eligible, offers himself for re-appointment.

6. To appoint a Director in place of Mr. Jeh Wadia, who was appointed as an Additional Director of the Corporation and who holds office upto the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 and being eligible, offers himself for re-appointment and in respect of whom the Corporation has received from a Member a notice in writing under Section 257 of the Companies Act,1956 signifying his intention to propose Mr. Jeh Wadia as a candidate for the office of the Director.

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

   "RESOLVED THAT pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs B S R & Co., Chartered Accountants, be and are hereby appointed Auditors of the Corporation, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Corporation at a remuneration and on such other terms and conditions to be fixed by the Board of Directors."

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

   "RESOLVED THAT pursuant to Section 228 and other applicable provision, if any, of the Companies Act, 1956, Messrs. Deloitte Haskins & Sells, Chennai, Chartered Accountants be and are hereby appointed as the Branch Auditors for auditing the accounts of the branches of the Corporation in South India, for the current financial year, at the remuneration and on such other terms and conditions to be fixed by the Board of Directors.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to appoint for the current financial year, in consultation with the Corporation's Auditors namely Messrs B S R & Co., in respect of the audit of the accounts of the Corporation's branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 226 of the Companies Act, 1956 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the laws of the concerned countries; and to fix the remuneration and other terms and conditions of their appointment as branch auditors."

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

   "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") read with Schedule XIII thereto and pursuant to Article 134 of the Articles of Association of the Corporation and subject to the approval of the Central Government, if and to the extent required, consent of the Corporation be and is hereby accorded to the appointment of Mr. Ness Wadia as Managing Director of the Corporation for a period of 5 years with effect from 1st April, 2011 to 31st March, 2016 (both days inclusive) at the remuneration and perquisites, and on the other terms and conditions set out in the draft Agreement between the Corporation and Mr. Ness Wadia, placed before the meeting and initialed by the Chairman for the purpose of identification and the Board of Directors (hereinafter referred to as "Board", which expression shall also include a duly constituted committee thereof) be and is hereby authorized to fix, alter or vary, from time to time, his remuneration and perquisites within the overall ceiling set out in the draft Agreement and/or the other terms and conditions contained therein, as may be agreed upon with Mr. Ness Wadia, subject however, to the overall ceiling in remuneration and perquisites specified in the said Schedule XIII and other applicable provisions of the Act for the time being in force and the approval of the Central Government, if and to the extent required.

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Mr. Ness Wadia as Managing Director, the Corporation has no profits or its profits are inadequate, the Corporation shall pay Mr. Ness Wadia for a period not exceeding 3 years commencing from 1st April 2011, all the remuneration and perquisites, by way of salary, commission, allowances, etc. not exceeding the overall ceiling stipulated in the aforesaid draft Agreement, as altered or varied from time to time, by the Board pursuant to the authority vested in them in terms of this Resolution, subject to compliance with the overall ceiling in remuneration specified in Schedule XIII, and other applicable provisions of the Act, and, if and to the extent required, with the approval of the Central Government and that such remuneration shall be treated as the minimum remuneration payable to Mr. Ness Wadia.

RESOLVED FURHTER THAT the Board be and is hereby authorized to enter into an Agreement on behalf of the Corporation with Mr. Ness Wadia in terms of the aforesaid draft.

AND RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary and desirable to give effect to this Resolution".

By Order of the Board,
N. H. DATANWALA
Vice President Corporate &
Company Secretary

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

Dated, the 27th May, 2011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE CORPORATION.

   A blank form of proxy is enclosed and, if intended to be used, it should be returned to the Corporation duly completed not less than forty-eight hours before the time appointed for this Annual General Meeting.

2. The Register of Members and the Share Transfer Books of the Corporation will remain closed from Saturday, 23rd July, 2011 to Friday, 5th August, 2011 (both days inclusive).

3. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.

4. Warrants in respect of Dividend, if declared, will be paid to the Members on or after 17th August, 2011. Dividend will be payable on and from that date to those Members whose names stand on the Register of Members of the Corporation after giving effect to all valid share transfers lodged with the Registrar & Share Transfer Agents of the Corporation on or before 22nd July, 2011, in respect of shares held in physical form. In respect of shares held in electronic form, the dividend for the year ended 31st March, 2011 will be payable to the beneficial owners of shares as at the closing hours of 22nd July, 2011 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

5. Members are requested to notify immediately any change of address:

   (i) to their Depositary Participants (DPs) in respect of their electronic share accounts, and

   (ii) to the Corporation's Registrar & Share Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. (R & TA), at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072, or at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai - 400 021, in respect of their physical share folios, if any, quoting their folio numbers.

6. Members are advised to submit their Electronic Clearing Service (ECS) mandates to the Corporation's R & TA at either of the aforesaid addresses to facilitate remittance by means of ECS.

7. Members to note that the R & TA will be mandatorily printing on the dividend warrants as advised by the Securities and Exchange Board of India (SEBI), the Members' Bank Account details. Those Members who have not furnished their Bank Account details may furnish the same to R & TA on or before 22nd July, 2011. Members holding shares in dematerialised form must therefore give instructions regarding their Bank Account details to their Depository Participants. The Corporation or R & TA shall not act on any request received directly from Members for changes in their Bank Account details for shares held in dematerialised form.

   Further, instructions given by the Members for shares held in physical mode would not be applicable to the dividend paid on shares also held in dematerialised form.

8. Members are advised, in their own interest that all communications to the Corporation or its R & TA which would have the effect of amending the permanent details of their ledger folio, should be signed by all the Members registered under that ledger folio.

9. Members who have not yet encashed the Dividend warrant(s) for the financial period ended 31st March, 2004 or any subsequent dividend payment(s) are requested to make their claim to the Corporation.

10. All amounts transferred to the Unpaid Dividend Account of the Corporation and remaining unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to the Investor Education and Protection Fund established in accordance with Section 205C of the Companies Act, 1956, together with interest accrued thereon.

11. The Corporation has listed its equity shares at (1) Bombay Stock Exchange Ltd. (Regional Stock Exchange), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and (2) National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051. The Annual Listing Fee as prescribed has been paid to both Stock Exchanges.

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

    In the spirit of the above circulars and as part of the Corporation's Green Initiative, the Corporation henceforth propose to send documents like Notice convening the general meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by you and also make the full text of the same available on our website (www.bbtcl.com).

    We encourage members to be a part of the said 'Green Initiative' and request the members to register their name and email ID's to receive the said documents via electronic mode by sending an email giving their Registered Folio Number and/or DP Id/Client ID to the dedicated email address, i.e. bombayburmah@shreproservices.com or login at the R&TA's website http://www.shareproservices.com and register their request.

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

14. Members are requested to bring their copies of the Annual Report at the time of attending the Meeting as the same will not be distributed at the Meeting.

15. Requirement under the Listing Agreements:

Pursuant to the requirement of Clause 49 of the Listing Agreements, the requisite information pertaining to the reappointment of Mr. Keshub Mahindra, Mr. D. E. Udwadia and Mr. P. K. Cassels, who retire by rotation and being eligible, offer themselves for re-appointment, is furnished below:

Mr. Keshub Mahindra:

Mr. Keshub Mahindra ("Mr. Mahindra"), 87, is a B.Sc. graduate from Wharton University of Pennsylvania, U.S.A. Mr. Mahindra joined Mahindra & Mahindra Ltd. in 1947 as a Director and became the Chairman in 1963. He is also the Chairman of the Board of Governors of Mahindra United World College of India. He has been associated with various organisations including educational institutions like University of Pennsylvania, Institute for the Advanced Study of India, New Delhi, International Advisory Board of University of Pennsylvania, Centre for the Advanced Study of India, Philadelphia. He has vast experience and expertise in running numerous industries.

Mr. Mahindra has contributed actively in the deliberations of various organisations such as Bombay Chamber of Commerce & Industry (BCCI), Associated Chambers of Commerce & Industry of India (ASSOCHAM), Employers' Federation of India, Indo-American Society. He is the former President of BCCI, ASSOCHAM and Employers' Federation of India and former Chairman of Indian Institute of Management, Ahmedabad.

He has also been appointed by the Government of India to serve on a number of Committees including the Sachar Commission on Corporation Law & MRTP, Central Advisory Council of Industries. He is the recipient of several awards including International Awards.

Mr. Mahindra does not hold any shares of the Corporation either by himself or beneficially for any other person.

Other Directorships: Mahindra & Mahindra Ltd. (Chairman), Mahindra Ugine Steel Co. Ltd. (Chairman), Mahindra Holdings Ltd. (Chairman), Housing Development Finance Corporation Ltd. (Vice-Chairman), The Bombay Dyeing & Manufacturing Co. Ltd. and 2 private companies.

Committee Memberships: Audit Committee of the Board of The Bombay Burmah Trading Corporation Ltd., Remuneration/Compensation Committee of the Boards of Mahindra & Mahindra Ltd., The Bombay Burmah Trading Corporation Ltd., Housing Development Finance Corporation Ltd. (Chairman) and The Bombay Dyeing & Manufacturing Co. Ltd. (Chairman), Share Transfer and Shareholders'/Investors' Grievance Committee of the Board of Mahindra & Mahindra Ltd. (Chairman).

Mr. D. E. Udwadia:

Mr. D. E. Udwadia ("Mr. Udwadia"), 71, M.A., LL.B., is a Solicitor and Advocate of the Bombay High Court. He is also a Solicitor of the Supreme Court of England. Mr. Udwadia is a founder partner of M/s Udwadia & Udeshi, Solicitors & Advocates, since July 1997. Prior to this, he was a partner of M/s Crawford Bayley & Co., Solicitors & Advocates, for over 20 years. His firm and he are legal advisors to many Indian Companies, Multinational Companies and Foreign Banks having a presence in India.

Mr. Udwadia has spent over 47 years in active law practice and has a vast experience and expertise in areas like corporate law, mergers and acquisitions, takeovers, corporate restructuring, foreign collaboration, joint ventures and private equity, project and infrastructure finance, telecommunications, international loans and finance related transactions and instruments, real estate and conveyancing.

He does not hold any shares of the Corporation either by himself or beneficially for any other person.

Other Directorships: AstraZeneca Pharma India Ltd. (Chairman), ABB Ltd., Eureka Forbes Ltd., Mechanalysis (India) Ltd., ITD Cementation India Ltd., Wyeth Ltd., Development Credit Bank Ltd., WABCO-TVS (INDIA) Ltd., J. M. Financial Ltd., MPS Ltd; Nitesh Estates Ltd. and 7 private companies.

Committee Memberships: Audit Committee of the Boards of ABB Ltd., AstraZeneca Pharma India Ltd., ITD Cementation India Ltd., Wyeth Ltd., WABCO-TVS (INDIA) Ltd., The Bombay Burmah Trading Corporation, Limited, Development Credit Bank Limited, MPS Ltd. and Nitesh Estates Ltd. He is the Chairman of Shareholders Grievance Committee of the Board of ABB Ltd.

Mr. P. K. Cassels:

Mr. P. K. Cassels ["Mr. Cassels"], 72, is a Timber Merchant from Malaysia who was the Managing Director of The North Borneo Timbers, Berhad, an associated Corporation of The Bombay Burmah Trading Corporation, Limited and thereafter of Leila Lands Sendirian Berhad, a subsidiary of The Bombay Burmah Trading Corporation, Limited, incorporated in Malaysia. Mr. Cassels has vast experience of and expertise in plantation activities and he advises the Corporation from time to time with regard to rubber plantation activities in Indonesia.

Mr. Cassels has been a Director of the Corporation for the past 25 years.

Mr. P. K. Cassels does not hold any share of the Corporation himself or for any other person on a beneficial basis.

Other Directorships of companies incorporated in India: Nil and 20 foreign companies.

Committee Memberships: Mr. P. K. Cassels is not a Member of any committee of the Board.

Kindly note that the requisite information pursuant to clause 49 regarding the appointment of Mr. Jeh Wadia as a Director and Mr. Ness Wadia as Managing Director, are provided in the Explanatory Statement to Item No. 6 and 9 of this Notice, respectively.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT
(Pursuant to Section 173 of the Companies Act, 1956)

Item No. 6:

Mr. Jeh Wadia was re-appointed as Deputy Managing Director (DMD) of the Corporation for a period of 5 years from 24th October, 2007. It was mutually agreed between the Corporation and Mr. Jeh Wadia to foreclose the Agreement dated 7th August, 2007 with effect from 31st March, 2011. Upon Mr. Jeh Wadia ceasing to be DMD, he ceased to be a Director of the Corporation.

Mr. Jeh Wadia was appointed as an Additional Director of the Corporation with effect from 1st April, 2011 by the Board of Directors of the Corporation (the Board) pursuant to Section 260 of the Companies Act, 1956 (the Act). Accordingly he holds office upto the date of this Annual General Meeting. The Corporation has received a Notice from a Member signifying his intention to propose Mr. Jeh Wadia as a candidate for the Office of Director of the Corporation alongwith a deposit of ₹ 500/- as required under Section 257 of the Act.

Information pursuant to clause 49 of the Listing Agreement:

Mr. Jeh Wadia, aged 37, is a well qualified professional with more than 18 years of business management experience. Mr. Jeh Wadia has extensive experience and expertise in business management. His vision is to create value through innovation, sustainable execution plan and maintenance strategies.

Mr. Jeh Wadia holds 700 equity shares of the Corporation.

Other Directorships: Gherzi Eastern Ltd., Britannia Industries Ltd., and Go Airlines (India) Ltd. and 1 Foreign Corporation and 7 private companies.

Committee Memberships: Mr. Jeh Wadia is a member of the Shareholders' – Investors' Grievance Committee of the Board of the Corporation.

The vast experience of Mr. Jeh Wadia will be useful to the Corporation. It is considered desirable and in the interest of the Corporation that the Board should receive the benefit of his advice and experience. The Directors recommend the passing of the Resolution at Item No. 6 of the Notice.

Mr. Jeh Wadia is interested in the resolution at Item No. 6 of the Notice since it relates to his appointment as a Director of the Corporation.

Mr. Nusli Wadia and Mr. Ness Wadia being relatives (as defined under Section 6 of the Act) of Mr. Jeh Wadia are also interested in the said resolution.

Item No. 9:

The Board of the Corporation has appointed Mr. Ness Wadia (hereinafter referred to as "Mr. Wadia") as Managing Director for a period of 5 years with effect from 1st April, 2011, subject to the approval of the Members in Annual General Meeting and of the Central Governemnt, if and to the extent required. The proposed terms and conditions of the appointment of Mr. Wadia as Managing Director are embodied in draft Agreement placed before this Meeting and initialed by the Chairman for purpose of identification.

The material terms of Mr. Wadia's appointment as Managing Director, contained in the draft Agreement proposed to be entered into by the Corporation with Mr. Wadia are summarized below:

1. Mr. Wadia to serve the Corporation as Managing Director for a period of 5 years with effect from 1st April, 2011 upto 31st March, 2016 (both days inclusive), subject to the terms and conditions contained in the Agreement.

2. In terms of Article 137 of the Articles of Association of the Corporation, Mr. Wadia not liable to retire by rotation during his tenure as Managing Director.

3. Subject to the superintendence, control and direction of the Board and subject to such restrictions or limitations as the Board may in its discretion determine from time to time, Mr. Wadia to be in charge of the general conduct and management of the whole business and affairs of the Corporation and to carry out such functions, exercise such powers and perform such duties as the Board shall, from time to time, in their absolute discretion determine and entrust to him. PROVIDED HOWEVER THAT Mr. Wadia not to exercise the following powers or authorities without the prior approval of the Board, namely, (i) the power to make calls on shareholders in respect of moneys unpaid on their shares in the Corporation; (ii) the power to issue debentures; (iii) except to the extent mentioned in the resolution passed at the Board Meeting under Section 292 of the Act, also not to exercise the powers to borrow moneys otherwise than on debentures, or Invest the funds of the Corporation, or make loans on behalf of the Corporation.

4. Mr. Wadia to devote his whole time and attention during business hours to the business of the Corporation, exert his best endeavours to promote its interests and welfare and attend his office at all proper times.

5. Mr. Wadia to undertake such travelling in and outside India as may be necessary in the interest of the Corporation's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Corporation.

6. Corporation to pay Mr. Wadia in consideration of the faithful and proper performance by him of his duties and functions as Managing Director:

   (i) Basic Salary upto a maximum of ₹ 35,00,000/- per month with increments each year, as may be determined by the Board, based on merit and taking into account the Corporation's performance for the year.

   (ii) Benefits, perquisites and allowances as may be determined by the Board, from time to time, including Housing or as may be applicable in accordance with the rules and policies of the Corporation, upto a maximum of ₹ 17,50,000/- per month.

   (iii) Reimbursement of actual medical expenses incurred on self and family.

   (iv) Bonus as may be determined by the Board, based on performance criteria.

   (v) The contribution to Provident Fund, Superannuation Fund or Gratuity Fund as per the Rules of the Corporation.

(vi) Mr. Wadia to be entitled to reimbursement of all reasonable expenses including travelling, entertainment/business promotion and other out-of-pocket expenses incurred by him in connection with or in relation to the business of the Corporation, in accordance with the Corporation's policy in force from time to time.

(vii) For the purpose of computing the ceilings, wherever applicable, perquisites would be valued as per the Income Tax Rules, 1962, and provision for use of car for official duties and telephone at residence (including payment for local calls and long distance official calls) not be to included in such computation.

(viii) The aggregate of the above mentioned remuneration and perquisities payable to Mr. Wadia shall be within the maximum limits prescribed under Sections 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), as amended from time to time and to be subject to the approval of the Central Government, if and to the extent necessary.

(ix) The Board may, at its discretion, fix and revise from time to time the actual remuneration and perquisites of Mr. Wadia, within the ceiling stipulated in the Agreement; and alter/vary/modify/amend from time to time the other terms and conditions of Mr. Wadia's appointment as Managing Director and/or the Agreement in such manner as may be agreed to between the Board and Mr. Wadia, provided that such alteration/variation/modification/amendment is in writing and in conformity with the applicable provisions of the Act as amended from time to time.

(x) Where in any financial year during the currency of tenure of Mr. Wadia as Managing Director, the Corporation has no profits or its profits are inadequate, subject to the approval of the shareholders of the Corporation and Central Government, if and to the extent necessary, the Corporation shall pay Mr. Wadia the remuneration and perquisites within the overall ceiling mentioned in the Agreement, as determined from time to time by the Board subject to compliance with the overall ceiling in remuneration specified in Schedule XIII and other applicable provisions, if any, of the Act, AND THAT such remuneration shall be treated as the minimum remuneration payable to Mr. Wadia.

7. Mr. Wadia not to be entitled to receive any sitting fees for attending Meetings of the Board.

8. Mr. Wadia not to become interested or otherwise concerned directly or indirectly or through his family, in any selling agency of the Corporation and as contemplated under Section 297(1) of the Act without the prior approval of the Central Government.

9. Mr. Wadia not to, during the continuance of his employment with the Corporation or at any time thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Corporation, any information, data or knowledge obtained by him during his employment as to the business or the affairs of the Corporation, its customers, suppliers, or its methods, know-how, trade secrets, formulae or processes of the Corporation and Mr. Wadia to use his best endeavours to prevent any other person from so doing. PROVIDED HOWEVER that any such divulgence or disclosures by Mr. Wadia to officers and employees of the Corporation solely for the purpose of the business of the Corporation not to be deemed to be a contravention of this clause.

10. In the event of Mr. Wadia ceasing to be Managing Director of the Corporation before the expiry of the term of 5 years, Mr. Wadia not to, for the remainder of such period in connection with carrying on any business similar to, or in competition with, the business of the Corporation, directly or indirectly:

(i) seek to procure orders or do business with any person, firm or Corporation, who has at any time during the two years, immediately preceding such cessation of employment, done business with the Corporation; or

(ii) endeavour to entice away from the Corporation any person who has at any time during the two years immediately preceding such cessation of employment, done business with, or engaged by, the Corporation. PROVIDED that nothing in this clause shall prohibit seeking or procuring of orders or doing of business not related or similar to the business/businesses of the Corporation.

11. In case Mr. Wadia dies during the term of the Agreement, the Corporation to pay to his legal personal representatives the remuneration payable to him under the Agreement for the then current month together with such further sum as the Board may in its sole discretion determine.

12. If, Mr. Wadia at any time during the term of the Agreement be prevented by ill health or accident or any physical or mental disability from performing his duties as Managing Director, he is to promptly inform the Corporation and provide it with such details or information as the Corporation may reasonably require and if he be unable by reason of such ill health or accident or disability for a consecutive period of one hundred and eighty days in any period of twelve consecutive calendar months to perform his duties as Managing Director, the Corporation to be entitled at its absolute discretion to forthwith terminate his employment.

13. Notwithstanding anything to the contrary contained in the Agreement, either party may determine the Agreement by giving not less than six calendar months prior notice in writing in that behalf to the other party, without the necessity of showing any cause and on the expiry of the period of such notice, the Agreement shall stand determined and Mr. Wadia cease to be the Managing Director of the Corporation, PROVIDED HOWEVER that the Corporation be entitled to terminate the Agreement at any time by making payment to Mr. Wadia of six months basic salary in lieu of such notice period.

14. Notwithstanding anything to the contrary herein contained, Mr. Wadia's employment as Managing Director with the Corporation, may be terminated by the Corporation, in writing, forthwith in the event:

    (a) that he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Corporation or any subsidiary or associated Corporation to which he is required by the Agreement to render services; or

    (b) of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the Agreement to be executed between the Corporation and him; or

    (c) the Board expresses a loss of confidence in him.

15. Upon the expiry or earlier termination of the Agreement for any reason whatsoever, Mr. Wadia shall be deemed to have resigned from the office of Director of the Corporation, and:

    (a) immediately tender his resignation from such other offices held by him in the Corporation, its subsidiary or associated Corporation(s) without claim for compensation for loss of office; and

    (b) not without the consent of the Corporation at any time thereafter represent himself as connected with the Corporation or any of its subsidiaries or associated companies, save and except to the extent of his shareholding, if any.

16. Mr. Wadia's appointment under the Agreement is subject to the provisions of Section 283(1) of the Act. If at any time Mr. Wadia ceases to be a Director of the Corporation for any reason whatsoever, he cease to be the Managing Director and the Agreement to forthwith stand terminated.

The above terms may be treated as an abstract of the terms of the draft Agreement between the Corporation and Mr. Ness Wadia pursuant to Section 302 of the Act.

The Directors consider the remuneration payable to Mr. Wadia to be commensurate with his duties and responsibilities as the Managing Director having regard to his experience and performance to date and in the context of the emerging competitive environment.

Approval of the members is also being sought by way of special resolution in case, in any financial year during the currency of tenure of Mr. Ness Wadia as Managing Director, the Corporation has no profits or its profits are inadequate, then, subject to the approval of the Central Government, if and to the extent required, payment of remuneration and perquisites to Mr. Wadia be made within the overall limits mentioned in the draft Agreement, as may be determined by the Board from time to time, as minimum remuneration, for a period of 3 years commencing from 1st April, 2011.

The draft Agreement referred to in Resolution No. 9 of the Notice to be entered into by the Corporation with Mr. Wadia is available for inspection by the members at the Registered Office of the Corporation between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting.

Information pursuant to clause 49 of the Listing Agreement:

Mr. Wadia, 40, is M.Sc in Engineering Business Management (Warwick University, UK). He had received extensive training in management at the Warwick University, UK. Mr. Ness Wadia has more than 18 years of experience and expertise in the field of bussiness general management to run business Units

Mr. Wadia holds 1,000 shares of the Corporation.

Mr. Wadia is also Director in The Bombay Dyeing & Mfg. Co. Ltd., National Peroxide Limited, Gherzi Eastern Limited, Proline India Ltd., Britannia Industries Limited and 3 Private Companies.

The vast experience of Mr. Wadia will be useful to the Corporation. It is considered desirable and in the interest of the Corporation that the Board should receive the benefit of his advice and experience. The Directors recommend the passing of the Resolution at item No. 9 of the Notice.

Mr. Wadia is or interested in the Resolution at Item 9, as it relates to his appointment as Managing Director.

Mr. Nusli N. Wadia and Mr. Jeh Wadia being relatives (as defined under Section 6 of the Act) of Mr. Wadia, are also interested in this Resolution.

Additional information in respect of Item No. 9, relevant to the said appointment of Mr. Wadia and payment of minimum remuneration to him in pursuance of Schedule XIII, Part II, Section II of the Act.

I. General Information:

(i) Nature of Industry: The Corporation is a multi product and multi divisional organisation with diverse business activities. The Corporation's activities are plantation which include tea and coffee estates in South India (at Mudis, Singampatti, Dunsandle & Elk Hill) and Industrial activities which include Sunmica division engaged in manufacturing of decorative and industrial laminates, BCL-Springs division engaged in manufacturing auto springs and Afcoset Balances engaged in manufacturing electronic balances.

(ii) Date or expected date of commencement of commercial production: The Corporation was incorporated on 4th September, 1863 and commercial activities had commenced about 147 years ago.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(iv) Financial performance based on given indicators – as per published audited financial results for the year ended 31st March, 2011:

Particulars	Stand Alone (₹ in Lacs)
Turnover & Other Income	40669
Profit as per Profit & Loss A/c.	9650
Profit as computed under Section 309(5) read with Section198	9050
Net Worth	14380

(v) Export performance and foreign exchange earned for the financial year ended 31st March, 2011:

The Corporation is a recognised export house and a net foreign exchange earner. The total export earnings from export of tea, laminate and springs were ₹ 4,067 lacs for the year ended

31st March, 2011. The Corporation's turnover/income from its foreign branches was ₹ 505 lacs for the said year and the Corporation has received Dividend aggregating to ₹ 477 lacs from its foreign investments.

(vi) Foreign investments or collaborations, if any:

The Corporation has substantial interests outside India in form of investments in/by its foreign subsidiaries. The Corporation owns and also operates tea estates in Tanzania. Besides this, the Corporation's 100% subsidiary in Singapore is engaged in the activities of horticulture, landscaping and decorative plants and another subsidiary in USA is engaged in speciality tea.

The Corporation has entered into a technical collaboration agreement with NHK Springs, Japan for a period of 7 years commencing from 6th November, 2006 for its BCL Springs division for know-how, advice and other expertise in respect of precision wire springs used for automobile engine and transmission.

II. Information about the appointee:

(i) Background details:

Mr. Wadia, 40, is M.Sc in Engineering Business Management (Warwick University, UK). He had received extensive training in management at the Warwick University, UK. Mr. Wadia has more than 18 years of experience in the fields of overall general management to run business units. He holds the directorships in various leading companies in India such as Bombay Dyeing and Manufacturing Company Ltd., Britannia Industries Ltd., Gherzi Eastern Ltd., Go Investment & Trading Pvt. Ltd. and others.

(ii) Past Remuneration:

Not Applicable.

(iii) Recognition or Awards/Achievements:

Mr. Wadia was awarded Rotary Medal of Honour for Bravery (1980-81).

(iv) Job Profile and suitability:

Mr. Wadia has been a Director of the Corporation with effect from 28th April, 2010. Over and above what is mentioned in background details in item II (i) above, Mr. Wadia is a part of the Senior Management responsible for the operations and affairs of the Corporation. Taking into consideration his qualification and expertise in relevant fields, he is suited for the responsibilities assigned to him by the Board of Directors.

(v) Remuneration proposed:

The remuneration proposed to be paid to Mr. Wadia shall be in accordance with the terms and the overall ceiling for remuneration and perquisites set out in the draft agreement proposed to be entered into between the Corporation and Mr. Wadia.

The Board has also sought authorization to fix, alter or vary Mr. Wadia's actual remuneration and perquisites, from time to time within overall limits set out in the draft Agreement and the applicable provisions of the Act.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration the size of the Corporation, the profile of the appointees, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Wadia is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

(vii) Pecuniary relationship directly or indirectly with the Corporation or relationship with the managerial personnel, if any:

Mr. Wadia does not have any other material pecuniary relationship with the Corporation.

III. Other Information:

(i) Reason for inadequate profits:

The Corporation has shown significant improvement in its operations and working results as is evident from last 3 years' figures which shows increase in profits before tax from ₹ 1,281 Lakhs in 2007-08 to ₹ 9,605 Lakhs in 2010-11 and total income from ₹ 26,185 Lakhs in 2007-08 to ₹ 41,775 Lakhs in 2010-11. Profit before Tax for 2010-11 includes ₹ 6,694 Lakhs towards profit on sale of investments in one of the foreign subsidiaries. Profit from Operating Division for the same year was at ₹ 2,911 Lakhs.

The Corporation's present level of Profits would be inadequate to cover remuneration to the managerial personnel for the following reasons:

1. The Corporation's core business viz. Plantation continues to depend on nature especially the weather conditions.
2. The Laminate business continues to suffer external pressure on the price of raw materials mainly phenol and power & fuel cost.
3. Interest rates have hardened in last one year with the base rate regime.
4. External factors such as higher inflation and fuel costs with its spiraling effects on cost of production in coming years could affect the working.

All these factors could affect the working results of the Corporation, which, although are profitable and have shown substantial improvement, are inadequate for the purpose of managerial remuneration.

(ii) Steps taken or proposed to be taken by the Corporation to improve performance:

On an ongoing basis, the Corporation continues to take steps for cost reduction and to improve the profitability. Following are some of the specific measures taken to control cost and improve the competitive position and performance:

1. Inspite of hardening of interest rate, the Corporation has managed its debt profile and kept its overall borrowing costs at the level lower than the previous year.
2. Number of measures have been taken at various divisions towards Energy Conservation and thereby reducing overall energy cost.
3. On Industrial front, in respect of Laminate business the Corporation has taken number of steps to replace costly additives with cost effective substitutes for Resin manufacturing.

   In respect of springs division, steps have been taken to provide technical support to the OEM customers in new product development and to increase the presence in global market.
4. On plantation side, the Corporation has taken up the programme of uprooting low yielding fields and replacing them with superior clones raised in the nursery and also to expand nursery operations to cater to the requirements of additional plants. Further drip irrigation introduced in plantation division have shown positive results in the form of increase in yields.

(iii) Expected increase in productivity and profits in measurable terms:

1. In the current year the Corporation expects its Plantation business to perform better with combination of various measures taken.
2. The Corporation has promoted Organic Teas for over two decades and this experience will consolidate the Corporation's position in major Organic market around the globe. Further cost efficiency and consistent quality standards followed for Tea & Coffee will ensure better foot print worldwide for Corporation's Plantation crop.

3. The upturn witnessed by auto sector is expected to continue and the Springs Division of the Corporation has been geared to meet those demands due to higher growth in the domestic and international market.

4. The Corporation proposes to sell land at Akurdi and the proceeds will be utilized to repay long term debts. This will substantially reduce the interest cost.

5. The Corporation also proposes to merge, subject to all applicable laws and approvals as may be necessary, its wholly owned subsidiary Electromags Automative Private Limited which has significant presence in electro mechanical fields. This business with good profit margin is expected to be a significant contributor to the overall performance of the Corporation.

6. Steps taken for energy savings and developmental activities are expected to improve the Corporation's performance in future years as is evident from the performance of the Corporation in previous financial years.

By Order of the Board,

N. H. DATANWALA
Vice President Corporate &
Company Secretary

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

Dated, the 27th May, 2011

10 YEARS' FINANCIAL REVIEW

(₹ in Lakhs)

	2002–03	2003–04	2004–05	2005–06	2006–07	2007–08	2008–09	2009–10	**2010-11**
FINANCIAL POSITION									
Share Capital	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	1,396.27	**1,396.27**
Reserves And Surplus #	5,038.74	5,358.91	5,728.30	6,254.79	6,951.51	7,429.63	5,764.03	6,479.30	**12,983.60**
Net Worth	6,435.01	6,755.18	7,124.57	7,651.06	8,347.78	8,825.90	7,160.30	7,875.57	**14,379.87**
Borrowings	16,124.04	14,472.61	15,812.62	22,357.60	22,798.42	27,002.41	35,239.62	27,385.27	**27,175.80**
Deferred Tax Liability (Net)	545.96	545.96	568.96	516.00	534.00	532.66	614.94	289.28	**168.48**
Capital Employed	23,105.01	21,773.75	23,506.15	30,524.66	31,680.20	36,360.97	43,014.86	35,550.12	**41,724.15**
Gross Block	10,144.08	10,591.25	11,009.94	12,217.65	15,254.38	16,301.56	17,184.55	18,083.41	**19,817.20**
Net Block	5,109.41	5,191.72	5,408.52	6,961.75	8,953.35	9,605.76	9,833.07	10,325.07	**11,103.73**
Investments	8,327.15	8,327.95	9,873.41	9,291.93	9,283.59	11,856.62	10,673.91	10,673.22	**10,677.06**
Foreign Currency Monetary Item translation Difference Account	—	—	—	—	—	—	2,654.59	127.45	**—**
Working Capital	9,668.45	8,254.08	8,224.22	14,270.98	13,443.26	14,898.59	19,853.29	14,424.38	**19,943.36**
Total Net Assets	23,105.01	21,773.75	23,506.15	30,524.66	31,680.20	36,360.97	43,014.86	35,550.12	**41,724.15**
OPERATING RESULTS									
Total Income	14,466.71	15,474.16	17,504.10	20,221.49	24,135.64	26,184.97	29,901.40	32,053.73	**41,774.71**
Total Expenses	14,237.16	14,933.87	16,728.89	19,234.76	22,783.86	24,904.27	31,142.07	30,827.43	**32,169.78**
Profit/(Loss) Before Taxation	229.55	540.29	775.21	986.73	1,351.78	1,280.70	(1,240.67)	1,226.30	**9,604.93**
Taxation	14.12	12.97	99.94	70.33	169.67	233.31	146.86	(139.25)	**1,950.73**
Profit/(Loss) After Taxation	215.43	527.32	675.27	916.40	1,182.11	1,047.39	(1,387.53)	1,365.55	**7,654.20**
Dividend $	157.42	236.14	318.23	397.79	489.78	489.78	163.26	569.52	**1,135.27**
Dividend (%)	10.00	15.00	20.00	25.00	30.00	30.00	10.00	35.00	**70.00**
Book Value (Rs.)	46.08	48.39	51.04	54.82	59.82	63.25	51.31	56.44	**103.05**

Reserves and Surplus is net after adjustment of debit balance of Deferred Revenue Expenditure.

$ Includes Dividend Tax.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Report on the business and operations of the Corporation and the Audited Accounts for the year ended 31st March, 2011.

1. SUMMARISED PROFIT & LOSS ACCOUNT:

	2010-2011		*2009-2010*	
	₹ in Lakhs	**₹ in Lakhs**	*₹ in Lakhs*	*₹ in Lakhs*
Gross Income		**40,668.57**		*31,331.06*
Gross Profit before Depreciation, Interest, Exceptional items and Tax		**12,928.19**		*4,863.59*
Less: Interest		**1,815.21**		*1,983.14*
		11,112.98		*2,880.45*
Less: Depreciation		**885.59**		*805.78*
Operating Profit		**10,227.39**		*2,074.67*
Less: Loss on Exchange		**622.46**		*848.37*
Profit/(Loss) before Tax		**9,604.93**		*1,226.30*
Add/(Less): Provision for Taxation		**(1,950.73)**		*139.25*
		7,654.20		*1,365.55*
Add: Balance Brought Forward		**656.03**		—
Amount available for Appropriation		**8,310.23**		*1,365.55*
Appropriations:				
Proposed Dividend	**976.81**		*488.40*	
Corporate Dividend Tax thereon	**158.46**		*81.12*	
Transfer to General Reserve	**800.00**		*140.00*	
		1,935.27		*709.52*
Profit carried to Balance Sheet		**6,374.96**		*656.03*

2. OPERATIONS:

Your Directors are pleased to report that during the year under review the Corporation has achieved the highest ever profit before tax of ₹ 9,605 Lakhs.

Profits before tax from the Operating Divisions at ₹ 2,312 Lakhs has also been the highest in the history of the Corporation. This improvement in profit is mainly attributable to the performance of BCL Springs and Coffee Divisions. Strong demand enabled substantial growth in both production and turnover of the Springs Division. Coffee results were driven by higher realisations per Kg. and by significant increase in volume because of higher outsourcing.

Health Care Division performed satisfactorily despite unprecedented rise in the price of silver. Higher sales of non-alloy products and traded goods made up for negative growth of alloys.

Profit before tax includes ₹ 6,694 Lakhs being profit on sale of investments in one of the foreign subsidiaries viz. P.T. Indo Java Rubber Planting Company (PTIJ), Indonesia. The Corporation had been holding 50.3% stake in PTIJ for over 50 years.

3. DIVIDEND:

Encouraged by the encouraging performance, your Directors recommend payment of dividend at the rate of 70% (₹ 7/- per share). (Previous year ₹ 3.50 per share). The dividend, if approved by the shareholders at the Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members of the Corporation at the close of business on 22nd July, 2011.

4. DIVISIONWISE PERFORMANCE:

(a) SOUTH INDIA ESTATES:

(i) Tea –

Sales were at 93 Lakh kgs. as against 98 Lakh kgs. in the previous year. The average price realisation during the year was lower than the previous year on account of higher global production. Consequently, the results of this Division were impacted.

(ii) Coffee –

Sales volume was 1,655 Tonnes as against 1,042 Tonnes in the previous year. Though our crop was lower at 891 Tonnes as against 998 Tonnes in the previous year, the increase in outsourced Coffee helped to achieve substantial increase in sales volume.

(b) TANZANIAN ESTATES:

The crop for the year under review was 9.21 Lakh kgs. as against 7.51 Lakh kgs. for 2009-10. Results were impacted due to substantial increase in wage costs and lower price realization due to global market condition.

(c) SUNMICA DIVISION:

Sales Turnover for the year was ₹ 78.80 Crores as against ₹ 81.72 Crores in the previous year. Overall slowdown in projects and competitive market conditions negatively impacted sales volume. Margins were also under pressure due to higher raw material and power costs despite 12% higher sales realisation per tonne compared to previous year.

(d) BCL SPRINGS DIVISION:

Production for the year under review was 8,582 Tonnes as against 7,723 Tonnes for 2009-10. The auto sector witnessed an upturn during the year under review. As a result, the sales volume increased substantially over the previous year. Sales realisation also improved and enabled the Division to achieve higher profits compared to previous year.

(e) WEIGHING PRODUCTS DIVISION:

Sale of balances for the year under review was 813 Nos. as against 748 Nos. for 2009-10. With better sales realisation/product mix, the Division improved upon its profitability compared to previous year.

(f) HEALTHCARE DIVISION:

Production of own products for the year was 107 Tonnes as against 92 Tonnes for 2009-10. Turnover declined marginally to ₹ 1,307 Lakhs against ₹ 1,348 Lakhs in previous year. The Division was, however, able to improve its profitability because of higher sales of traded goods and improved product mix.

(g) REAL ESTATE DEVELOPMENT:

The Corporation continued to pursue the Real Estate development of its properties at Kanjur Marg in Mumbai and at Coimbatore. These assets have been converted to stock-in-trade and necessary permissions for development of these properties are being sought.

5. RESTRUCTURING OF BUSINESS:

Members are aware that the Corporation has a number of diverse businesses viz. Tea and Coffee Estates under Plantations, BCL Springs under Auto Ancillary, Sunmica Laminates under Building Products, Dental Products under Health Care and Weighing Products under Electronics. Plantations continue to be our core business and the other divisions, although profitable, are relatively small in size.

