

# ANNUAL REPORT 2017-18



**bagage**  
new-age packaging solutions

**B&A PACKAGING INDIA LIMITED**



**Dr. Hemendra Prasad Barooah**  
**1926 - 2013**

*... We continue to follow your work ethics and  
strive towards fulfillment of your vision...*

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mrs. Anuradha Farley, *Chairman*  
 Mr. Anjan Ghosh  
 Mr. Amit Chowdhuri  
 Mrs. Gargi Barooah  
 Mr. Somnath Chatterjee, *Whole Time Director*

### AUDITORS

Ghosal, Basu & Ray, *Chartered Accountants*  
 Statutory Auditors  
 APS Associates, Chartered Accountants  
 Internal Auditors,  
 T. Chatterjee & Associates, Company Secretaries  
 Secretarial Auditors

### BANKERS

United Bank of India

### REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Ltd.  
 12/1/5, Manohar Pukur Road, Ground Floor,  
 Kolkata - 700 026  
 e-mail: mcssta@rediffmail.com  
 Ph : 033 4072-4051, Fax: 033 4072-4050

### REGISTERED OFFICE

22, Balgopalpur Industrial Area  
 Balasore - 756020, Odisha  
 CIN : L21021OR1986PLC001624  
 e-mail: contact@bampl.com  
 Website: www.bampl.com  
 Ph : (06782) 275725

### CORPORATE OFFICE

113, Park Street, 9th Floor,  
 Kolkata - 700 016, West Bengal  
 Ph : 033 2265-7389, 4004-7472  
 Fax: 033 2265-1388  
 e-mail: investorsgrievance@bampl.com

## Profile of the Board of Directors

**Mrs. Anuradha Farley**, born in Assam in 1954, took over from her late father as Chairman of the Board of Directors of B & A Packaging India Limited on 13th November 2013. Mrs. Farley is a UK citizen and a Person of Indian Origin (PIO). She attended Woodstock School, Mussorie from 1964 to 1970 and trained as a professional artist and illustrator first at Sir J J School of Arts in Bombay, 1970 to 1973, then at State University of New York, Fashion Institute of Technology (F.I.T.) from 1978 to 1981. She graduated from F.I.T. Summa cum Laude and was runner up for valedictorian. She has held five solo art exhibitions in Tokyo (1988), Hong Kong (1990 and 1992) and London (1994 and 1997). Her fashion illustrations have appeared in the New York Times and Women's Wear Daily and she also illustrated a book on executive women's fashion in New York City in 1982. She also chairs the Board of the Holding Company, B&A Ltd.

**Mr. Anjan Ghosh**, a fellow member of Institute of Chartered Accountants of India, was associated with J. Thomas group of companies, a reputed tea broking house in Kolkata for 34 years where he was elevated to Managing Director and Vice Chairman. Currently he works as a corporate consultant. He joined the Directorate in 2010. He also serves the Board of B&A Ltd.

**Mr. Amit Chowdhuri**, born in 1949, is a Hons. Graduate from St. Edmunds College, Shillong. In his 39 years of career he has served J. Thomas & Co. Pvt. Ltd., a Calcutta based reputed tea auction house, in several capacity, including Chairman & Managing Director. He joined the Directorate in 2013. He is also a Director in B&A Ltd.

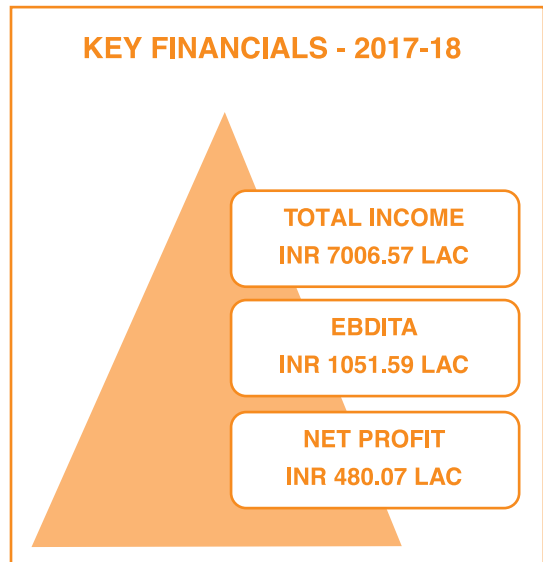
**Mrs. Gargi Barooah**, born in 1965, is a Bachelor of Arts. Mrs. Barooah has been a Director of the company since 2008. She has substantial experience in the packaging industry.

**Mr. Somnath Chatterjee**, born in 1962, is a commerce graduate. He has more than thirty years of extensive experience in the area of finance, production, human resource and commercial matters, in tea plantation and packaging business. Currently he holds the position of Whole Time Director in the Company and Managing Director in B&A Ltd, the Holding Company.

### OUR CALLING CARDS



### KEY FINANCIALS - 2017-18



## Notice of 32nd Annual General Meeting

Notice is hereby given that the Thirty-second Annual General Meeting of the Shareholders of B & A Packaging India Limited will be held at the Registered Office of the Company at 22, Balgopalpur Industrial Area, Balasore - 756020, Odisha on Thursday, 20th September 2018 at 10.00 a.m. to transact the following business:

### Ordinary Business

1. To consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 together with the reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company.

3. To appoint a Director in place of Mr. Somnath Chatterjee (DIN: 00172364), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix remuneration of M/s Ghosal, Basu & Ray, Chartered Accountants (Registration No. 315080E) for the financial year ending 31st March 2019.

### Special Business

To pass, with or without modification, the following Resolution as Ordinary Resolution:

5. "RESOLVED THAT pursuant to section 152 of the Companies Act' 2013, Mrs. Gargi Barooah (DIN: 01922307) be and is hereby appointed a Director liable to retire by rotation."

By order of the Board of Director

Place : Kolkata  
Date : 19th May, 2018

**D. Chowdhury**  
Company Secretary

## Annexure to the Notice Explanatory Statement

### Item No.5

Mrs. Gargi Barooah was appointed an Additional Director by the Board of Directors of the Company in its meeting held on 19th May 2018. Mrs. Gargi Barooah holds office upto this Annual General Meeting. In the aforesaid meeting of the Board, the Directors have also recommended the Members to

appoint her as a Director liable to retire by rotation in this Annual General Meeting.

None of the Directors and Key Managerial Personnel and their relatives except Mrs. Gargi Barooah are concerned or interested in this resolution.

Your Directors propose this resolution to be passed by the members in the best interest of the Company.

By order of the Board of Directors

Place : Kolkata  
Date : 19th May, 2018

**D. Chowdhury**  
Company Secretary

## NOTES:

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.  

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. A blank proxy form is enclosed with this notice. Relevant document referred to in the notice are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the meeting.
2. The Company has set Thursday, 13th September 2018 as 'Record Date' for taking record of the Shareholders of the Company who will be eligible for casting their vote on the resolutions to be passed in the ensuing Annual General Meeting as above, in both remote e-voting and physical mode.
3. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 14th September 2018 to Thursday 20th September 2018 (both days inclusive).
4. The dividend, as recommended by the Board, if declared at the Annual General Meeting (AGM), will be paid, subject to the provisions of Section 126 of the Companies Act, 2013 to those member or their mandates whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or its Registrar and Share Transfer Agent (RTA), MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Kolkata - 700026 on or before Thursday, 13th September 2018.
5. Shareholders are requested to note that SEBI vide its circular dated 20th April 2018 has directed Companies to distribute dividends via ECS/NEFT or other approved electronic mode or by physical instrument such as warrants/demand draft incorporating bank details of the shareholders. Shareholders are requested to submit the form sent to them on 27th June 2018/28th July 2018 along with documents mentioned therein to the RTA of the Company to enable them to update the necessary records.
6. Shareholders who have not so far encashed their Dividend Warrants for the Financial Year ended 31st March 2014, 2015, 2016 and 2017 may immediately approach the Company's RTA, MCS Share Transfer Agent Ltd, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700026 to claim the unpaid dividends.
7. Shareholders who are interested in making nominations in respect of their shareholding are requested to submit the necessary form to the RTA of the Company.
8. Physical copies of the Notice of the AGM and Annual Report for the year ended 31st March 2018 are being sent to all the Shareholders in the permitted mode alongwith Attendance Slip and Proxy inter-alia indicating the process of remote E-voting to all shareholders whose names stand registered in the Register of Members as on Friday, 10th August 2018. Notice of the Annual General Meeting, Attendance Slip and Proxy and Annual Report for the financial year ended 31st March 2018 are also available in the Company's website at [www.bampl.com](http://www.bampl.com).
9. In compliance with the provisions of section 108 of the Companies Act' 2013 and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through remote evoting services provided by Central Depository Services (India) Ltd (CDSL) on the resolutions set forth in this notice.

## SHAREHOLDER'S INSTRUCTIONS FOR REMOTE E-VOTING

The instructions for remote e-voting are as under:

- (i) The voting period begins on Monday, 17th September 2018 at 10 a.m. and will be concluded on Wednesday 19th September 2018 at 5 p.m. During this period Shareholders' of the Company, holding shares as on the cut-off date (record date) on Thursday, 13th September 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders' tab".
- (v) Now Enter your User ID  
User ID: Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) Shareholders are requested to follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department:</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/RTA are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RAO0000001 in the PAN Field. <b>(Please refer 'Electronic Voting Particulars' in the Attendance Slip)</b></li> </ul>
Dividend Bank Details OR Date of Birth(DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the Company's records in order to login.

	If both the details are not recorded with the Company please enter the member's folio number in the dividend bank details field as mentioned in instruction (v).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members will then directly reach the Company selection screen.
- (x) Click on the EVSN for the relevant B AND A PACKAGING INDIA LIMITED on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the Resolution if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) Shareholders can also cast their vote using CDSL's mobile application m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play. Apple and Windows phone users can download the app from the App store and Windows phone store respectively. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xvii) **Note for Non – Individual Shareholders and Custodians**  
Non-Individual Shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian

are required to log in to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password.
- The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **(xviii) Other instructions on remote e-voting**

- (a) The remote e-voting period commences on Monday, 17th September 2018 at 10 a.m. and concludes on Wednesday, 19th September 2018 at 5 p.m. During this period, Shareholders may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
- (b) The voting rights of the Shareholder will be in proportion of their shares as on Thursday, 13th September 2018 to the paid up equity share capital of the Company. However, any person who acquire share(s) and become a member after dispatch of notice and held share(s)

as on “cut off” date may obtain the sequence number of remote e-voting by sending a request to the Company’s RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).

- (c) Provision of electronic voting will not be extended during the AGM, however those members who have not casted their vote through remote e-voting will be allowed to vote on poll. Those members who have exercised their voting through remote e-voting prior to the meeting may participate in the AGM but will not be entitled to vote on poll during the meeting.
  - (d) Mr. Tarun Chatterjee, Advocate, has been appointed as the ‘Scrutinizer’ to scrutinize the remote evoting process in a fair and transparent manner.
  - (e) The Scrutinizer will make his report of the votes casted in favour or against, if any, to the Chairman of the AGM or a person authorised by him on Friday, 21st September 2018 and he shall declare the result of the voting forth with.
  - (f) The results declared along-with the Scrutinizer’s Report shall be placed on the Company’s website [www.bampl.com](http://www.bampl.com) and will be available in the website of CDSL and will be communicated to BSE Ltd. where the shares of the Company are listed.
10. (a) Mrs. Gargi Barooah, Additional Director, retires in the ensuing AGM. The Board of Directors proposes to reappoint her as a Director liable to retire by rotation. Mrs. Gargi Barooah born in 1965 is a Bachelor in Arts. She has substantial experience in the Packaging Industry. She holds 2400 Equity Shares in the Company. None of the Directors are related to Mrs. Barooah.
- (b) In the same meeting Mr. Somnath Chatterjee, Director retires by rotation and being eligible offer himself for reappointment. Mr. Somnath Chatterjee is a commerce graduate and was trained in United Kingdom in the area of manufacturing and packaging of products. He has more than thirty years of extensive experience in tea plantation and packaging business. None of the Directors are related to Mr. Chatterjee.



Particulars of directorship of Mrs. Barooah and Mr. Chatterjee in other Companies are tabled below:

Director	Name of the Company	Position Held	Committee Membership
Mrs. Gargi Barooah	NIL	NIL	NIL
Mr. Somnath Chatterjee	B & A Ltd.	Managing Director	Member in Audit Committee, Stakeholders Relationship Comiittee and Corporate Social Responsibility Committee

# Directors' Report

## And Management Discussion And Analysis

Your Directors have pleasure in presenting the Thirty-second Annual Report together with the audited financial statements of the company for the year ended 31st March, 2018.

### Financial Results

The financial results of the company are summarized below:

(in Rs. Lac)

Particulars	Year ended March 31, 2018	Year ended** March 31, 2017
Revenue from Operations	6,972.53	5889.93
Other Income	34.04	72.13
Total Income	7006.57	5962.06
Total Expenditure adjusted for increase/decrease of stocks	5954.98	5107.48
Profit before Other Income, Depreciation, Finance Cost and Tax	1051.59	854.58
Depreciation	131.98	128.16
Finance Cost	161.12	176.85
Profit before Tax	758.49	549.57
Provision for Tax	-	-
Current Tax	252.00	183.00
Deferred Tax	26.42	3.00
Tax related to earlier years	-	(12.71)
Profit for the year	480.07	376.28

\*\* The company has adopted Ind As with effect from April 1, 2017 as prescribed under section 133 of the Companies Act' 2013 read with relevant rules issued thereunder.

Net sales for the year under review were higher by 18.38% over previous year. Profit before Depreciation, Interest and Taxation (PBDIT) was higher by 23% at Rs. 1051.59 lac compared to Rs. 854.58 lac in the previous year. The Earnings per Share (EPS) for the year stood at Rs. 9.68 which is higher by 27.53% over previous year.