Your Directors have, after careful deliberation, decided that our business portfolio needs to be restructured so as to enable a move up the value chain by shifting the focus from commodity to branded offerings. A number of actions have been initiated to achieve this objective and some positive developments are expected to take place in the current year.

Your directors have approved a proposal to merge with its wholly owned subsidiary Electromags Automotive Products Pvt. Ltd. (EAPL) with effect from 1st April, 2011. EAPL is a profitable venture and has significant presence in the electro mechanical field with products such as slip rings, solenoids and switches. EAPL has created its own brand identity in this segment. Your Directors are of the opinion that the merger of EAPL which has a turnover of approximately ₹ 100 Crores will improve the business portfolio.

It is proposed to sell land at Akurdi, Pune. The proceeds from the same will be utilized to repay long term debts of the Corporation.

The planned restructuring will not only strengthen the Corporation's Balance Sheet but will enable the Corporation to evaluate growth options in value added businesses and thereby improve its profitability.

6. SUBSIDIARY COMPANIES:

Ministry of Corporate Affairs by its General Circular No. 2 of 2011 dated 8th February, 2011 has granted a general exemption under Section 212 (8) of the Companies Act, 1956 from attaching the copies of Balance Sheet, Profit and Loss Account, Cash Flow, Report of the Board of Directors and Report of the Auditors of Subsidiary Companies to the Balance Sheet of the Companies. Accordingly, the said documents have not been attached to the Balance Sheet of the Corporation for the year under review. However, the Corporation will make available these documents/details upon request by any member of the Corporation interested in obtaining the same. Further, the details required to be set out pursuant to the said notification are set out in the accounts. The necessary resolution of the Board of Directors giving its consent pursuant to the said notification has also been duly passed.

7. FINANCE:

The Corporation has repaid instalments of term loans availed of from the banks/institutions on their respective due dates. There were no deposits which were due for repayment and remained unclaimed as on 31st March, 2011.

8. INSURANCE:

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

9. INDUSTRIAL RELATIONS:

Relations with the workmen continue to remain cordial at all Divisions of the Corporation.

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

Information pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is given in Appendix to this Report.

11. REQUIREMENTS UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956:

The information required under Section 217 (2A) of the Companies Act, 1956 (the Act) read with the Rules framed thereunder forms part of this Report. However, as per provision of

Section 219 (1)(b)(iv) of the Act, the Report and Accounts are being sent to all shareholders excluding the statement of particulars of employees under Section 217(2A) of the Act. Any shareholder interested in obtaining a copy of the statement may write to the Secretary at the Corporation's Registered Office.

12. DIRECTORS:

During the year Mr. Ishaat Hussain resigned as a Director of the Corporation. The Board places on record its sincere appreciation of valuable service rendered by him during his tenure as a Director of the Corporation.

The current tenure of Mr. Jeh Wadia as Deputy Managing Director was foreclosed by mutual consent with effect from the close of business hours on 31st March, 2011. Consequently Mr. Jeh Wadia ceased to be the Deputy Managing Director as also the Director of the Corporation. He was appointed as Additional director with effect from 1st April, 2011. He holds the office as a Director upto the date of ensuing AGM. The Corporation has received Notice from shareholders proposing his candidature for appointing him as a Director.

Mr. Ness Wadia was appointed as Managing Director of the Corporation for a period of 5 years with effect from 1st April, 2011 subject to your approval at the ensuing AGM.

Mr. Ashok Panjwani continues as Managing Director of the Corporation.

Mr. Keshub Mahindra, Mr. D. E. Udwadia and Mr. P. K. Cassels retire by rotation and are eligible for re-appointment.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000 the Directors confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed;
2. appropriate accounting policies have been selected and applied consistently, and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Corporation as at 31st March, 2011 and of the profit for the year ended 31st March, 2011.
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Corporation and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on going concern basis.

14. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreements a separate report on Corporate Governance and a certificate from the Auditors of the Corporation regarding compliance of the conditions of Corporate Governance are annexed to the Directors' Report.

15. CONSOLIDATED FINANCIAL STATEMENTS:

Pursuant to Clause 32 of the Listing Agreements, Consolidated Financial Statements of the Corporation and its Subsidiaries prepared in accordance with the requirements of Accounting Standard AS-21 prescribed by Companies (Accounting Standards) Rules 2006, are annexed to the Report.

16. APPOINTMENT OF COST AUDITOR:

In terms of the Order of Government of India, under Section 233B of the Companies Act, 1956 the Corporation re-appointed Dr. G. L. Sankaran, a Cost and Management Accountant, from Coimbatore having qualifications prescribed in Section 233B(1) of the said Act to carry out cost audit at estates in South India. His appointment was duly approved by the Central Government for the year under review.

17. AUDITORS:

In accordance with the provisions of the Companies Act, 1956 the Auditors Messers. B. S. R. & Co. will be proposed for re-appointment at the ensuing Annual General Meeting at a remuneration to be fixed by the Board.

It is proposed to re-appoint Deloitte Haskins & Sells, Chennai as branch auditors for auditing the accounts of the branches of the Corporation in South India for the financial year at the ensuing Annual General Meeting at a remuneration to be fixed by the Board.

In addition, it is proposed that the Board be authorised to appoint Branch Auditors for the Corporation's branches in Tanzania and Johor Bahru, at a remuneration to be fixed by the Board.

On behalf of the Board,

Nusli N. Wadia
Chairman

Mumbai, the 27th day of May, 2011

Notes : Official Rates of Exchange were as follows:

On 31st March, 2011				On 31st March, 2010			
(₹ 1)		(Foreign Currencies)		(₹ 1)		(Foreign Currencies)	
Stg. £	0.01	Stg. £	1 - ₹ 71.80	Stg. £	0.01	Stg. £	1 - ₹ 68.61
Tanz. Sh.	33.67	Tanz. Sh.	1 - ₹ 0.03	Tanz. Sh.	28.74	Tanz. Sh.	1 - ₹ 0.03
RM.	0.07	RM.	1 - ₹ 14.74	RM.	0.07	RM.	1 - ₹ 13.97
U.S. $	0.02	U.S. $	1 - ₹ 44.65	U.S. $	0.02	U.S. $	1 - ₹ 45.24
Rp.	198.02	Rp.	1 - ₹ 0.005	Rp.	200.00	Rp.	1 - ₹ 0.005
H.K. $	0.17	H.K. $	1 - ₹ 5.73	H.K. $	0.17	H.K. $	1 - ₹ 5.87
S. $	0.03	S. $	1 - ₹ 35.39	S. $	0.03	S. $	1 - ₹ 32.46
Maur. Re.	0.65	Maur. Re.	1 - ₹ 1.53	Maur. Re.	0.67	Maur. Re.	1 - ₹ 1.48

APPENDIX

STATEMENT CONTAINING PARTICULARS PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT.

A. CONSERVATION OF ENERGY:

(a) Energy Conservation measures taken:

Plantation Division

- Introduced Indirect fan controller to save fuel, Replaced Conventional copper choke with electronic ballest in tube lights, Replaced 'V' belt drives with 'flat' belt drives in phased manner, Phasing out old motors with EEJ-1 motors.

Sunmica Division

- New AVR (Automatic Voltage Regulator) commissioned.
- V.F.D. installed with Printing Machine resulting in energy saving.

Springs Division

- As a part of Certified ISO 14001 (Environment Management System) undertaken following projects for conservation of energy:
  - — Reduction in consumption of shot peening shots.
  - — Reduction in Grinding Wheel Consumption.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:

Plantation Division

- Conversion of 'V' belt drives with 'flat' belt drives to continue.
- Replacing conventional sodium vapour yard lights with LED lamps.

Sunmica Division

- Plan to install new V.F.D. in T-1 & T-5 Blower which will save approximately 20% energy.
- Fluid Coupling to be installed in plate polishing machine.
- New tank to be erected near Accumulator for use of Blow down water to reduce fuel and chemical consumption.
- Investment estimated at ₹ 20 Lacs.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

Plantation Division

- Expect a reduction of around 15% in the energy consumption.

Sunmica Division

- New AVR (Automatic Voltage Regulator) commissioned is expected to save minimum 5% of total unit consumed.
- V.F.D. installed with Printing Machine would result in energy saving of 15%.

(d) Total energy consumption and energy consumption per unit of production:

(A) Power and Fuel Consumption:

	TEA		LAMINATES		SPRINGS	
	Current Year	*Previous Year*	**Current Year**	*Previous Year*	**Current Year**	*Previous Year*
1. Electricity						
(a) Purchased:						
Units (KWH in lakhs)	**74.05**	*73.70*	**18.11**	*22.42*	**49.41**	*43.03*
Total amount (₹ in lakhs)	**224.26**	*192.03*	**76.32**	*85.63*	**284.80**	*212.06*
Rate/unit (₹)	**3.03**	*2.60*	**4.21**	*3.82*	**5.76**	*4.93*
(b) Own Generation:						
Through diesel generator:						
Units (KWH in lakhs)	**3.29**	*6.82*	**3.40**	*1.08*	**0.23**	*0.86*
Units per ltr. of Diesel Oil	**2.71**	*2.76*	**3.09**	*2.87*	**3.09**	*8.58*
Total amount (₹ In lakhs)	**47.83**	*85.16*	**36.58**	*11.65*		
Cost/unit (₹)	**14.55**	*12.48*	**10.74**	*10.78*	**13.43**	*9.93*
2. Coal (Leco, Lecofines, used in driers)						
Quantity (Tonnes)	**2424.29**	*3524.14*	—	—	—	—
Total cost (₹ in lakhs)	**135.03**	*190.45*	—	—	—	—
Average rate (₹ per tonne)	**5569.87**	*5404.16*	—	—	—	—
3. Furnace Oil/LPG				—		—
Quantity (K. Ltrs.)	**4.7**	—	**9380**	—	—	—
Total amount (₹ in lakhs)	**1.53**	—	**1.92**	—	—	—
Average rate (₹ per K. Ltr.)	**32.55**	—	**20.47**	—	—	—
4. Others/internal generation (Firewood)						
Quantity (Tonnes)	**13350.61**	*13837.42*	**8806**	*8965*	—	—
Total cost (₹ in lakhs)	**256.41**	*239.47*	**234.17**	*183.33*	—	—
Average rate (₹ per tonne)	**1920.59**	*1730.62*	**2659.00**	*2045.00*	—	—

(B) CONSUMPTION PER UNIT OF PRODUCTION:

	Production Unit	Standard (if any)						
Electricity (KWH)	Tonnes		**862.13**	*808.82*	**374.00**	*387.00*	**575.75**	*557.27*
Furnace Oil (K.Ltrs.)	Tonnes		—	—	—	—	—	—
Coal (Leco, Lecofines, (Tonnes)	Tonnes		**0.270**	*0.354*	—	—	—	—
Others	Tonnes		**1.579**	*1.389*	**1.82**	*1.48*	—	—
Firewood	Tonnes							
LPG			—	—	—	—	—	—

B. TECHNOLOGY ABSORPTION:

(e) Efforts made in technology absorption:

RESEARCH AND DEVELOPMENT (R & D)

1. Specific areas in which R & D carried out by the Corporation:

Plantations:

- Implementation of drip irrigation system and fertigation in tea as pilot project.
- Trials carried out on use of coir waste (coir pith) for mulching newly planted tea plants as measures for conserving soil moisture during dry period.
- Trials on usage of new chemicals for controlling pets/diseases.
- Trials on rate/ratio of Nitrogen and Potash.

Sunmica Division:

- Quality improvement in laminate grades for export.
- Substitution of costly additives like Release/Wetting Agent replaced with cheaper substitutes.
- Substitution of costly additives/chemicals with cost effective substitutes in Resin manufacturing.

2. Benefits derived as a result of the above R & D:

Plantation Division:

- Drip irrigation has shown positive result in form of increase in yield of clonal Teas.
- Trials on Nitrogen/Potash rates and ratio is under progress.

Sunmica Division:

- Improved/ expanded export business.
- About 15% Cost benefit by implementing above R & D & material substitution.

3. Future plan of action:

Plantation Division:

To initiate trials/studies on:

- Ideal time period for the pruning schedule for the year.
- Plucking programme to optimize bush productivity.
- Expansion of area under drip irrigation.

Sunmica Division:

- To get RDSO approval for Railway Business.
- Cost reduction in Fabric Grades to become competitive in the market.
- New variety of Texture Laminates.

Springs Division:

- Testing facilities for Valve & Clutch Springs to be set up

4. Expenditure on R & D:

		₹ in lakhs
(a)	Capital	—
(b)	Recurring	1.52
(c)	Total	1.52
(d)	Total R & D expenditure as a percentage of total turnover	0.01%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

- Continuous efforts are being made to improve the manufacturing process and the products at various Divisions.
- Continuous improvements to enhance quality and Technical Support to customers in new product development at Springs Division and Sunmica Division.

2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.:

– BCL is a preferred supplier with almost all major customers.

3. Imported Technology:

(a)	Technology	:	Technical License Agreement with NHK Spring Co. Limited, Japan, to provide know-how, advice and other expertise, including plant layout, determination of process flow, material selection, production conditions etc., in respect of precision wire springs used for automobile engine and transmission.
(b)	Year of import	:	2007-08
(c)	Has technology been fully absorbed?	:	No
(d)	If not fully absorbed areas where this has not taken place, reasons therefore and further plans of action	:	Ongoing process – BCL Springs Division gets preference in new developments for Japanese/ European vehicle makers in India.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(f) **Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans:**

(i) The Export growth of Sunmica Division in the year is due to the focus on Asian countries and new markets in middle east.

(ii) Consequent to the audits by European customers in earlier years, Springs Division could achieve higher exports in the year. Based on the performance Springs Division has received new RFQ's from European as well as other countries.

(g) **Total foreign exchange used and earned:**

		₹ in lakhs
Used	:	3,999
Earned	:	4,555

MANAGEMENT DISCUSSION AND ANALYSIS

1. Business Segment

(a) Tea:

Industry Structure and Developments:

Indian crop was lower by 12.6 million kgs in Calendar Year '10, with North India harvesting 11.9 million kgs. lower than Calendar Year '09. South Indian crop was marginally lower at 243.4 million kgs. Whilst the Assam harvested 20 million kgs. lower, West Bengal recorded an increase of 8.2 million kgs. during the period. Higher crop in Tamil Nadu was negated by an equal decline in Kerala leading to the South Indian crop declining by 0.76 million kgs.

Global Tea crop was 134 million higher in Calendar Year '10 with the Kenyan and Sri Lankan crops being higher by 84.81 and 39.60 million kg. respectively.

The Indian exports in Calendar Year '10 were lower by 4.6 million kgs. at 193.3 million kgs. a decline of 2.3%. South Indian exports, however, recorded 90.8 million kgs.; an increase of 3.9% over the previous year.

The price realization of South Indian Exports, however declined by ₹ 15.72 per kg.; a drop of 13.76% partly due to changed mix of teas exported.

Global exports were higher by 150.93 million kgs. in Calendar Year '10; Africa recorded its highest exports with an increase of 109.58 million kgs. over the previous year.

Imports in Calendar Year '10 were lower by 5.46 million kgs. at 17.49 million kgs, a decline of 23.8%. The average price of imports stood at ₹ 89.28 per kg. as against ₹ 84.44 per kg. during the previous year. Imports of tea from Indonesia and Vietnam declined during the year.

Global imports for consumption were at their highest level with an increase of 9.77% over the previous year.

Internal consumption is estimated to be approximately 835 million kgs. in Calendar Year '10.

A strong domestic market continued to support well-made teas with major packers operating forcefully on quality lines. Higher production of medium teas from North India and higher crops in Kenya and Sri Lanka could dampen demand for medium and plainer teas from South India in the year ahead.

Outlook:

The political turmoil in major tea drinking countries in the Middle East and northern Africa will put some pressure on Indian exports, particularly from South India. A normal monsoon will keep the crops at a reasonably high level. The cumulative effect would be a buildup of stocks of the plainer teas. Firming up of Ocean Freights and a stronger rupee is expected to put further pressure on exports of plainer teas. Strong domestic demand will continue and good liquoring CTC teas will be in demand. The ongoing quality up gradation programme of the Corporation will help in tapping the quality sensitive markets ensuring better returns. Better awareness of the health benefits of Organic teas will help improve demand for the Organic teas pioneered by the Corporation.

Performance Highlights:

Untimely rains and long dry spells lead to lower crops; Corporation's production being lower by 8.4% as compared to FY'10.

Channels of sales were carefully worked on to get better results;

Sales through exports and Auctions were increased resulting in overall improvement in returns. Volumes of Organic exports were increased improving the overall turnover. Export volumes increased by 14.24%, whilst volume at the Auctions moved up by 35.9%. This resulted to cushion the steep decline in market price realisation. Corporation's tea price realisation dropped by ₹ 5.26 per kg. whilst the prices at the South Indian Auctions were lower by ₹ 11.63 per kg. in FY '11 as compared to the previous year.

Exports: The overall export quantities of Corporation's tea increased by 14.2% whilst price realisation was lower by 3.6%. Average of Indian exports was lower by 7.6%. Organic quantity exported was higher by 13.37% whilst price average was higher by 1.1%, beating a generally lower trend in the market. Corporation's Non-Organic sales were higher by 14.4% in volume and lower by 5.1% on average price realisations. Corporation's tea exports increased the Foreign exchange earnings by 10.2%.

Domestic Sales: Lower crops and higher exports reflected in lower quantities available for sale within the country. Volumes declined by 9.82%, whilst price realisation was lower by 8.1%. The sales through our Depots reduced by 11.9% in volumes and 9.3% on average price realised. Quantity sold through auctions increased by 35.9% and the price averages were lower by 7.8%. The South Indian auction averages during the period were lower by 14.2%.

Overall tea sales of the Corporation showed a decline of 5.0% in volumes and 5.6% on average price realisation.

Opportunities:

We continued with our programme of uprooting low yielding fields & replacing them with superior clones raised in our nursery. We have planned to increase our planting density in these new clearings from 13,500 Plants/Ha to 18,000 Plants/Ha.

We have expanded our nursery operation. We can raise 6.5 lakh Tea plants per annum in comparison to 5.5 lakhs last year to cater to the requirement of additional plants in new clearings.

Fertigation trials that were instituted last year in 5Ha, has shown positive results in increasing the yield in clonal tea. We intend to continue these trials.

The Corporation has produced and promoted Organic teas for over two decades and this experience will consolidate its position in the major Organic markets around the Globe. The Corporation has worked closely with major Blenders in UK & Europe to develop unique blends, consolidating its position in their blends and improving returns. The Corporation's superior CTC's have penetrated the quality sensitive markets in the west and south of India.

Threats:

Increase in wage costs and plant disease/attack by new pests like tea mosquito bugs are areas of concern. Steps are being taken to improve labour productivity and to achieve proper and timely management of pest and diseases.

Overall pressures on Indian Tea exports due to political uncertainties in major Tea drinking countries coupled with higher shipping costs could lead to increase in pipeline inventories. Higher costs of inputs and inflationary pressures could affect margins.

(b) Coffee:

Industry Structure and Developments:

The total worldwide coffee output for 2010-11 is expected to be 133 million bags representing an increase of 8.1% compared to the preceding crop year. World consumption in calendar year 2010 was 134 million bags an increase of 2.4% from 2009.

Coffee stocks being at very low levels have lead to tense market conditions and high volatility in prices.

Domestic production of both Robusta and Arabica has been lower than the previous crop year which is normal as per the alternate year higher cropping cycle.

Outlook:

Arabicas will continue to be strong in the coming year and with increased crops in our estates and a more assertive outsourcing programme should improve volumes.

Robusta markets have been buoyant in the last quarter of 2010-11 and as long as quality standards are maintained we will be able to realise better prices in the coming year.

Performance Highlights:

Arabicas, due to lower production worldwide, have done well through out last year. The ICO prices are at a 34 year high and we have achieved crop stability and are looking at an increased yields in the coming years.

Indian Robusta faced a crisis last calendar year due to increased production of washed coffees leading to erosion in premiums for the same. However, due to our consistent quality standards we have been able to sell all our production and outsourced quantities above the average market prices.

Opportunities:

Due to a shortfall in world production and relatively high prices, there has been an opportunity to increase volumes through outsourced procurement. Cost efficiency and consistent quality standards are ensuring a better foot print worldwide for our coffees. Due to failure of Arabica crop in most producing countries an aggressive strategy to procure outsource Arabica is necessary and in progress.

Threats:

Shortage of man-power for regular operation of estates is a industry wide problem. This is being tackled by higher productivity.

Repeated increase in Dearness Allowance has resulted in an increase of 13.86% in wages. This could have increased our cost of production. However with better cost management, these increases have been absorbed.

Risks and concern:

An over priced Arabica market could impact us by roasters reducing the content of Arabicas in their blends, or switching to cheaper origins. Also at risk is buyers moving away from Indian coffees due to availability of cheaper alternatives in both Arabica and Robusta. Both the issues are serious and need to be addressed.

(c) Auto Ancillaries – BCL Springs:

Industry Structure and Developments:

Auto Components and parts of Auto Components depend mainly on the Automobile Production in the country. The Automobile Industry has grown by overall 27.45% YOY. The segment-wise growth is as under:

Segment	Growth
Passenger Vehicles	26.72%
Commercial Vehicles	32.63%
Three Wheeler	29.13%
Two Wheeler	27.24%

Outlook:

The Division has planned a sale of ₹ 123 Crores for the year 2011-12. This includes growth in business from existing customers as well as business from new customers.

Performance Highlights:

Precision Springs

The overall market share of BCL in the existing product range is at an all time high of 30%. BCL has now more than 60% share in the Valve Spring for Passenger Car segment. Overall market share for Valve Spring is at around 46% & Clutch Springs at around 56%.

Suspension Springs

We have increased our capacity during the year to meet the market demand which has grown more than 35%. One of our major OEM is contemplating manufacture of four wheeled CV during 2012-13 and BCL is geared to meet those demands.

Opportunities

There is a potential for higher growth in the domestic market due to the fact that the current car penetration level in India is just about 7 cars per thousand. The increase in purchasing power at the top echelon of about 300 million people in the country, where the per capita income is over ₹ 45,000, implies that passenger car growth in the domestic market shall remain firm. It is expected that the passenger car market which was 1 million in 2003-2004 would easily cross the 3 million mark by 2015. This can lead to an increase in the size of the domestic auto-component market.

Threats

The availability of steel in the Domestic as well as Overseas Market continues to be a major threat.

(d) Laminates:

Industry Structure and Developments:

Decorative Laminates are broadly categorised as part of the interior infrastructure segment which consists of Wood Panels and Decorative surfacing products such as tiles, paints, glass, plywood and decorative laminates among others.

The domestic demand for Decorative Laminates is linked with growth of Infrastructure and Real Estate Sector, which are showing signs of growth.

Some of the existing manufacturers have expanded their capacities. Also some of the plywood manufacturers and ceramic tile manufacturers have ventured into the Decorative Laminate Industry. The resultant capacities are in excess of the present demand because of which there is a severe price competition amongst the major sectors.

Outlook

With the growth in the infrastructure, domestic demand for Decorative Laminates should grow. However, over-supply will result in competitive pricing and erosion of margins.

Performance Highlights:

During the financial year 2010-11, the Corporation tried to augment its reach by appointing additional direct dealers to cater to project requirements.

There was a drop in sales revenue due to the cessation of sales of

Formica brand. However, domestic Industrial Laminate business grew by 20% and overall Industrial business which is about 10% of the total laminate business grew by 29%.

Factory recoveries were impacted due to lower volume and increase in input costs.

Opportunities:

- There is a demand for premium products which can be tapped with new offerings.
- Real estate and Project Segment are showing signs of good growth.
- Indian economy has been consistently growing with increase in GDP Rate.
- There is an immense shortage of dwelling units in the country. With the requirement of new dwellings, the industry is expected to witness sustained growth.

Threats:

- Margins are under pressure because of addition of capacity as leading brands of Ceramic Tile manufacturers have joined the Industry.
- There is tremendous increase in the cost of raw materials, particularly phenol and kraft paper, which further erode margins.
- Cheap import of Chinese material, particularly in the lower thickness segment lead to further competition in the laminate industry.

(e) Health Care Division:

Industry Structure and Developments:

The total market for the Dental equipments and materials is estimated to be around ₹ 340 Crores annually. However, the market size of products manufactured by DPI is estimated at around ₹ 21 Crores.

The increase in the number of private dental hospitals and clinics, has boosted the demand for modern equipment and methods as they focus on higher income Indians and foreign tourists, often providing complete package including their stay and treatment facilities.

A number of foreign companies are investing in the Indian dental market. India is becoming a manufacturing hub, supplying dental equipment and material. Moreover, some Indian companies produce goods under license of a foreign manufacturer and also run a parallel activity as trade dealers and importers.

Performance Highlights and Outlook:

The Division registered a (-) ve growth and reported a decline of 10.98% in sales mainly due to its exiting from distribution of Coltene Whaledent products.

After a year of record sales of alloy manufactured by the Division at ₹ 652 Lacs in the year 2009-10, sales during 2010-11 dropped to ₹ 444 Lacs. This was due to the steady rise in the price of the main input, viz. silver throughout the year. The usages of alloy and mercury have been significantly reduced by end users since amalgam restoration has become costlier compared to modern techniques of composite restoration. However these decline in manufactured products was partially offset by growth of almost 50% in traded products, as a result of which the overall turnover reduced marginally by 5% over previous year.

Depending on the price movements of Silver, the alloy sales strategy would be suitably revised. However the thrust would be on increasing sales of other ranges of manufacturing items and traded sales. We have added one new product – Chromatex on our manufacturing product line which is expected to grow rapidly during 2011-12.

We grew well on Implants segment (Anthogyr) and Composites (Ardent) and are expected to grow faster during 2011-12. Other than amalgam business, the overall outlook for dental products looks positive.

Opportunities:

- The potential size of India's dental market is vast and the growth is estimated at 8% to 10% p.a.
- Every year, there are around 5,000 to 6,000 fresh graduates entering the workforce with 256 dental colleges which is the largest in the world.

Threats:

- Competition has increased by many folds with a number of foreign players entering the dental market in last two years with low price product portfolio and better quality products.
- The increase in the price of raw materials (silver, mercury and eugenol) will impact the margin.

2. Internal Control Systems and Adequacy:

The Corporation has adequate internal control procedures commensurate with its size and nature of business. These business control procedures ensure efficient use and protection of the resources and also compliance with the policies, procedures and statutory requirements. The internal control systems provide for well-documented guidelines, authorisation and approval procedures. The Corporation carries out audit through external agencies twice a year. The prime objective of such audit is to test the adequacy and effectiveness of all internal controls laid down by the management and to suggest improvements.

3. Human Resources:

The Corporation regards human resources as a valuable asset. The majority of its employees are based at the tea and coffee estates/factories where great attention is being paid to their welfare and educational needs.

The Corporation encourages its workmen to participate in quality circle activities and has incentive schemes to reward exceptional contributions.

The training needs of staff at all Divisions are periodically assessed and training programmes are conducted using internal resources and/or by engaging external trainers/facilitators.

4. Cautionary Statement:

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

Dated: 27th May, 2011

CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS:

1. Corporation's Philosophy on code of governance:

Your Corporation firmly believes in transparency in its dealings and lays emphasis on integrity and regulatory compliance. The Wadia Group considers good corporate governance a prerequisite for meeting the needs and aspirations of its shareholders.

2. Board of Directors:

The Board is headed by the Non-Executive Chairman, Mr. Nusli N. Wadia, and comprises of eminent persons with considerable professional experience in varied fields. **The Board of Directors consists of 11 members. Of these, 2 are Executive Directors and 9 are Non-Executive Directors and more than 50% of the Board consists of Independent Directors.

During the year under review, 6 Board Meetings were held, the dates being 28th April, 2010, 28th May, 2010, 10th August, 2010, 11th November, 2010, 10th February, 2011 and 29th March, 2011.

The details of composition of Board, attendance at Board Meetings held during the year and at last AGM, number of Directorship and membership/chairmanship of Committees in public companies are given below:

Name of the Directors	Whether Promoter, Executive OR Non-Executive/ Independent	No. of Outside Directorships held *	No. of shares held in the Corporation	No. of Board Committees of other companies in which he is a Member #	No. of Board Meetings attended	Whether attended last AGM
Mr. Nusli N. Wadia, Chairman	Promoter/ Non-Executive	7	12,28,301	–	6	Yes
Mr. A. K. Hirjee, Vice Chairman	Non-Executive & Independent	4	350	6 (Chairman of 2)	5	Yes
Mr. Keshub Mahindra	Non-Executive & Independent	6	—	1 (Chairman of 1)	5	No
Mr. M. L. Apte	Non-Executive & Independent	8	—	4	6	Yes
Mr. D. E. Udwadia	Non-Executive & Independent	11	—	9 (Chairman of 1)	4	Yes
Mr. P. K. Cassels	Non-Executive & Independent	—	—	—	1	No
Mr. B. N. B. Tao	Non-Executive & Independent	—	—	—	—	No
Mr. Jeh Wadia**	Promoter Non-Executive Director	4	700	—	6	Yes
Ms. Vinita Bali	Non-Executive/ Non-Independent	5	—	1	5	Yes
Mr. Ashok Panjwani, Managing Director**	Non-Independent & Executive Director	6	—	—	6	Yes
Mr. Ness Wadia**	Promoter/ Executive Director	6	1,000	—	4	Yes
Mr. Ishaat Hussain** (Resigned w.e.f. 14-01-2011)	—	—	—	—	1	No

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

\# Excludes Committees other than Audit Committee and Shareholders'/Investors' Grievance Committee, and of companies other than public limited companies.

** (a) Mr. Ness Wadia was appointed as Managing Director for a period of 5 years with effect from 1st April, 2011 thereupon he becomes Executive Director.

(b) Mr. Ashok Panjwani continues as Managing Director of the Corporation.

(c) The contract term of Mr. Jeh Wadia as Deputy Managing Director and the Corporation was foreclosed with mutual consent of the Corporation and Mr. Jeh Wadia with effect from close of business hours 31st March, 2011 instead of 23rd March, 2012 thereupon he ceases to be the Executive Director.

(d) Mr. Jeh Wadia was appointed as Additional Director with effect from 1st April, 2011.

(e) Mr. Ishaat Hussain has resigned from the Board of Directors of the Corporation with effect from 14th January, 2011.

The Board has adopted Code of Conduct for all its Directors and members of Senior Management in its meeting held on 26th July, 2005. The same has been displayed on the Corporation's website.

All the Directors and members of Senior Management have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2011.

3. Audit Committee:

The Corporation constituted an Audit Committee in accordance with the requirements of Section 292A of the Companies Act, 1956 ('the Act') and Clause 49 of the Listing Agreements with Stock Exchanges.

To increase the strength of the Audit Committee, Mr. Keshub Mahindra was appointed as a member of audit committee at the meeting of the Board of directors held on 29th March, 2011

The present Audit Committee consists of 4 Non-Executive Directors as under:

Mr. M. L. Apte – Chairman

Mr. Keshub Mahindra

Mr. D. E. Udwadia

Mr. A. K. Hirjee

The broad terms of reference of the Audit Committee are to review Internal Audit Reports, the Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review weaknesses in internal controls, to approve the appointment of CFO, to select and establish accounting policies and to review financial statements before submission to the Board.

It may be clarified that the role of the Audit Committee includes matters specified under Clause 49 of the Listing Agreements entered into between the Corporation and The Bombay Stock Exchange Limited and The National Stock Exchange of India Limited where the Corporation's shares are listed.

During the year under review, 4 Meetings of the Audit Committee were held, the dates being 27th May, 2010, 10th August, 2010, 11th November, 2010 and 7th February, 2011. Mr. M. L. Apte & Mr. D. E. Udwadia attended all the aforesaid meetings. Mr. A. K. Hirjee attended meetings held on 27th May, 2010, 10th August, 2010 and 7th February, 2011.

4. Remuneration Committee:

(a) **Terms of reference, composition and attendance:**

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges as also a notification dated 16th January, 2002 issued by Ministry of Corporate Affairs with regard to minimum remuneration under Schedule XIII of the Act, a Remuneration Committee was constituted.

The present Committee consists of 4 Non-Executive Directors and 1 Non-Executive Promoter Director as under:

Mr. Keshub Mahindra – Chairman

Mr. M. L. Apte

Mr. Nusli N. Wadia

Mr. A. K. Hirjee

Mr. D. E. Udwadia

The terms of reference of the Committee are:

— to decide all elements of remuneration package of all the directors, i.e. salary, benefits, bonus, pension etc.

— to decide details of fixed component and performance linked incentive along with the performance criteria.

— to decide service contracts, notice period, severance fees.

— to decide stock options details if any.

During the year under review, there was one meeting of Remuneration Committee held on 29th March, 2011. This meeting was attended by all the members except Mr. D. E. Udwadia. Mr. Keshub Mahindra was appointed as the Chairman of the Remuneration Committee.

The remuneration committee at the said meeting, determined the remuneration payable to Mr. Ness Wadia, on his appointment as Managing Director of the corporation with effect from 1st April, 2011, during the term of the appointment of 5 year as also for the year 2011-2012.

(b) **Remuneration Policy:**

The remuneration of Managing Directors is decided by the Remuneration Committee based on criteria such as industry benchmarks, the Corporation's performance vis-à-vis the industry performance and track record of the appointees. The Corporation pays remuneration by way of salary, commission, perquisites and allowances to its Managing Director/Deputy Managing Director. Annual increments are decided by the Remuneration Committee within the overall salary scale approved by the Members.

The Non-Executive Directors do not draw any remuneration from the Corporation other than sitting fees and such commission not exceeding 1% of the net profits of the Corporation as approved by the Shareholders and computed in the manner laid down in Section 198 of the Companies Act, 1956 as may be determined by the Board from time to time.

No commission has however been provided for/paid to the Non-Executive Directors.

During the year the Corporation has paid ₹ 5,38,903/- as professional fees to M/s. Udwadia & Udeshi. a firm in which Mr. D. E. Udwadia, a director of the Corporation, is a partner. There are no other pecuniary relationships or transactions of the non executive directors vis-à-vis the Corporation.

(c) **Remuneration to Directors**

(i) Details of payments made to Non-Executive Directors during the year 2010-11 are given below:

(In ₹)

Name	Sitting fees
Mr. Nusli N. Wadia	70,000
Mr. A. K. Hirjee	1,30,000
Mr. Keshub Mahindra	60,000
Mr. M. L. Apte	1,50,000
Mr. D.E. Udwadia	80,000
Mr. P. K. Cassels	10,000
Mr. B. N. B. Tao	Nil
Mr. Ness Wadia	40,000
Ms. Vinita Bali	50,000
Mr. Ishaat Hussain	20,000

(ii) Details of remuneration paid to Managing Director/Deputy Managing Director during the year are given below:

(In ₹)

	Salary (including Provision for Compensated Absences)	Contribution to Provident Fund & Other Funds	Perquisites in Cash or in kind
Mr. Ashok Panjwani	55,44,000	13,92,390	11,41,014
Mr. Jeh Wadia	40,35,000	10,89,450	17,60,493

The above remuneration includes salary, benefits, bonuses and pension but excludes provision for accruing gratuity which is paid additionally, as the applicable Laws and policy of the Corporation.

The Corporation has not given any performance linked incentive or bonuses in the financial year 2010-2011.

Notes: (a) The Agreements with the Managing/Deputy Managing Director are for a period of five years. Either party to the Agreement is entitled to terminate the Agreement by giving not less than six calendar months' prior notice in writing to the other party provided however that the Corporation is entitled to terminate the employment of the other party at any time by payment to him of six months' salary in lieu of such notice.

(b) The current term of Mr. Jeh Wadia as Deputy Managing Director of the Corporation was foreclosed with mutual consent of the Corporation and Mr. Jeh Wadia with effect from close of the business hours of 31st March, 2011 instead of 23rd October, 2012.

(c) Presently, the Corporation does not have a scheme for grant of stock options either to the wholetime directors or to its employees. However the Shareholders' approval under Section 79A and 81 of the Companies Act,1956 to offer, issue and allot equity shares to the employees under Employee Stock Option Scheme, has been obtained.

5. Shareholders' Committees:

(a) **Shareholders'/Investors' Grievance Committee:**

The Corporation constituted Shareholders'/Investors' Grievance Committee on 25th July, 2001 in accordance with the requirements of Clause 49 of the Listing Agreements with Stock Exchanges.

The present Committee consists of 3 Non-Executive Directors namely:

Mr. A. K. Hirjee – Chairman

Mr. M. L. Apte

Mr. Jeh Wadia

During the year under review, four Meetings of the Shareholders'/Investors' Grievance Committee were held, the dates being 27th May, 2010, 10th August, 2010, 23rd November, 2010 and 10th February, 2011. Mr. A. K. Hirjee, Mr. M. L. Apte & Mr. Jeh Wadia attended all the aforesaid meetings.

This Committee looks into the redressing of shareholders' and investors' complaints like transfer/transmission of shares, non-receipt of balance sheets, non-receipt of dividend, etc.

(b) **Share Transfer Committee:**

The Board has given authority to any 2 Directors residing in Mumbai to approve the transfer deeds presented for transfer of shares of the Corporation. The transfer deeds received are sent to the Directors normally twice in a month for their approval and the same are confirmed at the subsequent Board Meeting.

All shares received for transfer were registered and dispatched within 30 days of receipt, if the documents were correct and valid in all respects. The transfer deeds were sent 23 times during the year, for approval of the Directors.

Name and designation of Compliance Officer:

Mr. Nitin H. Datanwala, Vice President Corporate & Company Secretary.

No. of Shareholders' complaints received during the year : 15.

No. of Complaints not resolved to the satisfaction of shareholders : Nil.

No. of pending complaints : Nil.

6. General Body Meetings:

(a) Location and time of General Meetings:

Sr. No	Type	Date	Location	Time
1.	AGM	10th August, 2010.	Rama Watumull Auditorium, K. C. College, Dinshaw Vachha Road, Churchgate, Mumbai - 400 020	4.00 P.M.
2.	AGM	28th July, 2009.	Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai - 400 020	4.00 P.M.
3.	AGM	30th July, 2008.	Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai - 400 020	4.00 P.M.

(b) The details of Special Resolutions passed in the previous 3 AGMs:

Financial Year ended	Date and Time	Venue	Special Resolutions passed
31st March,2008	30th July, 2008, 4.00 p.m.	Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai 400 020	– Approval under Section 309 (4) read with Section 309 (7) of the Companies Act to pay its Directors (Other than Managing Director, the Deputy Managing Director or the Whole time Director) commission not exceeding 1% of the net profits of the Corporation for each of five financial years commencing from 1st April, 2008.
31st March, 2009	28th July, 2009, 4.00 p.m.	Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai 400 020	– Approval under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Corporation for mortgaging and/or charging and/or pledging all or any of the immovable properties and movable properties, to secure any loans or borrowings from such banks, financial institutions or any other person or other indebtedness incurred by the Corporation in an amount not exceeding ₹ 400 Crores over the aggregate of the paid-up capital and free reserves of the Corporation apart from the temporary loans obtained from the Corporation's bankers in the ordinary course of business. – Approval under Section 163 of the Companies Act, 1956 to keep Register of Members, the Index of Members and copies of all Annual Returns prepared under Section 159 of the Act, together with the copies of the certificates and documents required to be annexed thereto under Section 161 of the Act, or any one or more of them be kept at the office of the Corporation's Registrar and Share Transfer Agents, M/s. Sharepro Services, at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072.
31st March, 2010	10th August, 2010 at 4.00 p.m.	Rama Watumull Auditorium, K. C. College, Dinshaw Vachha Road, Churchgate, Mumbai - 400 020	No Special Resolution.