### PERFORMANCE AND OPERATIONS

Your company produces high quality paper sacks and flexible laminates in its two manufacturing division located at Balasore, Odisha. The company has established itself as a premium manufacturer of quality sacks and flexible laminates over the years and its products have a wide acceptability in the Indian market. The company was able to maintain its growth trend in terms of sales and profitability during the year under review in spite of accelerating

cost and steep competition. During the year under review your company was able to increase its market share by adding new clients and increase supply to the existing clients.

#### Paper Sacks

The paper sacks division recorded gross sales of Rs. 4868.39 lac (previous year Rs. 4406.73 lac) during the financial year ended 31st March 2018; while the production and sales of tea sacks recorded marginal increase compared to previous year the

desired high value growth was perceived in the chemical sector. Off late, the company is now able to compete with the imported sacks in term of quality and prices. Operating cost in the paper sacks division increased due to increase volume and cost of procurement of paper, labor and consumables. Irrespective of cost escalation paper sacks unit recorded a profit of Rs. 789.21 lac (previous year Rs. 686.58 lac) due to favorable price variance and increase in overall sales volume.

### Flexible Laminates

The flexible laminates division recorded considerable growth in the volume of production and sales. The company was able to cater the varied needs of the customers in the laminates business and was able to register a 40.31% growth in the sales volume compared to previous year. The division recorded gross sales of Rs. 2069.43 lac (previous year Rs. 1474.86 lac) during the financial year ended 31st March 2018. Despite sharp increase in consumption and labour cost the division recorded a profit of Rs. 130.40 lac (previous year Rs.31.64 lac).

The Company initiated several modernization programs in its plant during the year under review which have benefitted in improving productivity and quality of its products on long term basis. The Company has been accredited with British Retail Consortium (BRC: lop) which is acknowledged as a global benchmark for food safety, for its facilities at Balasore factory besides ISO accreditations.

### FUTURE PROSPECTS

The growth of the Indian packaging industry will be influenced by changing demographics such as growing urbanization and the rising proportion of middle class consumers. These changes drive the need for new packaging formats, such as different sizes, materials and strength. Technology and innovation will cater up end to end demand in this high growth industry.

The paper packaging products are an important part of the overall packaging industry in India. The growth in the Indian paper packaging industry has been largely impelled by the augmenting demand for better quality of paper packaging products and catering to the need of changing consumer preferences on continuous basis. Increasing demand for paper packaging products along with high urban population

growth, rising disposable incomes and paper production in India are anticipated to further stimulate the country's overall paper packaging industry in the following years.

Flexible Packaging is the leading pack type in the Indian packaging industry and is expected to grow at a healthy CAGR of 8.9% during 2016-2021, with major contributions from the Food, Household Care, Cosmetics and Toiletries industries. This growth will be largely driven by its low cost and flexibility to suit multiple shapes and sizes, convenience and low-carbon foot print on the environment as compared to Rigid Plastics. The increasing prominence of low-density flexible packs in food and health care is expected to drive the growth in the future.

Your company anticipates stable demand for its products in coming years on the basis of what has been discussed above.

## OPPORTUNITIES, RISKS AND CONCERNS

### Opportunities

The market size of the paper packaging industry in India has increased at a CAGR of 11.7% during the FY'2009 to FY'2014. A higher demand for paper packaging products has been observed in India. The paper based packaging market has been growing mainly due to increased usage in FMCG, Food and Beverage sector and development of the country's logistics sector. Further availability of good quality imported paper at competitive prices is providing Indian manufacturers necessary platform to compete with imported sacks. It is expected that paper based packaging will perform reasonably well in the coming years on account of significant rise in the demand for quality paper packaging products and increase in consumer spending in India.

Factors which are driving growth of Indian flexible packaging market is the rise in its demand and wide acceptance across segments particularly in food, beverages, industrial goods and fast moving consumer goods. Enhanced functionality and improved aesthetics have made flexible packaging perfect for branding and display of products at the point of sale. Backed by investment, technology and innovation the flexible packaging industry is poised to grow at a healthy rate.

### Risks and Concerns

With its increasing size the market has thrown several



Flex

highly competitive often at narrow margins. Further there is growing din for eco-friendly packaging that contributes to the circular economy leaving lesser waste and lower carbon foot print. Worldwide clamor for using bio-degradable products has thrown significant opposition from various strata of the society before the flexible packaging. The Industry is facing severe regulatory and statutory scrutiny.

### **RISK MANAGEMENT**

Your Directors have formulated Risk Management Policy. All potential and material risks faced by the Company with regards to its packaging business are identified and assessed on continuous basis by the Risk Cell appointed by the Board. For each area of the risks identified, necessary controls are exercised and procedures are put in place for monitoring, mitigating all such risks and reporting the same to Audit Committee on periodic basis. The Risk Management Policy and the constitution of risk cell are available in the company's website at <https://www.bampl.com>.

### **DIVIDEND**

The Board of Directors has recommended a final dividend of 5% i.e. Re. 0.50 per share on the equity shares of Rs. 10 each of the Company for the financial year 2017-18 if approved by the Shareholders in the ensuing Annual General Meeting. The distribution of dividend will result in payout of Rs. 24.80 lac excluding tax on dividend if approved by the shareholder in the ensuing Annual General Meeting.

### **RESERVES**

The Board of Directors does not propose any amount to be transferred to any reserve.

## FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS

The Independent Directors have been familiarized through various presentations of their roles, rights and responsibilities in the Company, nature of the industry in which the Company operate etc. The details of the presentations are available at the website of the Company under the web link <https://www.bampl.com>.

## BOARD MEETINGS

During the year under review five Board Meetings of the Directors were convened and held on 26th May 2017, 22nd June 2017, 28th August 2017, 14th November 2017 and 13th February 2018. Attendance of Directors in Board Meetings during the financial year 2017-18 is summarized below:

Name of the Directors	Category	No. of Meetings attended
Mrs. Anuradha Farley	Non-Executive Promoter Director	2
Mr. Anjan Ghosh	Non-Executive Independent Director	5
Mr. Amit Chowdhuri	Non-Executive Independent Director	5
Mr. Somnath Chatterjee	Executive-Whole time Director	5
Mrs. Gargi Barooah	Non-Executive Promoter Director	-

## COMMITTEES OF BOARD

The Company has the following Committees of the Board:

- I. Audit Committee
- II. Nomination and Remuneration Committee
- III. Stakeholder's Relationship Committee
- IV. Share Transfer Committee
- V. Corporate Social Responsibility Committee

## Audit Committee

The composition and terms of reference of Audit Committee is in compliance with the requirement of section 177 of the Act. The Audit Committee consists of Mr. Anjan Ghosh as Chairman and Mr. Amit Chowdhuri and Mr. Somnath Chatterjee as members. The majority of members including Chairman are Independent Directors. During the year under review five meetings were held on 26th May 2017, 22nd June 2017, 28th August 2017, 14th November 2017 and 13th February 2018. The Chairman of the Audit Committee was present at the last Annual General Meeting. There were no instances where the Board had not accepted the recommendations of the Audit Committee. Attendance of the members in the meetings of the Audit Committee held during the Financial Year 2017-18 are summarized below:

Name of the Members	Position	No. of Meetings attended
Mr. Anjan Ghosh	Chairman	5
Mr. Somnath Chatterjee	Member	5
Mr. Amit Chowdhuri	Member	5

## Nomination and Remuneration Committee

The Committee comprises of three Non - Executive Directors out of which two are Independent Directors. During the year under review, two meetings of the Committee were held on 26th May 2017 and 28th August 2017. Attendance of the members in the meetings of the Nomination and Remuneration Committee held during the Financial Year 2017-18 are summarized below:

Name of the Members	Position	No. of Meetings attended
Mr. Anjan Ghosh	Chairman	2
Mrs. Anuradha Farley	Member	1
Mr. Amit Chowdhuri	Member	2

### Stakeholders' Relationship Committee

The Committee comprises of Mr. Amit Chowdhuri as Chairman and Mr. Anjan Ghosh and Mr. Somnath Chatterjee as members. The majority of members including Chairman are Independent Directors. During the year under review, four meetings of the Committee were held on 26th May 2017, 28th August 2017, 14th November 2017 and 13th February 2018. Attendance of the members in the meetings of the Stakeholders Relationship Committee held during the Financial Year 2017-18 are summarized below:

Name of the Members	Position	No. of Meetings attended
Mr. Amit Chowdhuri	Chairman	4
Mr. Anjan Ghosh	Member	4
Mr. Somnath Chatterjee	Member	4

### Share Transfer Committee

The Committee met eight times during the year under review on 11th May 2017, 7th June 2017, 14th August 2017, 25th October 2017, 4th December 2017, 10th January 2018, 13th February 2018 and 9th March 2018. Attendance of the members in the meetings of the Share Transfer Committee held during the Financial Year 2017-18 are summarized below:

Name of the Members	Position	No. of Meetings attended
Mr. Somnath Chatterjee	Member	8
Mr. Anjan Ghosh	Member	8
Mr. Amit Chowdhuri	Member	8

### Corporate Social Responsibility Committee

The Committee comprises of Mr. Amit Chowdhuri as Chairman and Mr. Anjan Ghosh and Mr. Somnath Chatterjee as members. The majority of members including Chairman are Independent Directors. During the year under review, three meetings of the Committee were held on 28th August 2017, 14th November 2017 and 13th February 2018. Attendance

of the members in the meetings of the Corporate Social Responsibility Committee held during the Financial Year 2017-18 are summarized below:

Name of the Members	Position	No. of Meetings attended
Mr. Amit Chowdhuri	Chairman	3
Mr. Anjan Ghosh	Member	3
Mr. Somnath Chatterjee	Member	3

### MEETING OF THE INDEPENDENT DIRECTORS

In terms of section 149 of the Act' read with schedule IV of the Act', a separate meeting of the Independent Directors of the Company was held on 13th February, 2018.

### NOMINATION AND REMUNERATION POLICY

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection, appointment and removal of Directors and Key Management Personnel and remuneration payable to them and also formulating criteria for determining the suitability of the candidature after considering qualifications, positive attributes, independence of a person and other related matters on a case to case basis. The Nomination and Remuneration Policy is available at the company's website at <https://www.bampl.com>.

### DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 134(5) of the Act', your Directors state that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2018 and of the profit of the company for the financial year ended 31st March 2018;
- They have taken proper and sufficient care for the maintenance of adequate accounting records

in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d. They have prepared the annual accounts on a going concern basis;
- e. They have laid down internal financial controls to be followed by the company and that such internal financial controls were adequate and were operating effectively.
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of the business operations. The Statutory Auditors have also given an unmodified opinion on the internal financial controls on the financial reporting process in their report.

### CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility (CSR) Policy formulated by the Company is available at the website of the company at <https://www.bampl.com>. The policy encompasses the philosophy of the Company for delineating its responsibility as a corporate citizen and lays down the guideline and mechanism for undertaking socially useful programs for welfare of the community at large and for under privileged community in particular in the area of its operation. The Annual Report on CSR activities is attached as **Annexure- A** and forms part of the Director's Report.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company did not given any loan or provided any guarantee or made any investments which were covered under section 186 of the Act'.

### RELATED PARTY TRANSACTIONS

Related party transactions entered into, during the

year under review were on arm's length basis and in ordinary course of business, for operational and administrative benefits. There were no contracts/arrangements/transactions with related parties which could be considered as material in nature and may have potential conflict with the interest of the Company at large. Accordingly, no contract or arrangement or transaction are being reported in Form AOC-2.

### STATUTORY AUDITORS

M/s. Ghosal, Basu & Ray, Chartered Accountants, Kolkata (FRN 315080E) were appointed as Statutory Auditors of the Company for a term of five years, in the Annual General Meeting held on 7th September 2017.

The report given by the Statutory Auditors on the financial statements of the company for the financial year ended 31st March 2018 forms part of the Annual Report. There were no qualification, reservation, adverse remark or disclaimer in the report.

### SECRETARIAL AUDITOR

Pursuant to section 204 of the Act' and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit of the company for the financial year 2017-18 was conducted by M/s. T. Chatterjee & Associates, Company Secretaries. The Secretarial Audit Report forms part of this Report as **Annexure- B**.

None of the Auditors of the company has reported any fraud as specified under the second proviso of Section 143 (12) of the Act.

### ADHERENCE TO SEBI (LODR) REGULATIONS 2015

The Company has complied with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. In terms of regulation 15(2) of the said Regulations the company is not required to attach 'Corporate Governance Report' along with the Board's report for the year under review.

### INDIAN ACCOUNTING STANDARDS

The Company complied with the requirements of Indian Accounting Standards (Ind AS) while preparing the quarterly and annual financial statements for the accounting year under review as envisaged in

Companies (Indian Accounting Standard Rules) 2015 and its subsequent amendments and directive issued by Securities and Exchange Board of India in this regard.

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

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as envisaged in section 134 (3) of the Act' read with Companies (Accounts) Rules, 2014 is enclosed as **Annexure - C** and forms part of this report.

### EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act' 2013 (hereinafter the Act) read with rule 12 (1) of the Companies (Management and Administration) Rules 2014 extract of Annual Return of the company for the financial year ended 31st March 2018 is attached with Board's Report as **Annexure - D**.

### VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Directors have adopted a Vigil Mechanism/ Whistle Blower Policy. The Policy has been posted on the website of the company and is available at [https:// www.bampl.com](https://www.bampl.com). None of the company's personnel have been denied access to the Audit Committee.

### MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the company, between the end of the financial year i.e. 31st March 2018 and the date of this report.

### EMPLOYEE RELATIONS

One of the key strengths of your company is its people. Relations with employees remained cordial and satisfactory throughout the period under review.

Your Directors would like to place on record its appreciation to their contribution towards the growth of the company's business.

The details of the particulars of remuneration of Directors, Key Management Personnel and other employees in terms of section 197 (12) of the Act' read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as **Annexure - E**.