(c) The details of Special Resolutions passed last year through postal ballot : Not Applicable

(d) Person who conducted the postal ballot exercise: Not Applicable

(e) Whether any Special Resolution is proposed to be conducted through postal ballot at the ensuing AGM: No

(f) Procedure for postal ballot: Not Applicable.

7. Other Disclosures:

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Corporation at large:

— None.

(b) Disclosure of Accounting Treatment:

— In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.

(c) Board Disclosures – Risk Management:

— The Corporation has adopted and implemented Risk Management Systems and Procedures as structured by a Consultant, in respect of its Corporate Office and major units like South India Plantations, BCL Springs Division and Sunmica Division.

(d) The Corporation has adopted a Code of Conduct for prevention of Insider Trading in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, for prevention of Insider Trading in the shares of the Corporation by its Directors and Designated Employees.

(e) Details of non-compliance by the Corporation, penalties, strictures imposed on the Corporation by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years:

— None.

(f) Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

— Presently, the Corporation does not have a Whistle Blower Policy.

(g) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause:

— The Corporation has complied with all the mandatory requirements of this Clause. As regards the non-mandatory requirements, the extent of compliance has been stated in this report against each item.

8. Means of Communication:

(i) The quarterly, half-yearly and yearly financial results of the Corporation are sent to the Stock Exchanges immediately after these are approved by the Board.

(ii) Quarterly results: Quarterly results are published in newspapers such as Free Press Journal in English and Navshakti in Marathi.

(iii) Any Website displayed: Yes – http://www.bbtcl.com

(iv) Whether it also displays official news releases: No.

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

(vi) Whether Management Discussion and Analysis Report is a part of Annual Report or not: Yes.

9. General Shareholder Information:

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

5th August, 2011 — 11.30 a.m. at Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai - 400 020.

(b) **Financial Calendar (tentative):**

Financial reporting for the quarter ending June, 2011	By 15th August, 2011
Financial reporting for the quarter ending September, 2011	By 15th November, 2011
Financial reporting for the quarter ending December, 2011	By 15th February, 2012
Financial reporting for the year ending March 31, 2012	By 31st May, 2012
Annual General Meeting for the year ending March 31, 2012	Last week of July 2012

(c) Book closure period: 23rd July, 2011 to 5th August, 2011 (both days inclusive).

(d) Dividend payment date: 17th August, 2011.

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

(1) Bombay Stock Exchange Limited, Mumbai.

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

Listing fees as prescribed, have been paid to the aforesaid Stock Exchanges upto March, 2012.

(f)

Stock Code	: BSE	National Stock Exchange (NSE)
Physical form	: 1425	BBTC EQ.
Demat form	: 501425	BBTC EQ.

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

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

(i) **Registrar & Transfer Agents**: Sharepro Services (India) Private Ltd.

Registered Office:

Unit: The Bombay Burmah Trading Corporation, Limited
13AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai 400 072
Tel: 67720403 • Fax: 2837 5646 • E-mail: sharepro@vsnl.com

Investor Relation Centre:
912, Raheja Centre, Free Press Journal Road,
Nariman Point, Mumbai 400 021

(j) **Share Transfer System:**

Share Transfers in physical form are registered and returned within a period of 30 days from the date of receipt in case documents are complete in all respects. The total number of transfers/transmissions received and total number of shares transferred/transmitted during the year 1st April, 2010 to 31st March, 2011 were:

Particulars	No. of Transfers	No. of Shares
Transfers	91	9,810
Transmission	31	8,660
Total	122	18,470

(k) **Dematerialisation of shares and liquidity:**

80.07 % of the paid-up capital of the Corporation has been dematerialised as on 31st March, 2011.

Trading in Equity Shares of the Corporation is permitted only in dematerialised form.

(l) (i) **Distribution of shareholding as on 31st March, 2011.**

Group of Shares	No. of Shareholders	No. of Shares held	% of Total Shares
1 to 500	11,898	11,64,534	8.35%
501 to 1000	605	4,32,903	3.10%
1001 to 2000	319	4,48,564	3.22%
2001 to 3000	94	2,33,808	1.67%
3001 to 4000	40	1,40,824	1.01%
4001 to 5000	33	1,47,964	1.06%
5001 to 10000	58	4,09,520	2.93%
10001 and above	30	10,976,263	78.66%
Total	**13,077**	**1,39,54,380**	**100.00%**

(ii) **Shareholding pattern as on 31st March, 2011.**

	No. of Shares held	% of Shares
Promoter Group*	91,93,649	65.88
Financial Institutions	1,61,137	1.15
Nationalised Banks	18,270	0.13
Mutual Fund & UTI	150	0.01
FIIs	19,709	0.14
Others	45,61,465	32.69
Total	**1,39,54,380**	**100.00**

* Promoter Group Companies:

Mr. Nusli N. Wadia and his relatives in terms of Section 6 of the Companies Act, 1956, Archway Investments Company Ltd., Jehreen Investments Private Ltd., Lochness Investments Private Ltd., Nowrosjee Wadia & Sons Ltd., N. W. Exports Ltd., Damascus Investments & Trading Co. Ltd., Gherzi Eastern Investments Ltd., Nessville Trading Pvt. Ltd., National Peroxide Ltd., Naperol Investments Ltd., Varnilam Investments & Trading Co. Ltd., Pointers Export Pvt. Ltd., Sunflower Investments & Textiles Pvt. Ltd., Go Investments and Trading Private Ltd. and their holding companies, subsidiary companies and associates.

(m) Plant Locations:

Tea and Coffee Estates :

(1) Mudis Group of Estates, Mudis P.O. 642117, Coimbatore Dist. Tamil Nadu State.

(2) Singampatti Group of Estates, Manjolai P.O. 627 420, Tirunelveli Dist. Tamil Nadu State.

(3) Dunsandle Estate, Dunsandle P.O., Ootacamund 643 005, Nilgiri Dist., Tamil Nadu State.

(4) Elk Hill Group of Estates, P.O. Box No.12, Sidapur P & T.O. 571253, South Coorg, Karnataka State.

(5) Usambara Group,
Marvera & Herkulu Estate,
P.O. Box 22, Soni, Tanzania.

Sunmica Division	:	Plot No. 23 to 26 and 46 to 48, Sector 5, II E, Pant Nagar Industrial Estate Rudrapur, Udhamsingh Nagar Uttarakhand - 263 153.
BCL Springs Division	:	M.I.D.C. Industrial Area, Plot F - 13 Chikalthana, Aurangabad - 431 210 Maharashtra State.
	:	K-103, MIDC, Waluj, Aurangabad – 431 133 Maharashtra State.
Weighing Products Division	:	Plot 304, GIDC, Valsad Industrial Estate, Gundlav, Valsad 396 035, Gujarat State.
Dental Products of India Division	:	Plot No. 23 to 26 and 46 to 48, Sector 5, II E, Pant Nagar Industrial Estate Rudrapur, Udhamsingh Nagar Uttarakhand 263 153.
Malaysian Branch	:	Suite 628, 6th Floor, Pan Global Plaza, Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia.
Address Correspondence	for:	9, Wallace Street, Fort, Mumbai - 400 001.
E-Mail	:	bbtcl@bom2.vsnl.net.in

B. NON-MANDATORY REQUIREMENTS:

1. (a) Whether Chairman of the Board is entitled to maintain a Chairman’s office at the Corporation’s expense and also allowed reimbursement of expenses incurred in performance of his duties:

   — Yes. The Corporation reimburses Chairman’s proportionate office expenses.

   (b) Independent Directors may have a tenure not exceeding, in the aggregate, a period of nine years, on the Board of the Corporation:

   — All the Independent Directors have a tenure exceeding, in the aggregate, a period of nine years, on the Board of the Corporation, except Mr. B. N. B. Tao.

2. Remuneration Committee:

   — Please refer to Sr. No. A. 4(b) of this Report.

3. Shareholder rights – The half-yearly declaration of financial performance including summary of the significant events in last six months should be sent to each household of Shareholders:

   — As the Corporation’s half-yearly results are published in English newspapers having a circulation all over India and in a Marathi newspaper (having a circulation in Mumbai) the same are not sent to the Shareholders of the Corporation.

4. Audit Qualification:

   — Presently not applicable

5. Training of Board Member – Corporation may train its Board Members in the business model of the Corporation as well as the risk profile of the business parameters of the Corporation, their responsibilities as directors, and the best ways to discharge them:

   — Presently the Corporation does not have such a training programme.

6. Mechanism for evaluating non-executive Board Members – The performance evaluation of non-executive Directors may be done by a peer group comprising the entire Board of Directors, excluding the Director being evaluated; and Peer Group evaluation should be the mechanism to determine whether to extend/continue the terms of appointment of Non-Executive Directors:

   — Presently the Corporation does not have such a mechanism.

7. Whistle Blower Policy:

   — Presently the Corporation does not have a Whistle Blower Policy.

DECLARATION

As provided under Clause 49 of the Listing agreement with the Stock Exchanges, this is to confirm that all the Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2011.

For The Bombay Burmah Trading Corporation, Limited

Ashok Panjwani
Managing Director

Mumbai, 27th May, 2011

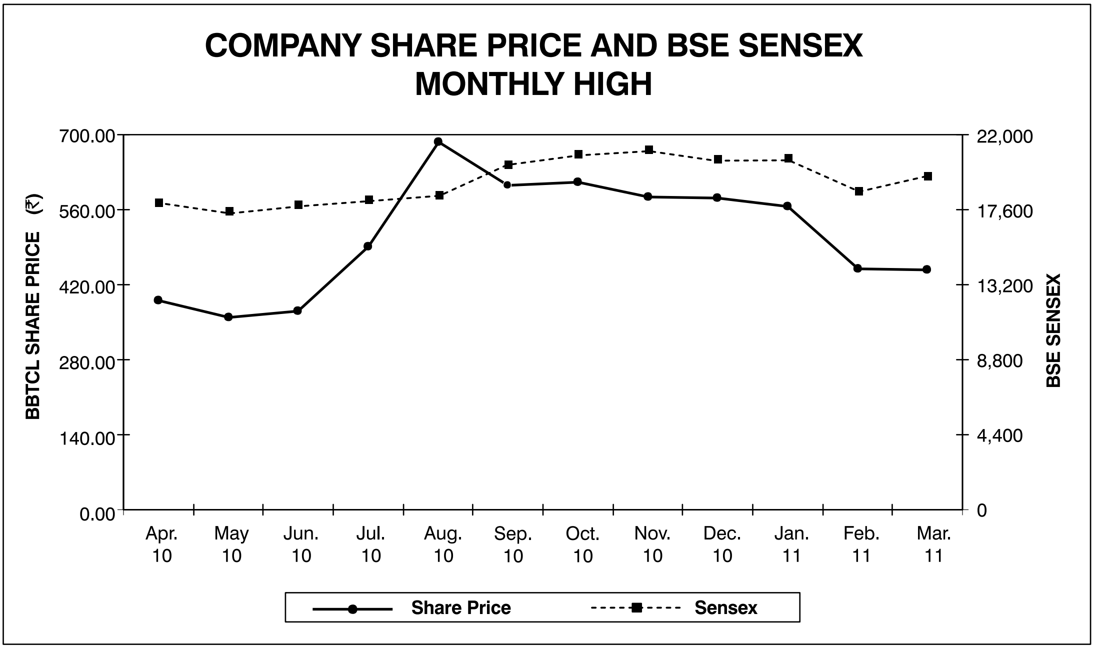
Annexure 1

BSE NSE Market Data – 2010-2011

Month	Month's High Price (In ₹)		Month's Low Price (In ₹)		No. of Shares Traded		No. of Trades		Value ₹ (In Lakhs)	
	BSE	NSE	BSE	NSE	BSE	NSE	BSE	NSE	BSE	NSE
April, 2010	390.00	390.00	345.10	341.05	69,188	29,615	1,782	1,210	251.35	107.30
May, 2010	359.80	364.95	299.50	297.00	34,005	27,614	1,087	1,041	112.25	91.30
June, 2010	371.00	380.00	297.00	305.00	110,711	44,186	2,337	1,204	374.27	149.19
July, 2010	491.00	490.50	350.00	350.00	266,055	199,679	8,728	8,868	1,160.63	865.43
August, 2010	685.80	686.00	451.00	455.00	3,876,185	5,344,072	115,940	202,753	24,117.65	33,423.55
September, 2010	605.35	604.90	525.00	524.95	439,939	531,908	15,538	22,684	2,498.78	3,027.43
October, 2010	611.55	610.00	515.50	515.10	267,000	332,130	10,276	14,592	1,534.34	1,909.81
November, 2010	584.00	581.00	392.10	382.25	94,588	123,317	3,940	5,101	492.47	629.16
December, 2010	582.10	584.00	363.00	371.00	365,711	699,726	17,812	35,113	1,859.93	3,548.80
January, 2011	566.70	569.30	405.05	405.00	301,650	569,528	14,602	30,366	1,483.47	2,800.08
February, 2011	450.00	429.00	352.05	352.05	98,300	149,067	4,573	7,098	390.51	599.65
March, 2011	447.70	447.00	372.00	373.00	424,549	607,542	10,880	23,310	1,746.30	2,528.98

Annexure 2

STOCK PERFORMANCE



CERTIFICATE

Certificate of Compliance with the Corporate Governance requirements under Clause 49 of the Listing Agreement

To the Members of The Bombay Burmah Trading Corporation, Limited

We have examined the compliance of conditions of corporate governance by **The Bombay Burmah Trading Corporation, Limited** ("the Company") for the year ended on 31 March 2011, as stipulated in Clause 49 of the Listing Agreements entered into by the Company with Stock Exchanges.

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

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

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

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

Bhavesh Dhupelia
Partner
Membership No: 042070

Mumbai:
Dated: 27 May 2011

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We, Ashok Panjwani, Managing Director and Nitin H. Datanwala, Vice President Corporate and Company Secretary, of The Bombay Burmah Trading Corporation, Limited to the best of our knowledge and belief, certify that:

(a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

  (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

  (ii) these statements together present a true and fair view of the Corporation's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Corporation during the year which are fraudulent, illegal or violative of the Corporation's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Corporation and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the audit committee:

  (i) significant changes in internal control during the year;

  (ii) all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and

  (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Corporation's internal control system.

(e) We affirm that we have not denied any personnel, access to the audit committee of the Corporation (in respect of matters involving alleged misconduct) and we have provided protection to 'whistle blowers' from unfair termination and other unfair or prejudicial employment practices; and

(f) We further declare that all board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Ashok Panjwani
Managing Director

N. H. Datanwala
Vice President Corporate and Company Secretary

Mumbai
Dated: 27th May, 2011

AUDITORS' REPORT

TO THE MEMBERS OF
THE BOMBAY BURMAH TRADING CORPORATION, LIMITED

We have audited the attached Balance Sheet of The Bombay Burmah Trading Corporation, Limited ('the Company') as at 31 March 2011, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto, in which are incorporated the returns from Johor Bahru, Usambara and South India branches audited by branch auditors appointed under section 228 of the Companies Act, 1956. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 ('the Act'), we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

(a) we have obtained all information and explanations which to the best of our knowledge and belief were necessary for the purposes of 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 these books and proper returns adequate for the purpose of our audit have been received from the Johor Bahru, Usambara and South India branches audited by branch auditors;

(c) the audit reports of the Johor Bahru, Usambara and South India branches audited by branch auditors has been forwarded to us and has been dealt with by us in preparing this report;

(d) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account and with the audited branch returns;

(e) in our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;

(f) on the basis of written representations received from the directors of the Company as at 31 March 2011 and taken on record by the board of directors, we report that none of the director is disqualified as on 31 March 2011 from being appointed as a director of the Company under clause (g) of sub-section (1) of section 274 of the Act; and

(g) in our opinion and to the best of our information and according to the explanations given to us, the said financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

i. in case of the balance sheet, of the state of affairs of the Company as at 31 March 2011;

ii. in case of the profit and loss account, of the profit of the Company for the year ended on that date; and

iii. in case of the cash flow statement, of the cash flows of the Company for the year ended on that date.

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

Bhavesh Dhupelia
Partner
Membership No.: 042070

Mumbai
Date: 27 May 2011

ANNEXURE TO AUDITORS' REPORT – 31 MARCH 2011

With reference to the Annexure referred to in our report of even date, we report that:

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

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed in respect of assets verified during the year.

(c) Fixed assets disposed off during the year were not substantial, and do not affect the going concern assumption.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.

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

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

iii. The Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under section 301 of the Act.

iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control system in respect of these areas.

v. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

(b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of Rs. 5 lacs with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

vi. The Company has not accepted any deposits from the public.

vii. In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.

viii. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under section 209(1)(d) of the Act in respect of building products division of the Company in regard to Synthetic Resins and Plastics and branch auditors have reviewed the said records in respect of South India branches in regard to tea and coffee plantations products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

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

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Investor Education and Protection Fund, Income tax, Sales tax, Wealth tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues were in arrears as at 31 March 2011 for a period of more than six months from the date they became payable.

There were no dues on account of Cess under section 441A of the Act, since the date from which the aforesaid section comes into force has not yet been notified by the Central Government.

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

(Rs. in lacs)

		Forum where dispute is pending		
Name of the Statute / Nature of dues	**Period to which the amount relates**	**Commissionarate**	**Appellate Authorities & Tribunal**	**Total Amount**
Central Excise Act	2005-06	Central Board of Excise & Customs	High Court	1.47
Central Excise Act	May 2004 to December 2005	Central Board of Excise & Customs	Appellate tribunal of Central Excise	37.65
Central Excise Act	September 2004 to January 2007	Central Board of Excise & Customs	Appellate tribunal of Central Excise	3.45

x. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers. The Company did not have any outstanding dues to any debenture holders and financial institutions.

xii. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii. The Company is not a chit fund/nidhi/mutual benefit fund/society.

xiv. The Company is not dealing or trading in shares, securities, debentures and other investments.

xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

xvi. In our opinion and according to the information and explanations given to us, the term loans taken by the company have been applied for the purpose for which they were raised.

xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.

xviii. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Act.

xix. The Company did not have any outstanding debentures during the year.

xx. The Company has not raised any money by public issues during the year.

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

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

Bhavesh Dhupelia
Partner
Membership No.: 042070

Mumbai
Date: 27 May 2011

BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	Schedule No.	As at 31st March, 2011 ₹	₹	As at 31st March, 2010 ₹	₹
I. SOURCES OF FUNDS:					
1. SHAREHOLDERS' FUNDS —					
(a) Capital	1	1,396.27		1,396.27	
(b) Reserves and Surplus	2	12,983.60		6,479.30	
			14,379.87		7,875.57
2. LOAN FUNDS —					
(a) Secured Loans	3	24,170.59		24,371.98	
(b) Unsecured Loans	4	3,005.21		3,013.29	
			27,175.80		27,385.27
3. DEFERRED TAX LIABILITY (Net)			168.48		289.28
TOTAL			41,724.15		35,550.12
II. APPLICATION OF FUNDS:					
1. FIXED ASSETS —					
(a) Gross Block	5	19,817.20		18,083.41	
(b) Less: Depreciation		8,949.05		8,126.94	
(c) Net Block		10,868.15		9,956.47	
(d) Capital Work-in-Progress		235.58		368.60	
			11,103.73		10,325.07
2. INVESTMENTS —	6		10,677.06		10,673.22
3. FOREIGN CURRENCY MONETARY ITEM TRANSLATION DIFFERENCE ACCOUNT			—		127.45
4. CURRENT ASSETS, LOANS AND ADVANCES —					
(a) Inventories	7	9,615.45		8,592.41	
(b) Sundry Debtors	8	5,376.29		5,602.99	
(c) Cash and Bank Balances	9	1,302.42		1,464.03	
(d) Other Current Assets	10	48.09		31.26	
(e) Loans and Advances	11	11,051.49		4,919.97	
		27,393.74		20,610.66	
LESS: CURRENT LIABILITIES AND PROVISIONS —					
(a) Liabilities	12	5,263.65		5,333.79	
(b) Provisions	13	2,186.73		852.49	
		7,450.38		6,186.28	
NET CURRENT ASSETS			19,943.36		14,424.38
TOTAL			41,724.15		35,550.12
SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS	22				

As per our attached report of even date.

The above Balance Sheet including Schedule Numbers 1 to 13 and 22 is hereby authenticated by us.

For and on behalf of the Board,

For B S R & Co.
Chartered Accountants
Firm's Registration No. 101248W

Bhavesh Dhupelia
Partner
Membership No. 042070

Mumbai,
Dated : 27th May, 2011

		NUSLI N. WADIA	*Chairman*
A. PANJWANI	*Managing Director*	K. MAHINDRA	*Director*
NESS WADIA	*Managing Director*	M. L. APTE	*Director*
N. H. DATANWALA	*Vice President Corporate & Co. Secretary*	VINITA BALI	*Director*

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Lakhs)

	Schedule No.	₹	₹	Previous Year ₹	Previous Year ₹
INCOME					
Sales	14	32,051.56		*30,110.83*	
Less: Excise Duty recovered on Sales		1,106.14		*722.67*	
Net Sales			30,945.42		*29,388.16*
Other Income	15		9,723.15		*1,942.90*
			40,668.57		*31,331.06*
EXPENDITURE					
Increase in Stocks	16		(822.69)		*(1,432.25)*
Raw Materials Consumed			12,756.46		*12,111.81*
Purchase of Trading Goods			1,072.90		*913.92*
Operation and Other Expenses	17		9,404.82		*9,718.61*
Payments to and Provision for Employees	18		5,315.97		*5,135.36*
Cost relating to Real Estate Division	19		12.92		*20.02*
Interest	20		1,815.21		*1,983.14*
Depreciation and Amortisation			885.59		*805.78*
			30,441.18		*29,256.39*
PROFIT BEFORE EXCHANGE LOSS ON FOREIGN CURRENCY LOANS			10,227.39		*2,074.67*
Less: Loss on Exchange (Net)/Derivative Loss			622.46		*848.37*
PROFIT BEFORE TAXATION			9,604.93		*1,226.30*
Provision for Taxation	21		1,950.73		*(139.25)*
PROFIT AFTER TAXATION			7,654.20		*1,365.55*
Brought Forward from Previous Year			656.03		*—*
AMOUNT AVAILABLE FOR APPROPRIATION			8,310.23		*1,365.55*
APPROPRIATIONS					
Proposed Dividend			976.81		*488.40*
Corporate Dividend Tax thereon			158.46		*81.12*
Transferred to General Reserve			800.00		*140.00*
Surplus carried to Balance Sheet			6,374.96		*656.03*
			8,310.23		*1,365.55*
Basic and Diluted Earnings per Share (in ₹) – Face Value ₹ 10/- each			54.85		*9.79*
Refer Note No.12 of Schedule No. 22					
SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS	22				

As per our attached report of even date.

The foregoing Profit and Loss Account for the year ended 31st March, 2011 including Schedule Numbers 14 to 22 is hereby authenticated by us.

For and on behalf of the Board,

For B S R & Co.
Chartered Accountants
Firm's Registration No. 101248W

Bhavesh Dhupelia
Partner
Membership No. 042070

Mumbai,
Dated : 27th May, 2011

NUSLI N. WADIA *Chairman*

A. PANJWANI *Managing Director*
NESS WADIA *Managing Director*
N. H. DATANWALA *Vice President Corporate & Co. Secretary*

K. MAHINDRA *Director*
M. L. APTE *Director*
VINITA BALI *Director*

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR YEAR ENDED 31ST MARCH, 2011

(₹ in Lakhs)

				Previous Year	
		₹	₹	₹	₹
A.	**Cash flows from operating activities:**				
	Profit before Taxation		**9,604.93**		*1,226.30*
	Adjustments for:				
	Depreciation	**885.59**		*805.78*	
	Loss on Exchange (net)	**622.46**		*848.37*	
	Profit on Sale of long term invesments (Subsidiary)	**(6,693.91)**		—	
	Loss/(Profit) on Sale of Fixed Assets (Net)	**(23.74)**		*17.05*	
	Assets discarded written off	**—**		*5.63*	
	Currency alignment on conversion of accounts of non-integral foreign branches on Investments	**(5.87)**		*0.69*	
	Provision for Doubtful Debts (Net)	**54.96**		*131.31*	
	Excess Provision written back	**(18.91)**		*(12.66)*	
	Advances/Doubtful Debts written off	**11.76**		*1.23*	
	Provision for Doubtful Advances	**2.39**		*129.24*	
	Interest expense	**1,815.21**		*1,983.14*	
	Interest income	**(410.76)**		*(507.78)*	
	Dividend income	**(626.45)**		*(414.17)*	
			(4,301.18)		*2,987.83*
	Operating Profit before working capital changes		**5,303.75**		*4,214.13*
	Adjustments for:				
	Increase in Sundry Debtors and other receivables	**(277.22)**		*(335.03)*	
	Increase in Inventories	**(1,023.04)**		*(1,498.20)*	
	Increase/(Decrease) in Sundry Creditors and Provisions	**(46.67)**		*1,806.51*	
			(1,346.93)		*(26.72)*
	Cash from operations		**3,956.82**		*4,187.41*
	Currency alignment on conversion of accounts of non-integral foreign branches & on fixed assets		**7.78**		*(37.69)*
	Direct taxes paid (Net)		**(490.76)**		*(199.65)*
	Net cash generated from operating activities		**3,473.84**		*3,950.07*
B.	**Cash flows from investing activities:**				
	Purchase of fixed assets		**(1,728.66)**		*(1,390.82)*
	Proceeds from sale of fixed assets		**65.74**		*27.29*
	Advance Subscription towards Capital of Leila Lands Sendirian Berhad (a wholly owned Subsidiary Company		**(5,245.26)**		—
	Proceeds from sale of long term investments (Subsidiary)		**6,696.00**		—
	Advances & Loans to Subsidiaries (Net)		**(506.33)**		*(350.71)*
	Bank Deposits made during the year		**(398.64)**		*(397.01)*
	Bank Deposits withdrawn during the year		**397.01**		*4,676.18*
	Interest income		**393.93**		*691.98*
	Dividend income		**626.45**		*1,330.24*
	Direct Taxes paid (On sale of Subsidiary)		**(1,323.93)**		—
	Net cash (used in) generated from investment activities		**(1,109.78)**		*4,587.15*

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR YEAR ENDED 31ST MARCH, 2011 (Contd.)

(₹ in Lakhs)

				Previous Year	
		₹	₹	₹	₹
C.	**Cash flow from financing activities:**				
	Proceeds of term loans		**78.39**		*8,519.96*
	Repayment of term loans		**(4,660.71)**		*(13,776.95)*
	(Repayment)/Proceeds of Cash Credit/Overdraft acccount		**4,372.85**		*(918.59)*
	Foreign exchange loss realised		**22.99**		—
	Interest paid		**(1,777.69)**		*(2,047.46)*
	Dividends paid (including Corporate Dividend Tax)		**(563.13)**		*(160.66)*
	Net cash used in financing activities		**(2,527.30)**		*(8,383.70)*
	Net increase/(decrease) in cash and cash equivalents (A + B + C)		**(163.24)**		*153.52*
	Cash and cash equivalents as at the commencement of the year		**1,067.02**		*913.50*
	Cash and cash equivalents as at the end of the year		**903.78**		*1,067.02*
	Net increase/(decrease) as disclosed above		**(163.24)**		*153.52*
	Components of Cash and Cash Equivalents as at		**31-03-2011**		*31-03-2010*
	Cash on hand		**13.41**		*34.53*
	Balances with Banks – on Current Account		**890.37**		*1,032.49*
			903.78		*1,067.02*

Notes:

(1) The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard – 3 (AS - 3) "Cash Flow Statements" as notified under the Companies (Accounting Standards) Rules, 2006.

(2) Component of Cash and Cash Equivalents exclude bank deposits with maturity of more than 3 months aggregating to ₹ **398.64 lakhs** *(Previous Year ₹ 397.01 lakhs).*

(3) Figures relating to Previous Year have been recast where necessary to conform to figures of the current year.

As per our attached report of even date.

For and on behalf of the Board,

For B S R & Co.
Chartered Accountants
Firm's Registration No. 101248W

NUSLI N. WADIA *Chairman*

Bhavesh Dhupelia
Partner
Membership No. 042070

A. PANJWANI *Managing Director*
NESS WADIA *Managing Director*
N. H. DATANWALA *Vice President Corporate & Co. Secretary*

K. MAHINDRA *Director*
M. L. APTE *Director*
VINITA BALI *Director*

Mumbai,
Dated : 27th May, 2011

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	₹	As at 31st March, 2011 ₹	As at 31st March, 2010 ₹
SCHEDULE NO. 1			
SHARE CAPITAL:			
AUTHORISED —			
1,50,00,000 Equity Shares of ₹ 10/- each		**1,500.00**	*1,500.00*
		1,500.00	*1,500.00*
ISSUED AND SUBSCRIBED —			
1,39,54,380 Equity Shares of ₹ 10/- each fully paid-up		**1,395.44**	*1,395.44*
Of the above —			
(1) 25,000 Shares of ₹ 10/- each are allotted as fully paid-up pursuant to a contract without payment being received in cash and 1,25,000 Shares of ₹ 10/- each are allotted as fully paid-up pursuant to the Scheme of Arrangement for relinquishment of special rights attached to the original shares.			
(2) 1,07,94,377.50 Shares of ₹ 10/- each are allotted as fully paid-up by way of Bonus Shares by capitalisation of General Reserve and Securities Premium Account.			
(3) On 10,50,000 Shares of ₹ 10/- each a sum of ₹ 6/- per share was credited by way of Bonus by capitalisation of Reserves.			
Add: Forfeited Shares —			
Amount paid-up		**0.83**	*0.83*
TOTAL		**1,396.27**	*1,396.27*

SCHEDULE NO. 2			
RESERVES AND SURPLUS:			
Capital Reserve Account —			
As per last Balance Sheet		**89.47**	*89.47*
Securities Premium Account —			
As per last Balance Sheet		**3,637.21**	*3,637.21*
Foreign Currency Translation Reserve Account —			
As per last Balance Sheet	**(32.87)**		*47.89*
Less: Amount transferred on account of resulting exchange differences on conversion of non-integral foreign branches	**(14.63)**		*(80.76)*
		(47.50)	*(32.87)*
General Reserve Account —			
As per last Balance Sheet	**2,129.46**		*1,989.46*
Add: Transfer from Profit and Loss Account	**800.00**		*140.00*
		2,929.46	*2,129.46*
Profit and Loss Account		**6,374.96**	*656.03*
TOTAL		**12,983.60**	*6,479.30*

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

	As at 31st March, 2011 ₹	As at 31st March, 2010 ₹
	(₹ in Lakhs)	
SCHEDULE NO. 3		
SECURED LOANS:		
Loans and Advances from Banks —		
Cash Credit/Overdraft Accounts/Working Capital Demand Loans (Secured by hypothecation of all stocks of Raw Materials, Finished Goods, Semi-finished Goods, Goods-in-process, Stores and Book Debts, both present and future and further secured by charge on property/investments as described below and Bank Deposits in Schedule 9).	**5,405.66**	*1,032.81*
Term Loans —		
Term Loans and other facilities sanctioned from a Bank aggregating to ₹ 18,000 lakhs are secured by way of an Equitable Mortgage by Deposit of title deeds of Mudis and Singampatti Estates together with Buildings and structures thereon and all plant and machinery permanently attached to the earth and by way of hypothecation of current assets including inventories and receivables, present and future, subject to the prior charges created in favour of the Corporation's bankers for working capital requirements. The said facilities are further secured by way of any equitable mortgage by deposit of title deeds off leasehold land at Akurdi, Pune.		
Term Loan and other facilities sanctioned from a Bank aggregating to ₹ 15,100 lakhs are secured by an extension of first charge on Elkhill estates and exclusive charge on Fixed Assets including land of Sunmica Division at Rudrapur, Uttaranchal and also by way of first charge on BCL Springs Division at Aurangabad as collateral. Additional Term Loan sanctioned from the said Bank aggregating to ₹ 10,000 lakhs is to be secured by extension of exclusive first charge over Elk-hill estate and extension of first charge on BCL Springs Division at Aurangabad.	**18,624.85**	*23,277.48*
Loans from Others (Loans are secured by a lien on vehicles purchased.	**140.08**	*61.69*
TOTAL	**24,170.59**	*24,371.98*

SCHEDULE NO. 4		
UNSECURED LOANS:		
Intercorporate Deposits	**5.00**	*13.00*
Short Term Loan from Bank	**3,000.00**	*3,000.00*
Other Loans: from Others	**0.21**	*0.29*
TOTAL	**3,005.21**	*3,013.29*

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

SCHEDULE NO. 5

FIXED ASSETS:

(₹ in Lakhs)

	Original/ Revalued Cost or Balance as at 1st Apr., 2010	Cost of Additions during the year	Cost of Disposals/ Transfers during the year	Currency Alignment on Opening Balance	**Cost/ Revalued Cost or Balance as at 31st March, 2011**	Accumulated Depreciation/ Amortisation as on 1st April 2010	Depreciation/ Amortisation for the year	Currency Alignment for the year	Depreciation/ Amortisation on Disposals/ Transfers during the year	**Depreciation/ Amortisation to 31st March, 2011**	**Net Book Value as at 31st March, 2011**	*Net Book Value as at 31st March, 2010*
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
INTANGIBLE ASSETS:												
Goodwill	52.09	—	—	—	**52.09**	41.68	10.41	—	—	**52.09**	**—**	*10.41*
Technical know-how	25.64	—	—	—	**25.64**	25.64	—	—	—	**25.64**	**—**	—
Computer Software	49.43	—	—	—	**49.43**	31.00	1.08	—	—	**32.08**	**17.35**	*18.43*
LAND:												
Freehold	181.19	—	—	—	**181.19**	—	—	—	—	**—**	**181.19**	*181.19*
Leasehold	417.25	—	—	(0.04)	**417.21**	25.96	4.97	(0.01)	—	**30.92**	**386.29**	*391.29*
ROADS	101.93	3.05	—	—	**104.98**	44.48	3.18	—	—	**47.66**	**57.32**	*57.45*
DEVELOPMENT – Plantations	1,674.64	238.48	—	(0.15)	**1,912.97**	24.78	2.49	—	—	**27.27**	**1,885.70**	*1,649.86*
BUILDINGS	* 2,938.99	174.86	(17.18)	(4.97)	**3,091.70**	1,155.55	114.01	(0.86)	(5.69)	**1,263.01**	**1,828.69**	*1,783.44*
PLANT AND MACHINERY	** 11,430.64	1,254.17	(25.58)	(28.60)	**12,630.63**	6,151.16	676.78	(10.42)	(17.26)	**6,800.26**	**5,830.37**	*5,279.48*
MOTOR VEHICLES AND TRACTORS	# 530.89	172.33	(46.31)	(3.15)	**# 653.76**	304.13	38.55	(3.27)	(24.92)	**314.49**	**339.27**	*226.76*
FURNITURE AND FIXTURES	680.72	18.79	(1.64)	(0.27)	**697.60**	322.56	34.12	(0.21)	(0.84)	**355.63**	**341.97**	*358.16*
TOTAL	**18,083.41**	**1,861.68**	**(90.71)**	**(37.18)**	**19,817.20**	**8,126.94**	**885.59**	**(14.77)**	**(48.71)**	**8,949.05**	**10,868.15**	
PREVIOUS YEAR TOTAL	*17,184.55*	*1,223.71*	*(260.43)*	*(64.42)*	*18,083.41*	*7,552.97*	*805.78*	*(21.35)*	(210.46)	*8,126.94*		*9,956.47*
CAPITAL WORK-IN-PROGRESS											**235.58**	*368.60*
										TOTAL:	**11,103.73**	*10,325.07*

* Includes ₹ **4.15 lakhs** in respect of which documents evidencing title are held in the name of the Corporation's nominee, which includes cost of 160 shares of ₹ 50 each fully paid-up of the New Cosmopolitan Housing Society Ltd.

** Includes ₹. **1,304.85 lakhs** being the Revalued Cost of Plant & Machinery, which were revalued as on 30.9.1985.

\# Motor Vehicles and Tractors include ₹ **265.52 lakhs** *(Previous Year – ₹ 98.42 lakhs)* being cost of Assets purchased on Hire Purchase basis on which the lender has a lien.

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	(Face Value)	(Book Value) ₹	(Book Value) ₹	As at 31st March, 2011 (Book Value) ₹	*As at 31st March, 2010 (Book Value) ₹*
SCHEDULE NO. 6:					
INVESTMENTS:					
LONG TERM INVESTMENTS					
1. TRADE INVESTMENTS —					
SHARES OF OTHER COMPANIES (UNQUOTED) —					
Fully paid at Cost —					
1,774 Ordinary Shares of Anamallais Ropeway Co. Limited of ₹ 100 each	₹ **1.77**		**0.01**		*0.01*
5 Ordinary Shares of The Nilgiris Co-operative Central Stores Limited of ₹ 50 each (Face Value ₹ 250, Book Value ₹ 255)	**—**		**—**		*—*
250 Shares of The Valparai Co-operative Wholesale Stores Limited of ₹ 10 each	₹ **0.03**		**0.03**		*0.03*
1 Share of The Coorg Orange Growers' Co-operative Society Limited of ₹ 100 (Face Value ₹ 100, Book Value ₹ 100)	**—**		**—**		*—*
50 "Member" Shares of The Tanganyika Farmers' Co-operative Association Limited of Shs. 1,000 each (Face Value Shs. 50,000, Book Value ₹ 3,090)	₹ **0.03**		**0.02**		*0.02*
				0.06	*0.06*
2. OTHER INVESTMENTS —					
(A) SHARES OF OTHER COMPANIES					
Fully paid at Cost — (Quoted)					
59,28,875 Equity Shares of The Bombay Dyeing and Manufacturing Co. Limited, (BDMC) of ₹ 10 each.	₹ **592.89**		**9,868.91**		*9,868.91*
4,704 Equity Shares of Citurgia Biochemicals Limited, of ₹ 10 each	₹ **0.47**		**0.47**		*0.47*
16 Equity Shares of The Associated Cement Company Limited, of ₹ 10 each (Face Value ₹ 160, Book Value ₹ 160)	₹ **—**		**—**		*—*
Fully paid at Cost – (Unquoted) 48,000 Equity Shares of Inor Medical Products Limited of ₹ 10 each	₹ **4.80**		**0.29**		*0.29*
11,580 Equity Shares of B.R.T. Limited of ₹ 100 each	₹ **11.58**		**15.87**		*15.87*
4,999 Equity Shares of Lima Investment & Trading Company Pvt. Limited of ₹ 100 each	₹ **5.00**		**5.00**		*5.00*
2,44,991 Equity Shares of Lotus Viniyog Pvt. Limited of ₹ 10 each	₹ **24.50**		**24.50**		*24.50*
4,999 Equity Shares of Cincinnati Investment & Trading Company Pvt. Limited of ₹ 100 each	₹ **5.00**		**5.00**		*5.00*
Carried Forward			**9,920.04**		*9,920.04*
Carried Forward				**0.06**	*0.06*

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

		(Face Value)	(Book Value) ₹	(Book Value) ₹	As at 31st March, 2011 (Book Value) ₹	*As at 31st March, 2010 (Book Value) ₹*
SCHEDULE NO. 6:						
INVESTMENTS: *(Contd.)*						
Brought Forward					**0.06**	*0.06*
Brought Forward				**9,920.04**		*9,920.04*
4,999 Equity Shares of Roshnara Investment & Trading Company Pvt. Limited of ₹ 100 each	₹	**5.00**		**5.00**		*5.00*
1 Equity Share of The Bombay Burmah Trading Employees' Welfare Co. Limited, of ₹ 100 (Face Value ₹ 100, Book Value ₹ 100)		**—**		**—**		*—*
1 Equity Share of National Peroxide Employees' Welfare Company Limited of ₹ 100 (Face Value ₹ 100, Book Value ₹ 100)		**—**		**—**		*—*
TOTAL				**9,925.04**		*9,925.04*
(B) GOVERNMENT SECURITIES —						
Unquoted at Cost —	₹	**4.07**		**4.07**		*4.01*
(C) SHARES/DEBENTURES OF SUBSIDIARY COMPANIES —						
Fully paid at Cost (Unquoted) – 76,050 Ordinary Shares of Afco Industrial & Chemicals Limited of ₹ 100 each	₹	**76.05**	**60.02**			*60.02*
2,97,000 Ordinary Shares of Electromags Automotive Products Private Limited of ₹ 10 each	₹	**29.70**	**534.60**			*534.60*
20,000 Ordinary Shares of DPI Products & Services Limited of ₹ 100 each	₹	**20.00**	**73.62**			*73.62*
1,06,65,000 Ordinary Shares of Leila Lands Sdn. Bhd. of RM. 1 each	**RM.**	**106.65**	**73.66**			*67.79*
Nil (Previous Year 503) Shares of P.T. Indo Java Rubber Planting Company of Rupiah 171,927 each	**Rp.**	**864.79**	**—**			*2.09*
5,982 Equity Shares of Sea Wind Investment and Trading Company Limited of ₹ 100 each	₹	**5.98**	**5.98**			*5.98*
				747.88		*744.10*
					10,676.99	*10,676.15*
Carried Forward					**10,677.05**	*10,673.21*

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

		(Face Value)	(Book Value) ₹	(Book Value) ₹	As at 31st March, 2011 (Book Value) ₹	*As at 31st March, 2010 (Book Value) ₹*
SCHEDULE NO. 6:						
INVESTMENTS: *(Contd.)*						
Brought Forward					**10,677.05**	*10,673.21*
3. CO-OPERATIVE HOUSING SOCIETIES —						
Fully paid at Cost (unquoted) — 1 Ordinary Share of Daisylea Apartment Owners' Association of ₹ 100 (Face Value ₹ 100, Book Value ₹ 100)		**—**		**—**		*—*
15 Shares of Hermes Park Co-operative Housing Society Limited of ₹ 50 each	₹	**0.01**		**0.01**		*0.01*
10 Shares of Reena Park Co-operative Housing Society Limited of ₹ 50 each (Face Value ₹ 500, Book Value ₹ 500)		**—**		**—**		*—*
					0.01	*0.01*
					10,677.06	*10,673.22*
Note:						
Aggregate Amount of Quoted Investments – (Market Value ₹ **21,722.64** Lakhs; *31st March, 2010 ₹ 32,778.13 Lakhs*)					**9,869.38**	*9,869.38*
Aggregate Amount of Unquoted Investments					**807.68**	*803.84*
					10,677.06	*10,673.22*

RM. – Malaysian Ringgit

Rp. – Indonesian Rupiah

(₹ in Lakhs)

	₹	As at 31st March, 2011 ₹	*As at 31st March, 2010 ₹*
SCHEDULE NO. 7			
INVENTORIES:			
Stores and Spare parts		**575.83**	*583.10*
Stock-in-trade:			
Raw Materials (includes material in transit ₹ **54.50 lakhs**) *(Previous Year ₹ 97.63 lakhs)*	**1,749.42**		*1,622.13*
Work-in-Progress	**541.58**		*426.94*
Finished Goods	**4,891.63**		*4,183.58*
Real Estate under Development	**1,856.99**		*1,776.66*
		9,039.62	*8,009.31*
		9,615.45	*8,592.41*

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

		As at 31st March, 2011	As at 31st March, 2010
	₹	₹	₹
SCHEDULE NO. 8			
SUNDRY DEBTORS: (Unsecured)			
(a) Debts outstanding for a period exceeding six months —			
Considered Good	534.14		501.92
Considered Doubtful	275.64		257.03
	841.83		758.95
Less: Provision for Doubtful Debts	275.64		257.03
		566.19	501.92
(b) Other Debts —			
Considered Good		4,842.15	5,101.07
TOTAL		5,376.29	5,602.99

		As at 31st March, 2011	As at 31st March, 2010
SCHEDULE NO. 9			
CASH AND BANK BALANCES:			
Cash on hand		13.41	34.53
Cheques on hand		43.58	79.20
Bank Balances			
(a) With Scheduled Banks:			
On Current Accounts	718.76		783.45
On Margin Account	1.68		1.68
Unpaid Dividend Accounts — Current Account	36.56		30.17
		757.00	815.30
(b) With Others:			
On Current Accounts:			
Standard Chartered Bank, Tanga [Maximum balance during the Year ₹ **109.42 lakhs** *(Previous Year ₹ 120.00 lakhs)*]	40.70		92.43
Standard Chartered Bank, Johor Bahru, [Maximum balance during the Year ₹ **25.96 lakhs** *(Previous Year ₹ 24.56 lakhs)*]	25.96		21.60
Hongkong and Shanghai Bank, Johor Bahru, [Maximum balance during the Year ₹ **3.81 lakhs** *(Previous Year ₹ 4.59)*]	2.62		3.52
National Bank of Commerce, Tanga – [Maximum balance during the Year ₹ **33.08 lakhs** *(Previous Year ₹ 28.55 lakhs)*]	20.51		20.44
		89.79	137.99
Fixed Deposits With Banks [(includes ₹ **16.70 lakhs** *(Previous Year ₹ 16.70 lakhs)* Pledged with Government Authorities) and ₹ **306.95 lakhs** *(Previous Year ₹ 305.31 lakhs)* pledged with a Bank for credit facilities granted by the Bank]		398.64	397.01
TOTAL		1,302.42	1,464.03

		As at 31st March, 2011	As at 31st March, 2010
SCHEDULE NO. 10			
OTHER CURRENT ASSETS:			
Interest accrued on Investments and Deposits		48.09	31.26
TOTAL		48.09	31.26

SCHEDULES TO BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	₹	**As at 31st March, 2011** ₹	*As at 31st March, 2010* ₹
SCHEDULE NO. 11			
LOANS AND ADVANCES : (Unsecured)			
Advances and Loans to Subsidiaries	**3,143.16**		*2,636.83*
Advances and Loans to Others	**1,284.51**		*1,115.61*
Advance Subscription towards Capital of Leila Lands Sendirian Berhad (A wholly owned Subsidiary Company)	**5,245.20**		—
Advance Payment of Income-tax etc. [Net of Provision for Tax ₹ **107.00 lakhs** *(Previous Year ₹ 275.00 lakhs)*]	**263.80**		*318.62*
Advance Payment of Fringe Benefit Tax	**0.11**		*0.11*
		9,936.78	*4,071.17*
Advances recoverable in cash or in kind or for value to be received		**1,061.13**	*855.88*
Balance with Government and Other Authorities		**315.15**	*252.15*
		11,313.06	*5,179.20*
Less: Provision for Doubtful advances		**261.57**	*259.23*
TOTAL		**11,051.49**	*4,919.97*
Advances include:			
Considered Good		**11,051.49**	*4,919.97*
Considered Doubtful		**261.57**	*259.23*
TOTAL		**11,313.06**	*5,179.20*

	₹	**As at 31st March, 2011** ₹	*As at 31st March, 2010* ₹
SCHEDULE NO. 12			
CURRENT LIABILITIES:			
Sundry Creditors			
(i) Total Outstanding dues of micro enterprises and small enterprises (refer Note No. 11 of Schedule 22)		**13.89**	*14.64*
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		**4,738.31**	*4,848.66*
Unclaimed Dividends*		**36.56**	*30.17*
Book overdraft		—	*1.28*
Deposit from lessee for premises given on lease		**300.00**	*300.00*
Staff Pension and Other Funds		**42.91**	*44.58*
Interest accrued but not due on Secured Loans		**131.98**	*94.46*
TOTAL		**5,263.65**	*5,333.79*

* There is no amount due and outstanding as at Balance Sheet date to be credited to Investor Education and Protection Fund.

	₹	**As at 31st March, 2011** ₹	*As at 31st March, 2010* ₹
SCHEDULE NO. 13			
PROVISIONS:			
Taxation [Net of Advance Tax ₹ **1,843.45 lakhs** *(Previous Year ₹ 1.54 lakhs)*]		**227.48**	*25.46*
Fringe Benefit Taxation [Net of Advance Tax ₹ **40.50 lakhs** *(Previous Year ₹ 40.50 lakhs)*]		**1.50**	*1.50*
Proposed Dividend		**976.81**	*488.40*
Corporate Dividend Tax		**158.46**	*81.12*
Provision for Derivative Loss		**518.00**	
Provision for compensated absences		**179.48**	*171.01*
Provision for contingencies/expenses (Refer Note No. 20 of Schedule No. 22)		**125.00**	*85.00*
TOTAL		**2,186.73**	*852.49*

SCHEDULES TO PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Lakhs)

	₹	₹	Previous Year ₹	Previous Year ₹
SCHEDULE NO. 14				
SALES:				
Tea		**8,606.38**		*9,451.04*
Coffee		**1,836.59**		*1,170.75*
Other Plantation Products		**225.32**		*302.87*
Laminates		**7,879.78**		*8,271.73*
Precision Springs		**11,966.09**		*9,324.16*
Weighing Products		**230.51**		*241.96*
Dental Products		**1,306.89**		*1,348.32*
TOTAL		**32,051.56**		*30,110.83*
SCHEDULE NO. 15				
OTHER INCOME:				
Agency Commission		**134.95**		*52.50*
Interest received (Gross)				
Current Accounts, Loans, Deposits, etc.	**127.78**			*305.79*
Loan to Subsidiary Companies	**282.98**			*201.99*
		410.76		*507.78*
Dividends – Long Term Investments				
Other Investments	**149.67**		*60.73*	
Subsidiary Companies	**476.78**		*353.44*	
		626.45		*414.17*
Rent (including Machinery etc. Hire Charges/Lease Rent)		**99.86**		*104.53*
Expenses recovered from Subsidiary and other Companies		**496.00**		*479.00*
Sundry Receipts including sale of scrap		**231.37**		*166.29*
Export Benefits and Incentives		**244.14**		*198.00*
Compensation on transfer of Lease		**599.69**		—
Profit on Sale of Fixed Assets		**23.74**		*0.15*
Profit on Sale of Raw Materials		**0.31**		*2.89*
Profit on Sale of Long Term Investments (Subsidiary)		**6,693.91**		—
Exchange Gain (Net)		**107.14**		—
Interest received on Income tax refund		**23.90**		*4.47*
Sales tax refund set off		**12.02**		*0.46*
Excess Provision in respect of Previous Year [including **Rs. 13.03 lakhs** (*Previous Year Rs. 11.49 lakhs)* in respect of doubtful debts written back]		**18.91**		*12.66*
TOTAL		**9,723.15**		*1,942.90*
SCHEDULE NO. 16				
INCREASE IN STOCKS:				
Closing Stock				
Finished Goods	**4,891.63**		*4,183.58*	
Work-in-Progress	**541.58**		*426.94*	
		5,433.21		*4,610.52*
Less: Opening Stock				
Finished Goods	**4,183.58**		*2,847.93*	
Work-in-Progress	**426.94**		*330.34*	
		4,610.52		*3,178.27*
TOTAL		**(822.69)**		*(1,432.25)*

SCHEDULES TO PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Lakhs)

				Previous Year	
	₹	₹	₹	₹	₹
SCHEDULE NO. 17					
OPERATION AND OTHER EXPENSES:					
Consumption of Stores and Spare parts			**1,555.73**		*1,656.47*
Power, Fuel and Oil			**1,558.51**		*1,392.14*
Processing charges			**825.52**		*651.66*
Repairs to Buildings and Roads			**170.17**		*335.84*
Repairs to Machinery			**328.35**		*339.03*
Freight, Transport and Carriage Charges			**1,151.01**		*888.78*
Insurance			**88.91**		*78.17*
Rates and Taxes			**99.95**		*55.78*
Excise Duty (Net)*			**27.76**		*59.03*
Rent			**222.21**		*198.08*
Technical Know-how Fees/Royalty			**74.06**		*48.45*
Advances/Doubtful Debts written off			**11.76**		*1.23*
Provision for Doubtful Advances			**2.39**		*129.24*
Provision for Doubtful Debts			**54.96**		*131.31*
Provision for Contingencies (Refer note No. 20 of Schedule No. 22)			**40.00**		*85.00*
Travelling Expenses			**288.16**		*309.23*
Postage, Telegrams and Telephones			**101.55**		*103.62*
Advertisement and Sales Promotion Expenses			**194.33**		*276.16*
Miscellaneous Expenses			**1,141.37**		*1,175.71*
Selling Agents' Commission and Discount			**1,270.31**		*1,291.26*
Legal and Professional Charges			**199.12**		*310.43*
Loss on sale of Fixed Assets			**—**		*17.20*
Foreign Exchange Fluctuations (Net)			**—**		*188.02*
Assets Discarded Written off			**—**		*5.63*
Directors' Sitting fees			**6.10**		*5.30*
Auditors' Remuneration including at Branches – (including service tax where applicable)					
Audit Fees		**11.58**		*22.35*	
Other Fees paid to Auditors:					
Tax Audit	**2.20**			*1.00*	
Any Other Manner – certification etc.	**7.22**			*10.07*	
		9.42		*11.07*	
Reimbursement of expenses		**1.71**		*2.42*	
			22.71		*35.84*
Less: Transferred to Real Estate cost			**30.12**		*50.00*
TOTAL			**9,404.82**		*9,718.61*

* Excise Duty shown under Expenditure represents cess on excise duty and the difference between excise duty on Opening & Closing Stock of Finished Goods.

SCHEDULE TO PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Lakhs)

	₹	₹	Previous Year ₹	Previous Year ₹
SCHEDULE NO. 18				
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES:				
Salaries, Wages and Bonus	**4,620.27**			*4,470.53*
Contribution to Provident and Other Funds	**439.65**			*457.81*
Labour and Staff Welfare Expenses	**319.18**			*298.37*
		5,379.10		*5,226.71*
Less: Transferred to Real Estate cost		**63.13**		*91.35*
TOTAL		**5,315.97**		*5,135.36*

	₹	₹	Previous Year ₹	Previous Year ₹
SCHEDULE NO. 19				
COST RELATING TO REAL ESTATE DIVISION:				
Opening Stock (Real Estate under Development)		**1,776.66**		*1,655.33*
Add: Expenditure relating to Real Estate Division incurred during the year				
Payments to and provision for employees	**63.13**			*91.35*
Preliminaries and site expenses	**—**			*0.25*
Contract/retainership fees	**9.01**			—
Travelling and other expenses	**21.11**			*49.75*
		93.25		*141.35*
		1,869.91		*1,796.68*
Closing Stock (Real Estate under Development)		**1,856.99**		*1,776.66*
TOTAL		**12.92**		*20.02*

	₹	₹	Previous Year ₹	Previous Year ₹
SCHEDULE NO. 20				
INTEREST:				
On Term Loans		**1,692.48**		*1,568.67*
Other Interest		**122.73**		*414.47*
TOTAL		**1,815.21**		*1,983.14*

	₹	₹	Previous Year ₹	Previous Year ₹
SCHEDULE NO. 21				
PROVISION FOR TAXATION:				
Income-tax – Current year	**1,994.60**			*144.00*
– Earlier years	**3.23**			*55.41*
Less: MAT Credit now recognised	**7.67**			*37.00*
		1,990.16		*162.41*
Agricultural Income-tax		**75.00**		*21.00*
Foreign tax		**3.37**		—
Deferred tax		**(120.80)**		*(325.66)*
Wealth-tax		**3.00**		*3.00*
TOTAL		**1,950.73**		*(139.25)*

SCHEDULE NO. 22

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011.

1. Significant Accounting Policies:

A. Basis of Accounting

The financial statements are prepared under the historical cost convention on an accrual basis and in accordance with generally accepted accounting principles in India (GAAP) and in compliance with the applicable accounting standards and provisions of the Companies Act, 1956.

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

B. Method of Depreciation, Depletion and Amortisation of Tangible Fixed Assets:

(i) Depreciation on Fixed Assets is provided on Straight Line basis except on assets of Sunmica Division other than Plant & Machinery, and Moulds and Dies of Weighing Products Division, at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on Fixed Assets of Sunmica Division other than Plant & Machinery is provided on written down value basis at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on Moulds and Dies of Weighing Products Division is provided on straight line basis at the rate of 20% based on the useful life as estimated by the Corporation.

(ii) Depreciation on revalued assets of Sunmica Division and South India Branches (Plantations) for the year has also been calculated on the revalued cost on the basis of their expected future life as estimated by the valuers. The difference between depreciation on revalued cost and original cost has been withdrawn from Revaluation Reserve and credited to profit and loss Account.

(iii) Cost of Leasehold Land is amortised over the period of lease.

(iv) Assets costing less than ₹ 5000 are fully depreciated in the year of purchase.

C. Valuation of Tangible Fixed Assets:

(i) Fixed Assets are valued at cost of acquisition or construction. They are stated at historical costs or other amounts substituted for historical costs (vide note (ii) below). In respect of new projects pre-operative expenses including financing costs attributable to the acquisition/construction of fixed assets (net of income during trial run) upto the date of commencement of commercial production is included in cost.

(ii) The Plant and Machinery of Sunmica Division, Electronics Division and South India Branches (Plantations) as on 30th September, 1985 other than additions during that year were revalued on the basis of the then present worth as per valuation made by the external valuers and are stated at revalued amounts. The resultant increase was credited to Revaluation Reserve.

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

(iv) Fixed Assets held by non-integral foreign branches are stated at cost by converting at the closing rate of exchange at the balance sheet date.

D. Intangible Assets:

Intangible assets are recognised as per the criteria specified in Accounting Standard (AS 26) "Intangible Assets" as notified under the Companies (Accounting Standards) Rules, 2006 and amortized as follows:

(i) Technical Know How Fees

Technical know how fees for new product development is amortised over the period not exceeding five years, of agreement with supplier of technology.

(ii) Goodwill

Goodwill represents the excess of costs of business acquired over the fair market value of net tangible and identifiable intangible assets.

Goodwill is amortised proportionately over the period not exceeding five years from the date of acquisition of the business.

(iii) Computer Software

Computer software is amortised over the period not exceeding ten years based on the management's estimate of its useful life.

E. Impairment of Assets:

Management evaluates at regular intervals, using external and internal sources whether there is an impairment of any asset. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its net realisable value on eventual disposal. Any loss on account of impairment is expensed as the excess of the carrying amount over the higher of the asset's net realisable value or present value as determined.

F. Valuation of Investments:

(i) Long Term Investments are shown at cost. However, when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is reduced to recognise the decline.

(ii) Current Investments are valued at cost or fair/market value whichever is lower.

(iii) Long Term Investments include investments in shares of companies registered outside India. They are stated at cost by converting at the rate of exchange prevalent at the time of acquisition thereof, except in case of investment by non-integral foreign branches. Investments made by such foreign branches, are stated at cost by converting at the closing rate of exchange at the balance sheet date.

G. Employee Benefits:

(a) Short term employee benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

(b) Post-employment benefits:

(i) Provident and Family Pension Fund

The eligible employees of the Company are entitled to receive post employment benefits in respect of provident and family pension fund, in which the Company make monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employees' eligible salary). Employees contribute a minimum of 12%, the excess being voluntary contribution.

The contributions are made to the provident fund managed by the trust set up by the Company or to the Regional Provident Fund Commissioner (RPFC) which are charged to the profit and loss account as incurred.

In respect of contribution to RPFC, the Company has no further obligations beyond making the contribution, and hence, such employee benefit plan is classified as Defined Contribution Plan.

In respect of contribution to the trust set up by the Company, since the Company is obligated to meet interest shortfall, if any, with respect to covered employees, such employee benefit plan is classified as Defined

Benefit Plan in accordance with the Guidance on implementing Accounting Standard (AS) 15 (Revised) on Employee Benefits.

(ii) Superannuation

The eligible employees of the Company are entitled to receive post employment benefits in respect of superannuation fund in which the Company makes annual contribution at a specified percentage of the employees' eligible salary. The contributions are made to the ICICI Prudential Life Insurance Co. Ltd.. Superannuation is classified as Defined Contribution Plan as the Company has no further obligations beyond making the contribution. The Company's contribution to Defined Contribution Plan is charged to profit and loss account as incurred.

(iii) Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees.

The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service. The Company accounts for gratuity benefits payable in future based on an independent external actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in the Profit and Loss account.

(c) Other Long-Term Employee Benefits – Compensated Absences:

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment/ availment. The Company makes provision for compensated absences based on an independent actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in the Profit and Loss account

H. Provisions, Contingent Liabilities And Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

I. Valuation of Inventories:

(i) Stores and spare parts are valued at lower of cost or net realisable value. Cost is calculated on weighted average basis except in the case of Sunmica Division, where it is on First in First out basis.

(ii) Raw materials are valued at lower of cost or net realisable value. The cost includes purchase price as well as incidental expenses and is calculated on weighted average basis except in the case of Sunmica Division, where it is on First in First out basis.

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

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

(v) Manufactured finished goods of Sunmica Division, Weighing Products Division, Springs Division and Dental Products Division are valued at cost or net realisable value whichever is lower. Cost is determined on the basis of absorption costing including excise duty paid/provided on packed finished goods.

(vi) Traded Finished goods of Sunmica Division, Weighing Products Division, Springs Division and Dental Products Division are valued at cost or net realisable value whichever is lower.

(vii) Real Estate under development comprises of Freehold/Leasehold Land and Buildings at cost, converted from Fixed Assets into Stock-in –Trade and expenses related/attributable to the development /construction of the said properties. The same is valued at lower of cost or net realizable value.

J. Foreign Currency Transactions:

(i) Foreign Branches: (Non-integral operations)

(a) All assets and liabilities, both monetary and non-monetary are translated at the closing rate;

(b) Income and expense items are translated at the average rate prevailing during the year; and

(c) All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment in the branch.

(ii) Other Transactions:

(a) Initial recognition:

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

(b) Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(c) Exchange Differences :

Exchange differences arising on the settlement/conversion of monetary items are recognised as income or expense in the year in which they arise except in case of exchange differences in conversion of Long Term Monetary Items. Exchange differences arising on conversion of Long Term Monetary Items are accounted in "Foreign Currency Monetary Item Translation Difference Account" to be amortised upto 31st March, 2011.

The premium or discount arising at the inception of forward exchange contracts is amortised as expenses or income over the life of the respective contracts. The difference between year end conversion rate and rate on the date of contract is recognized as exchange difference. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change except for exchange difference in respect of contracts relating to Long Term Monetary Items which are amortised upto 31st March, 2011 or date of expiry of contract, whichever is earlier. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

K. Export Benefits/Incentives:

Export benefits/incentives in respect of import duty benefits under DEPB scheme are accounted on accrual basis on the basis of exports made under DEPB scheme.

L. Revenue Recognition:

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

(ii) Sale of products is recognised when the risks and rewards of ownership are passed on to the customers and no significant uncertainty as to its measurability and collectability exists.

(iii) Sale of timber is accounted based on sale agreement/sale in auction.

(iv) Sale of pepper is accounted based on confirmed contract of sale.

(v) Dividend income is accounted when the right to receive payment is established and known. Interest income is recognised on the time proportion basis

M. Borrowing Cost:

Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalised up to the date when such assets are ready for its intended use and all other borrowing costs are recognised as an expense in the period in which they are incurred.

N. Segment Accounting Policies:

(a) Segment assets and liabilities:

All Segment assets and liabilities are directly attributable to the segment.

Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors, loans and advances and operating cash and bank balances. Segment assets and liabilities do not include inter-corporate deposits, share capital, reserves and surplus, borrowings, and income tax (both current and deferred).

(b) Segment revenue and expenses:

Segment revenue and expenses are directly attributable to segment. It does not include interest income on inter-corporate deposits, interest expense and income tax.

O. Financial Derivatives and commodity hedging transactions:

Outstanding derivative contracts are not marked to market at each balance sheet date. The Corporation assesses the foreseeable losses in respect of such contracts and provision is made for such estimated losses, wherever necessary. Realized gains and losses on such contracts and interest costs in foreign currencies are accounted for at the time of settlement of the underlying transactions.

P. Taxes on Income:

Income Taxes are accounted for in accordance with Accounting Standard (AS 22) – "Accounting for Taxes on Income", as notified under the Companies (Accounting Standards) Rules, 2006. Income Tax comprises both current and deferred tax.

Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

Provision for Fringe Benefits Tax is made in accordance with Chapter XII-H of the Income Tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using the substantively enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised, only if there is virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation.

Q. Earnings per Share:

The basic and diluted earnings per share (EPS) is computed by dividing Net Profit after tax for the year by weighted average number of equity shares outstanding during the year.

R. Leases:

i. Lease transactions entered into prior to 1st April, 2002:

Lease rentals in respect of assets acquired under lease are charged to profit & loss Account.

ii. Lease transactions entered into on or after 1st April, 2002:

(a) Assets acquired under lease where the Corporation has substantially all the risks and rewards incidental to ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

(b) Assets acquired on leases where significant portions of the risks and rewards incidental to ownership are retained by the lessors, are classified as operating leases. Lease rentals are charged to the profit & loss Account on accrual basis.

2. Contingent Liabilities not provided for:

A. Sundry claims against the Corporation by employees and others not admitted (amount indeterminate). In the opinion of the management, the outcome of these claims is likely to be immaterial.

B. Disputed demands of Central Excise Department not provided for in respect of:

	₹ in Lakhs	*Previous Year ₹ in Lakhs*
Sunmica Division	**40.76**	*203.78*
BCL Springs Division	**1.26**	*157.27*
South India Consolidation Division	**1.47**	*1.47*

C. Disputed wage demands pending with the Industrial Tribunal ₹ **232.25 Lakhs** *(Previous Year ₹ 232.25 lakhs)* and back wages relief granted by Labour Court ₹ **0.58 Lakhs** *(Previous Year ₹ 0.58 lakhs)* in respect of South India Branches.

D. Damages and interest on alleged unauthorized occupation of residential premised determined by the Estate Officer L.I.C. up to 31st March 2011 and disputed by the Corporation ₹ **119.94 lakhs** *(Previous Year ₹ 264.46 lakhs)*.

The Corporation has created provision for contingencies as an abundant precaution. (Refer Note No.20 of Schedule 22)

E. Bills of Exchange discounted with Banks not matured ₹ **301.74 Lakhs** *(Previous Year ₹ 332.40 lakhs)*.

F. Supplementary bill was issued by Maharashtra State Electricity Distribution Co. Ltd. (MSEDCL) towards arrears of additional electricity supply charges for May 2007 to June 2008 for ₹ **23.87 Lakhs** (Previous Year Nil). Consumer Grievances Redressal Forum has decided in favour of BCL Springs and quashed the demand. The said decision has also been upheld by the by the High Court. However, MSEDCL's bill for March 2011 continues to carry arrears at ₹ 31.51 Lakhs (including interest upto March 2011 of ₹ 7.64 Lakhs).

3. Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ **20.20 Lakhs** *(Previous Year ₹ 38.31 Lakhs)*.

4. Financial & Derivative Instruments :

(a) Outstanding Foreign exchange forward contracts **EUR 3.67 Lakhs (Sold) - INR 228.08 Lakhs, AUD 0.91 Lakhs (Sold) - INR 41.68 Lakhs, JPY 305.40 Lakhs (Bought) – INR 165.90 Lakhs** *(Previous year USD 11.10 Lakhs (Sold) - INR 517.51 Lakhs, USD 32.70 Lakhs (Bought) - INR 1,520.99 Lakhs, JPY 671.44 Lakhs (Bought) – INR 338.63 Lakhs*

(b) Option contract of **Euro 11.25 Million.** *(Previous year Option contract of Euro 11.25 Million)* are outstanding as at the year end.

(c) The year end foreign currency exposures that have not been hedged by a forward contract / derivative instrument or otherwise are given below:

	Foreign Currency	Equivalent INR (₹ in Lakhs)
Receivable in foreign currency on account of export of Goods:		
	USD 603,049	**296.26**
	(USD Nil)	*(Nil)*
	EURO 114,591	**72.64**
	(EURO 341,293)	*(206.32)*
	AUD 48,841	**22.54**
	(AUD 173,488)	*(71.03)*
Amount payable in foreign currency on account of import of goods and services :		
	USD 445,162	**198.07**
	(USD 245,149)	*(110.07)*
	EURO 246,170	**156.06**
	(EURO 267,490)	*(166.17)*
	JPY 48,810,037	**263.24**
	(JPY 77,93,257)	*(37.44)*
	SEK 331,404	**23.53**
	(SEK 616,089)	*(38.35)*
Loans Payable	**USD 16,200,732**	**7,233.63**
	(USD 24,952,100)	*(11,203.49)*

5. Tax amounting to ₹ **41.39 Lakhs** *(Previous Year ₹ 56.69 Lakhs)* has been deducted at source on income from Interest.

6. Managerial remuneration under Section 198 of the Companies Act, 1956.

Remuneration to the Managing Director and Deputy Managing Director for the year ended 31st March 2011

	₹ in Lakhs	*Previous Year ₹ in Lakhs*
Salary (including provision for compensated absences ₹ **3.87 lakhs**) *(Previous year ₹ 4.30 lakhs)*	**95.79**	*96.22*
Contribution to Provident Fund & Other Funds	**24.82**	*24.82*
Perquisites in Cash or in Kind	**29.02**	*29.15*
	149.63	*150.19*

The above remuneration excludes provision for accruing gratuity.

7. Additional information pursuant to the provisions of paragraphs 3,4C and 4D of part II of Schedule VI to the Companies Act, 1956.

(A) CAPACITIES, PRODUCTION, STOCKS AND TURNOVER:

	CLASS OF GOODS	UNIT	CAPACITIES PER ANNUM Licensed	* Installed
1.	Tea/Green Leaf	**Kgs.**	**Not**	**15,810,320**
		"	**Applicable**	*(15,613,320)*
	Coffee	**M. Tonnes**	**Not**	**Not**
		"	**Applicable**	**Applicable**
	Other Plantation Products			
	(i) Pepper	**Kgs.**	**Not**	**Not**
		"	**Applicable**	**Applicable**
	(ii) Cardamom, Coffee Husk, Arecanuts, etc.	**Kgs.** "	**Not Applicable**	**Not Applicable**
	(iii) Timber	**C. Feet**	**Not**	**Not**
		"	**Applicable**	**Applicable**
	Phenolic Laminates (Industrial Laminates including Copperclad Laminates and Surfacing Laminates)	**M.Tonnes**	**Not**	**12,400**
		"	**Applicable**	*(12,400)*
	Precision Springs	**Kgs.**	**Not**	**10,968,000**
		"	**Applicable**	*(8,740,000)*
	Weighing Products	**Nos.**	**Not**	**2,000**
		"	**Applicable**	*(2,000)*
	Consumable Dental Goods	**M.Tonnes/Litres**	**Not**	**Not**
		"	**Applicable**	**Applicable**
2.	Trading Goods:			
	(i) Purchased Tea	**Kgs.**		
		"		
	(ii) Purchased Coffee	**M. Tonnes**		
		"		
	(iii) Prelam/Laminates, Fabric Rod and Extenzo Tiles	**M.Tonnes** "		
	(iv) Weighing Products	**Nos.**		
		"		
	(v) Dental Instruments/Materials and Consumable Dental Goods	**M.Tonnes/Litres** "		

@ Includes **9,19,230 Kgs.** *(Previous Year 7,71,030 Kgs.)* produced by outside processors on behalf of the Corporation.

* As certified by the Management.

** Excludes **58.74 M Tonnes** *(Previous Year 75.81 M Tonnes)* used for in house sample folders.

*** Includes **Nil** *(Previous Year 0.15 M Tonnes)* used for in house sample folders.

(₹ in Lakhs)

OPENING STOCK OF FINISHED GOODS Quantity	₹	ACTUAL PRODUCTION Quantity	CLOSING STOCK OF FINISHED GOODS Quantity	₹	TURNOVER Quantity	₹
1,429,624	**905.25**	**10,185,465**	**1,469,857**	**1,134.81**	**10,145,232**	**8,526.12**
(1,009,398)	*(609.20)*	*(10,878,016)*	*(1,429,624)*	*(905.25)*	*(10,457,790)*	*(9,425.29)*
774	**835.70**	**891**	**698**	**965.77**	**967**	**1,169.21**
(473)	*(501.63)*	*(998)*	*(774)*	*(835.70)*	*(697)*	*(812.42)*
40,436	**49.52**	**2,047**	**6,786**	**16.97**	**35,697**	**173.04**
(90,987)	*(89.93)*	*(7,221)*	*(40,436)*	*(49.52)*	*(57,772)*	*(200.48)*
—	**—**	**—**	**—**	**—**	**—**	**0.51**
(117)	*(—)*	*(—)*	*(—)*	*(—)*	*(117)*	*(15.66)*
7	**1.89**	**—**	**7**	**1.89**	**—**	**51.77**
(247)	*(1.89)*	*(—)*	*(247)*	*(1.89)*	*(—)*	*(86.73)*
1,500.63	**1,276.62**	**4,841.61**	**1,386.52**	**1,439.03**	****4,896.98**	**7,842.96**
(1,131.50)	*(947.20)*	*(6,072.40)*	*(1,500.63)*	*(1,276.62)*	***(5,703.27)*	*(8,137.25)*
@ **203,118**	**318.18**	**8,582,059**	@ **191,627**	**293.79**	**8,593,550**	**11,966.09**
(138,848)	*(208.03)*	*(7,723,484)*	*(203,118)*	*(318.18)*	*(7,659,214)*	*(9,324.16)*
3	**0.24**	**796**	**3**	**0.24**	**796**	**220.13**
(3)	*(0.24)*	*(728)*	*(3)*	*(0.24)*	*(728)*	*(221.06)*
7.63 MT **3,513 Ltr**	**34.43**	**106.84 MT** **44,721 Ltr**	**11.70 MT** **1,646 Ltr**	**33.48**	**102.77** **46,588**	**1,115.93**
(13.91)MT *(2,287)Ltr*	*(45.03)*	*(92.17)MT* *(40,113)Ltr*	*(7.63)MT* *(3,513)Ltr*	*(34.43)*	*(98.45)*	*(1,240.93)*
8,794	**8.09**	**—**	**2,048**	**1.88**	**85,790**	**80.26**
(8,523)	*(8.04)*	*(—)*	*(8,794)*	*(8.09)*	*(19,768)*	*(25.75)*
635	**631.56**	**—**	**768**	**868.30**	**688**	**667.38**
(304)	*(336.09)*	*(—)*	*(635)*	*(631.56)*	*(345)*	*(358.33)*
52.15	**67.07**	**—**	**68.76**	**86.92**	*****24.71**	**36.82**
(42.73)	*(51.15)*	*(—)*	*(52.15)*	*(67.07)*	****(307.20)*	*(134.48)*
22	**3.46**	**—**	**20**	**3.99**	**17**	**10.38**
(31)	*(5.80)*	*(—)*	*(22)*	*(3.46)*	*(20)*	*(20.90)*
5,285 **159.55**	**51.57**	**—**	**4,215** **111.44**	**44.56**	**4,474** **1,443.81**	**190.96**
(7,710) *(157.47)*	*(43.70)*	*(—)*	*(5,285)* *(159.55)*	*(51.57)*	*(10,051)* *(5,534.85)*	*(107.39)*
	4,183.58			**4,891.63**		**32,051.56**
	(2,847.93)			*(4,183.58)*		*(30,110.83)*

7. B. Details of Raw Materials consumed:

		Quantity	Value (₹ in Lakhs)
Paper/Prints	**M. Tonnes**	**3,897.00**	**2,234.62**
	"	*(5,009.00)*	*(2,718.16)*
Chemicals	**M. Tonnes**	**3,875.00**	**1,873.91**
	"	*(4,715.00)*	*(1,586.13)*
Bought Leaf	**Kgs.**	**1,07,43,100**	**1,316.61**
	"	*(1,03,41,799)*	*(1,530.08)*
Miscellaneous Raw Materials		**—**	**713.57**
		(—)	*(773.17)*
Steel Wires	**M. Tonnes**	**9,241.67**	**6,568.35**
	"	*(8,035.15)*	*(5,425.58)*
Electronic & Mechanical Components	**Nos.**	**2,32,544**	**49.40**
	"	*(2,47,437)*	*(78.69)*
			12,756.46
			(12,111.81)

(Figures in brackets are in respect of the previous year)

C. Purchases:

Trading Goods:

		Quantity	Value (₹ in Lakhs)
(i) Prelam/Laminates, Fabric Rod and Extenzo Tiles	**M. Tonnes**	**41.32**	**67.65**
	"	*(316.12)*	*(128.94)*
(ii) Weighing Products	**Nos.**	**15**	**7.96**
	"	*(11)*	*(11.46)*
(iii) Tea	**Kgs.**	**79,044**	**60.28**
	"	*(20,039)*	*(17.88)*
(iv) Coffee	**M. Tonnes**	**821**	**828.22**
	"	*(676)*	*(643.83)*
(v) Dental Instruments/Materials & Consumable Dental Goods	**M. Tonnes**	**3,404**	
	"	*(7,626)*	
	Litres	**1,39,570**	**108.79**
	"	*(5,536.93)*	*(111.81)*
			1,072.90
			(913.92)

(Figures in brackets are in respect of the previous year)

D. Value of Imports calculated on C.I.F. Basis:

	Value (₹ in Lakhs)
Raw Materials	**3,197.85**
	(2,595.54)
Components and Spare Parts	**23.18**
	(41.50)
Capital Goods	**595.99**
	(1.29)
Traded Goods – Dental	**59.32**
	(72.48)

(Figures in brackets are in respect of the previous year)

E. Value of Raw Materials, Spare Parts and Components Consumed:

	Value ₹ in Lakhs	Percentage to total consumption
(i) Raw Materials		
Imported	**3,465.44**	**27.17**
	(3,222.26)	*(26.59)*
Indigenous	**9,291.02**	**72.83**
	(8,889.55)	*(73.41)*
Total:	**12,756.46**	**100.00**
	(12,111.81)	*(100.00)*
(ii) Stores and Spare Parts		
Imported	**38.08**	**2.45**
	(29.57)	*(1.78)*
Indigenous	**1,517.65**	**97.55**
	(1,626.90)	*(98.22)*
Total:	**1,555.73**	**100.00**
	(1,656.47)	*(100.00)*

(Figures in brackets are in respect of the previous year)

F. Sunmica Division manufactures Laminates of various types in different thickness and sizes. Hence, the quantities of Stocks, Raw Materials consumed and Turnover have been given uniformly in Metric Tonnes and not in the quantitative denominations in which these are normally purchased or sold in the market.