### OTHER DISCLOSURES

During the year under review:

- a. There were no cases filed pursuant to the Sexual Harassment of Women at Workplace under (Prevention, Prohibition and Redressal) Act, 2013.
- b. Your company did not accept any deposit from the public falling within the ambit of Section 73 of the Act' read with Companies (Acceptance of Deposits) Rules, 2014.
- c. The company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings.
- d. There were no significant or material orders passed by the Regulators or Courts of Tribunals which would have impacted the going concern status of the company's business.
- e. The company does not have any scheme or provision of money for the purchase of its own shares by employees/directors or by trustees for the benefit of employees/directors.
- f. The company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- g. There was no change in the share capital or nature of business of the company.

For and on behalf of the Board of Directors

Place : Kolkata  
Date : 19th May, 2018

**Anuradha Farley**  
Chairman



**ANNEXURE - A**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

Information pursuant to Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

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

**Brief Outline of Company's CSR policy:**

1. To support programme and initiatives for education including special education, enhancement of vocational skills and training among children, women, elderly people.
2. To support programme and initiatives for setting up home, hostels, playground and libraries for children, women and orphans and setting up of old age homes, day care centers and ancillary facilities for senior citizens with emphasis on reducing inequalities faced by socially and economically backward groups.
3. To collaborate with communities and institutions to contribute to the mission of eradicating poverty and hunger, especially in remote areas and making available safe drinking water. Empower women economically particularly with regard to education, vocational training, health awareness and supplementing primary education by establishing schools and participating in rural capacity building programme and such other initiatives.
4. To sustain and continuously improve standards of environment, health and safety in collaboration with communities, institutions and own employees and to prevent illness and combat diseases which may be considered appropriate from time to time to promote health care including preventive health care and sanitation including contribution to the 'Swachh Bharat Kosh' set-up by the Central Government for the promotion of sanitation and making available safe drinking water.

5. To support programme and initiatives of Government approved Academic, Technical or Medical institutions by contributing to technology incubators.
6. To contribute to Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
7. To support projects concerning rural development and slum area development.
8. To support training for rural and nationally recognized sports.

Programs undertaken/on-going and proposed projects:

- a. Funding mid-day meal scheme of the Government for local schools at Balasore, Odisha.
- b. Funding for construction of a wing at Remuna, Community Health Centre, Balasore, Odisha.

CSR policy and details of the program/projects are also available at the website of the company at <https://www.bampl.com>

2. The Composition of the CSR Committee : The CSR Committee consists of Mr. Amit Chowdhuri, Mr. Anjan Ghosh and Mr. Somnath Chatterjee, Directors of the company. Mr. Chowdhuri presides the Committee as Chairman.
3. Average net profit of the company for last three financial years : Rs. 4,72,25,200
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : Rs. 9,44,504/-
5. Details of CSR spent during the financial year ended 31st March, 2018:
  - (a) Total amount spent for the financial year: Rs. 9,44,504/-.
  - (b) Amount unspent, if any: Nil
  - (c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Serial No.	CSR Project or activities identified	Sector in which the Project is covered (Note 1)	Projects or programs (1) Local area (2) specify the state and district where projects or programs was undertaken	Amount of outlay (budget) projects or program wise	Amount spent on the projects or programs subhead (1) direct expenditure on projects or programs (2) overheads	Cumulative expenditure upto the reporting period	Amount Spent Direct or through implementing agency
1	Midday Meal	(i)	Balasore, Odisha	1,00,000	1,00,000	1,00,000	Direct
2	Outdoor Unit at Remuna, CHC	(i)	Balasore, Odisha	8,44,504	8,44,504	8,44,504	Direct

Note 1- Sectors in which the project is covered:

- (i) Eradicating hunger, poverty, and malnutrition, promoting health care including preventive health care and sanitation including contribution to Swach Bharat Kosh set up by the Central Government for the promotion of sanitation and making available safe drinking water.

6. Reasons for not spending CSR Expenditure for the financial year ended 31st March 2018: Not applicable
7. The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

On behalf of the B & A Packaging India Ltd.

Amit Chowdhuri  
Chairman, CSR Committee

Anjan Ghosh  
Member, CSR Committee

Somnath Chatterjee  
Member, CSR Committee

Place : Kolkata  
Date : 19th May, 2018

## SECRETARIAL AUDIT REPORT

### FORM MR-3

(For the period 01-04-2017 to 31-03-2018)

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
B&A Packaging India Ltd

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **B&A Packaging India Ltd, CIN: L21021OR1986 PLC001624 (hereinafter called the company)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents (including RTA) and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period ended on **31st March 2018**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the audit period ended on 31st March, 2018 according to the provisions of:
  - I. The Companies Act, 2013 (**the Act**) and the rules made thereunder;
  - II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder;
  - III. The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;

- IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the company :-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- V. Management represented that other fiscal, labour and environmental laws which are generally applicable to all manufacturing /trading companies, are duly complied. The following laws/Acts are also inter-alia specifically applicable to the Company, the management represented that same are complied with, to the extent applicable:
  - a. Food Safety and Standards (Packaging & Labeling) Regulation, 2011
  - b. Factories Act, 1948

We have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India,
- b. The Provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015;

During the period under review the Company has complied with the provisions of the SEBI Act, Rules, Regulations, Secretarial Standards and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 etc mentioned above to the extent applicable.

## 2. We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before

the meeting and for meaningful participation at the meeting.

- c. None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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

**This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.**

Place: Kolkata  
Date: 10-05-2018

For T. Chatterjee & Associates  
FRN No. - P2007WB067100

**C.S. Binita Pandey**  
Partner  
Membership No: 41594  
Certificate of Practice No. : 19730

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## Annexure A of the Secretarial Audit Report

To,  
The Members  
B&A Packaging India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company.

Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial

records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 10-05-2018

For T. Chatterjee & Associates  
FRN No. - P2007WB067100

**CS. Binita Pandey**  
Partner  
Membership No: 41594  
Certificate of Practice No: 19730

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

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

**(A) Conservation of Energy :**

- a) Steps Taken on conservation of energy:
- The operations of the Company are not power intensive. However, continuous efforts are being made to conserve maximum energy. The following initiatives are taken to conserve energy:
- (i) Optimizing factory running hours and machinery usage to achieve high load factor and avail minimum tariff rates.
  - (ii) Adoption of policy of having heating and cooling equipment serviced regularly.
  - (iii) Phased replacement of old gensets.
  - (iv) Phased replacement of incandescent lamps with CFL and LEDs.
  - (v) Phased replacement of old air conditioners with new ones.
  - (vi) Phased replacement of old electrical equipments, computers and printers.
- b) Step taken for utilizing alternate sources of energy

The Company is finding ways and means to generate and utilize alternate source of energy.

- a) Capital investment on energy conservation equipment: NIL

**(B) Technology Absorption:**

- (i) Efforts made towards technology absorption: Seminar and training programmes were held for the managerial staff in addition to periodic discussions with advisors.
- (ii) Benefits derived as a result of the above efforts: Increase in productivity and cost reduction by optimization of input.
- (iii) No import of technology was carried out during the last 3 years from the beginning of the financial year.
- (iv) The Company has incurred Rs. NIL (previous year Rs. 4.49 lac) for the financial year ended 31st March 2018 on account of Research and Development.

- (C) Foreign Exchange Earnings and outgo:** The Company has earned NIL (previous year: NIL) in foreign currency. Expenditure during the period in foreign currency was INR 1795.06 lac (Previous year INR 1647.59 lac).