G. Expenditure in foreign currencies:
(Excluding expenses of foreign branches)

	₹ in Lakhs	*Previous Year ₹ in Lakhs*
Commission on Exports	**4.42**	*(5.42)*
On account of other matters (Travelling Expenses, Subscription, Professional Services, etc.)	**47.79**	*(30.55)*
Technical Know-how Fees	**70.90**	*(48.00)*

H. Remittances in foreign currencies on account of dividends :

	No. of non-resident Shareholders	No. of Shares held by them	Aggregate amount of dividends ₹ in Lakhs
(a) Dividend for the year ended 31.3.2010	**1**	**11,31,940**	**39.62**
(Dividend for year ended 31.3.2009)	*(1)*	*(11,31,940)*	*(11.32)*

(b) Except for the above Shareholders, the Corporation has not made any remittance in foreign currency on account of dividends during the year and does not have information as to the extent to which remittances in foreign currencies on account of dividends have been made by or on behalf of non-resident Shareholders.

(c) The particulars of non-resident Shareholders and the amount of dividends paid to them are as under:

	No. of non-resident Shareholders including those_under (a) above	No. of Shares Held by them	Aggregate amount of dividends ₹ in Lakhs
Dividend for the year ended 31.3.2010	**186**	**12,69,212**	**44.42**
(Dividend for the year ended 31.3.2009)	*(182)*	*(13,17,801)*	*(13.18)*

(Figures in brackets are in respect of the previous year)

I. Earnings in Foreign Exchange :
(Excluding income of Foreign Branches)

	(₹ in Lakhs)
(i) Export of Tea, Coffee & Others on F.O.B. basis	**3,493.32**
	(2,910.15)
(ii) Export of laminates on F.O.B. basis	**325.38**
	(211.36)
(iii) Export of Precision Springs on F.O.B. basis	**248.50**
	(144.94)
(iv) Export of Dental Products	**11.38**
	(46.38)
(v) Dividend	**476.78**
	(1,269.50)

(Figures in brackets are in respect of the previous year)

J. Research and Development expenses charged to Profit & Loss Account ₹ **1.52 Lakhs** *(Previous Year ₹ 3.59 Lakhs)*

8. Disclosure of Loans/Advances to Subsidiaries, Associate Companies etc. (As required by clause 32 of the listing agreement with Stock Exchanges)

(₹ in Lakhs)

	Amount Outstanding	Max. Amount Outstanding
I. Subsidiary Companies:		
(1) Afco Industrial and Chemicals Limited	**44.72**	**77.85**
	(69.14)	*(94.94)*
(2) DPI Products & Services Limited	**75.66**	**75.66**
	(73.38)	*(73.38)*
(3) Sea Wind Investments and Trading Company Limited	**17.14**	**67.14**
	(67.14)	*(67.36)*
(4) Naira Holdings Limited	**229.61**	**244.36**
	(224.92)	*(253.43)*
(5) Electromags Autmotive Products Private Limited	**2,776.03**	**2,776.03**
	(2,202.25)	*(2,202.85)*
(6) Leila Lands Senderian Berhad	**5,245.20**	**5,245.20**
	(—)	*(—)*
II. Associate Companies:		
(1) Lotus Viniyog Private Limited	**5.40**	**5.40**
	(3.80)	*(4.02)*
(2) Inor Medical Products Limited	**760.98**	**760.98**
	(555.30)	*(555.30)*

Notes:

(a) Loans and advances to employees of the Corporation are excluded from the above disclosure.

(b) In respect of the above loans there is no repayment schedule and they are repayable on demand.

(c) In respect of the loan of ₹ **17.14 Lakhs** *(Previous Year ₹ 67.14 Lakhs)* given to Sea Wind Investments and Trading Company Limited, a wholly owned subsidiary of the Corporation, no interest is charged on the outstanding loan amounting of ₹ **17.14 Lakhs** *(Previous Year ₹ 67.14 Lakhs)*.

(d) In respect of the loan of ₹ **229.61 Lakhs** *(Previous Year ₹ 224.92 Lakhs)* given to Naira Holdings Ltd. a wholly owned subsidiary of the Corporation, interest is charged at the rate lower than that specified in Section 372A of the Companies Act, 1956.

(e) In respect of the loan of ₹ **44.72 Lakhs** *(Previous Year ₹ 69.14 Lakhs)* given to Afco Industrial and Chemicals Limited, a wholly owned subsidiary of the Corporation, no interest is charged on the outstanding loan amounting of ₹ **44.72 Lakhs** *(Previous Year ₹ 69.14 Lakhs)*.

(f) In respect of the loan of ₹ **75.66 Lakhs** *(Previous Year ₹ 73.38 Lakhs)* given to DPI Products and Services Limited, a wholly owned subsidiary of the Corporation, no interest is charged on the outstanding loan amounting of ₹ **75.66 Lakhs** *(Previous Year ₹ 73.38 Lakhs)*.

(g) In respect of advance subscription towards capital of ₹ **5,245.20 Lakhs** *(Previous Year Nil)* to Leila Lands Senderian Berhad a wholly owned subsidiary of the Corporation, no interest is charged on the outstanding amount

However, the provisions of Section 372A of the Companies Act, 1956 are not applicable to loans/ advances covered under (c), (d), (e) and (f) above in view of the loanees being wholly owned subsidiaries of the Corporation.

(h) Figures in brackets are in respect of the previous year.

9. Deferred Tax:

The break up of net deferred tax liability as at 31st March, 2011 is as under :

	Deferred Tax Asset	**Deferred Tax Liability** (₹ in Lakhs)
Timing difference on account of:		
Difference between book written down value and Written down value under the Income-Tax Act 1961		**625.34** *(606.12)*
Difference between book written down value and Written down value under the Karnatak Agricultural Income-Tax Act, 1957		**18.40** *(13.06)*
Voluntary Retirement Scheme	**84.55** *(169.10)*	**—** *(—)*
Provision for Doubtful Debts, Advances, Derivative Loss, Contingencies, Employee Benefits	**390.71** *(160.80)*	
Total	**475.26** *(329.90)*	**643.74** *(619.18)*
Net Deferred Tax Liability		**168.48** *(289.28)*

(Figures in brackets are in respect of the previous year)

Note: Deferred Tax Asset consisting of unabsorbed depreciation is recognized to the extent of the reversible timing difference on account of depreciation.

10. Leases:

Operating Lease:

The Corporation has taken various residential / commercial premises and plant and machinery under operating leases. These lease agreements are normally renewed on expiry. The lease payments recognised in Profit & Loss Account is ₹ **222.21 Lakhs** *(Previous Year ₹ 198.08 Lakhs).*

11. On the basis of confirmation obtained from suppliers who have registered under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Corporation the balance due to Micro & Small Enterprises as defined under the MSMED Act, 2006 is ₹ **13.89 Lakhs** *(Previous Year ₹ 14.64 Lakhs)*. Further, no interest during the year has been paid/ or is payable/ accrued under the terms of the MSMED Act, 2006.

12. Earnings per Share:

		₹ in Lakhs	*Previous Year ₹ in Lakhs*
(A)	Net Profit for calculation of Earnings per Share (numerator)	**7,654.20**	*1,365.55*
(B)	Weighted Average number of equity shares (denominator) (Nos.)	**1,39,54,380**	*1,39,54,380*
(C)	Basic and Diluted Earnings per shares (A/B) (in Rupees)	**54.85**	*9.79*
(D)	Nominal value per equity share (in Rupees)	**10**	*10*

13. Segment Information :

A. Primary Segment Reporting (by Business Segment)

(i) Composition of Business Segments

The Corporation's business segments based on product lines are as under :

- Plantation Products

  Segment produces/trades in Tea, Coffee, Timber, Cardamom and Pepper.

- Building Products

  Segment manufactures/trades in Phenolic Laminates (Industrial Laminates including Copper Clad Laminates and Surfacing Laminates).

- Dental Products

  Segment manufactures/trades in Health Care/Dental products.

- Auto Ancillary Products

  Segment manufactures Precision Springs for automobile and other industries.

- Weighing Products

  Segment manufactures/trades in Analytical and Precision Balances and Weighing Scales.

- Investments

  Segment invests in various securities listed as well as unlisted mainly on a long term basis.

- Others

  Segment manufactures/trades in Analytical and Precision Balances and Weighing Scales and represents property development.

(ii) Segment Revenues, Results and Other Information

(₹ in Lakhs)

	Plantation Products	Building Products	Dental Products	Auto Ancillary Products	Investments	Others	Total of Reportable Segments
Sales (Net of excise duty)	**10,668.29**	**7,879.78**	**1,306.90**	**10,877.50**	**—**	**212.95**	**30,945.42**
	(10,924.65)	*(8,271.73)*	*(1,348.32)*	*(8,616.73)*	*(—)*	*(226.72)*	*(29,388.15)*
Other Income	**358.56**	**149.06**	**19.83**	**98.75**	**7,320.36**	**45.33**	**11,440.31**
	(256.79)	*(101.75)*	*(3.83)*	*(32.67)*	*(414.17)*	*(21.22)*	*(830.43)*
Segment Revenues	**11,026.85**	**8,028.84**	**1,326.73**	**10,976.25**	**7,320.36**	**45.33**	**11,440.31**
	(11,181.44)	*(8,373.48)*	*(1,352.15)*	*(8,649.40)*	*(414.17)*	*(247.94)*	*(30,218.58)*
Segment Results	**1,597.10**	**468.39**	**287.19**	**1,721.94**	**7,320.36**	**45.33**	**11,440.31**
	(1,954.86)	*(649.25)*	*(248.23)*	*(1,082.24)*	*(414.17)*	*(27.21)*	*(4,375.96)*
Segment Assets	**10,354.34**	**6,885.61**	**864.72**	**7,201.95**	**15,919.18**	**2,197.71**	**43,423.51**
	(9,045.78)	*(7,332.48)*	*(889.57)*	*(6,538.20)*	*(10,669.20)*	*(2,138.62)*	*(36,613.85)*
Segment Liabilities	**1,225.89**	**765.40**	**136.25**	**2,116.44**	**—**	**31.25**	**4,275.23**
	(1,553.88)	*(1,251.59)*	*(145.29)*	*(1,502.25)*	*(—)*	*(31.11)*	*(4,484.12)*
Capital Expenditure (included in segment assets)	**883.42**	**117.01**	**2.99**	**557.15**	**—**	**—**	**1,560.57**
	(758.85)	*(508.39)*	*(8.35)*	*(64.42)*	*(—)*	*(45.07)*	*(1,385.08)*
Depreciation/ Amortisation	**284.45**	**339.83**	**20.86**	**196.79**	**—**	**13.73**	**855.66**
	(253.09)	*(317.12)*	*(20.17)*	*(178.32)*	*(—)*	*(9.02)*	*(777.72)*

(Figures in brackets are in respect of the previous year)

(iii) Reconciliation of Reportable Segments with the Financial Statements

(₹ in Lakhs)

	Revenues	Results/ Net Profits	Assets	Liabilities	Capital Expenditure	Depreciation/ Amortisation	Non-cash Expenses other than depreciation
Total of Reportable	**38,914.24**	**11,440.31**	**43,423.51**	**4,275.23**	**1,560.57**	**855.66**	**—**
Segments	*(30,218.58)*	*(4,375.96)*	*(36,613.85)*	*(4,484.12)*	*(1,385.08)*	*(777.72)*	*(—)*
Corporate/	**1,754.33**	**–20.17***	**5,751.02**	**30,519.43**	**168.09**	**29.93**	**622.46**
Unallocated Segment	*(1,112.48)*	*(–1,166.50)**	*(4,995.10)*	*(29,376.72)*	*(5.74)*	*(28.06)*	*(848.37)*
Less: Interest		**–1,815.21**					**—**
		(–1,983.14)					*(—)*
Less: Taxes		**–1,950.73**					**—**
		(–139.25)					*(—)*
As per Financial Statement	**40,668.57**	**7,654.20**	**49,174.53**	**34,794.66**	**1,728.66**	**885.59**	**622.46**
	(31,331.06)	*(1,365.55)*	*(41,608.95)*	*(33,860.84)*	*(1,390.82)*	*(805.78)*	*(848.37)*

(Figures in brackets are in respect of the previous year)

*Comprising Profit on sale of fixed assets, expenses recovered, loss on exchange etc.

B. Secondary segment Reporting (by Geographical Segment)

(₹ in Lakhs)

	Domestic	Exports*	Total
Revenues	**36,114.47**	**4,554.10**	**40,668.57**
	(27,607.89)	*(3,723.16)*	*(31,331.05)*
Total Assets	**47,758.47**	**1,416.06**	**49,174.53**
	(40,153.17)	*(1,455.78)*	*(41,608.95)*
Capital Expenditure	**1,697.06**	**31.60**	**1,728.66**
	(1,375.98)	*(14.84)*	*(1,390.82)*

(Figures in brackets are in respect of the previous year)

*It includes revenues and assets of foreign branches.

14. **Related Party Disclosures:**

Related party disclosures as required by (AS-18) "Related Party Disclosures" are given below:

(1) Related parties and nature of relationship where control exists

Subsidiaries:

(1) Afco Industrial & Chemicals Limited
(2) DPI Products & Services Limited
(3) Sea Wind Investments & Trading Company Limited
(4) PT Indo Java Rubber Planting Company till 17th March 2011
(5) Leila Lands Senderian Berhad
(6) Electromags Automotive Products Private Limited

Sub-Subsidiaries:

(a) **Subsidiary of DPI Products & Services Limited:**
Subham Viniyog Private Limited

(b) **Subsidiaries of Leila Lands Senderian Berhad:**
Naira Holdings Limited
Island Horti-Tech Holdings Pte. Limited
Leila Lands Limited
Restpoint Investments Limited

(c) **Subsidiaries of Island Horti-Tech Holdings Pte. Limited**:
Island Landscape & Nursery Pte. Limited
ILN Investments Pte. Limited
Innovative Organics Inc.

(d) **Subsidiaries of Leila Lands Limited**:
ABI Holding Limited
Britannia Brands Limited
Associated Biscuits International Limited
Dowbiggin Enterprises Pte. Limited
Nacupa Enterprises Pte. Limited
Spargo Enterprises Pte. Limited
Valletort Enterprises Pte. Limited
Bannatyne Enterprises Pte. Limited
Britannia Industries Limited

(e) **Subsidiaries of Britannia Industries Limited:**
Boribunder Finance & Investments Private Limited
Flora Investments Company Private Limited
Gilt Edge Finance & Investments Private Limited
Ganges Vally Foods Private Limited
International Bakery Products Limited
J. B. Mangharam Foods Private Limited
Manna Foods Private Limited
Sunrise Biscuit Company Private Limited
Britannia and Associates (Mauritius) Private Limited
Britannia and Associates (Dubai) Private Company Limited
Al Sallan Food Industries Company SAOG
Strategic Food International Company LLC
Strategic Brands Holding Company Limited
Britannia Lanka Private Limited
Daily Bread Gourmet Foods (India) Private Limited
Britannia Dairy Private Limited
(formerly known as Britannia New Zealand Foods Private Limited)
Britannia New Zealand Holdings Private Limited
Britannia Employees General Welfare Association Pvt. Ltd.
Britannia Employees Medical Welfare Association Pvt. Ltd.
Britannia Employees Educational Welfare Association Pvt. Ltd.

(f) **Subsidiary of Island Landscape & Nursery Pte. Limited**:
Peninsula Landscape & Nursery Sdn. Bhd.

(g) **Subsidiary of ILN Investments Pte. Limited:**
Saikjaya Holdings Sdn. Bhd.

(h) **Subsidiaries of Restpoint Investments Limited**:
Restpoint International Technology Corporation
Island Telesystems Pte. Limited

(i) **Subsidiary of Innovative Organics Inc.**:
Granum Inc.

(2) **Key Management Personnel**:
Mr. Ashok Panjwani – Managing Director
Mr. Jeh Wadia – Deputy Managing Director

(3) **Other Related Parties – Associate Companies**:
Lotus Viniyog Private Limited
Inor Medical Products Limited
Medical Microtechnology Ltd.

(4) **The following transactions were carried out with the related parties in the ordinary course of business.**

Details relating to the parties referred to in items 1 to 3 above:

(₹ in Lakhs)

(Figures in brackets are in respect of the previous year)

	Subsidiaries & Sub-Subsidiaries	Key Management Personnel	Other Related Parties	Total
Expenses charged by them				
Afco Industrials & Chemicals Ltd.	**23.52** *(21.72)*	— *(—)*	— *(—)*	**23.52** *(21.72)*
DPI Products & Services Ltd.	**2.28** *(2.13)*	— *(—)*	— *(—)*	**2.28** *(2.13)*
Expenses charged to them				
Afco Industrials & Chemicals Ltd.	**0.26** *(0.29)*	— *(—)*	— *(—)*	**0.26** *(0.29)*
Inor Medical Products Ltd.	— *(—)*	— *(—)*	**14.16** *(12.85)*	**14.16** *(12.85)*
Sea Wind Investments & Trading Company Limited	— *(0.22)*	— *(—)*	— *(—)*	— *(0.22)*
Electromags Automotive Products Pvt. Ltd.	**0.81** *(4.64)*	— *(—)*	— *(—)*	**0.81** *(4.64)*
Naira Holdings Limited	**37.64** *(40.08)*	— *(—)*	— *(—)*	**37.64** *(40.08)*
Commission Received				
Inor Medical Products Ltd.	— *(—)*	— *(—)*	**60.67** *(57.91)*	**60.67** *(57.91)*
Interest Received				
Electromags Automotive Products Pvt. Ltd.	**279.52** *(197.80)*	— *(—)*	— *(—)*	**279.52** *(197.80)*
Inor Medical Products Ltd.	— *(—)*	— *(—)*	**83.11** *(65.46)*	**83.11** *(65.46)*
Naira Holdings Limited	**3.46** *(4.19)*	— *(—)*	— *(—)*	**3.46** *(4.19)*
Dividend Received				
P. T. Indo Java Rubber Planting Company	**476.78** *(353.44)*	— *(—)*	— *(—)*	**476.78** *(353.44)*
Inor Medical Products Ltd.	— *(—)*	— *(—)*	**1.44** *(1.44)*	**1.44** *(1.44)*
Dividend Paid				
Mr. Jeh Wadia	— *(—)*	**0.02** *(0.02)*	— *(—)*	**0.02** *(0.02)*
Management/Secondment Charges received				
Afco Industrials & Chemicals Ltd.	**6.00** *(1.53)*	— *(—)*	— *(—)*	**6.00** *(1.53)*
Lotus Viniyog Private Ltd.	— *(—)*	— *(—)*	**1.60** *(0.22)*	**1.60** *(0.22)*
Naira Holdings Limited	**1.72** *(1.66)*	— *(—)*	— *(—)*	**1.72** *(1.66)*
Electromags Automotive Products Pvt. Ltd.	**468.78** *(423.55)*	— *(—)*	— *(—)*	**468.78** *(423.55)*

(₹ in Lakhs)

(Figures in brackets are in respect of the previous year)

	Subsidiaries & Sub-Subsidiaries	Key Management Personnel	Other Related Parties	Total
Expenses recovered				
Inor Medical Products Ltd.	**—**	**—**	**65.00**	**65.00**
	(—)	*(—)*	*(76.44)*	*(76.44)*
Rent recovered				
Afco Industrials & Chemicals Ltd.	**0.14**	**—**	**—**	**0.14**
	(6.76)	*(—)*	*(—)*	*(6.76)*
Inor Medical Products Ltd.	**—**	**—**	**76.73**	**76.73**
	(—)	*(—)*	*(65.29)*	*(65.29)*
Advance/Inter Corporate Deposits Paid				
Electromags Automotive Products Pvt. Ltd.	**100.00**	**—**	**—**	**100.00**
	(75.00)	*(—)*	*(—)*	*(75.00)*
Advance Subscription towards Capital				
Leila Lands Senderian Berhad.	**5,245.20**	**—**	**—**	**5,245.20**
	(—)	*(—)*	*(—)*	*(—)*
Advance/Inter Corporate Deposits given, now repaid				
Afco Industrials & Chemicals Ltd.	**35.00**	**—**	**—**	**35.00**
	(21.00)	*(—)*	*(—)*	*(21.00)*
Sea Wind Investments & Trading Company Ltd.	**50.00**	**—**	**—**	**50.00**
	(—)	*(—)*	*(—)*	*(—)*
Electromags Automotive Products Pvt. Ltd.	**200.00**	**—**	**—**	**200.00**
	(245.00)	*(—)*	*(—)*	*(245.00)*
Inor Medical Products Ltd.	**—**	**—**	**61.00**	**61.00**
	(—)	*(—)*	*(240.00)*	*(240.00)*
Naira Holdings Limited	**34.34**	**—**	**—**	**34.34**
	(71.91)	*(—)*	*(—)*	*(71.91)*
Managerial Remuneration				
Mr. Ashok Panjwani	**—**	**80.78**	**—**	**80.78**
	(—)	*(81.26)*	*(—)*	*(81.26)*
Mr. Jeh Wadia	**—**	**68.85**	**—**	**68.85**
	(—)	*(68.93)*	*(—)*	*(68.93)*
Outstanding amount payable				
Inor Medical Products Ltd.	**—**	**—**	**10.75**	**10.75**
	(—)	*(—)*	*(8.72)*	*(8.72)*
Afco Industrial & Chemicals Ltd.	**1.34**	**—**	**—**	**1.34**
	(—)	*(—)*	*(—)*	*(—)*
Outstanding amount receivable				
Afco Industrials & Chemicals Ltd.	**44.72**	**—**	**—**	**44.72**
	(69.14)	*(—)*	*(—)*	*(69.14)*
DPI Products & Services Ltd.	**75.66**	**—**	**—**	**75.66**
	(73.38)	*(—)*	*(—)*	*(73.38)*
Sea Wind Investments & Trading Company Ltd.	**17.14**	**—**	**—**	**17.14**
	(67.14)	*(—)*	*(—)*	*(67.14)*
Electromags Automotive Products Pvt. Ltd.	**2,776.03**	**—**	**—**	**2,776.03**
	(2,202.25)	*(—)*	*(—)*	*(2,202.25)*
Inor Medical Products Ltd.	**—**	**—**	**760.98**	**760.98**
	(—)	*(—)*	*(555.30)*	*(555.30)*
Lotus Viniyog Private Ltd.	**—**	**—**	**5.40**	**5.40**
	(—)	*(—)*	*(3.80)*	*(3.80)*
Naira Holdings Limited	**229.61**	**—**	**—**	**229.61**
	(224.92)	*(—)*	*(—)*	*(224.92)*

15. **Disclosure as required under Accounting Standard (AS–15 (Revised)**

DEFINED CONTRIBUTION PLAN

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

(₹ in Lakhs)

	2010-11	*2009-10*
Employer's Contribution to Government Provident Fund	**240.96**	*214.82*
Employer's Contribution to Superannuation Fund	**65.06**	*68.54*

DEFINED BENEFIT PLAN – GRATUITY

I. Reconciliation of Opening and Closing balances of Defined Benefit Obligation

		Previous Year
Liability at the beginning of the year	**1,359.64**	*1,265.07*
Interest cost	**112.19**	*96.52*
Current Service cost	**82.96**	*83.06*
Liability transfer out	**—**	*—*
Benefits paid	**(163.68)**	*(123.90)*
Actuarial (gain)/loss on Obligations	**(251.52)**	*38.89*
Liability at year end of the year	**1,139.58**	*1,359.64*

II. Reconciliation of Opening and Closing balances of Fair Value of Plan Assets

		Previous Year
Fair value of plan assets as at the beginning of the year	**1,359.79**	*1,282.95*
Expected Returns on Plan Assets	**104.79**	*101.15*
Contributions	**33.58**	*45.08*
Benefits Paid	**(163.68)**	*(123.90)*
Actuarial Gain/(Loss) on Plan Assets	**(24.31)**	*54.52*
Fair value of plan assets as at the end of the year	**1,310.17**	*1,359.79*

III. Actual Return on Plan Assets

		Previous Year
Expected Return on Plan Assets	**104.79**	*101.15*
Actuarial Gain/(Loss) on Plan Assets	**(24.31)**	*54.52*
Actual Return on Plan Assets	**80.48**	*155.67*

IV. Amount recognized in the Balance Sheet

		Previous Year
Liability at the end of the year	**1,139.58**	*1,359.64*
Fair value of Plan Assets at the end of the year	**1,310.17**	*1,359.79*
Difference	**170.58**	*0.15*
Asset/Liability recognised in the balance sheet	**170.58**	*0.15*

V. Expense recognized in the Profit and Loss Account

		Previous Year
Current Service Cost	**82.96**	*83.06*
Interest Cost	**112.19**	*96.52*
Expected Return on Plan Assets	**(104.79)**	*(101.15)*
Actuarial (Gain)/Loss	**(234.29)**	*(15.63)*
Expense recognized in the P&L A/c	**(136.85)**	*62.81*

VI. Investment Details

		Previous Year
Central Government Securities	**3.51%**	*3.65%*
PSU Bonds	**5.28%**	*5.51%*
Special Deposit Scheme	**—**	—
State Government Securities	**1.28%**	*1.37%*
Property	**—**	—
Others	**—**	—
Insurer Managed Funds	**89.93%**	*89.47%*
Total	**100%**	***100%***

VII. Actuarial assumptions used

		Previous Year
Mortality Table	**1994-96 LIC Ultimate**	*1994-96 LIC Ultimate*
Discount rate	**8.50%**	*8.25%*
Rate of return on Plan Assets	**8%**	*8%*
Salary escalation rate	**5%**	*5%*

VIII. Prescribed Contribution for next year

		Previous Year
Prescribed Contribution for next year	**108.36**	*93.41*

IX. Experience Adjustment

	31.03.2011	*31.03.2010*	*31.03.2009*	*31.03.2008*
Fair Value of Plan Assets	**1,310.17**	*1,359.79*	*1,282.95*	*1,060.62*
Defined Benefit Obligation	**1,139.58**	*1,359.64*	*1,265.07*	*1,055.04*
Actuarial (Gain)/Loss on Plan Assets	**(24.31)**	*54.52*	*(33.36)*	*24.39*
Actuarial (Gain)/Loss on Defined Benefit Obligation	**(251.52)**	*38.89*	*223.24*	*72.21*

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information is certified by the Actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Corporation's policy for plan assets management.

Provident fund: The Corporation contributes to recognized provident fund for a few employees. The Guidance note on implementing AS 15 (Revised) states that Provident Funds set up by employers which require interest shortfalls to be met by the employers are defined benefit plans. Having regard to the assets of the fund and the return on investments, the Corporation does not expect any deficiency in the foreseeable future. The details required for AS 15 (Revised) disclosure are not ascertained. During the year, the Corporation has contributed ₹ **43.62 Lakhs** *(Previous Year ₹. 42.67 Lakhs)* to the recognized provident fund.

16. Export benefits/Incentives are accounted on accrual basis. Accordingly, on the Balance Sheet date, in respect of Exports made, estimated benefit of ₹ **244.14 Lakhs** (Previous year ₹ 197.99 Lakhs) has been taken into account for the year as incentive on accrual basis under the pass book scheme. Subsequent to that, the Corporation has imported and utilized the said entitlement of ₹ **244.14 Lakhs** *(Previous year ₹ 156.85 Lakhs)* leaving a balance of Nil *(Previous year ₹ 41.44 Lakhs)*.

17. The Corporation has entered into derivative contracts for hedging its borrowings and interest costs in foreign currencies. The Corporation is accounting for gains and losses on such contracts along with the settlement of the underlying transactions. Having regard to the complex nature of the long term derivative contracts and the market volatility, the Management is at this stage not in a position to realistically ascertain the ultimate loss or gain on settlement of these contracts. The Corporation has during the year considered net provision of ₹ 518 Lakhs against the said contracts, which is net of ₹ 719 Lakhs of previous year and write back of ₹ 201 Lakhs of the current year.

18. The Corporation has opted for accounting the exchange difference arising on reporting of Long Term Foreign Currency Monetary Items (the said Monetary Items) in line with Accounting Standard Amendment Rules 2009 on Accounting Standard 11 (AS 11) notified by the Government of India on 31st March, 2009. The exchange difference arising on the said Monetary Items at the rates different from those at which they were initially recorded is accounted in "Foreign Currency Monetary Item Translation Difference Account" and amortised over balance period of such loans but not beyond 31st March, 2011. Accordingly during the year a sum of ₹ 104.46 Lakhs *(Previous Year ₹ 848.37 Lakhs)* has been charged to the Profit & Loss Account

19. In an earlier year the Corporation took up development of Real Estate in the vacant properties at Pune, Coimbatore and Mumbai; and converted these assets as stock in trade at cost.

20. Provision for contingencies of ₹ **125 Lakhs** (Previous Year ₹ 85 Lakhs) represents a part amount provided for against the contingent liabilities with regards to the disputed demands for excise duties, wages and damages and interest as described in Note No. 2 on the basis of a fair estimate by the Corporation. The carrying amount at the beginning of the year was ₹ 85 Lakhs and the provision of ₹ 40 Lakhs made during the year is carried forward at the end of the year and neither the amount has been used nor the unused amount reversed during the year under review

21. Figures in respect of current year and those for the previous year have been rounded off to the nearest thousand and are expressed in terms of decimals of Lakhs.

22. Comparative Financial information (i.e. the amounts and other disclosures for the preceding year presented above), is included as an integral part of the current year's financial statements, and is to be read in relation to the amounts and other disclosures relating to the current year. The figures relating to previous year have been re-grouped/re-classified wherever necessary to confirm with the current year's classification. The previous year's financial statements were audited by a firm other than B S R & Co., Chartered Accountants.

23. Additional information pursuant to Part IV of Schedule VI to the Companies Act, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.	00002	State Code	11
Balance Sheet Date	31 (Date) 03 (Month) 11 (Year)		

II. Capital raised during the year (Rs. Thousands)

Public issue	Rights Issue
– NIL –	– NIL –
Bonus issue	**Private Placement**
– NIL –	– NIL –

III. Position of Mobilisation and Deployment of Funds (₹ Thousands)

Total Liabilities	Total Assets
4172415	4172415

Sources of Funds

Paid - Up Capital	Reserves & Surplus
139627	1298360
Secured Loans	**Unsecured Loans**
2417059	300521
Deferred Tax Liability (Net)	
16848	

Application of Funds

Net Fixed Assets	Investments
1110373	1067706
Net Current Assets	**Miscellaneous Expenditure**
1994336	NIL
Foreign Currency Monetary Item Translation Difference Account	**Accumulated Losses**
NIL	NIL

IV. Performance of Company (Rs. Thousands)

Turnover (Net Revenue)	Total Expenditure
4066857	3106364

+	–	Profit Before Tax	+	–	Profit After Tax
✓		960493	✓		765420

(Please tick appropriate box + for profit, – for loss)

+	–	Basic and Diluted-Earnings Per Share in ₹ #	Dividend rate %
✓		54.85	70.00

#Refer Note No. 12 of Schedule 22.

V. Generic Names of Three Principal Products/Services of Company (as per monetary terms)

Item Code No. (ITC Code)	8 4 6 3 9 0 0 2
Product Description	S P R I N G S
Item Code No. (ITC Code)	0 9 0 2 4 0 0 0
Product Description	T E A
Item Code No. (ITC Code)	4 8 0 7 1 0 0 0
Product Description	L A M I N A T E S

Auditors' report to the Board of Directors of The Bombay Burmah Trading Corporation, Limited on the Consolidated Financial Statements of The Bombay Burmah Trading Corporation, Limited its subsidiaries, associates and Branches.

1. We have audited the attached consolidated balance sheet of The Bombay Burmah Trading Corporation, Limited ('the Company') and its subsidiaries, associates and branches (collectively called 'the BBTCL Group') as at 31 March 2011, the consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We did not audit the financial statements and other financial information of certain subsidiaries, associates and branches (interests in which have been incorporated in these consolidated financial statements). These subsidiaries, associates and branches account for 18.00% of total assets and 9.00% of total revenues and other income, as shown in these consolidated financial statements. Of the above:

   a. The financial statements and other financial information of some of the subsidiaries, associates and branches incorporated outside India as drawn up in accordance with the generally accepted accounting principles of the respective countries ('the local GAAP') have been audited by other auditors duly qualified to act as auditors in those countries and whose reports have been furnished to us. For purposes of preparation of consolidated financial statements, the aforesaid local GAAP financial statements have been restated by the management so that they conform to the generally accepted accounting principles in India. These subsidiaries and associates account for 11.00% of total assets and 3.00% of total revenue and other income as shown in these consolidated financial statements. Our opinion on the consolidated financial statements, insofar as it relates to these subsidiaries and associates, is based on the aforesaid audit reports of these other auditors.

   b. The financial statements and other financial information of the remaining subsidiaries, associates and branches have not been subjected to audit either by us or by other auditors, and therefore, unaudited financial statements for the year/period ended 31 March 2011 of these subsidiaries and associates have been furnished to us by the management. These subsidiaries, associates and branches account for only 5.00% of total assets and 4.00% of total revenues and other income as shown in these consolidated financial statements, and therefore are not material to the consolidated financial statements, either individually or in aggregate.

4. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards 21, Consolidated Financial Statements, and Accounting Standard 23, Accounting for Investments in Associates in consolidated Financial Statements prescribed by the Companies (Accounting Standards) Rules, 2006.

5. Based on our audit and to the best of our information and according to the explanations given to us and on consideration of reports of other auditors on separate financial statements, in our opinion the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

   a. in the case of the consolidated balance sheet, of the state of affairs of the BBTCL Group as at 31 March 2011;

   b. in the case of the consolidated profit and loss account, of the profit of the BBTCL Group for the year ended on that date; and

   c. in the case of the consolidated cash flow statement, of the cash flows of the BBTCL Group for the year ended on that date.

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

Bhavesh Dhupelia
Partner
Membership No.: 042070

Mumbai
Date: 27 May 2011

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	Schedule No.	As at 31st March, 2011 ₹	₹	*As at 31st March, 2010* ₹	₹
I. SOURCES OF FUNDS:					
1. SHAREHOLDERS' FUNDS –					
(a) Capital	1	1,396.27		*1,396.27*	
(b) Reserves and Surplus	2	88,603.66		*78,299.23*	
			89,999.93		*79,695.50*
2. MINORITY INTEREST			21,152.08		*18,667.23*
3. LOAN FUNDS –					
(a) Secured Loans	3	114,061.97		*125,106.13*	
(b) Unsecured Loans	4	28,661.14		*18,657.52*	
			142,723.11		*143,763.65*
4. DEFERRED TAX LIABILITY (Net)			894.35		*510.57*
TOTAL			254,769.47		*242,636.95*
II. APPLICATION OF FUNDS:					
1. FIXED ASSETS —					
(a) Gross Block	5	223,535.44		*219,109.67*	
(b) *Less*: Depreciation/Amortisation		67,486.75		*62,838.52*	
(c) Net Block		156,048.69		*156,271.15*	
(d) Capital Work-in-Progress		1,580.21		*1,422.99*	
			157,628.90		*157,694.14*
2. INVESTMENTS —	6		55,914.87		*54,126.18*
3. FOREIGN CURRENCY MONETARY ITEM TRANSLATION DIFFERENCE ACCOUNT			—		*127.45*
4. CURRENT ASSETS, LOANS AND ADVANCES —					
(a) Inventories	7	45,958.34		*40,421.99*	
(b) Sundry Debtors	8	17,013.31		*15,722.12*	
(c) Cash and Bank Balances	9	18,532.10		*11,531.41*	
(d) Other Current Assets	10	1,260.08		*1,602.27*	
(e) Loans and Advances	11	24,204.32		*21,598.96*	
		106,968.15		*90,876.75*	
LESS: CURRENT LIABILITIES AND PROVISIONS					
(a) Liabilities	12	49,671.83		*46,766.96*	
(b) Provisions	13	16,070.62		*14,162.69*	
		65,742.45		*60,929.65*	
NET CURRENT ASSETS			41,225.70		*29,947.10*
5. DEFERRED TAX ASSET (Net)			—		*734.73*
6. MISCELLANEOUS EXPENDITURE To the extent not written off or adjusted Deferred Revenue Expenditure			—		*7.35*
TOTAL			254,769.47		*242,636.95*
Significant Accounting Policies and Notes to Accounts	22				

In terms of our report attached.
For B S R & Co.
Chartered Accountants
Firm's Registration No. 101248W

Bhavesh Dhupelia
Partner
Membership No. 042070
Mumbai,
Dated : 27th May, 2011

The above Consolidated Balance Sheet including Schedule Numbers 1 to 13 and 22 is hereby authenticated by us.

For and on behalf of the Board,

NUSLI N. WADIA *Chairman*

A. PANJWANI *Managing Director*
NESS WADIA *Managing Director*
N. H. DATANWALA *Vice President Corporate & Co. Secretary*

K. MAHINDRA *Director*
M. L. APTE *Director*
VINITA BALI *Director*

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Lakhs)

	Schedule No.	₹	₹	Previous Year ₹	Previous Year ₹
INCOME					
Sales	14	519,127.95		*427,324.57*	
Less: Excise Duty recovered on Sales		5,064.96		*3,483.11*	
Net Sales			514,062.99		*423,841.46*
Other Income	15		16,273.97		*13,637.49*
Share of Profit of Associates			11.83		*1,123.44*
			530,348.79		*438,602.39*
EXPENDITURE					
(Increase)/Decrease in Stocks	16		(2,225.99)		*(4,262.44)*
Raw Materials Consumed			289,149.77		*219,648.84*
Cost of Horticulture and Landscape Services			3,727.65		*3,017.37*
Purchase of Trading Goods/Shares			33,963.63		*42,344.63*
Operation and Other Expenses	17		131,069.32		*118,655.76*
Payments to and Provision for Employees	18		27,719.58		*23,923.23*
Cost relating to Real Estate Division	19		12.92		*20.02*
Interest	20		10,129.05		*8,021.22*
Depreciation/Amortisation		8,303.99		*7,509.12*	
Less: Transfer from Revaluation Reserve		3.08		*3.08*	
			8,300.91		*7,506.04*
			501,846.84		*418,874.67*
OPERATING PROFIT			28,501.95		*19,727.72*
Less: Loss on Exchange (Net)/Derivative Loss		622.46		*848.37*	
Exchange Difference on other Loan (Refer Note No. 11d of Schedule No. 22)		400.74		*4,755.87*	
			1,023.20		*5,604.24*
PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEMS			27,478.75		*14,123.48*
Exceptional Items					
Amortisation of VRS in Subsidiary		—		*3,325.45*	
Provision for claims and other costs		—		*655.95*	
			—		*3,981.40*
PROFIT BEFORE TAXATION			27,478.75		*10,142.08*
Provision for Taxation	21		8,087.26		*944.65*
PROFIT AFTER TAXATION AND BEFORE MINORITY INTEREST			19,391.49		*9,197.43*
Minority Interest			(7,628.27)		*(5,568.62)*
PROFIT AFTER MINORITY INTEREST			11,763.22		*3,628.81*
Balance brought forward from Previous Year			15,202.82		*14,307.36*
Adjustment of Dividend received/Dividend proposed			23,673.34		*(921.84)*
AMOUNT AVAILABLE FOR APPROPRIATION			50,639.38		*17,014.33*
APPROPRIATIONS					
Proposed Dividend			976.81		*488.40*
Corporate Dividend Tax (CDT) thereon [incl. CDT of Subsidiary – ₹ 641.87 lakhs (Previous Year ₹ 505.50 lakhs)]			800.33		*586.62*
Transferred to General Reserve			1,540.40		*736.23*
Transferred to Statutory Reserve			—		*0.26*
Balance Carried to Balance Sheet			47,321.84		*15,202.82*
			50,639.38		*17,014.33*
Basic and Diluted Earnings per Share (in Rs.) – Face Value Rs. 10/- each Refer Note No. 14 of Schedule No. 22			84.30		*26.00*
Significant Accounting Policies and Notes to Accounts.	22				

In terms of our report attached.
For B S R & Co.
Chartered Accountants
Firm's Registration No. 101248W

Bhavesh Dhupelia
Partner
Membership No. 042070
Mumbai,
Dated : 27th May, 2011

The foregoing Consolidated Profit and Loss Account for the year ended 31st March, 2011 including Schedule Numbers 14 to 22 is hereby authenticated by us.