For and on behalf of the Board of Directors

Place : Kolkata  
Date : 19th May, 2018

**Anuradha Farley**  
Chairman

**FORM MGT-9**  
**EXTRACT OF ANNUAL RETURN**

**As on the financial year ended 31st March, 2018**

**[Pursuant to section 92 (3) of the Companies Act' 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS**

Corporate Identification Number:	L21021OR1986PLC001624
Registration Date:	16th January, 1986
Name of the Company:	B & A Packaging India Limited
Category/Sub-Category of the Company:	Public Limited Company
Address of the registered office and Contact details :	22, Balgopalpur Industrial Area, Balasore-756020, Odisha Phone - (06782) 22269582
Whether Listed Company:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	MCS Share Transfer Agent Ltd. 12/1/5, Manohar Pukur Road, Ground Floor, Kolkata-700026

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** - All the business activities contributing 10% or more of the total turnover of the company shall be stated.

Serial No.	Name and Description of Main products/services	NIC Code of the Product/Service	% of total turnover of the Company
1.	Paper Sacks	17024	69.82
2.	Flexible Laminates	25209	29.68

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES.**

Serial No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	B & A Ltd. Indu Bhawan, Mahatma Gandhi Road, Jorhat - 785001 Assam	L01132AS1915 PLC000200	Holding	71.66%	2(46)

#### IV. SHAREHOLDING PATTERN - Equity Share Capital Breakup as percentage of Total Equity.

##### i) Category-wise Shareholding.

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
<b>(1) Indian</b>										
a) Individual/HUF	NIL	25785	25785	0.52	NIL	25785	25785	0.52	NIL	
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
c) State Govt.(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
d) Bodies Corp.	NIL	3554829	3554829	71.66	NIL	3554829	3554829	71.66	NIL	
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
f) Any Other (Trust)	NIL	9500	9500	0.19	NIL	9500	9500	0.19	NIL	
<b>Sub-total (A) (1):-</b>	<b>NIL</b>	<b>3590114</b>	<b>3590114</b>	<b>72.37</b>	<b>NIL</b>	<b>3590114</b>	<b>3590114</b>	<b>72.37</b>	<b>NIL</b>	
<b>(2) Foreign</b>										
a) NRIs- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
b) Other- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
c) Bodies Corp.	NIL	100000	100000	2.02	NIL	100000	100000	2.02	NIL	
d) Banks/ FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
e) Any Other.....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
<b>Sub-total (A) (2):-</b>	<b>NIL</b>	<b>100000</b>	<b>100000</b>	<b>2.02</b>	<b>NIL</b>	<b>100000</b>	<b>100000</b>	<b>2.02</b>	<b>NIL</b>	
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>NIL</b>	<b>3690114</b>	<b>3690114</b>	<b>74.39</b>	<b>NIL</b>	<b>3690114</b>	<b>3690114</b>	<b>74.39</b>	<b>NIL</b>	
<b>B. Public Shareholding</b>										
<b>1. Institutions</b>										
a. Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
b. Banks/FI	NIL	300000	300000	6.05	NIL	300000	300000	6.05	NIL	
c. Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
d. State Govt.(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
e. Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
f. Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
g. FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
h. Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
i. Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
<b>Sub-total (B) (1):-</b>	<b>NIL</b>	<b>300000</b>	<b>300000</b>	<b>6.05</b>	<b>NIL</b>	<b>300000</b>	<b>300000</b>	<b>6.05</b>	<b>NIL</b>	

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>2. Non-Institutions</b>										
a) Bodies Corp.										
i) Indian	NIL	372200	372200	7.50	NIL	372200	372200	7.50	NIL	
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NIL	585186	585186	11.80	NIL	585186	585186	11.80	NIL	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	NIL	13000	13000	0.26	NIL	13000	13000	0.26	NIL	
c) Others										
i) Non Resident Indians	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
ii) Trusts & Foundations (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
<b>Sub-total (B) (2):-</b>	NIL	970386	970386	19.56	NIL	970386	970386	19.56	<b>NIL</b>	
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	NIL	1270386	1270386	25.61	NIL	1270386	1270386	25.61	<b>NIL</b>	
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
<b>Grand Total (A+B+C)</b>	<b>NIL</b>	<b>4960500</b>	<b>4960500</b>	<b>100</b>	<b>NIL</b>	<b>4960500</b>	<b>4960500</b>	<b>100</b>	<b>NIL</b>	



## ii) Shareholding of Promoters.

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% Change in share holding during the year
		No. of Shares	% of total Share of the company	% of shares Pledged/ encumbered to total shares	No. of Shares	% of total Share of the company	% of shares Pledged/ encumbered to total shares	
1.	B & A Limited	3554829	71.66	-	3554829	71.66	-	-
2.	DRG (U.K.) limited	100000	2.02	-	100000	2.02	-	-
3.	Somnath Chatterjee	19385	0.39	-	19385	0.39	-	-
4.	Hemen Barooah Benevolent and Family Trust	9500	0.19	-	9500	0.19	-	-
5.	Gargi Barooah	2400	0.05	-	2400	0.05	-	-
6.	SheyNaima Barooah	1800	0.04	-	1800	0.04	-	-
7.	Usha Barooah	1900	0.04	-	1900	0.04	-	-
8.	Tripura Nath Barooah	300	0.00	-	300	0.00	-	-
<b>Total</b>		<b>3690114</b>	<b>74.39</b>	<b>-</b>	<b>3690114</b>	<b>74.39</b>	<b>-</b>	<b>-</b>

iii) **Change in Promoters' Shareholding (please specify, if there is no change)** - There has been no change in the shareholding pattern in the promoter's shareholding during the financial year 2017-18.

## iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs).

Serial No.	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of shares	(%) of total share capital	No. of shares	(%) of total share capital
1.	Bhubnesh Commercial Pvt. Ltd.				
	At the beginning of the year	241000	4.86	241000	4.86
	Bought during the year	-	-	241000	4.86
	Sold during the year	-	-	241000	4.86
	At the end of the year	241000	4.86	241000	4.86
2.	Amrex Marketing Pvt. Ltd.				
	At the beginning of the year	129000	2.60	129000	2.60
	Bought during the year	-	-	129000	2.60
	Sold during the year	-	-	129000	2.60
	At the end of the year	129000	2.60	129000	2.60