For and on behalf of the Board,

NUSLI N. WADIA *Chairman*

A. PANJWANI *Managing Director*
NESS WADIA *Managing Director*
N. H. DATANWALA *Vice President Corporate & Co. Secretary*

K. MAHINDRA *Director*
M. L. APTE *Director*
VINITA BALI *Director*

CONSOLIDATED CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR YEAR ENDED 31ST MARCH, 2011

(₹ in Lakhs)

			Previous Year	
	₹	₹	₹	₹
A. Cash flows from operating activities:				
Profit before Taxation		**27,478.75**		*10,142.08*
Adjustments for:				
Depreciation	**8,300.91**		*7,506.04*	
Currency Alignment on Depreciation	**8.17**		*(1,955.59)*	
Loss on Exchange/Derivative Loss (net)	**622.46**		*848.37*	
Exchange Difference on Other loan	**400.74**		*4,755.87*	
Share of Profit of Associates	**(11.83)**		*(1,123.44)*	
Profit on Sale of Fixed Assets (net)	**(1,880.45)**		*(424.31)*	
Profit on Sale of Long Term Investments (Subsidiary)	**(6,606.57)**		*(1,220.11)*	
Profit on Sale of Other Investments (net)	**18.26**		—	
Amortisation of VRS in subsidiary	—		*3,325.45*	
Assets discarded written off	**85.86**		*5.63*	
Impairment Loss on Current Investments	**29.96**		*1,419.67*	
Amortisation of Miscellaneous Expenditure	**7.35**		*(0.15)*	
Advances/Doubtful Debts written off	**118.18**		*155.41*	
Provision for doubtful debts	**219.03**		*359.49*	
Provision for contingencies	**40.00**		*85.00*	
Provision for claims & other costs	—		*655.95*	
Excess Provision in respect of previous year written back	**(1,278.20)**		*(752.83)*	
Interest expense	**10,129.05**		*8,021.22*	
Interest income	**(2,582.89)**		*(1,956.16)*	
Dividend income	**(224.18)**		*(6,385.75)*	
		7,395.85		*13,319.76*
Operating Profit before working capital changes		**34,874.60**		*23,461.84*
Adjustments for:				
(Decrease)/Increase in Sundry Debtors and other receivables	**(3,428.45)**		*3,412.17*	
(Decrease) in Inventories	**(5,536.35)**		*(3,068.84)*	
Increase/(Decrease) in Sundry Creditors and Provisions	**3,162.73**		*(428.73)*	
		(5,802.07)		*(85.40)*
Cash from operations		**29,072.53**		*23,376.44*
Net Decrease in Reserves	**(17,680.21)**		—	
Foreign exchange loss on consolidation	**(5,605.29)**		*(7,310.00)*	
Direct taxes paid (net)	**(5,896.22)**		*(1,462.76)*	
		(29,181.72)		*(8,772.76)*
Net cash from operating activities		**(109.19)**		*14,603.68*
B. Cash flows from investing activities:				
Purchase of fixed assets		**(9,878.81)**		*(7,264.68)*
Consideration paid on acquisition of subsidiaries		—		*(88,120.08)*
Advances and Loans		**446.90**		*1,817.87*
Proceeds from sale of fixed assets		**3,527.33**		*704.88*
Sale Proceeds of Long Term Investments (Subsidiary)		**6,608.66**		—
Sale/(Purchase) of Investments (net)		**(9,297.99)**		*11,018.08*
Bank Deposits withdrawn during the year		**1,325.24**		*4,676.18*
Bank Deposits made during the year		**(1,840.41)**		*(1,325.24)*
Interest income		**2,566.06**		*2,140.36*
Dividend income		**224.19**		*7,301.82*
Net cash (used in)/from investing activities		**(6,318.83)**		*(69,050.81)*

CONSOLIDATED CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR YEAR ENDED 31ST MARCH, 2011 *(Contd.)*

(₹ in Lakhs)

				Previous Year	
	₹	₹	₹	₹
C. Cash flows from financing activities:				
(Repayment of)/Proceeds from Borrowings (net)		**(6,383.96)**		*53,389.55*
Proceeds from/(Repayment of) Cash Credit		**4,447.67**		*(137.48)*
Adjustment to Minority Interest (net of dividend paid)		**(5,143.42)**		*(3,412.73)*
Interest paid		**(10,091.53)**		*(8,085.54)*
Dividend and dividend distribution tax paid		**(1,059.38)**		*(3,504.89)*
Adjustment of dividend received/dividend proposed		**23,673.34**		*(921.84)*
Net cash from/(used) in financing activities		**5,442.72**		*37,327.07*
Net (Decrease)/Increase in cash and cash equivalents (A+B+C)		**(985.30)**		*(17,120.06)*
Cash and cash equivalents as at the commencement of the year	**36,964.23**		*17,465.44*	
Add: On acquisition of Subsidiary	**—**	**36,964.23**	*36,618.85*	*54,084.29*
Cash and cash equivalents as at the end of the year		**35,978.93**		*36,964.23*
Net (Decrease)/Increase as disclosed above		**(985.30)**		*(17,120.06)*
Components of Cash and Cash Equivalents as at		**31-03-2011**		*31-03-2010*
Cash on hand		**343.65**		*327.94*
Balances with Banks – on Current Account		**8,137.23**		*4,705.49*
– on Deposit Account		**8,210.81**		*5,172.74*
Current Investments in Mutual Funds		**19,287.24**		*26,758.06*
		35,978.93		*36,964.23*

Notes:

(1) The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS-3) "Cash Flow Statements" as notified under the Companies (Accounting Standards) Rules, 2006.

(2) Component of Cash and Cash Equivalents exclude bank deposits with maturity of more than 3 months aggregating to ₹ 1,840.41 lakhs *(Previous Year ₹ 1,325.24 lakhs)*.

(3) Figures relating to previous year have been recast where necessary to conform to figures of the current year.

In terms of our report attached.
For B S R & Co.
Chartered Accountants
Firm's Registration No. 101248W

Bhavesh Dhupelia
Partner
Membership No. 042070
Mumbai,
Dated : 27th May, 2011

For and on behalf of the Board,

		NUSLI N. WADIA	*Chairman*
A. PANJWANI	*Managing Director*	K. MAHINDRA	*Director*
NESS WADIA	*Managing Director*	M. L. APTE	*Director*
N. H. DATANWALA	*Vice President Corporate & Co. Secretary*	VINITA BALI	*Director*

SCHEDULES TO CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	₹	As at 31st March, 2011 ₹	*As at 31st March, 2010* ₹
SCHEDULE NO. 1			
SHARE CAPITAL:			
AUTHORISED —			
1,50,00,000 Equity Shares of Rs. 10/- each		**1,500.00**	*1,500.00*
		1,500.00	*1,500.00*
ISSUED AND SUBSCRIBED —			
1,39,54,380 Equity Shares of Rs. 10 /- each fully paid-up		**1,395.44**	*1,395.44*
Of the above –			
(1) 25,000 Shares of Rs. 10/- each are allotted as fully paid-up pursuant to a contract without payment being received in cash and 1,25,000 Shares of Rs. 10/- each are allotted as fully paid-up pursuant to the Scheme of Arrangement for relinquishment of special rights attached to the original shares.			
(2) 1,07,94,377.50 Shares of Rs. 10/- each are allotted as fully paid-up by way of Bonus Shares by capitalisation of General Reserve and Securities Premium Account.			
(3) On 10,50,000 Shares of Rs.10/- each a sum of Rs. 6/- per share was credited by way of Bonus by capitalisation of Reserves.			
Add: Forfeited Shares –			
Amount paid-up		**0.83**	*0.83*
TOTAL		**1,396.27**	*1,396.27*

	₹	As at 31st March, 2011 ₹	*As at 31st March, 2010* ₹
SCHEDULE NO. 2			
RESERVES AND SURPLUS:			
CAPITAL RESERVE ACCOUNT			
As per last Balance Sheet	**1,841.19**		*1,809.23*
Add: On acquisition of Subsidiaries	**—**		*31.96*
		1,841.19	*1,841.19*
CAPITAL RESERVE (ON INVESTMENT IN SUBSIDIARIES)			
As per last Balance Sheet	**602.08**		*605.16*
(Less): Difference between depreciation on Revalued Cost of Plant and Machinery and Original Cost thereof for the year transferred to Profit and Loss Account	**(3.08)**		*(3.08)*
		599.00	*602.08*
CAPITAL REDEMPTION RESERVE —			
As per last Balance Sheet	**201.96**		*0.02*
Add: On acquisition of Subsidiaries	**—**		*201.94*
		201.96	*201.96*
REVALUATION RESERVE ACCOUNT —			
As per last Balance Sheet	**0.11**		*—*
Add: On acquisition of Subsidiaries	**—**		*0.11*
		0.11	*0.11*
SECURITIES PREMIUM ACCOUNT —			
As per last Balance Sheet		**3,637.21**	*3,637.21*

SCHEDULES TO CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

		As at 31st March, 2011	As at 31st March, 2010
	₹	₹	₹
SCHEDULE NO. 2 ***(Contd.)***			
RESERVES AND SURPLUS:			
FOREIGN CURRENCY TRANSLATION RESERVE			
As per last Balance Sheet	**9,218.98**		*21,001.69*
Add: On acquisition of Subsidiaries	**—**		*(735.45)*
Less: On disposal of Subsidiaries	**(64.95)**		—
(Less)/Add: Amount transferred on account of resulting exchange differences on conversion of non-integral foreign branches and subsidiaries	**(5,606.75)**		*(11,047.26)*
		3,547.28	*9,218.98*
STATUTORY RESERVE FUND			
As per last Balance Sheet	**148.36**		*148.10*
Add: Transferred from Profit and Loss Account	**—**		*0.26*
		148.36	*148.36*
GENERAL RESERVE ACCOUNT —			
As per last Balance Sheet	**47,446.52**		*36,760.39*
Add: On acquisition of Subsidiaries (net)	**—**		*13,467.27*
(Less): Dividend distribution tax (Refer Note No. 27 of Schedule No. 22)	**—**		*(3,517.37)*
(Less): On account of Bonus Debentures	**(20,696.53)**		—
(Less): On disposal of Subsidiaries	**(214.20)**		—
Add: Dividend adjustment	**3,230.52**		—
Add: Transferred from Profit and Loss Account	**1,540.40**		*736.23*
		31,306.71	*47,446.52*
PROFIT AND LOSS ACCOUNT		**47,321.84**	*15,202.82*
TOTAL		**88,603.66**	*78,299.23*

	As at 31st March, 2011	As at 31st March, 2010
SCHEDULE NO. 3		
SECURED LOANS:		
Loans and Advances from Banks —		
Cash Credit/Overdraft Accounts	**6,035.54**	*1,587.87*
Book Debts	**—**	*449.15*
From Government of Sultanate of Oman/Oman Development Bank	**2,543.79**	*5,281.77*
8.25% Secured Redeemable Non-Convertible Bonus Debentures (Refer Note No. 27 of Schedule No. 22)	**40,613.28**	*19,916.75*
Term Loans	**64,412.91**	*96,920.74*
Hire Purchase/Lease facility (Net of unmatured finance charges)	**140.08**	*61.69*
Lease Creditors	**316.37**	*888.16*
TOTAL	**114,061.97**	*125,106.13*

	As at 31st March, 2011	As at 31st March, 2010
SCHEDULE NO. 4		
UNSECURED LOANS:		
Intercorporate Deposits	**5,549.70**	*13.00*
Short Term Loans from Banks	**21,552.92**	*16,644.80*
Other Loans: From Others	**1,558.52**	*1,999.72*
TOTAL	**28,661.14**	*18,657.52*

SCHEDULES TO CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

SCHEDULE NO. 5

FIXED ASSETS:

(₹ in Lakhs)

	Original/ Revalued Cost or Balance as at 1st Apr., 2010	On Acquisition of Subsidiaries (Refer Note 1)	Cost of Additions during the year	Cost of Disposals/ Transfers/ Adj. during the year	Currency Alignment on Opening Balance	**Cost/ Revalued Cost or Balance as at 31st March, 2011**	Accumulated Depreciation as on 1st April 2010	On Acquisition of Subsidiaries (Refer Note 1)	Depreciation/ Amortisation for the year	Currency Alignment on Opening Balance	Currency Alignment for the year	Depreciation/ Amortisation on Disposals/ Transfers/ Adj. during the year	**Depreciation/ Amortisation to 31st March, 2011**	**Net Book Value as at 31st March, 2011**	*Net Book Value as at 31st March, 2010*
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
INTANGIBLE ASSETS:															
Technical know-how	1,035.48	—	—	—	—	**1,035.48**	833.52		100.98	—	—	—	**934.50**	**100.98**	*201.96*
Trademark/Design/ Marketing/ Infrastructure & Non-compete rights	4,142.58	—	—	—	—	**4,142.58**	3,432.71		536.09	—	—	—	**3,968.80**	**173.78**	*709.87*
Computer Software	3,565.16		780.86	(521.37)	(1.38)	**3,823.27**	1,707.55		727.57	(0.86)	—	(400.50)	**2,033.76**	**1,789.51**	*1,857.61*
Goodwill and other business rights	1,405.03	—	—	—	—	**1,405.03**	834.98	—	445.47	—	—	—	**1,280.45**	**124.58**	*570.05*
Goodwill on Consolidation	99,329.15		25.65		(41.79)	**99,313.01**	751.13						**751.13**	**98,561.88**	*98,578.02*
Tenancy Rights	36.55	—	—	—	—	**36.55**	4.65	—	0.60	—	—	—	**5.25**	**31.30**	*31.90*
TANGIBLE ASSETS:															
LAND:															
Freehold	2,239.27		16.25	—	—	**2,255.52**	—	—	5.71	—	—	—	**5.71**	**2,249.81**	*2,239.27*
Leasehold	1,079.33		563.91	(45.17)	69.11	**1,667.18**	51.12		90.72	37.98	—	(4.08)	**175.74**	**1,491.44**	*1,028.21*
ROADS	101.94	—	3.05	—	—	**104.99**	44.46	—	3.18		—	—	**47.64**	**57.35**	*57.48*
DEVELOPMENT – Immature-Plantations	2,051.10		238.88	(365.79)	(0.15)	**1,924.04**	20.12	—	2.49	—	—	—	**22.61**	**1,901.43**	*2,030.98*
BUILDINGS	18,953.52		484.51	(437.16)	(40.61)	**18,960.26**	7,915.04	—	627.12	(0.86)	(28.97)	(135.31)	**8,377.02**	**10,583.24**	*11,038.48*
PLANT AND MACHINERY	79,517.36		7,189.06	(2,594.13)	(150.63)	**83,961.66**	43,734.58	—	5,465.33	(80.78)	(10.43)	(2,221.90)	**46,886.80**	**37,074.86**	*35,782.78*
MOTOR VEHICLES AND TRACTORS	1,961.40		460.52	(469.78)	54.02	**2,006.16**	1,359.18	—	180.22	(0.80)	47.78	(398.36)	**1,188.02**	**818.14**	*602.22*
FURNITURE AND FIXTURES	2,938.23		126.16	(159.74)	(4.94)	**2,899.71**	1,774.20	—	118.51	(4.64)	(0.21)	(43.70)	**1,844.16**	**1,055.55**	*1,164.03*
MATURED PLANTATIONS	753.57	—	—	(753.57)	—	**—**	375.28	—	—	—		(410.12)	**(34.84)**	**34.84**	*378.29*
	219,109.67	**—**	**9,888.85**	**(5,346.71)**	**(116.37)**	**223,535.44**	**62,838.52**	**—**	**8,303.99**	**(49.96)**	**8.17**	**(3,613.97)**	**67,486.75**	**156,048.69**	
PREVIOUS YEAR TOTAL	*28,485.51*	*97,333.23*	*99,107.44*	*(2,007.57)*	*(3,808.94)*	***219,109.67***	*9,950.34*	*48,730.58*	*7,509.82*	*325.44*	*(1,956.29)*	*(1,721.37)*	*62,838.52*		*156,271.15*
CAPITAL WORK-IN-PROGRESS														**1,580.21**	*1,422.99*
													TOTAL:	**157,628.90**	*157,694.14*

Note 1. Adjustment in respect of previous year represents assets of Britannia Brands Limited, Associated Biscuit International Holding and Britannia Industries group on account of investments made in Britannia Brands Limited.

Note 2. Cost of disposals includes Rs.1,965.07 lakhs being assets pertaining to P T Indo Java Rubber Planting Company which ceased to be a Subsidiary w.e.f .17th March, 2011.

Note 3. Depreciation on Disposals includes Rs.801.31 lakhs being depreciation pertaining to P T Indo Java Rubber Planting Company which ceased to be a Subsidiary w.e.f. on 17th March, 2011.

Note 4. Agreements in respect of leasehold land at two factories of the Company *(previous year: two factories)* are in the process of renewal.

Note 5. Redeemable Non-convertible bonus debentures issued in the previous year have been secured by way of first mortgage created on identified immovable property and first charge on Company's movable assets restricted to inventories and plant and machinery.

Note 6. Buildings include:

(i) fully paid unquoted shares and bonds in respect of ownership of flats in 3 Co-operative Housing Societies (previous year: 4 Co-operative Housing Societies); 519 shares (previous year: 529 shares) of Rs. 50 each, and 50 interest-free loan stock bonds (previous year: 50 interest free loan stock bonds) of Rs. 100 each.

(ii) Net book value Rs. 65,632 *(previous year: Rs. 80,953)* constructed on a land leased from the government[U.A.E] which is renewable each year in relation to Strategic Food International Co LLC (SFIC). The lessor [government (U.A.E)] would be required to give the tenant (SFIC) a notice of one year for termination of the lease.

(iii) Net book value Rs. 126,106 *(previous year: Rs. 133,511)* constructed on a land leased from the Public Establishment for Industrial Estates (Sohar Industrial Estate) for a period of 25 years from 1st January 1994 which is renewable thereafter for a further period of 25 years in relation to Al Sallan Food Industries Co SAOC (ASFI).

Note 7. Net book value of tangible assets included in the above schedule pertaining to ASFI amounts to Rs. 352,162 *(previous year: Rs. 373,060)*. Substantially all the tangible assets of ASFI are mortgaged as security against the government term loan and other term loans amounting to Rs. 254,379 *(previous year: Rs. 528,177)*.

Note 8. Goodwill on consolidation comprises of goodwill Rs. 941,917 *(previous year: Rs. 943,531)* and capital reserve Rs. 10,505 *(previous year: Rs.10,505)*.

Note 9. Acquisition during the previous year represent the assets of Britannia Dairy Private Limited on account of further investment made in the entity.

Note 10. Adjustment during the previous year represents assets pertaining to Britannia Lanka Private Limited, which has been classified as current asset - Assets held for sale (Schedule I), on account of discontinuation of operation.

SCHEDULES TO CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	₹	As at 31st March, 2011 ₹	As at 31st March, 2010 ₹
SCHEDULE NO. 6			
INVESTMENTS —			
(A) Long Term Investments (At Cost)			
In Equity Shares of Companies			
Quoted	**13,717.35**		*13,006.35*
Unquoted	**33.01**		*134.35*
	13,750.36		*13,140.70*
In Associates	**401.82**		*388.82*
In Government Securities	**4.07**		*4.01*
In Debentures	**13,189.46**		*8,220.23*
In Bonds	**2,645.61**		*2,733.08*
In Units of Mutual Funds	**5,307.17**		*1,000.58*
In Units of Insurance policies	**598.88**		*598.88*
Capital in a Partnership firm	**1.00**		*1.00*
In Others (viz. Co-operative Societies, etc.)	**0.56**		*118.21*
		35,898.93	*26,205.51*
(B) Current Investments (At Cost or Market/Fair value whichever is lower)			
In Managed Fixed Income Accounts	**148.41**		*243.81*
In Specialist Equity Account	**581.27**		*579.54*
In Units of Mutual Funds	**19,287.24**		*26,758.06*
In Debentures	**0.04**		*0.04*
In Structured Notes	**—**		*340.26*
		20,016.96	*27,921.71*
Less: Provision for diminution in value of Investments		**1.02**	*1.04*
TOTAL		**55,914.87**	*54,126.18*

	₹	As at 31st March, 2011 ₹	As at 31st March, 2010 ₹
SCHEDULE NO. 7			
INVENTORIES:			
Stores and Spare parts		**2,381.50**	*2,104.83*
Packing Materials		**5,126.51**	*3,950.58*
Stock-in-trade:			
Raw Materials (includes material in transit ₹ **54.50 lakhs**) (*Previous Year ₹ 97.63 lakhs*)	**16,832.96**		*15,055.53*
Work-in-Progress	**716.01**		*642.94*
Finished Goods	**18,679.39**		*16,540.96*
Plants and Nursery Hardware	**364.93**		*350.44*
Real Estate under Development	**1,856.99**		*1,776.66*
Equity Shares	**0.05**		*0.05*
		38,450.33	*34,366.58*
TOTAL		**45,958.34**	*40,421.99*

SCHEDULES TO CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

		As at 31st March, 2011	*As at 31st March, 2010*
	₹	₹	₹
SCHEDULE NO. 8			
SUNDRY DEBTORS			
Unsecured			
Considered Good	**17,013.31**		*15,722.12*
Considered Doubtful	**1,358.28**		*1,325.64*
		18,371.59	*17,047.76*
Less: Provision for Doubtful Debts		**1,358.28**	*1,325.64*
TOTAL		**17,013.31**	*15,722.12*

SCHEDULE NO. 9			
CASH AND BANK BALANCES:			
Cash on hand		**343.65**	*327.94*
Cheques on hand		**1,974.83**	*1,086.50*
Bank Balances			
(a) With Scheduled Banks:			
On Current Accounts	**5,695.77**		*3,180.72*
On Margin Account	**1.68**		*1.68*
– Current Account	**218.96**		*203.31*
		5,916.41	*3,385.71*
(b) With Others:			
On Current Accounts with Foreign Banks (incl. With Fund Managers)	**245.99**		*233.28*
On Deposit account with Foreign Banks	**8,210.81**		*5,172.74*
		8,456.80	*5,406.02*
Fixed Deposits With Banks		**1,840.41**	*1,325.24*
TOTAL		**18,532.10**	*11,531.41*

SCHEDULE NO. 10		
OTHER CURRENT ASSETS:		
Interest accrued on Investments and Deposits	**48.09**	*31.26*
Deposits (Refer Note No. 20 of Schedule No. 22)	**1,211.99**	*1,446.49*
Assets held for Sale	**—**	*124.51*
Dividend Receivable	**—**	*0.01*
TOTAL	**1,260.08**	*1,602.27*

SCHEDULES TO CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lakhs)

		As at 31st March, 2011	As at 31st March, 2010
	₹	₹	₹
SCHEDULE NO. 11			
LOANS AND ADVANCES:			
Unsecured, Considered Good (unless otherwise specified)			
Advances and Loans to Others	**1,378.92**		*1,661.05*
Deposits with Limited Companies	**6,000.00**		—
Advance Payment of Income-tax etc. (Net of Provision for Tax)	**1,402.58**		*3,011.57*
MAT credit entitlement	**1,529.52**		*138.27*
Advance Payment of Fringe Benefit Tax (Net of Provision)	**0.41**		*0.41*
	10,311.43		*4,811.30*
Advances recoverable in cash or in kind or for value to be received	**14,783.31**		*17,659.19*
Balance with Government and Other Authorities	**597.36**		*451.48*
Less: Provision for doubtful advances	**1,487.78**		*1,323.01*
		24,204.32	*21,598.96*
TOTAL		**24,204.32**	*21,598.96*
Advances includes:			
Considered Good		**22,716.54**	*21,598.96*
Considered Doubtful		**1,487.78**	*1,323.01*
		24,204.32	*22,921.97*

	As at 31st March, 2011 ₹	As at 31st March, 2010 ₹
SCHEDULE NO. 12		
CURRENT LIABILITIES:		
Sundry Creditors	**45,771.99**	*45,457.06*
Balance consideration towards acquisition of Business	—	*11.00*
Unclaimed Dividends	**218.95**	*203.31*
Book Overdraft	**3,206.00**	*542.80*
Staff Pension and Other Funds	**42.91**	*44.57*
Interest Accrued but not due on Loans	**131.98**	*208.22*
Deposit from lessee for premises given on lease	**300.00**	*300.00*
TOTAL	**49,671.83**	*46,766.96*

	As at 31st March, 2011 ₹	As at 31st March, 2010 ₹
SCHEDULE NO. 13		
PROVISIONS:		
Taxation (Net of Advance Tax)	**4,127.69**	*3,170.32*
Fringe Benefit Taxation (Net of Advance Tax)	**11.36**	*113.94*
Proposed Dividend	**976.81**	*488.40*
Corporate Dividend Tax	**800.33**	*586.62*
Provision for contingencies/expenses (Refer note No. 18b of Schedule No. 22)	**125.00**	*85.00*
Compensated Absences	**197.32**	*1,648.13*
Derivative Loss	**1,452.61**	—
Provision for Excise related issues (Refer note No. 18a of Schedule No. 22)	**3,208.70**	*2,627.96*
Provision for Sales Tax and other issues (Refer note No. 18a of Schedule No. 22)	**1,831.33**	*1,638.55*
Provision for Trade and other issues (Refer note No. 18a of Schedule No. 22)	**3,339.47**	*3,803.77*
TOTAL	**16,070.62**	*14,162.69*

SCHEDULES TO CONSOLIDATED PROFIT AND LOSS ACCOUNT AS AT 31ST MARCH, 2011

(₹ in Lakhs

			Previous Year
		₹	₹
SCHEDULE NO. 14			
SALES:			
Tea		**12,672.20**	*12,692.76*
Coffee		**1,836.59**	*1,170.75*
Rubber		**4,662.54**	*3,056.55*
Other Plantation Products		**225.32**	*302.87*
Laminates		**7,879.78**	*8,271.73*
Biscuit and Dairy Products		**463,777.89**	*379,427.08*
Precision Springs/Auto Electric		**21,847.68**	*17,103.99*
Weighing Products		**230.51**	*241.96*
Horticulture & Landscaping Services		**4,621.12**	*3,640.26*
Dental Products		**1,306.90**	*1,348.32*
Other Goods (including shares)		**67.42**	*68.30*
	TOTAL	**519,127.95**	*427,324.57*

SCHEDULE NO. 15			
OTHER INCOME:			
Interest (Gross) – Current Accounts, Loans, Deposits, etc.		**2,582.89**	*1,956.16*
Dividend from Investments		**224.18**	*6,385.75*
Rent (including Machinery, etc. Hire Charges/Lease Rent)		**99.85**	*97.76*
Expenses recovered from various Companies		**65.00**	*95.00*
Sundry Receipts		**1,552.28**	*2,323.44*
Export benefits and Incentives		**244.14**	*198.00*
Profit on sale of Fixed Assets		**1,949.13**	*441.51*
Profit on sale of Long Term Investments (Subsidiary)		**6,606.57**	*1,220.11*
Foreign Exchange Gain		**1,536.47**	*111.54*
Profit on Sale of Raw Materials		**0.31**	*2.89*
Agency Commission		**134.95**	*52.50*
Excess Provision in respect of Previous Year [including ₹ **13.03 lakhs**] (*Previous Year ₹ 11.49 lakhs*) in respect of doubtful debts written back		**1,278.20**	*752.83*
	TOTAL	**16,273.97**	*13,637.49*

SCHEDULES TO CONSOLIDATED PROFIT AND LOSS ACCOUNT AS AT 31ST MARCH, 2011

(₹ in Lakhs)

				Previous Year	
	₹	₹	₹	₹	₹
SCHEDULE NO. 16					
INCREASE IN STOCKS:					
Closing Stock					
Finished Goods		**19,044.32**		*16,891.40*	
Work-in-Progress		**716.01**		*642.94*	
Equity Shares		**0.05**		*0.05*	
			19,760.38		*17,534.39*
Less: Opening Stock *					
Finished Goods		**16,891.40**		*12,825.67*	
Work-in-Progress		**642.94**		*446.23*	
Equity Shares		**0.05**		*0.05*	
			17,534.39		*13,271.95*
TOTAL			**(2,225.99)**		*(4,262.44)*

* Including on acquisition of Subsidiaries - **Nil lakhs** (*Previous Year ₹ 9,169.68 lakhs*)

SCHEDULE NO. 17					
OPERATION AND OTHER EXPENSES:					
Consumption of Stores and Spare parts			**2,787.34**		*2,996.00*
Power, Fuel and Oil			**7,394.75**		*6,040.51*
Repairs to Buildings and Roads			**388.33**		*690.89*
Repairs to Machinery			**1,689.92**		*2,416.30*
Freight, Transport and Carriage Charges			**31,308.45**		*26,377.64*
Insurance			**305.26**		*297.30*
Rates and Taxes			**2,101.01**		*2,802.65*
Excise Duty (Net)*			**59.98**		*59.03*
Rent			**1,228.26**		*2,081.04*
Technical Know-how Fees			**95.59**		*62.40*
Advances/Doubtful Debts written off			**118.18**		*155.41*
Provision for Doubtful debts/advances			**219.03**		*359.49*
Provision for Contingencies (Refer note No. 18b of Schedule No. 22)			**40.00**		*85.00*
Travelling Expenses			**389.26**		*479.77*
Postage, Telegrams and Telephones			**165.59**		*163.41*
Advertisement and Sales Promotion Expenses			**33,867.53**		*30,510.00*
Selling Agents' Commission and Discount			**1,779.56**		*1,687.71*
Foreign Exchange Loss			**—-**		*524.20*
Loss on sale of Fixed Assets			**68.68**		*17.20*
Loss on sale of Investment			**18.26**		—
Legal and Professional Charges			**476.77**		*425.63*
Assets Discarded Written off			**85.86**		*5.63*
Directors' Sitting fees			**10.42**		*8.74*
Management charges			**244.57**		*36.39*
Processing charges			**30,821.19**		*26,697.50*
Impairment Loss on Investments			**29.96**		*1,419.67*
Auditors' Remuneration:					
Audit Fees		**90.98**		*129.45*	
Tax Audit	**2.20**			*1.00*	
Taxation Matters	**0.40**			*0.28*	
Any Other Manner – certification, etc.	**10.72**			*62.65*	
		13.32		*63.93*	
Reimbursement of expenses		**13.05**		*6.32*	
			117.35		*199.70*
Miscellaneous Expenses			**15,288.33**		*12,106.55*
Less: Transferred to Real Estate cost			**30.11**		*50.00*
TOTAL			**131,069.32**		*118,655.76*

* Excise Duty shown under Expenditure represents cess on excise duty and the difference between excise duty on Opening & Closing Stock of Finished Goods.

SCHEDULES TO CONSOLIDATED PROFIT AND LOSS ACCOUNT AS AT 31ST MARCH, 2011

(₹ in Lakhs)

	₹	₹	Previous Year ₹
SCHEDULE NO. 18			
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES:			
Salaries, Wages and Bonus		**24,652.67**	*21,316.05*
Contribution to Provident and Other Funds		**1,679.85**	*1,428.89*
Labour and Staff Welfare Expenses		**1,450.19**	*1,269.64*
Less: Transferred to Real Estate cost		**63.13**	*91.35*
TOTAL		**27,719.58**	*23,923.23*

	₹	₹	Previous Year ₹
SCHEDULE NO. 19			
COST RELATING TO REAL ESTATE DIVISION:			
Opening Stock (Real Estate under Development)		**1,776.66**	*1,655.33*
Add: Expenditure relating to Real Estate Division incurred during the year:			
Payments to and provision for employees	**63.13**		*91.35*
Preliminaries and site expenses	**—**		*0.25*
Contract/retainership fees	**9.01**		—
Travelling and other expenses	**21.11**		*49.75*
		93.25	*141.35*
		1,869.91	*1,796.68*
Closing Stock (Real Estate under Development)		**1,856.99**	*1,776.66*
		12.92	*20.02*

	₹	₹	Previous Year ₹
SCHEDULE NO. 20			
INTEREST:			
On Debentures		**3,350.60**	*91.80*
On Term Loan		**5,807.79**	*6,030.08*
Other Interest		**970.66**	*1,899.34*
TOTAL		**10,129.05**	*8,021.22*

	₹	₹	Previous Year ₹
SCHEDULE NO. 21			
PROVISION FOR TAXATION:			
Indian Income-tax – Current	**6,443.42**		*2,431.23*
– Earlier Years	**6.42**		*56.62*
Less: MAT Credit	**—**		*175.27*
		6,449.84	*2,312.58*
Agricultural Income-tax		**75.00**	*21.00*
Wealth-tax		**11.12**	*15.24*
Deferred Tax		**851.97**	*(1,910.25)*
Foreign tax		**699.33**	*506.08*
TOTAL		**8,087.26**	*944.65*

SCHEDULE NO. 22

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE CONSOLIDATED BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2011.

1. **Principles of Consolidation:**

   The consolidated financial statements relate to The Bombay Burmah Trading Corporation, Limited ('the Corporation', 'BBTCL') and its subsidiaries and associate companies, which together constitute the Group. The consolidated financial statements have been prepared on the following basis:

   (i) The financial statements of the Corporation and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating all material intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS-21) "Consolidated Financial Statements" as notified under the Companies (Accounting Standards) Rules, 2006.

   (ii) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries, is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

   (iii) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Corporation.

   (iv) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Corporation's shareholders.

   (v) In case of associates, where the Corporation directly or indirectly through subsidiaries holds more than 20% of equity, investments are accounted for using equity method in accordance with Accounting Standard (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" as notified under the Companies (Accounting Standards) Rules, 2006.

   (vi) Accounting for Interest in Joint Ventures: The proportionate share of the Group's interests in joint ventures is combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra group balances/transactions to the extent it pertains to the Group as per AS 27 "Financial Reporting of Interest in Joint Ventures".

   (vii) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

   (viii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and appropriate adjustments are made to the financial statements of subsidiaries when they are used in preparing the consolidated financial statements that are presented in the same manner as the Corporation's separate financial statements.

2. In case of all the subsidiaries of Leila Lands Senderian Berhad (other than Leila Lands Limited, Mauritius and its subsidiaries), a wholly owned foreign subsidiary of the Corporation, for the purpose of determining goodwill/capital reserve on acquisition, the assets and liabilities of those subsidiaries are measured at their fair values at the date of acquisition of those subsidiaries as against at cost, as prescribed in Accounting Standard (AS-21) "Consolidated Financial Statements".

3. As required by Accounting Standard (AS-23) "Accounting for Investments in Associates on Consolidated Financial Statements" as notified under the Companies (Accounting Standards) Rules, 2006, the carrying amounts of investments in Associates at the beginning of the year have been restated by applying "Equity Method" of accounting from the date of acquisition of the associates and corresponding adjustments have been made to retained earnings at the beginning of the year after eliminating unrealised profits, if any.

4. The accounts of the Indian subsidiaries have been prepared in compliance with the Accounting Standards referred to in Section 211(3C), other accounting pronouncement and other requirements of the Companies Act, 1956 and those of the foreign subsidiaries have been prepared in compliance with the local laws and applicable Accounting Standards. Therefore, the consolidated financial statements may not be strictly in compliance with Indian GAAP.

5. The list of the subsidiaries of the Corporation (Group) included in the consolidation and the Group's holding therein are as under:

Name of Subsidiary	Country of Incorporation	**Current Year Percentage Holding-Share**	*Previous Year Percentage Holding-Share*
Afco Industrial & Chemicals Limited	India	**100%**	*100%*
DPI Products & Services Ltd.	India	**100%**	*100%*
Sea Wind Investments & Trading Company Limited	India	**100%**	*100%*
P.T. Indo Java Rubber Planting Company (upto 17th March 2011)	Indonesia	**50.30%**	*50.30%*
Electromags Automotive Products Private Limited	India	**100%**	*100%*
Leila Lands Senderian Berhad ø	Malaysia	**100%**	*100%*
Sub-Subsidiaries:			
Subsidiary of DPI Products & Services Limited:			
Subham Viniyog Private Limited	India	**100%**	*100%*
Subsidiaries of Leila Lands Senderian Berhad:			
Naira Holdings Limited ø	The British Virgin Islands	**100%**	*100%*
Island Horti-Tech Holdings Pte. Limited ø	Singapore	**100%**	*100%*
Leila Lands Limited ø	Mauritius	**100%**	*100%*
Restpoint Investments Limited ø	The British Virgin Islands	**100%**	*100%*
Subsidiaries of Island Horti-Tech Holdings Pte. Limited:			
Island Landscape & Nursery Pte. Limited ø	Singapore	**100%**	*100%*
ILN Investments Pte. Limited ø	Singapore	**100%**	*100%*
Innovative Organics Inc. ø	USA	**54.86%**	*54.86%*
Subsidiaries of Leila Lands Limited:			
Britannia Brands Limited (BBL UK) ø	United Kingdom	**100%**	*100%*
ABI Holding Limited ø	United Kingdom	**100%**	*100%*
Associated Biscuits International Limited (ABIL, UK) ø	United Kingdom	**100%**	*100%*
Dowbiggin Enterprises Pte. Limited ø	Singapore	**100%**	*100%*
Nacupa Enterprises Pte. Limited ø	Singapore	**100%**	*100%*
Spargo Enterprises Pte. Limited ø	Singapore	**100%**	*100%*
Valletort Enterprises Pte. Limited ø	Singapore	**100%**	*100%*
Bannatyne Enterprises Pte. Limited ø	Singapore	**100%**	*100%*
Britannia Industries Limited (BIL)	India	**50.96%**	*50.96%*
Subsidiary of Restpoint Investments Limited:			
Restpoint International Technology Corporation ø	The British Virgin Islands	**100%**	*100%*
Island Telesystems Pte. Limited ø	The British Virgin Islands	**100%**	*100%*
Subsidiary of Innovative Organics Inc.:			
Granum Inc. ø	USA	**52.12%**	*52.12%*
Subsidiaries of Britannia Industries Limited (BIL):			
Boribunder Finance & Investments Private Limited	India	**100%**	*100%*
Flora Investments Company Private Limited	India	**100%**	*40.53%*
Gilt Edge Finance & Investments Private Limited	India	**100%**	*46.13%*
Ganges Vally Foods Private Limited	India	**51%**	*51%*
International Bakery Products Limited	India	**100%**	*100%*
J. B. Mangharam Foods Private Limited	India	**100%**	*100%*
Manna Foods Private Limited	India	**100%**	*100%*
Sunrise Biscuit Company Private Limited	India	**98.88%**	*96.85%*

Name of Subsidiary	Country of Incorporation	**Current Year Percentage Holding-Share**	*Previous Year Percentage Holding-Share*
Britannia and Associates (Mauritius) Private Limited	Mauritius	**100%**	*100%*
Britannia and Associates (Dubai) Private Company Limited	Dubai, UAE	**100%**	*100%*
Al Sallan Food Industries Company SAOG	Oman	**65.46%**	*65.46%*
Strategic Food International Company LLC	Dubai, UAE	**100%**	*100%*
Strategic Brands Holding Company Limited	Dubai, UAE	**100%**	*100%*
Britannia Lanka Private Limited	Sri Lanka	**100%**	*100%*
Daily Bread Gourmet Foods (India) Private Limited	India	**100%**	*100%*
Britannia Dairy Private Limited	India	**100%**	*100%*
Britannia Dairy Holdings Private Limited (formerly known as Britannia New Zealand Holdings Private Limited)	Mauritius	**100%**	*100%*
Subsidiary of Island Landscape & Nursery Pte. Limited:			
Peninsula Landscape & Nursery Sdn. Bhd. ø	Malaysia	**100%**	*100%*
Subsidiary of ILN Investments Pte. Limited:			
Saikjaya Holdings Sdn. Bhd. ø	Malaysia	**100%**	*100%*

ø Accounts have been consolidated for the 15 months period ended March 31, 2011

6. Associates:

(a) The list of the associates of the Group which are included in the consolidation and the Group's holdings therein are as under:

Name of the Associate	Principal Activities	Country of Incorporation	**Current Year Percentage Holding-Share**	*Previous Year Percentage Holding-Share*
Roshnara Investments & Trading Company Private Limited	Investments	India	**50%**	*50%*
Lima Investments & Trading Company Private Limited	Investments	India	**50%**	*50%*
Cincinnati Investments & Trading Company Private Limited	Investments	India	**50%**	*50%*
Lotus Viniyog Private Limited	Investments	India	**50%**	*50%*
Shadhak Investments & Trading Private Limited	Investments	India	**50%**	*50%*
MSIL Investments Private Limited	Investments	India	**50%**	*50%*
Inor Medical Products Limited	Orthopaedic implants and instruments	India	**20%**	*20%*
Medical Microtechnology Limited	Opthalmic instruments	India	**50%**	*50%*
Appear Dream Limited	Trademark investment	United Kingdom	**50%**	*50%*
Ink (Clothing) Limited (UK)	Clothing Design and Wholesale	United Kingdom	**22%**	*22%*
Klassik Foods Private Limited	Biscuit manufacture	India	**26.02%**	*26.02%*
Nalanda Biscuits Company Limited	Biscuit manufacture	India	**35%**	*35%*

(b) The following Associate Companies & Firms are excluded from consolidation as they are not significant:

Name of the Company	Country of Incorporation
Associates of BIL Group	
— Britannia Sports (partnership firm)	India
— Vasna Agrex and Herbs Private Limited	India
— Snacko Bisc Private Limited	India

(c) The following companies of the BIL Group, limited by guarantee, are also considered for consolidation:

(i) Britannia Employees General Welfare Association Private Limited

(ii) Britannia Employees Employee Welfare Association Private Limited

(iii) Britannia Employees Educational Welfare Association Private Limited

7. **Significant Accounting Policies**:

A. Basis of Accounting:

The financial statements are prepared under the historical cost convention on an accrual basis and in accordance with generally accepted accounting principles (GAAP) and in compliance with the applicable Accounting Standards.

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

B. Depreciation:

(i) BBTCL and its subsidiaries have adopted the straight line method of depreciation for all its tangible fixed assets except assets other than plant and machinery of Sunmica India Division of the Corporation, Afco Industrial & Chemicals Limited and DPI Products & Services Limited (formerly known as Dental Products of India Limited) which are depreciated under the written down value method at the rates prescribed under Schedule XIV to the Companies Act, 1956. As regards the Assets depreciated on straight-line basis the depreciation rates are equal to or higher than those prescribed under Schedule XIV to the Companies Act, 1956 based on the management's estimate of useful lives of these assets. The rates of depreciation that are different from Schedule XIV rates are as follows:

Asset Type	Depreciation Rates
Factory Building	5-10%
Non-Factory Building	2-12.5%
Motor Vehicles	20-25%
Office furniture, Nursery plant and equipments	10-33.33%
Plant and Machinery	8.33-20%
Mature Plantations	6.25%

(ii) Cost of Leasehold Land is amortised over the period of lease.

(iii) In case of BIL and its subsidiaries (the BIL Group), depreciation in respect of all the assets is provided on straight line method. The rates of depreciation prescribed in Schedule XIV to the Act are considered as minimum rates. If the Management's estimate of the useful life of a fixed asset at the time of the acquisition of the asset or of the remaining useful life on a subsequent review is shorter than envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the Management's estimate of the useful life/ remaining useful life. Pursuant to this policy vehicles acquired on finance lease are depreciated over a period of five years.

With effect from 1 April 2010, the Management has revised the estimated useful life for computers to four years, based on a review of useful life of such assets. Assets costing individually upto ₹ 500,000 are fully depreciated in the year of addition.

Leasehold land is amortised over the period of primary lease.

Tangible Assets:

Expected range of useful life of assets of the BIL Group is as mentioned below:

Building on freehold land: 20 - 30 years,

Plant and machinery: 10 - 30 years,

Data processing equipments: 4 - 6 years and

Furniture and fixtures: 4 - 16 years.

The assets identified and retired based on technical evaluation and held for disposal are stated at estimated net realisable value.

C. Valuation of Tangible Fixed Assets:

(i) Fixed Assets are valued at cost of acquisition or construction. They are stated at historical costs or other amounts substituted for historical costs (vide note (ii) & (iii) below). In respect of new projects pre-operative expenses including financing costs attributable to the acquisition/construction of fixed assets (net of income during trial run) upto the date of commencement of commercial production is included in cost.

(ii) The Plant and Machinery of Sunmica India Division, Electronics Division and South India Branches (Plantations) of the Corporation as on 30th September, 1985 other than additions during that year were revalued on the basis of the then present worth as per valuation made by the external valuers and are stated at revalued amounts. The resultant increase was credited to Revaluation Reserve.

(iii) Expenditure in respect of new crops including cost of development is capitalised until the year of maturity of the plantation.

(iv) Nursery planting expenditure represents cost of plants that are used solely for propagation purposes and are not intended for resale. Cost comprises purchase cost, labour and attributable overheads. Initial nursery planting expenditure is capitalised as a base stock and accounted for on replacement basis.

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

D. Intangible Assets:

Intangible assets are recognised as per the criteria specified in Accounting Standard (AS-26) "Intangible Assets" as notified under the Companies (Accounting Standards) Rules, 2006 and amortised as follows:

(i) Technical Know-How Fees

Technical know-how fees for new product development is amortised over the period not exceeding five years, of agreement with supplier of technology.

(ii) Franchisee fees

Franchisee fees is amortised over the period not exceeding ten years, of agreement with Franchisor.

(iii) Computer Software

Computer software is amortised over the period not exceeding ten years based on the management's estimate of its useful life.

(iv) Goodwill

Goodwill represents the excess of costs of business acquired over the fair market value of net tangible and identifiable intangible assets.

Goodwill is amortised proportionately over the period not exceeding five years except for Electromags Automotive Products Private Limited which is written off proportionately a period of eight years from the date of acquisition of business respectively.

Goodwill arising on consolidation represents the excess of cost to the Group of its investment in a subsidiary company over the Group's portion of net worth of the subsidiary.

(v) Goodwill arising on consolidation is not amortised, but instead, it is evaluated for impairment periodically, if the events or changes in circumstances indicate that carrying value may be impaired.

(vi) Tenancy rights in respect of residential flat has been amortised over the period of agreement.

(vii) In the case of BIL Group, the expected useful life of assets for amortization is as mentioned below:

Know-how: 3 years

Marketing Infrastructure: 3 years

Non-compete Rights: 2 years

Goodwill arising on consolidation is evaluated for impairment periodically. (Also refer note (E.) below)

E. Impairment of Assets:

In the case of BBTCL Group, Management evaluates at regular intervals, using external and internal sources whether there is an impairment of any asset. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its net realisable value on eventual disposal. Any loss on account of impairment is expensed as the excess of the carrying amount over the higher of the asset's net realisable value or present value as determined.

The BIL Group assesses at each balance sheet date whether there is any indication that an asset, including intangible, may be impaired. If any such indication exists, the BIL Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the carrying amount of asset does not exceed the net book value that would have been determined, if no impairment loss had been recognised.

F. Employee Benefits:

(i) The Corporation contributes to Government provident fund as required by the statute, which is a defined contribution plan. The same is charged to Profit and Loss account.

The Corporation contributes to recognised provident fund as required under the rules in respect of few employees. This is a defined benefit plan and the contribution is charged to Profit and Loss account.

(ii) Wages, salaries, bonuses and social security contributions are treated as short-term employee benefits. The amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. These benefits include performance incentives and compensated absences. Some of the Group's foreign subsidiaries make contribution to their respective countries' statutory pension schemes. Such contributions are recognised as an expense in the income statement as incurred.

(iii) Gratuity contribution made to gratuity fund on the basis of actuarial valuation, using projected unit credit method carried out as at the end of the year, is charged to revenue. Actuarial gains/ losses are immediately taken to the profit and loss account.

(iv) Superannuation Fund is a defined contribution scheme and contribution is made to approve Superannuation Fund in respect of eligible employees as required under the rules and is recognised as an expense in the year in which it is incurred.

(v) In case of the BIL Group,

o Contributions to defined contribution schemes such as Provident Fund, Pension Fund etc., are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust managed by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees'

Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions. The Company also provides for post employment defined benefit in the form of gratuity and medical benefits. The cost of providing benefit is determined using the projected unit credit method, with actuarial valuation being carried out at each balance sheet date.

- The Britannia Industries Limited Covenanted Staff Pension Fund Trust (BIL-CSPF) and Britannia Industries Limited Officers' Pension Fund Trust (BILOPF) were established by the Company to administer pension schemes for its employees. These trusts are managed by the trustees. The Pension scheme is applicable to all the managers and officers of the Company who have been employed up to the date of 15 September 2005 and any manager or officer employed after that date, if he has opted for the membership of the scheme. The Company makes a contribution of 15% of salary in respect of the members each month to the trusts. On retirement, subject to the vesting conditions as per the rules of the trust, the member becomes eligible for pension, which is paid from annuity purchased in the name of the member by the trusts.
- In case of Strategic Food International Co. LLC, another subsidiary of BIL, provision for staff terminal benefits is calculated in accordance with the UAE Federal Labour Law and is based on the liability that would arise if employment of all Company's staff were terminated on the balance sheet date. This accounting policy difference from group's accounting policy as mentioned above does not have a material impact on the financial statements.
- Other Long Term Employee Benefits:

  All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation carried out at each balance sheet date. Provision for long-term compensated absences is based on actuarial valuation carried out as at 1st January every year.
- The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense, if any, is amortised over the vesting period of the option on a straight line basis.

G. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

H. Valuation of Inventories:

1. Stores and spare parts are valued at lower of cost or net realisable value. Cost is calculated on weighted average basis except in the case of Sunmica India Division, where it is on First-in-First-out basis.
2. Raw materials are valued at lower of cost or net realisable value. The cost includes purchase price as well as incidental expenses and is calculated on weighted average basis except in the case of Sunmica India Division, where it is on First-in-First-out basis.

   In the case of BIL and its Subsidiaries (the BIL Group), raw materials, packing materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realisable value. They are valued at cost computed on monthly moving weighted average basis. The cost includes purchase price, inward freight and other incidental expenses net of refundable duties, levies and taxes, where applicable.
3. Tea stock is valued at cost or net realisable value whichever is lower and inclusive of cess on excise duty. Timber, coffee, pepper and cardamom in stock are valued at since realised/contracted rates or realisable value.
4. Work-in-progress is valued at cost or net realisable value whichever is lower. Cost is arrived at on the basis of absorption costing.

   In case of the BIL Group, materials-in-process is valued at input material cost plus conversion cost, as is applicable.
5. Manufactured finished goods are valued at cost or net realisable value whichever is lower. Cost is determined on the basis of absorption costing including excise duty paid/provided on packed finished goods.

The BIL Group values finished goods at lower of net realisable value and prime cost, excise duty and other overheads incurred in bringing the inventories to their present location and condition.

6. Traded finished goods are valued at cost or net realisable value which ever is lower.
7. Stock of shares and debentures are valued at cost or net realisable value whichever is lower.
8. Nursery plants are stated at cost, which consists of plant cost, direct labour and attributable overheads.
9. Landscape projects in progress are valued at cost which consists of direct materials, labour and attributable overheads.

I. Foreign Currency Transactions:

(i) Foreign Branches: (Non-integral operations)

(a) All assets and liabilities, both monetary and non-monetary are translated at the closing rate;

(b) Income and expense items are translated at the average rate prevailing during the year; and

(c) All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment in the branch.

(ii) Other Transactions:

(a) Initial recognition:

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

(b) Conversion:

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(c) Exchange Differences:

In case of BBTCL, the exchange differences arising on the settlement/conversion of monetary items are recognised as income or expense in the year in which they arise except in case of exchange differences in conversion of Long Term Monetary Items. Exchange differences arising on conversion of Long Term Monetary Items are accounted in "Foreign Currency Monetary Item Translation Difference Account" to be amortised upto 31st March, 2011.

In the case of subsidiaries, the transactions in foreign currencies are recorded at exchange rates prevailing on the respective dates of the relevant transactions. Monetary Assets and Liabilities denominated in foreign currency are restated at the exchange rates prevailing at the Balance Sheet date. The gains or losses resulting from such transactions are adjusted to the Profit and Loss Account.

The premium or discount arising at the inception of forward exchange contracts is amortised as expenses or income over the life of the respective contracts. The difference between year end conversion rate and rate on the date of contract is recognised as exchange difference. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change except for exchange difference in respect of contracts relating to Long Term Monetary Items which are amortised upto 31st March, 2011 or date of expiry of contract, whichever is earlier. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or expense for the year.

(iii) Foreign Subsidiaries (Non-integral operations)

In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment in the Subsidiaries.

J. Export Benefits/Incentives:

Export benefits/incentives in respect of import duty benefits under DEPB scheme are accounted on accrual basis on the basis of exports made under DEPB scheme.

K. Revenue Recognition:

In the case of BBTCL:

(i) Revenue in respect of Insurance/other claims, Interest etc., is recognised only when it is reasonably certain that the ultimate collection will be made.

(ii) Sale of products is recognised when the risks and rewards of ownership are passed on to the customers and no significant uncertainty as to its measurability and collectability exists.

(iii) Sale of timber is accounted based on sale agreement/sale in auction.

(iv) Sale of pepper is accounted based on confirmed contract of sale.

(v) Revenues from the provision of landscaping services are recognised on the percentage of completion method based on architects' certificates of completion and losses are provided for, as they become known. Claims for additional project compensation are not recognised until they are accepted.

(vi) Dividend income is accounted when the right to receive payment is established and known. Interest income is recognised on the time proportion basis.

In the case of the BIL Group:

(i) Revenue from sale of goods (including sale of scrap) is recognised on transfer of all significant risks and rewards of ownership to the buyer. The amount recognised as sale is exclusive of sales tax and net of trade discounts and sales returns. Sales are presented both gross and net of excise duty.

(ii) Income from royalty and services is accounted for based on contractual agreements.

(iii) Dividend income is accounted for in the year in which the right to receive the same is established.

(iv) Interest on investments is booked on a time-proportion basis taking into account amounts invested and rate of interest.

L. Borrowing Cost:

Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed assets are capitalised up to the date when such assets are ready for its intended use and all other borrowing costs are recognised as an expense in the period in which they are incurred.

M. Segment Accounting Policies:

(a) Segment assets and liabilities:

All Segment assets and liabilities are directly attributable to the segment.

Segment assets include all operating assets used by the segment and consist principally of fixed assets, inventories, sundry debtors, loans and advances and operating cash and bank balances. Segment assets and liabilities do not include inter-corporate deposits, share capital, reserves and surplus, borrowings, and income tax (both current and deferred).

(b) Segment revenue and expenses:

Segment revenue and expenses are directly attributable to segment. It does not include interest income on inter-corporate deposits, interest expense, income tax and loss on exchange on loans.

N. Financial Derivatives Transaction:

Outstanding derivative contracts are not marked to market at each balance sheet date by BBTCL. The Corporation assesses the foreseeable losses in respect of such contracts and provision is made for such estimated losses, wherever necessary. Realised gains and losses on such contracts and interest costs in foreign currencies are accounted for at the time of settlement of the underlying transactions.

Based on the principle of prudence as provided in Accounting Standard 1 – "Disclosure of accounting policies", BIL Group assesses losses, if any, by marking to market all its outstanding derivative contracts [other than those accounted under Accounting Standard 11 – "Effects of changes in foreign exchange rates" [Refer point (I) above and commodity hedging contracts referred under point (O) below] at the Balance Sheet date and provides for such losses. The net gain, if any, based on the said evaluation is not accounted for in line with the ICAI notification issued in March 2008 in relation to such transactions.

O. Commodity hedging Transactions:

The realised gain or loss in respect of commodity hedging contracts, the pricing period of which has expired during the year are recognised in the profit and loss account by BIL.

P. Taxes on Income:

The provision for current taxation is computed in accordance with the relevant tax regulations taking into account available deductions and exemptions.

Foreign companies recognise tax liabilities and assets in accordance with the applicable local laws of those jurisdictions.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using the substantively enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised, only if there is virtual certainty of its realisation, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation.

Provision for Fringe Benefits Tax is made in accordance with Chapter XII-H of the Income Tax Act, 1961.

Q. Leases:

(a) Lease transactions entered into prior to 1st April, 2002:

Lease rentals in respect of assets acquired under lease are charged to Profit & Loss Account.

(b) Lease transactions entered into on or after 1st April, 2002:

(i) Assets acquired under lease where the Corporation has substantially all the risks and rewards incidental to ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period.

(ii) Assets acquired on leases where significant portions of the risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Lease rentals are charged to the Profit & Loss Account on accrual basis.

R. Investments

(i) Investments in Subsidiaries have been accounted as per Accounting Standard (AS-21) “Consolidated Financial Statements” as notified under the Companies (Accounting Standards) Rules, 2006.

(ii) Investments in Associates have been accounted as per Accounting Standard (AS-23) “Accounting for Investments in Associates in Consolidated Financial Statements” as notified under the Companies (Accounting Standards) Rules, 2006.

(iii) Long-term Investments other than investments in subsidiaries and associates as stated above are shown at cost. However, when there is a decline, other than temporary, in the value of a long-term investment, the carrying amount is reduced to recognise the decline.

(iv) Investments made by non-integral foreign branches are stated at cost by converting at the closing rate of exchange at the Balance Sheet date.

(v) Current investments are valued at cost or market/fair value whichever is lower.

(vi) Premium/discount on purchase of bonds is amortised in equal annual installments over the life of the bond.

(vii) A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments.

8. **Contingent Liabilities not provided for:**

A. Sundry claims against the Corporation by employees and others not admitted (amount indeterminate). In the opinion of the management, the outcome of these claims is likely to be immaterial.

B. In case of the Corporation, disputed demands of Central Excise Department not provided for in respect of:

	₹ in Lakhs	*Previous Year ₹ in lakhs*
Sunmica Division	**40.76**	*203.78*
BCL Springs Division	**1.26**	*157.27*
South India Consolidation Division	**1.47**	*1.47*

C. In respect of Bank Guarantees, Letter of Credit, Letter of Comfort, etc., ₹ **867.94 lakh**s *(Previous Year ₹ 11,556.39 lakhs).*

D. Disputed Claims/Demands against the BIL Group not acknowledged as debt including disputed demands in respect of Excise Duty/ Sales Tax/Income Tax ₹ **6,038.32 lakhs** *(Previous Year ₹ 11,253.10 lakhs).*

E. Damages and Interest on alleged unauthorised occupation of residential premises determined by the Estate Officer L.I.C. up to 31st March 2011 and disputed by the Corporation ₹ **119.94 lakhs** *(Previous Year ₹ 264.46 lakhs).*

F. Disputed wage demands pending with Industrial Tribunal ₹ **232.25 lakhs** *(Previous Year ₹ 232.25 lakhs)* and back wages relief granted by Labour Court ₹ **0.58 lakhs** *(Previous Year ₹ 0.58 lakhs)* in respect of South India Branches.

The Corporation has created provision for contingencies as an abundant precaution. (Refer Note No.18(b) of Schedule 22)

G. Cheques/Bills of Exchange discounted with Banks not matured ₹ **5,056.93 lakhs** *(Previous Year ₹ 6,495.72 lakhs).*

9. Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ **5,874.87 lakhs** *(Previous Year ₹ 1,220.75 lakhs).*

10. Financial & Derivative Instruments:

(a) Outstanding Foreign exchange forward contracts **EUR 3.67 Lakhs (Sold) – INR 228.08 lakhs, AUD 0.91 lakhs (Sold) – INR 41.68 lakhs, JPY 305.40 lakhs (Bought) – INR 165.90 lakhs** *(Previous year USD 11.10 lakhs (Sold) - INR 517.51 lakhs, USD 32.70 lakhs (Bought) - INR 1,520.99 lakhs, JPY 671.44 lakhs (Bought) – INR 338.63 lakhs).*

(b) Option contract of **Euro 11.25 million** *(Previous year Option contract of Euro 11.25 million)* is outstanding as at the year end.

(c) The year end foreign currency exposures that have not been hedged by a forward contract/derivative instrument or otherwise are given below:

	Foreign Currency	Equivalent INR (₹ in lakhs)
Receivable in foreign currency on account of export of Goods:		
	USD 603,049	**296.26**
	(USD Nil)	*(Nil)*
	EURO 114,591	**72.64**
	(EURO 341,293)	*(206.32)*
	AUD 48,841	**22.54**
	(AUD 173,488)	*(71.03)*
Amount payable in foreign currency on account of import of goods and services:		
	USD 445,162	**198.07**
	(USD 245,149)	*(110.07)*
	EURO 246,170	**156.06**
	(EURO 267,490)	*(166.17)*
	JPY 48,810,037	**263.24**
	(JPY 7,793,257)	*(37.44)*
	SEK 331,404	**23.53**
	(SEK 616,089)	*(38.35)*
Loans Payable:	**USD 16,200,732**	**7,233.63**
	(USD 24,952,100)	*(11,203.49)*

The above information is in respect of the Corporation is compiled from the Corporation's accounts.

11. Non-Use of Uniform Accounting Policies by Subsidiaries and Associates:

(a) Some of the subsidiaries and associates of the BBTCL Group have provided depreciation on all the fixed assets on written down value method, which is in variance to the method adopted by the Corporation. The value of such items is as under:

Name of Subsidiary/Associate	Gross Value of Fixed Assets ₹ in lakhs
Afco Industrial and Chemicals Limited	**109.93**
	(109.53)
DPI Products & Services Limited (formerly known as Dental Products	**57.51**
of India Limited)	*(57.11)*
Inor Medical Products Limited	**672.10**
	(580.44)

(Figures in italics and brackets are in respect of the previous year.)

(b) In respect of assets held by J B Mangharam Foods Private Limited and Ganges Vally Foods Private Limited, depreciation is provided on a written-down-value basis over its expected useful life. The written down value of assets as on 31st March 2011 amounts to ₹ **416.37 lakhs** and ₹ **362.45 lakhs** *(Previous year: ₹ 433.60 lakhs and ₹ 308.41 lakhs)* for J B Mangharam Foods Private Limited and Ganges Vally Foods Private Limited respectively.

(c) In respect of following subsidiaries of the BIL Group, inventories are valued at cost, computed under first-in-first-out basis. The value of these inventories is as given below:

₹ in lakhs

	31 March, 2011	*31 March, 2010*
J B Mangharam Foods Private Limited	**57.60**	*50.94*
Sunrise Biscuit Company Private Limited	**544.59**	*628.91*
Britannia Dairy Private Limited	**989.67**	*1,162.18*

(d) In respect of LLL, subsidiary of the LLSB Group, exchange difference on translation of Foreign Currency loans is charged to P & L account. The value of such loans outstanding at 31st March, 2011 is ₹ **42,417.50 lakhs** *(Previous year ended 31st December, 2009: ₹ 65,200.49 lakhs).*

12. Deferred Tax:

The break up of net deferred tax assets as at 31st March, 2011 is as under:

	Deferred Tax Asset (₹ in lakhs)	Deferred Tax Liability (₹ in lakhs)
Timing difference on account of:		
Difference between book written down value and written down value under the Income-Tax Act 1961		**3,839.90**
		(3,486.03)
Difference between book written down value and written down value under the Agricultural Income-Tax Act		**18.40**
		(13.06)
Voluntary Retirement Scheme	**691.47**	
	(1,140.55)	
Provision for Doubtful Debts, Advances	**1,094.98**	
	(305.25)	
Provision for Staff Bonus	—	
	(61.12)	

	Deferred Tax Asset (₹ in lakhs)	Deferred Tax Liability (₹ in lakhs)
Provision for Employee Compensation	—	
	(129.26)	
Tax Losses *	—	
	(13.23)	
Statutory Payments	**1,086.20**	
	(2,073.84)	
Others	**91.30**	
	(—)	
Total	**2,963.95**	**3,858.30**
	(3,723.25)	*(3,499.09)*
Net Deferred Tax Asset/ (Liability)	—	**894.35**
	(224.16)	*(—)*

(Figures in brackets are in respect of the previous year.)

Note: Deferred Tax Asset consisting of unabsorbed depreciation is recognized to the extent of the reversible timing difference on account of depreciation.

* Deferred Tax Benefits are recognised on Tax Losses to the extent that it is more likely than not that future taxable profit will be available against which the Tax Losses can be utilised.

13. Leases:

(A) Operating Lease:

The Corporation has taken various residential/commercial premises and plant and machinery under operating leases. These lease agreements are normally renewed on expiry. The lease payments recognised in Profit & Loss Account is ₹ **222.21 lakhs** *(Previous Year ₹ 198.08 lakhs).*

Leila Lands Sendirian Berhad Group (LLSB):

The LLSB leases certain property under lease agreements that are non-cancellable within a year from the date of contract. The leases expire at various dates until 2015 and contain provision for rental adjustments.

Future minimum lease payments for all leases with initial or remaining terms of one year or more are as follows:

	Current Year ₹ in Lakhs	*Previous Year ₹ in Lakhs*
Within 1 year	**144.47**	*135.77*
Later than 1 year and not later than 5 years	**538.66**	*165.84*
Later than 5 years	**—**	*18.51*
Total Present value of Minimum Installments	**683.13**	*320.12*

BIL Group:

The BIL Group has certain operating leases for land, office facilities and residential premises (cancellable as well as non-cancellable leases). Such leases are generally with the option of renewal against increased rent and premature termination of agreement (except non-cancellable leases). Rental expenses of ₹ **653.49 lakhs** *(Previous year: ₹ 1,611.50 lakhs)* and ₹ **17.31 lakhs** *(Previous year: ₹ 26.66 lakhs)* in respect of obligation under cancellable and non-cancellable operating leases respectively have been recognised in the profit and loss account. With respect to Al Sallan Food Industries Company (SAOC), the Company has taken on lease a plot of land for factory premises at Sohar from the Public Establishment for Industrial Estates ("PEIE") for a period of 25 years from 1st January 1994 which is renewable thereafter for a further period of 25 years.

Future obligations of lease rentals applicable to above leased assets aggregate to ₹ **133.28 lakhs** *(Previous year: Rs. 151.44 lakhs)* and are due:

	Current Year ₹ in lakhs	*Previous Year ₹ in lakhs*
Within 1 year	**17.20**	*17.31*
Later than 1 year and not later than 5 years	**68.79**	*69.23*
Later than 5 years	**47.29**	*64.90*
	133.28	*151.44*

(B) Finance Lease:

BIL Group:

The Group has taken motor vehicles under finance leases. The total minimum lease payments and present value of minimum lease payments as at 31st March, 2011 are as follows:

₹ in lakhs

	31 March, 2011		*31 March, 2010*	
	Minimum lease payments	**Present value of minimum lease payments**	*Minimum lease payments*	*Present value of minimum lease payments*
Not later than 1 year	**10,779**	**9,053**	*7,923*	*5,639*
Later than 1 year and not later than 5 years	**9,962**	**8,269**	*17,962*	*15,383*
	20,741	**17,322**	*25,885*	*21,022*

14. Earnings per Share:

		(₹ in lakhs)
(A)	Net Profit after taxation	**19,391.49**
		(9,197.43)
	Less: Minority Interest	**7,628.27**
		(5,568.62)
	Net Profit for calculation of Earnings per Share (numerator)	**11,763.22**
		(3,628.81)
(B)	Weighted Average number of equity shares (denominator) (Nos.)	**1,39,54,380**
		(1,39,54,380)
(C)	Basic and Diluted Earnings per shares (A / B) (in Rupees)	**84.30**
		(26.00)
(D)	Nominal value per equity share (in Rupees)	**10**
		(10)

(Figures in brackets are in respect of the previous year.)

15. Segment Information:

A. Primary Segment Reporting (by Business Segment)

(i) Composition of Business Segments

The Corporation's business segments based on product lines are as under:

- Plantation Products

  Segment produces/trades in Tea, Coffee, Timber, Cardamom, Pepper and Rubber.
- Building Products

  Segment manufactures/trades in Phenolic Laminates (Industrial Laminates including Copper Clad Laminates and Surfacing Laminates).

- ➢ Auto Ancillary Products

  Segment manufactures Precision Springs for automobile and other industries.
- ➢ Weighing Products

  Segment manufactures/trades in Analytical and Precision Balances and Weighing Scales.
- ➢ Investments

  Segment invests in various securities listed as well as unlisted mainly on a long-term basis.
- ➢ Dental Products

  Segment manufactures/trades in dental cement, other dental fillings & impression compounds.
- ➢ Horticulture

  Segment deals with decorative plants and landscaping services.
- ➢ Real Estate

  Segment represents property development.
- ➢ Food – Bakery and Dairy Products

  Segment represents bakery and dairy products.

(ii) Segment Revenues, Results and Other Information

(₹ in lakhs)

	Plantation Products	Building Products	Auto Ancillary Products	Weighing Products	Invest-ments	Dental Products	Real Estate	Horti-culture	Food-Bakery & Dairy Products	Total of Reportable Segments
Sales (Net of excise duty)	**19,396.66**	**7,879.78**	**20,066.83**	**212.95**	**—**	**1,306.90**	**—**	**4,623.27**	**4,60,516.42**	**5,14,002.81**
	(13,981.19)	*(8,271.73)*	*(15,980.45)*	*(226.72)*	*(1.68)*	*(1,348.32)*	*(—)*	*(6,881.99)*	*(3,77,084.64)*	*4,23,776.72*
Other Income	**374.46**	**149.06**	**376.61**	**22.26**	**9,166.93**	**19.83**	**—**	**72.28**	**6,488.45**	**16,669.87**
	(365.39)	*(101.75)*	*(206.50)*	*(21.22)*	*(7,410.80)*	*(3.83)*	*(—)*	*(107.22)*	*(6,374.64)*	*(14,591.35)*
Segment Revenues	**19,771.12**	**8,028.84**	**20,443.44**	**235.21**	**9,166.92**	**1,326.73**	**—**	**4,695.55**	**4,67,004.87**	**5,30,672.66**
	(14,346.58)	*(8,373.48)*	*(16,186.95)*	*(247.94)*	*(7,412.48)*	*(1,352.15)*	*(—)*	*(6,989.21)*	*(3,83,459.28)*	*(4,38,368.05)*
Segment Results	**4,453.16**	**468.39**	**2,341.59**	**58.58**	**7,824.39**	**287.19**	**-13.25**	**435.52**	**23,488.21**	**39,343.78**
	(3,274.69)	*(649.25)*	*(1,679.44)*	*(47.56)*	*(5,946.15)*	*(248.23)*	*(- 20.35)*	*(334.94)*	*(12,488.69)*	*(24,648.60)*
Segment Assets	**13,242.34**	**6,885.61**	**14,356.54**	**339.61**	**1,17,037.30**	**864.72**	**1,858.10**	**5,386.20**	**1,63,546.97**	**3,23,517.39**
	(11,234.30)	*(7,332.48)*	*(13,240.98)*	*(360.52)*	*(1,06,887.12)*	*(889.57)*	*(1,778.10)*	*(7,616.08)*	*(1,48,393.39)*	*(2,97,732.54)*
Segment Liabilities	**3,019.74**	**765.40**	**8,258.85**	**31.25**	**52,111.73**	**136.25**	**—**	**1,057.90**	**1,21,711.52**	**1,87,092.64**
	(2,458.08)	*(1,251.59)*	*(4,866.85)*	*(31.11)*	*(- 1,499.07)*	*(145.29)*	*(—)*	*(2,761.65)*	*(47,921.31)*	*(57,936.81)*
Capital Expenditure (included in segment assets)	**924.55**	**117.01**	**790.37**	**—**	**0.40**	**2.99**	**—**	**240.82**	**7,462.60**	**9,538.74**
	(1,060.92)	*(508.39)*	*(209.63)*	*(45.07)*	*(87,946.23)*	*(8.35)*	*(—)*	*(62.32)*	*(9,979.63)*	*(99,820.54)*
Depreciation/Amortisation	**411.53**	**339.83**	**824.01**	**13.40**	**663.99**	**20.86**	**0.33**	**171.76**	**5,823.18**	**8,268.89**
	(325.69)	*(317.12)*	*(711.37)*	*(8.69)*	*(-)*	*(20.17)*	*(0.33)*	*(269.34)*	*(5,823.18)*	*(7,475.89)*

(Figures in brackets are in respect of the previous year.)

(iii) Reconciliation of Reportable Segments with the Financial Statements

(₹ in lakhs)

	Revenues	Results/Net Profit/Loss	Assets	Liabilities	Capital Expenditure	Depreciation/ Amortisation	Non-cash expense other than depreciation
Total of Reportable Segments	**5,30,672.66**	**39,343.78**	**3,23,517.39**	**1,87,092.64**	**9,538.74**	**8,268.89**	**—**
	(4,38,368.05)	*(24,648.60)*	*(2,97,732.54)*	*(57,936.81)*	*(99,820.54)*	*(7,475.89)*	*(—)*
Corporate/Unallocated Segment	**1,822.32**	**- 22.51***	**6,200.86**	**30,661.28**	**169.30**	**32.01**	**—**
	(1,182.13)	*(- 5,929.87)**	*(7,084.95)*	*(1,47,971.06)*	*(641.44)*	*(30.15)*	*(5,604.24)*
Less: Interest		**- 10,129.05**					
		(- 8,021.22)					
Less: Taxes		**- 8,087.27**					
		(944.65)					
Less: Net Intra/Inter segment transactions	**- 2,146.18**	**- 1,713.46**	**- 9,206.34**	**- 8,394.02**			
	(- 947.85)	*(- 555.43)*	*(- 3,311.15)*	*(- 2,636.83)*			
As per Financial Statement	**5,30,348.79**	**19,391.49**	**3,20,511.91**	**2,09,359.90**	**9,708.04**	**8,300.90**	**—**
	(4,38,602.33)	*(9,197.43)*	*(3,01,506.34)*	*(2,03,271.06)*	*(100,461.98)*	*(7,506.04)*	*(5,604.24)*

(Figures in brackets are in respect of the previous year.)

* Comprising Profit on sale of fixed assets, Management Charges recovered and Loss on Exchange (net).

B. Secondary segment Reporting (by Geographical Segment)

(₹ in lakhs)

	Domestic	Exports*	Total
Revenues	**5,14,505.42**	**15,843.37**	**5,30,348.79**
	(4,17,734.01)	*(20,868.32)*	*(4,38,602.33)*
Total Assets	**2,13,505.47**	**1,07,006.44**	**3,20,511.91**
	(1,79,370.70)	*(1,22,135.65)*	*(3,01,506.34)*
Capital Expenditure	**9,435.61**	**272.42**	**9,708.03**
	(12,136.92)	*(88,325.06)*	*(100,461.98)*

(Figures in brackets are in respect of the previous year.)

*It includes revenues and assets of foreign branches and foreign subsidiaries.

16. Related Party Disclosures

Related party disclosures as required by (AS-18) "Related Party Disclosures" are given below:

(1) **Key management personnel:**

Mr. Ashok Panjwani – Managing Director, BBTCL
Mr. Jeh Wadia – Deputy Managing Director, BBTCL
Ms. Vinita Bali – Managing Director – BIL
Mr. Jayant S. Gadgil – Director
Mr. Albert Geow Chwee Hiam – Director
Dr. Chua Eng Sian – Director
Michael Lim Hee Kiang – Director
Rabindra Santhanasegira – Director
Patrick Kennedy Cassels – Director
Tai Yit Chan – Director
Irene Liew – Director

(2) **Associates:**

Lotus Viniyog Private Limited
Roshnara Investment & Trading Company Private Limited
Cincinnati Investment & Trading Company Private Limited
Lima Investment & Trading Company Private Limited
Shadhak Investment & Trading Private Limited
MSIL Investments Private Limited
Inor Medical Products Limited
Medical Microtechnology Limited
Britannia Sports (partnership firm)
Klassic Foods Private Limited
Nalanda Biscuits Company Limited
Vasna Agrex Private Limited
Appear Dream Limited, U.K.
Ink (Clothing) Limited, U.K.