Serial No.	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of shares	(%) of total share capital	No. of shares	(%) of total share capital
3.	Sharmila Shetty				
	At the beginning of the year	13000	0.26	13000	0.26
	Bought during the year	-	-	13000	0.26
	Sold during the year	-	-	13000	0.26
	At the end of the year	13000	0.26	13000	0.26
4.	Manisha R Lodha				
	At the beginning of the year	5900	0.12	5900	0.12
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	5900	0.12	5900	0.12
5.	Aruna R Lodha				
	At the beginning of the year	5100	0.10	5100	0.10
	Bought during the year	-	-	5100	0.10
	Sold during the year	-	-	5100	0.10
	At the end of the year	5100	0.10	5100	0.10
6.	Anil R Lodha				
	At the beginning of the year	4000	0.08	4000	0.08
	Bought during the year	-	-	4000	0.08
	Sold during the year	-	-	4000	0.08
	At the end of the year	4000	0.08	4000	0.08
7.	K. G. Desai				
	At the beginning of the year	4000	0.08	4000	0.08
	Bought during the year	-	-	4000	0.08
	Sold during the year	-	-	4000	0.08
	At the end of the year	4000	0.08	4000	0.08
8.	Sharad Dalal				
	At the beginning of the year	3900	0.08	3900	0.08
	Bought during the year	-	-	3900	0.08
	Sold during the year	-	-	3900	0.08
	At the end of the year	3900	0.08	3900	0.08
9.	Ranadurjoy Roy Choudhury				
	At the beginning of the year	3200	0.06	3200	0.06
	Bought during the year	-	-	3200	0.06
	Sold during the year	-	-	3200	0.06
	At the end of the year	3200	0.06	3200	0.06
10.	Arbind M Shah				
	At the beginning of the year	3000	0.06	3000	0.06
	Bought during the year	-	-	3000	0.06
	Sold during the year	-	-	3000	0.06
	At the end of the year	3000	0.06	3000	0.06

**v) Shareholding of Directors and Key Managerial Personnel.**

Serial No.	Name of the Director/ Key Managerial Personnel	Shareholding		Cumulative Shareholding during the year	
		No. of shares	(%) of total share capital	No. of shares	(%) of total share capital
1	<b>Mrs. Gargi Barooah</b>				
	At the beginning of the year	2400	0.05	2400	0.05
	Bought during the year	-	-	2400	0.05
	Sold During the year	-	-	2400	0.05
	At the end of the year	2400	0.05	2400	0.05
2	<b>Mr. Somnath Chatterjee</b>				
	At the beginning of the year	19385	0.39	19385	0.39
	Bought during the year	-	-	19385	0.39
	Sold During the year	-	-	19385	0.39
	At the end of the year	19385	0.39	19385	0.39

**V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits (Rs. in Lac.)	Unsecured Loans (Rs. in Lac.)	Deposits (Rs. in Lac.)	Total Indebtedness (Rs. in Lac.)
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	931.73	258.00	-	1189.73
ii) Interest due but not paid	0.45	5.22	-	5.67
iii) Interest accrued but not due	-	-	-	-
<b>Total (i +ii + iii)</b>	<b>932.18</b>	<b>263.22</b>	<b>-</b>	<b>1195.40</b>
<b>Change in indebtedness during the financial year</b>				
- Addition	-	-	-	-
- Reduction	(10.33)	-	-	(10.33)
<b>Net Change</b>	<b>(10.33)</b>	<b>-</b>	<b>-</b>	<b>(10.33)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	921.08	258.00	-	1179.08
ii) Interest due but not paid	0.77	5.22	-	5.99
iii) Interest accrued but not due	-	-	-	-
<b>Total (i +ii +iii)</b>	<b>921.85</b>	<b>263.22</b>	<b>-</b>	<b>1185.07</b>

## VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole Time Director and/or Manager.

(in Rs.)

Serial No.	Particulars of Remuneration	Somnath Chatterjee Managing Director	Total Amount
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	5,00,000	5,00,000
	(b) Value of perquisites/s contained in section 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary contained in section 17(3) of the Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- as % of profit	-	-
	- others, specify...	-	-
5.	<b>Total (A)</b>	<b>5,00,000</b>	<b>5,00,000</b>
	Ceiling as per the Act	As per Companies Act' 2013	

### B. Remuneration to other Directors.

(in Rs.)

Serial No.	Name of the Director	Fee for attending board and committee meetings	Commission	Others please, specify	Total
<b>1</b>	<b>Independent Directors</b>				
i.	Mr. Anjan Ghosh	2,78,000	NIL	NIL	2,78,000
ii.	Mr. Amit Chowdhuri	2,72,000	NIL	NIL	2,72,000
	<b>Total (1)</b>	<b>5,50,000</b>	<b>NIL</b>	<b>NIL</b>	<b>5,50,000</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>				
i.	Mrs. Anuradha Farley	40,000	NIL	NIL	40,000
ii.	Mrs. Gargi Barooah	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	<b>40,000</b>	<b>NIL</b>	<b>NIL</b>	<b>40,000</b>
	<b>Total (B)= (1+2)</b>	<b>5,90,000</b>	<b>NIL</b>	<b>NIL</b>	<b>5,90,000</b>
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act' (excluding sitting fees)</b>	N.A.	N.A.	N.A.	N.A.

### C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/ Whole Time Director

(in Rs.)

Serial No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary	CFO		
			*Mr. S. Gupta	Mr. G. Mukhopadhyay	
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4,20,000	2,29,925	3,21,500	9,71,425
	(b) Value of perquisites/s contained in section 17(2) of the Income Tax Act, 1961	42,000	51,911	39,839	1,33,750
	(c) Profits in lieu of salary contained in section 17(3) of the Income Tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2.	Stock Option	N.A.	N.A.	N.A.	N.A.
3.	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4.	Commission				
	- as % of profit	N.A.	N.A.	N.A.	N.A.
	- others, specify...	N.A.	N.A.	N.A.	N.A.
5.	Others, please specify	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>4,62,000</b>	<b>2,81,836</b>	<b>3,61,339</b>	<b>11,05,175</b>

\*upto 22nd June 2017

### VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :-

There was no penalty, punishment or compounding of offences for the financial year ended 31st March, 2018.

For and on behalf of the Board of Directors

Place : Kolkata  
Date : 19th May, 2018

**Anuradha Farley**  
Chairman

## ANNEXURE TO DIRECTORS' REPORT

### PARTICULARS OF EMPLOYEES

#### ANNEXURE - E

Key Managerial Personnel other than Whole Time Director were paid monthly remuneration for the financial year 2017-18 as approved by the Board of Directors on recommendation made by the Nomination and Remuneration Committee of Directors. Whole Time Director received remuneration for the financial year ended 31st March 2018 by way of one time incentive.

In terms of rule 5 of the Companies (Appointment and Remuneration) Rules, 2014, as amended, the following statement depicts the necessary disclosure with regards to remuneration paid to Directors and Key Managerial Personnel vis-a-vis compensation of the employees.

- a) The ratio of the remuneration of Whole time Director and Key Managerial Personnel to the median remuneration of the employees of the company for the financial year 2017-18:

Sl. No.	Name of WTD/KMP	Designation	Ratio of remuneration to median remuneration of employees	Percentage increase in remuneration
1.	Mr. Somnath Chatterjee	Whole Time Director	1.7:1	67%
2.	Mr. D. Chowdhury	Company Secretary	2.1:1	-7%
3.	Mr. G. Mukhopadhyay (w.e.f. 1st September 2017)	Chief Financial Officer	1.9:1	N.A.
4.	Mr. S. Gupta (upto 22nd June 2017)	Chief Financial Officer	1.1:1	N.A.