(3) **The following transactions were carried out with the related parties in ordinary course of business. Details relating to the parties referred to in items 1 and 2 above:**

₹ in lakhs

Details	Relationship	**Year ended 31st March, 2011**	*Year ended 31st March, 2010*
Purchase of finished goods/ consumables and ingredients			
Nalanda Biscuits Company Limited	Associates	**8,046.91**	*12,745.91*
Conversion charges paid			
Klassik Foods Private Limited	Associates	**478.64**	*496.22*
Rent Received			
Inor Medical Products	Associates	**76.73**	*65.29*
Shared Expenses			
Inor Medical Products	Associates	**65.00**	*76.44*
Expenses charged to them			
Inor Medical Products	Associates	**14.16**	—
Interest and dividend income			
Klassik Foods Private Limited	Associates	**6.52**	*3.26*
Ms. Vinita Bali	KMP	**0.03**	*0.20*
Inor Medical Products	Associates	**84.55**	*68.34*
Total		**89.66**	*71.93*
Dividend Paid			
Mr. Jeh Wadia	KMP	**0.02**	*0.02*
Commission Received			
Inor Medical Products	Associates	**60.67**	*57.91*
Management contracts including secondment of employees, net			
Klassik Foods Private Limited	Associates	**1.80**	*(0.24)*
Nalanda Biscuits Company Limited	Associates	**47.06**	*30.17*
Lotus Viniyog	Associates	**1.60**	*0.22*
Inor Medical Products	Associates	**—**	*12.85*
Total		**50.46**	*61.53*
Remuneration			
Mr. Ashok Panjwani	KMP	**80.77**	*81.26*
Mr. Jeh Wadia	KMP	**68.85**	*68.93*
Ms. Vinita Bali	KMP	**527.50**	*442.29*
Mr. Jayant Gadgil, Mr. Albert Geow Chwee Hiam, Dr. Chua Sian Eng, Mr. Patrick Kennedy Cassels, Ms. Tai Yit Chan, Ms. Irene Liew	KMP	**95.42**	*100.23*
Total		**772.54**	*692.71*
Loan repaid by			
Ms. Vinita Bali	KMP	**6.87**	*1.94*

Details	Relationship	Year ended 31st March, 2011	Year ended 31st March, 2010
Share of Current Year Profit/(Loss)			
Klassik Foods Private Limited	Associates	**19.27**	*12.75*
Nalanda Biscuits Company Limited	Associates	**10.52**	*8.64*
Britannia Sports (partnership firm)	Associates	**—**	*(0.03)*
Roshnara Investments & Trading Company Private Limited	Associates	**(0.04)**	*(0.03)*
Cincinnati Investment & Trading Company Private Limited	Associates	**(0.03)**	*(0.03)*
Lima Investment & Trading Company Private Limited	Associates	**(0.03)**	*(0.03)*
Shadhak Investment & Trading Private Limited	Associates	**(0.03)**	*(0.03)*
Lotus Viniyog Private Limited	Associates	**(1.28)**	*0.05*
MSIL Investments Private Limited	Associates	**(0.05)**	*(0.05)*
Inor Medical Products Limited	Associates	**5.83**	*6.11*
Medical Microtechnology Limited	Associates	**0.03**	*0.05*
Ink (Clothing) Limited, U.K.	Associates	**—**	*(4.59)*
ABI Holding Limited, U.K.	Associates	**—**	*1,100.44*
Total		**34.19**	*1,123.39*
Sale of Goods/consumables and ingredients			
Nalanda Biscuits Company Limited	Associates	**35.81**	*1,667.48*
Advance/Inter Corporate Deposits Given, Now Repaid			
Inor Medical Products	Associates	**61.00**	*240.00*
Outstanding as at year end			
Net receivables/(payables)			
Klassik Foods Private Limited	Associates	**3.75**	*(23.12)*
Nalanda Biscuits Company Limited	Associates	**156.57**	*178.27*
Ms.Vinita Bali	KMP	**—**	*6.87*
Inor Medical Products	Associates	**760.98**	*546.57*
Lotus Viniyog	Associates	**5.40**	*3.80*
Total		**766.38**	*719.85*
Investments (Including goodwill)			
Klassik Foods Private Limited	Associates	**106.22**	*109.32*
Nalanda Biscuits Company Limited	Associates	**45.54**	*35.02*
Vasna Agrex and Herbs Private Limited	Associates	**1.00**	*1.00*
Roshnara Investments & Trading Company Private Limited	Associates	**4.76**	*4.80*
Cincinnati Investment & Trading Company Private Limited	Associates	**4.77**	*4.80*
Lima Investment & Trading Company Private Limited	Associates	**4.78**	*4.81*
Shadhak Investment & Trading Private Limited	Associates	**4.77**	*4.80*

Details	Relationship	**Year ended 31st March, 2011**	*Year ended 31st March, 2010*
Lotus Viniyog Private Limited	Associates	**34.38**	*35.67*
MSIL Investments Private Limited	Associates	**4.78**	*4.83*
Inor Medical Products Limited	Associates	**104.76**	*98.93*
Medical Microtechnology Limited	Associates	**4.22**	*4.19*
Appear Dream Limited, U.K.	Associates	**—**	*(0.68)*
Ink (Clothing) Limited, U.K.	Associates	**81.84**	*80.33*
Total		**401.82**	*388.82*
Provision for Investment			
Vasna Agrex and Herbs Private Limited	Associates	**1.00**	*1.00*

17. The following are the details of goodwill/capital reserve included in investments in associates made by the Corporation/Subsidiaries of the Corporation (other than for associates of BIL Group).

Name of the Associate	(₹ in lakhs) Amount of Goodwill/(Capital Reserve)
Shadhak Investments & Trading Private Limited	**0.09**
	(0.09)
MSIL Investments Private Limited	**0.06**
	(0.06)
Lima Investments & Trading Company Private Limited	**0.23**
	(0.23)
Lotus Viniyog Private Limited	**2.02**
	(2.02)
Roshnara Investments & Trading Company Private Limited	**0.17**
	(0.17)
Cincinnati Investments & Trading Company Private Limited	**0.04**
	(0.04)
Inor Medical Products Limited	**5.45**
	(5.45)
Medical Microtechnology Ltd.	**0.23**
	(0.23)

(Figures in brackets are in respect of the previous year.)

18. In accordance with AS-29 – "Provisions, Contingent Liabilities and Contingent Assets", issued by the Institute of Chartered Accountants of India, certain classes of liabilities have been identified as provisions.

(a) Disclosed by the BIL Group as under:

₹ in lakhs

	1st April 2010	Additions*	Utilisation*	Reversals/ adjustments*	**31 March 2011**
(i) Excise related issues	*2,627.96*	582.57	(1.83)	—	**3,208.70**
(ii) Sales tax and other issues	*1,638.55*	206.78	—	(14.00)	**1,831.33**
(iii) Trade and other issues	*3,803.77*	134.53	(106.21)	492.62	**3,339.47**

* Included under various heads in profit and loss account.

(i) and (ii) represents estimates made for probable liabilities arising out of pending disputes/litigations with various regulatory authorities. The timing of the outflow with these matters depends on the position of law and the settlement of which is not expected to exceed 2-3 years in most cases.

(iii) represents provisions made for probable liabilities/claims arising out of commercial transactions with vendors/others. Further disclosures as required in Accounting Standard-29 are not made since it can be prejudicial to the interests of the Company.

(b) In the case of BBTCL, the provision for contingencies of ₹ **125 Lakhs** *(Previous Year ₹ 85 Lakhs)* represents a part amount provided for against the contingent liabilities with regards to the disputed demands for excise duties, wages and damages and interest as described in Note No. 8 on the basis of a fair estimate by the Corporation. The carrying amount at the beginning of the year was ₹ 85 Lakhs and the provision of ₹ 40 Lakhs made during the year is carried forward at the end of the year and neither the amount has been used nor the unused amount reversed during the year under review.

19. Disclosure as required under Accounting Standard (AS) 15 (Revised)

A. BBTCL: DEFINED CONTRIBUTION PLAN (₹ in Lakhs)

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

	2010-11	2009-10
Employer's Contribution to Government Provident Fund	**240.96**	*214.82*
Employer's Contribution to Superannuation Fund	**65.06**	*68.54*

DEFINED BENEFIT PLAN - GRATUITY

	Current Year	Previous Year
I. Reconciliation of Opening and Closing balances of Defined Benefit Obligation		
Liability at the beginning of the year	**1,359.64**	*1,265.07*
Interest cost	**112.19**	*96.52*
Current Service cost	**82.96**	*83.06*
Liability transfer out	**—**	*—*
Benefits paid	**(163.68)**	*(123.90)*
Actuarial (gain)/loss on Obligations	**(251.52)**	*38.89*
Liability at the end of the year	**1,139.58**	*1,359.64*
II. Reconciliation of Opening and Closing balances of Fair Value of Plan Assets		
Fair value of plan assets as at the beginning of the year	**1,359.79**	*1,282.95*
Expected Returns on Plan Assets	**104.79**	*101.15*
Contributions	**33.58**	*45.08*
Benefits Paid	**(163.68)**	*(123.90)*
Actuarial Gain/(Loss) on Plan Assets	**(24.31)**	*54.52*
Fair value of plan assets as at the end of the year	**1,310.17**	*1,359.79*
III. Actual Return on Plan Assets		
Expected Return on Plan Assets	**104.79**	*101.15*
Actuarial Gain/(Loss) on Plan Assets	**(24.31)**	*54.52*
Actual Return on Plan Assets	**80.48**	*155.67*
IV. Amount recognized in the Balance Sheet		
Liability at the end of the year	**1,139.58**	*1,359.64*
Fair value of Plan Assets at the end of the year	**1,310.17**	*1,359.79*
Difference	**170.58**	*0.15*
Asset/Liability recognised in the balance sheet	**170.58**	*0.15*

		Current Year	Previous Year
V.	**Expense recognized in the Profit and Loss Account**		
	Current Service Cost	**82.96**	*83.06*
	Interest Cost	**112.19**	*96.52*
	Expected Return on Plan Assets	**(104.79)**	*(101.15)*
	Actuarial (Gain)/Loss	**(234.29)**	*(15.63)*
	Expense recognized in the P&L A/c	**(136.85)**	*62.81*
VI.	**Investment Details**		
	Central Government Securities	**3.51%**	*3.65%*
	PSU Bonds	**5.28%**	*5.51%*
	State Government Securities	**1.28%**	*1.37%*
	Insurer Managed Funds	**89.93%**	*89.47%*
	Total	**100%**	*100%*
VII.	**Actuarial assumptions used**		
	Mortality Table	**1994-96 LIC Ultimate**	*1994-96 LIC Ultimate*
	Discount rate	**8.50%**	*8.25%*
	Rate of return on Plan Assets	**8%**	*8%*
	Salary escalation rate	**5%**	*5%*
VIII.	**Prescribed Contribution for next year**		
	Prescribed Contribution for next year	**108.36**	*93.41*

IX. Experience Adjustment

	31.03.2011	31.03.2010	31.03.2009	31.03.2008
Fair Value of Plan Assets	**1,310.17**	*1,359.79*	*1,282.95*	*1,060.62*
Defined Benefit Obligation	**1,139.58**	*1,359.64*	*1,265.07*	*1,055.04*
Actuarial (Gain) / Loss on Plan Assets	**(24.31)**	*54.52*	*(33.36)*	*24.39*
Actuarial (Gain) / Loss on Defined Benefit Obligation	**(251.52)**	*38.89*	*223.24*	*72.21*

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information is certified by the Actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Corporation's policy for plan assets management.

Provident fund: The Corporation contributes to recognized provident fund for a few employees. The Guidance note on implementing AS-15 (Revised) states that Provident Funds set up by employers which require interest shortfalls to be met by the employers are defined benefit plans. Having regard to the assets of the fund and the return on investments, the Corporation does not expect any deficiency in the foreseeable future. The details required for AS-15 (Revised) disclosure are not ascertained. During the year, the Corporation has contributed ₹ **43.62 Lakhs** *(Previous Year ₹ 42.67 Lakhs)* to the recognized provident fund.

B. BIL : POST-RETIREMENT EMPLOYEE BENEFITS (₹ in lakhs)

I. DEFINED CONTRIBUTION PLAN

The Company has recognised an amount of ₹ **698.73** *(Previous Year ₹ 621.62)* as expenses under the defined contribution plans in the Profit and Loss account for the year:

	31 March 2011	31 March 2010
Benefit (Contribution to)		
Provident Fund *	**365.29**	*272.93*
Family Pension Scheme	**125.26**	*137.31*
Pension Fund	**155.01**	*166.60*
Labour Welfare Fund	**0.04**	*0.36*
ESI	**53.13**	*44.42*
Total	**698.73**	*621.62*

* With regard to the assets of the Fund and the return on the investments, the BIL Group does not expect any deficiency in the foreseeable future.

II. DEFINED BENEFIT PLAN

The BIL Group makes annual contributions to the Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund, which are funded defined benefit plans for qualifying employees.

(i) The Scheme in relation to Britannia Industries Limited Non Covenanted Staff Gratuity Fund provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

(ii) The Scheme in relation to Britannia Industries Limited Covenanted Staff Gratuity Fund provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to the higher of maximum amount payable as per the Payment of Gratuity Act, 1972 and twenty months salary.

Vesting (for both the funds mentioned above) occurs only upon completion of five years of service, except in case of death or permanent disability. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at Balance Sheet date.

		31 March 2011	31 March 2010
1.	**Reconciliation of Opening and Closing balances of the present value of the defined benefit obligation:**		
	Obligations as at 1st April-On Acquisition	**2,009.48**	*1,872.49*
	Current Service Cost	**130.94**	*121.77*
	Interest Cost	**160.76**	*147.88*
	Benefits Settled	**(279.37)**	*(112.83)*
	Actuarial (gain)/loss	**13.14**	*4.16*
	On acquisition by BIL	**—**	*(23.99)*
	Obligations at 31 March	**2,034.95**	*2,009.48*
2.	**Change in Plan Assets**		
	Plan assets at 1 April at fair value-On Acquisition	**2,018.88**	*1,736.07*
	Expected return on plan assets	**161.52**	*136.74*
	Actuarial gain/(loss)	**7.41**	*9.76*
	Contributions	**219.97**	*275.97*

		31 March 2011	*31 March 2010*
	Benefit Settled	**(279.37)**	*(112.83)*
	On acquisition by BIL	**—**	*(26.83)*
	Plan assets at 31 March at fair value	**2,128.41**	*2,018.88*
3.	**Reconciliation of present value of the obligation and the fair value of the plan assets**		
	Present value of obligation as at 31 March	**2,034.95**	*2,009.48*
	Plan assets at 31 March at fair value	**2,128.41**	*2,018.88*
	Amount recognised in Balance Sheet (Asset)/ Liability	**(93.46)**	*(9.40)*
4.	**Expenses recognised in the Profit and Loss account**		
	Current Service Cost	**130.94**	*121.77*
	Interest Cost	**160.76**	*147.88*
	Expected Return on Plan Assets	**(161.52)**	*(136.74)*
	Actuarial (Gain)/Loss	**5.73**	*(5.60)*
	Net Cost	**135.91**	*127.31*
5.	**Amount Recognised in the Balance Sheet:**		
	Opening net liability-On Acquisition	**(9.40)**	*136.42*
	On acquisition by BIL	**—**	*2.84*
	Expense as above	**135.91**	*127.31*
	Employers Contribution paid	**(219.97)**	*(275.97)*
	Closing net liability	**(93.46)**	*(9.40)*
6.	**Investment Details**		
		% Invested	*% Invested*
	Government of India securities	**25**	*23*
	State Government securities	**16**	*18*
	Public sector securities	**50**	*50*
	Mutual funds	**1**	*1*
	Special deposit scheme	**8**	*8*
		100	*100*
7.	**Principal Actuarial Assumptions**		
	Discount Factor	**8.25%**	*8.00%*
	Estimated Rate of Return on Plan Assets	**8.25%**	*8.00%*
	Attrition rate	**14.00%**	*1.00%*
	Salary escalation rate	**5.00%**	*5.00%*
	Retirement age (in years)	**58**	*58*
8.	**Experience Adjustment**		
	Fair Value of Plan Assets	**2,128.41**	*2,018.88*
	Defined Benefit Obligation	**2,034.95**	*2,009.48*
	Actuarial (Gain)/Loss on Plan Assets	**7.41**	*9.76*
	Actuarial (Gain)/Loss on Defined Benefit Obligation	**13.14**	*4.16*

Notes:

(i) The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.

(ii) The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.

(iii) The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(iv) The disclosure above includes amounts for both Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund and amounts relating to other group companies.

C. The charge for retirement benefits of Al Sallan Food Industries Company SAOC, Strategic Food International Co. LLC and Britannia Lanka Private Limited has been calculated in accordance with the laws applicable in their countries of incorporation which amounts to ₹ **77.13 lakhs** *(Previous year ₹ 78.90 lakhs).*

20. In April 2007, the Commissioner of Income Tax (CIT), Kolkata issued a notice to BIL's (the Company's) Covenanted Staff Pension Fund (BILCSPF) asking it to show cause why recognition granted to the Fund should not be withdrawn for refunding in the year 2004, the excess contribution of ₹ **1,211.99 lakhs** *(Previous year ₹ 1,211.99 lakhs)* received by it in earlier years. The Single Judge of the Calcutta High Court, on a writ petition, granted a stay restraining the CIT from proceeding with the show cause notice but with a direction to BIL to deposit ₹ **1,211.99 lakhs** *(Previous year ₹ 1,211.99 lakhs)* (included in Deposits under Schedule 10) with a nationalized bank in the name of the Fund. On appeal, the Division Bench of the Calcutta High Court disposed off the writ petition pending before the Single Judge. The Fund filed a Special Leave Petition before the Supreme Court against the order of the Division Bench. The Supreme Court at its hearing on 12th May 2008 has set aside the order of the Division Bench of the Calcutta High Court. As a condition of the stay order granted, the Company has, under protest, made the deposit as per the direction of Hon'ble Calcutta High Court.

Pursuant to the directions of the Honourable Madras High Court, the CIT, Kolkata passed orders rejecting the deeds of variation submitted in May 2005 by the Company's Pension Funds on technical grounds. The Company preferred appeals before the Central Board of Direct Taxes (CBDT), New Delhi challenging the orders of the CIT. CBDT passed Orders in the said appeals in March 2011 directing the Company inter alia to submit deeds of variation incorporating the modifications in line with the directions made in the Orders effective 1 November 2004. The modified deeds of variation in line with the directions contained in the CBDT Orders have already been filed with the CIT, Kolkata, for his approval. In writ petitions filed by some of the pensioners, the Honourable Madras High Court has passed an interim order restraining the CIT, Kolkata, from approving the deeds of variation pending disposal of the writ petitions.

21. A suit was filed by the Britannia Industries Limited Pensioners Welfare Association (the Association) in the Honourable City Civil Court and Sessions Judge, Bangalore, where the Honourable Court passed interim orders on 1 January 2009 and 10 February 2009 directing the Funds to pay pension to the Members in accordance with the computation made and submitted by the Pension Funds to the Court. This computation was on a defined contribution basis, and is consistent with the pension offered by the Pension Funds to eligible employees at the time of their retirement/exit. The Funds have been complying with the said order. In April, 2010, the Honourable Judge passed another interim order requiring the Funds to pay pension as per Rule 11(a) of the Pension Fund Rules, i.e. on "Defined Benefit Basis", and gave the Funds two months' time for complying with the order. In an appeal filed against this Order in the Honourable Karnataka High Court, the Honourable Karnataka High Court in April 2010 modified the Trial Court's order so as to extend the time limit from two months to three months and in July 2010, further modified the Trial Court's order directing inter alia that the pension shall be paid as per Rule 11(a) from the date of filing of the suit by the Association in the Honourable Bangalore City Civil Court, i.e. with effect from 17th June, 2008. The Company filed Special Leave Petitions (SLPs) in the Honourable Supreme Court against the above order of the Honourable Karnataka High Court. The Honourable Supreme Court passed an order in January 2011 disposing of the SLPs and directing inter alia that the interim order passed by it in September 2010 directing that the Pension Funds should continue to pay pension as per the interim order passed by the Bangalore City Civil Court on 1st January 2009 would continue till disposal of the suit by the Trial Court. The proceedings in the main suit are currently in progress in the Honourable Bangalore City Civil Court.

The Company believes, based on current knowledge and after consultation with eminent legal counsel that the resolution of the matter will not have material adverse effect on the financial statements of the Company.

22. With respect to Al Sallan Food Industries Co SAOC, the Company's income tax assessments for the year 2003 to 2010 have not been agreed with the Secretariat General for Taxation at the Ministry of Finance, Oman. Management believes that additional taxes, if any, that may become payable on finalisation of the assessments in respect of these open years would not be material to the Company's financial position as at 31 March 2011. No tax has been recognised due to carried forward accumulated losses of prior years.

23. Pursuant to the Labour Commissioner's Order under section 25 O (1) of the Industrial Disputes Act, 1947, production at BIL (the Company) owned facility was closed effective 24 March 2004. As per the Order of the Honourable Bombay High Court, the Company as on the date of the balance sheet has paid an amount of ₹ **583.17 lakhs** *(Previous year: ₹ 583.17 lakhs)* equivalent to eligible compensation under section 25 O (1) of the Industrial Disputes Act, 1947. Further, based on the appeal filed by the worker union, the Industrial Tribunal has reversed the Order of the Labour Commissioner. The Company has preferred an appeal against the Order of the Industrial Tribunal. As per interim direction of the Honourable Bombay High Court, the Company has paid ₹ **125.79 lakhs** *(Previous year: ₹ 147.03 lakhs)* as compensation equivalent to 70% of the last drawn amount for the year ended 31 March 2011.The Company has made the above payments as compensation under the Industrial Disputes Act, 1947. The case is currently pending in the Honourable Bombay High Court.

24. Export benefits/Incentives are accounted on accrual basis. Accordingly, on the Balance Sheet date, in respect of Exports made by the Corporation, estimated benefit of ₹ **244.14 lakhs** *(Previous year ₹ 197.99 lakhs)* has been taken into account for the year as incentive on accrual basis under the pass book scheme. Subsequent to that, the Corporation has imported and utilized the said entitlement of ₹ **244.14 lakhs** *(Previous year ₹ 156.85 lakhs)* leaving a balance of **Nil** *(Previous year ₹ 41.44 lakhs).*

25. Derivative contracts:

    The BBTCL (the Corporation) has entered into derivative contracts for hedging its borrowings and interest costs in foreign currencies. The Corporation is accounting for gains and losses on such contracts along with the settlement of the underlying transactions. Having regard to the complex nature of the long term derivative contracts and the market volatility, the Management is at this stage not in a position to realistically ascertain the ultimate loss or gain on settlement of these contracts. The Corporation has during the year considered net provision of ₹ 518 lakhs against the said contracts, which is net of ₹ 719 lakhs of Previous year and write back of ₹ 201 lakhs of the current year.

    BIL (the Company) has entered into the following derivative contracts for hedging its borrowings and interest costs in foreign currencies:

    (i) Foreign currency forward contracts

    The Company has entered into foreign exchange forward contracts for hedging the foreign exchange fluctuation risks on foreign currency payables/loans, which has been accounted for in line with AS-11 "The effects of changes in foreign exchange rates". Accordingly, the amount receivable of ₹ **2,368.39 lakhs** *(Previous year: ₹ 2,151.49 lakhs)* and loan payable of ₹ **2,007.72 lakhs** *(Previous year: ₹ 2,007.72 lakhs),* relating to foreign exchange forward contracts for hedging have been netted off and disclosed under 'Loans and advances'.

    The Company has designated certain Foreign Exchange Forward Contracts (relating to foreign currency receivables) outstanding as on 31st March 2010 as Hedge of highly probable forecasted transaction. On that date, the Company had forward contracts to sell **USD 10.94 lakhs** *(Previous year: USD 9.74 lakhs).* As at the year end the unrealised exchange loss of ₹ **Nil** *(Previous year: ₹ Nil)* arrived on a mark to market basis has been accounted for.

    (ii) Other derivative contracts

    For all other derivative contracts, a mark to market valuation has been obtained and any loss thereon has been accounted for in line with the ICAI notification issued in March 2008 in relation to such transactions. Any gain on such valuation is not accounted for based on the principle of prudence.

    As at the year end, the unrealised loss of ₹ **Nil** *(Previous year: ₹ 16.55 lakhs)* arrived on a mark to market basis for such contracts has been duly accounted for.

26. BIL (the Company) has discontinued the business operations of Britannia Lanka Private Limited, Sri Lanka with effect from 31st March, 2010. Accordingly, the financial statements of the said company have not been prepared on going concern basis. All non-current assets and non current liabilities have been valued at net realisable value and classified under current assets and liabilities respectively.

27. The Committee of the Board of Directors (the Board) of BIL, at its meeting held on 22 March 2010, pursuant to the scheme of arrangement (the Scheme) sanctioned by the Honourable High Court of Calcutta on 11 February 2010 under Section 391(2) of the Companies Act, 1956 (the Act), allotted 8.25% secured fully paid-up Redeemable non-convertible bonus debentures (the bonus debentures) from the general reserve, in the ratio of one debenture of the face value of ₹ 170 for every equity share held by the shareholders of the Company as on 9 March 2010. The date of allotment of bonus debentures is 22 March 2010. The Scheme was earlier approved by the Board at its meeting held on 27 May 2009 and by the shareholders at the general meetings held on 31 August 2009. The bonus debentures have been listed on the Bombay Stock Exchange Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited. The Issue of bonus debentures has been treated as 'deemed dividend' under the provisions of the Income-tax Act, 1961. Accordingly, the Company has remitted ₹ **6,902.22 lakhs** as dividend distribution tax and has utilised General Reserve for the payment of the same, pursuant to the Scheme. The scheme involves issuance of bonus debentures out of General Reserve and does not entail any real borrowing, accordingly, the requirement of creating a Debenture Redemption Reserve pursuant to Section 117C of the Act or Clause 10.3 of SEBI (Disclosure and Investor Protection) Guidelines, 2000 issued under the Securities and Exchange Board of India Act, 1992 is not applicable. This has also been noted in the scheme of arrangement sanctioned by the Honourable High Court of Calcutta.

28. The Corporation has opted for accounting the exchange difference arising on reporting of Long Term Foreign Currency Monetary Items (the said Monetary Items) in line with Accounting Standard Amendment Rules 2009 on Accounting Standard 11 (AS 11) notified by the Government of India on 31st March, 2009. The exchange difference arising on the said Monetary Items at the rates different from those at which they were initially recorded is accounted in " Foreign Currency Monetary Item Translation Difference Account " and amortised over balance period of such loans but not beyond 31st March, 2011. Accordingly, during the year, a sum of ₹ **104.46 lakhs** *(Previous Year ₹ 848.37 lakhs)* has been charged to the Profit & Loss Account.

29. In respect of BIL (The Company):

    (a) During the previous year, the Company acquired additional shares in Britannia Dairy Private Limited (BDPL) thereby increasing, its shareholdings from 51% to 100%. The group has considered book value of the assets and liabilities as of 31st March 2009 for the purpose of goodwill computation though the actual acquisition took place on 28 April 2009. However, all material transactions in BDPL books between 31 March 2009 and 28 April 2009 have been duly considered.

    (b) During the previous year, the Company acquired additional shares in Strategic Food International Co. LLC (SFIC) and Strategic Brands Holding Company Limited (SBH) thereby increasing its shareholdings from 70% to 100%. The group has considered book value of the assets and liabilities as of 31st March, 2009 for the purpose of goodwill computation though the actual acquisition took place in the month of April 2009. However, there were no material transactions in SFIC and SBH books between 31 March 2009 and the date of acquisition.

    (c) As per the approval by the Honourable Karnataka High Court, vide order no. 8771/11, for reduction of equity share capital of Daily Bread Gourmet Foods (India) Private Limited, face value of ₹ 10 each, has been restated to ₹ 4 each and equivalent value has been incorporated in investments.

30. Interest Bearing Loans: In October 2010, the Corporation's subsidiary (Laila Land Limited, Mauritius), entered into a credit facility agreement with the Standard Chartered Bank, Singapore branch, for an amount of USD 95,000,000. The loan is secured by pledge of the shares of the Company and fellow subsidiaries viz Bannatyne Enterprises Pte. Ltd., Dowbiggin Enterprises Pte. Ltd., Nacupa Enterprises Pte. Ltd., Spargo Enterprises Pte. Ltd. and Valletort Enterprises Pte. Ltd. and guarantees given by the subsidiaries – ABI Holdings Limited and Britannia Brands Limited and by the fellow subsidiaries – Naira Holdings Ltd. and Associated Biscuits International Ltd. The interest rate of the loan is the percentage rate per annum equal to the aggregate of the applicable margin and LIBOR. The Company shall repay the loan in full in five installments by repaying, on each repayment date, an amount equal to a relevant percentage as set out in the agreement.

31. The Corporation has, on 17th March, 2011, sold and transferred all of the 503 shares held by it, representing 50.03% shareholding on P. T. Indo Java Rubber Planting Company, a subsidiary of the Corporation to a fellow shareholder, at USD 15 million for sale of shares and value of current assets estimated at USD 0.7 million. As a result, P. T. Indo Java Rubber Planting Company has ceased to be a subsidiary of the Corporation.

32. In an earlier year, the Corporation took up development of Real Estate in the vacant properties at Pune, Coimbatore and Mumbai; and converted these assets as stock-in-trade at cost.

33. Figures in respect of current financial year have been rounded off to the nearest thousand and are expressed in terms of decimals of lakhs.

34. Comparative Financial information (i.e. the amounts and other disclosures for the preceding year presented above), is included as an integral part of the current year's financial statements, and is to be read in relation to the amounts and other disclosures relating to the current year. The figures relating to previous year have been re-grouped/re-classified wherever necessary to confirm with the current year's classification. The previous year's financial statements were audited by a firm other than B S R & Co., Chartered Accountants.

Summarised Statement of financials of subsidiary companies pursuant to approval under Section 212(8) of the Companies Act, 1956

Sr. No.	Name of Subsidiary	Electromags Automotive Products Pvt. Ltd.	Afco Industrial & Chemicals Ltd.	DPI Products & Services of India Ltd.	Sea Wind Investment & Trading Co. Ltd.	Subham Viniyog Pvt. Ltd.	Britannia Industries Limited	Boribunder Finance & Investments Private Limited	Flora Investments Company Private Limited
1.	Capital	29.70	76.05	20.00	5.98	40.00	2,389.02	217.10	28.43
2.	Reserves	925.31	—	236.74	150.23	0.09	39,238.24	(179.73)	143.69
3.	Total Assets	7,097.42	141.48	333.09	175.60	53.20	163,546.97	165.04	196.93
4.	Total Liabilities	6,142.41	65.43	76.35	19.39	13.11	121,919.71	127.67	24.81
5.	Investments (except in subsidiaries):								
	(a) Government Securities	—	—	—	—	—	—	—	—
	(b) Quoted Equity Shares	—	—	—	—	—	350.24	—	—
	(c) Unquoted Equity Shares	—	—	—	—	—	36,672.76	—	—
	(d) Debentures	—	—	—	—	—	—	—	—
	(e) Others	—	—	—	—	—	1,828.61	82.50	42.32
	Total Investments	—	—	—	—	—	38,851.61	82.50	42.32
6.	Turnover	9,428.94	66.46	1.46	1.90	—	466,594.73	57.32	105.89
7.	Profit Before Tax	92.99	(0.44)	(1.51)	(0.11)	(0.79)	18,707.59	51.07	104.48
8.	Provision for Tax (including deferred tax)	(28.16)	—	—	(3.41)	—	(5,287.48)	(9.62)	(20.61)
9.	Profit After Tax *	64.83	(0.44)	(1.51)	(3.52)	(0.79)	13,420.11	41.45	83.87
10.	Proposed Dividend ** (excluding Tax on Dividend)	—	—	—	—	—	6,955.24	—	—
11.	Original Currency	INR	INR	INR	INR	INR	INR	INR	INR
12.	Exchange rate as on:								
	31st March, 2011 (in INR)	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
	31st December, 2010 (in INR)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

* Profit After Tax is adjusted for Excess/Short Provision of taxes of previous years.

** Includes Interim and final dividend, whether paid or proposed.

(₹ in Lakhs)

Gilt Edge Finance & Investments Private Limited	Ganges Vally Foods Private Limited	International Bakery Products Limited	J. B. Mangharam Foods Private Limited	Manna Foods Private Limited	Sunrise Biscuit Company Private Limited	Britannia Dairy Private Limited	Daily Bread Gourmet Foods Private Limited	Britannia Employees' General Welfare Association Private Limited	Britannia Employees' Educational Welfare Association Private Limited	Britannia Employees' Medical Welfare Association Private Limited
24.98	60.00	50.00	45.02	37.50	1,069.95	1,178.00	2,067.26	17.50	17.52	18.00
153.34	324.21	53.78	188.51	(37.80)	102.30	(1,623.38)	(1,447.94)	8.10	9.31	6.23
209.95	632.66	999.09	783.66	2,370.25	2,338.33	3,624.97	1,179.18	26.02	27.17	24.57
31.63	248.45	895.31	550.13	2,370.55	1,166.08	4,070.35	559.86	0.42	0.34	0.34
—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—
20.32	—	0.37	0.28	—	—	0.92	—	—	—	0.40
20.32	—	0.37	0.28	—	—	0.92	—	—	—	0.40
141.69	1,361.35	1,386.01	1,832.02	20.89	8,213.08	21,878.24	1,949.26	0.94	0.99	0.83
140.28	(20.43)	10.48	101.51	0.69	(293.64)	421.65	(115.74)	0.59	0.26	0.47
(27.64)	10.67	(3.19)	(30.94)	—	63.25	—	—	(0.18)	(0.08)	(0.15)
112.64	(9.76)	7.29	70.57	0.69	(230.39)	421.65	(115.74)	0.41	0.18	0.32
—	—	—	—	—	—	—	—	—	—	—
INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR
1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Summarised Statement of financials of subsidiary companies pursuant to approval under Section 212(8) of the Companies Act, 1956

Sr. No.	Name of Subsidiary	PT Indo Java Rubber Planting Co.	Leila Lands Senderian Berhad	Island Horti-Tech Holding Pte Ltd.	Leila Lands Ltd.	Naira Holdings Ltd.	Island Landscape & Nursery Pte Ltd.	Peninsula Landscape & Nursery Snd. Bhd.
1.	Capital	8.68	1,571.49	707.70	0.09	446.50	778.47	44.21
2.	Reserves	2,454.40	7,079.48	1,537.23	20,468.86	21,808.97	2,218.76	(12.92)
3.	Total Assets	3,502.05	13,893.60	3,072.16	96,928.77	26,088.08	4,201.63	44.70
4.	Total Liabilities	1,038.97	5,242.63	827.23	76,459.82	3,832.61	1,204.40	13.41
5.	Investments (except in subsidiaries):							
	(a) Government Securities	—	—	—	—	—	—	—
	(b) Quoted Equity Shares	—	—	—	—	—	—	—
	(c) Unquoted Equity Shares	—	—	—	—	—	—	—
	(d) Debentures	—	—	—	—	—	—	—
	(e) Others	—	—	—	—	—	—	—
	Total Investments	—	—	—	—	—	—	—
6.	Turnover	4,883.63	24.35	91.78	—	1.54	4,868.68	—
7.	Profit Before Tax	2,782.36	(319.12)	(152.02)	(500.86)	(770.78)	590.52	19.53
8.	Provision for Tax (including deferred tax)	(728.96)	(0.94)	(5.52)	—	—	(79.25)	—
9.	Profit After Tax *	2,053.39	(320.06)	(157.54)	(500.86)	(770.78)	511.28	19.53
10.	Proposed Dividend ** (excluding Tax on Dividend)	106,049,893.95	—	—	—	—	—	—
11.	Original Currency	Rp	RM	S $	US $	US $	S $	RM
12.	Exchange rate as on:							
	31st March, 2011 (in INR)	0.01	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	31st December, 2010 (in INR)	N.A.	14.74	35.39	44.65	44.65	35.39	14.74

* Profit After Tax is adjusted for Excess/Short Provision of taxes of previous years.

** Includes Interim and final dividend, whether paid or proposed.

(₹ in Lakhs)

Saikjaya Holdings Snd. Bhd.	Restpoint Investment Ltd.	Restpoint International Technology Corpn.	Innovative Organics Inc.	Granum Inc.	ABI Holdings Limited	Associated Biscuits International Ltd.	Britannia Brands Limited	Dowbiggin Enterprises Pte. Limited	Nacupa Enterprises Pte. Limited	Spargo Enterprises Pte. Limited	Valletort Enterprises Pte. Limited
73.68	0.59	0.04	643.89	535.30	3,586.72	1,148.72	—	173.95	173.96	174.00	174.01
103.63	2,851.26	(310.75)	(378.57)	1,175.83	13,877.69	635.85	5,604.46	5,946.76	5,939.63	5,932.49	5,935.98
178.00	2,853.51	11.14	2,644.20	2,096.81	19,122.59	4,972.15	6,360.85	6,140.46	6,133.09	6,126.37	6,111.95
0.69	1.66	321.85	2,378.88	385.68	1,658.18	3,187.58	756.39	19.75	19.50	19.88	1.96
—	—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—	—	—	—	—
0.03	126.51	—	—	4,086.01	21,251.32	21,937.62	10,683.10	587.47	587.47	587.47	587.47
(4.25)	45.42	(0.73)	(107.86)	309.12	21,210.13	20,554.28	10,671.47	510.91	509.08	509.85	517.11
—	—	—	(37.17)	(99.89)	—	—	—	—	—	—	—
(4.25)	45.42	(0.73)	(70.69)	209.22	21,210.13	20,554.28	10,671.47	510.91	509.08	509.85	517.11
—	—	—	—	—	—	—	—	—	—	—	—
RM	US $	US $	US $	US $	GBP	GBP	GBP	SGD	SGD	SGD	SGD
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
14.74	44.65	44.65	44.65	44.65	71.80	71.80	71.80	35.39	35.39	35.39	35.39

Summarised Statement of financials of subsidiary companies pursuant to approval under Section 212(8) of the Companies Act, 1956

(₹ in Lakhs)

Sr. No.	Name of Subsidiary	Bannatyne Enterprises Pte. Limited	Al Sallan Food International Co. LLC, Dubai	Strategic Food International Co. LLC, Dubai	Britannia Lanka (Pvt.) Ltd.	Britannia and Associates (Mauritius) Private Limited	Britannia and Associates (Dubai) Private Company Limited	Strategic Brands Holding Company Limited	Britannia Dairy Holdings Private Limited
1.	Capital	168.30	2,312.60	2,363.40	1,868.73	7,383.79	0.12	0.12	3,309.90
2.	Reserves	5,836.89	(5,791.59)	(2,500.50)	(1,950.85)	(206.12)	(708.95)	(16.17)	(1,030.52)
3.	Total Assets	6,048.29	5,523.87	10,536.32	25.91	21,042.27	20,224.11	1.49	2,389.52
4.	Total Liabilities	43.10	9,002.86	10,673.42	108.03	13,864.60	20,932.94	17.54	110.14
5.	Investments (except in subsidiaries):								
	(a) Government Securities	—	—	—	—	—	—	—	—
	(b) Quoted Equity Shares	—	—	—	—	—	—	—	—
	(c) Unquoted Equity Shares	—	—	—	—	—	—	—	—
	(d) Debentures	—	—	—	—	—	—	—	—
	(e) Others	—	—	—	—	—	—	—	—
	Total Investments	—	—	—	—	—	—	—	—
6.	Turnover	587.07	8,726.62	13,611.19	3.78	231.38	157.46	—	—
7.	Profit Before Tax	517.46	177.68	(1,305.07)	(402.90)	(113.69)	(88.86)	(2.98)	(174.24)
8.	Provision for Tax (including deferred tax)	—	—	—	—	—	—	—	—
9.	Profit After Tax *	517.46	177.68	(1,305.07)	(402.90)	(113.69)	(88.86)	(2.98)	(174.24)
10.	Proposed Dividend ** (excluding Tax on Dividend)	—	—	—	—	—	—	—	—
11.	Original Currency	SGD	OMR	AED	LKR	USD	USD	USD	USD
12.	Exchange rate as on:								
	31st March, 2011 (in INR)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	31st December, 2010 (in INR)	35.39	115.63	12.12	0.40	44.65	44.65	44.65	44.65

* Profit After Tax is adjusted for Excess/Short Provision of taxes of previous years.

** Includes Interim and final dividend, whether paid or proposed.

The Bombay Burmah Trading Corporation, Limited

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

ATTENDANCE SLIP

Regd. Folio No./Client ID.......................

I hereby record my presence at the ONE HUNDRED AND FORTY SIXTH ANNUAL GENERAL MEETING of the Corporation at Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai 400 020, at 11.30 a.m. on Friday, 5th August, 2011.

....	....
Name of the Shareholder/Proxy/Authorised Representative of Body Corporate (in BLOCK letters)	Signature of the Shareholder/Proxy/ Authorised Representative of Body Corporate

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING HALL.

PLEASE BRING YOUR COPY OF THE ANNUAL REPORT TO THE MEETING.

The Bombay Burmah Trading Corporation, Limited

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

PROXY FORM

I/We ____

of ____

being a member/members of the above-named Corporation hereby appoint

____

of ____

or failing him ____

of ____

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Corporation to be held at Patkar Hall, Sir Vithaldas Thackersey Marg, Mumbai 400 020, at 11.30 a.m. on Friday, 5th August, 2011 and at any adjournment thereof.

Signed this ____________________ day of ____________________ 2011

15 Paise
Revenue
Stamp

____
Shareholder

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9, Wallace Street,
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