#### Notes:

- i) Non-Executive Directors of the Company are entitled for sitting fees and ratio of remuneration and the percentage increase for non-executive directors are not considered for above mentioned purpose. Besides sitting fees the Non-Executive Directors of the Company were not paid any other remuneration or commission except reimbursement of conveyance expenses for attending the meetings The Whole Time Director received one time incentive of Rs. 5 lac during the financial year which is variable in nature.
- ii) Employees for the above purpose include employees and executives of the company excluding employees covered under wages agreement.
- b) The percentage increase in the median remuneration of general employees of the company including factory managers and executives for the financial year ended 31st March 2018 was 15%. The overall increase in remuneration for the company was 46 % during the year under review.
- c) The Company had 126 permanent employees on its rolls as at 31st March 2018 excluding permanent employees who were covered under the wages Agreement.
- d) Increase in remuneration of the Key Managerial Personnel were in line with the remuneration policy of the Company.

e) The particulars of top ten employees in terms of remuneration drawn during the financial year ended 31st March 2018 are listed below:

Sl. No.	Name of the Employee	Designation	Remuneration received in (Rs.)	Nature of Employment	Qualification	Experience in years	Date of commencement of employment	Age	Last Employment	% of equity share held	Whether relative of any Director/ Manager
1	Mr. Goutamanshu Mukhopdhyay	Chief Financial Officer	11,38,908	Permanent	CA, ICWAI	34	01.09.2017	61	Abhijit Dutta & Associates	NIL	No
2	Mr. Saumya Kanti Das	Asst. General Manager	9,41,380	Permanent	B.Com	30	18.12.1992	52	Anamoy Clinic & Research Centre	NIL	No
3	Mr. A. K. Mohanty	Vice President (Works)	9,15,000	Permanent	Diploma Mech. Engg.	40	20.01.1992	64	Nicco Orissa Ltd. Balasore	NIL	No
4	Mr. L. N. Dash	Head (Flexi Unit)	8,93,200	Permanent	Diploma Mech. Engg.	15	25.05.2012	36	Intermat Packaging	NIL	No
5	Mr. Tapan Kumar Chand	Asst. General manager-QA & Maint	8,63,120	Permanent	MBA in Marketing management	24	12.12.2016	53	Avantha Holding Ltd. APR Sacks	NIL	No
6	Mr. Siddhartha Gupta	Sr. Manager Accounts	8,36,319	Permanent	C.A.	17	01.04.2015	37	Shrachi Emami Group	NIL	No
7	Mr. Vaibhav Yadhao	Manager Sales & Marketing	7,56,620	Permanent	BE in Electrical & Electronis	12	01.02.2012	34	Essal Digitronics Pvt. Ltd.	NIL	No
8	Mr. Gautam Bhattacharjee	Sr. Area Manager	7,70,529	Permanent	B.Sc	32	22.08.2005	56	Flat Motors Dealers	NIL	No
9	Mrs. V R Sarita Poddar	Manager Sales & Marketing	6,97,560	Permanent	B.Com	27	01.12.1995	47	Chemtrol Pvt. Ltd.	NIL	No
10	Mr. P. K. Sahoo	Head-paper Sacks Unit	6,95,780	Permanent	Diploma in Mech. Engg	27	01.10.1991	49	N.A.	NIL	No

For and on behalf of the Board of Directors

Place : Kolkata  
Date : 19th May, 2018

**Anuradha Farley**  
Chairman

# INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**B & A Packaging India Limited**

## Report on the Indian Accounting Standard (Ind AS) Financial Statements

1. We have audited the accompanying Ind AS Financial Statements of **B&A PACKAGING INDIA LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## Management's Responsibility for the Ind AS Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended), under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement(s), whether due to fraud or error.

## Auditors' Responsibility

3. Our responsibility is to express an opinion on

these Ind AS Financial Statements based on our audit.

4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncement issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial Statements are free from material misstatement(s).
6. An audit involves performing procedures to obtain audit evidence about the accounts and the disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement(s) of the Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS Financial Statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements.

## Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs



of the Company as at 31st March, 2018, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and changes in equity for the year ended on that date.

### Other Matter

9. The financial information of the Company for the year ended March 31, 2017 and the transition date opening Balance Sheet as at April 1, 2016 included in these Ind AS Financial Statements, are based on the previously issued statutory Financial Statements for the years ended March 31, 2017 and March 31, 2016 respectively, prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended), which were audited by other auditors and on which they expressed an unmodified opinion in their reports dated May 26, 2017 and May 27, 2016 respectively. The adjustments to those Financial Statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not qualified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report that:

- (a) we have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with in this Report are in agreement with the books of accounts;

- (d) in our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 (as amended);
- (e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act, and
- (f) our opinion on whether the Company has adequate internal financial controls system in place and whether such controls are operating effectively is given in "Annexure I" to this report.

11. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (a) the Company has disclosed liabilities of a contingent nature and claims not acknowledged by it (refer Note 37.5 in Ind AS Financial Statements), the quantum of which, however, are in our opinion, not such as would impact the financial position of the Company.
- (b) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, and
- (c) there were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

12. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure II" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Ghosal, Basu & Ray**  
Chartered Accountants  
(Firm Regn. No. : 315080E)  
**Apratim Ray**  
Partner  
(Membership No. 52204)

Place : Kolkata,  
Date : 19th May, 2018

## [Annexure I to Independent Auditor's Report dated 19 May, 2018]

[Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of B & A Packaging India Limited on the Ind AS Financial Statements as of and for the year ended 31 March, 2018 ]

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

We have audited the internal financial controls over financial reporting of **B&A Packaging India Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India as well as the Standards on Auditing, also issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent such standards are applicable to an audit of internal financial controls. Those Standards and the Guidance

Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and

that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are

subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Ghosal, Basu & Ray**  
Chartered Accountants  
(Firm Regn. No. : 315080E)

**Apratim Ray**  
Partner  
(Membership No. 52204)

Place : Kolkata,  
Date : 19th May, 2018

## [Annexure II to Independent Auditor's Report dated 19th May, 2018]

[Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of B & A Packaging India Limited on the Ind AS Financial Statements as of and for the year ended 31 March, 2018 ]

### Matters to be included in the auditors' report Under Companies (Auditors' Report) Order, 2016

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets;
- (b) We are informed that these fixed assets have been physically verified by the management at reasonable intervals, and, as reported to us, no material discrepancies were noticed on such verification, and
- (c) The title deeds of the immovable properties appearing in the books of the Company as its assets are held in the Company's name.
- (ii) Physical verification of inventories was carried out at reasonable intervals by the management and discrepancies between physical and book balances, which were not material, have been properly dealt with in the accounts.
- (iii) The company has not granted any unsecured loan to any company covered in the register maintained under section 189 of the Companies Act, 2013 and, consequently, the question of reporting on the terms and conditions of the loan, including terms of repayment, does not arise.
- (iv) The Company has not given any loans, investments, guarantees and securities that attract the provisions of Section 185 and 186 of the Companies Act, 2013; hence the question of our reporting under this clause does not arise.
- (v) The company has not accepted deposits of the nature that attracts the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder. Hence, the question of our reporting under this clause does not arise.
- (vi) The Central Government of India has not specified for the maintenance of cost records by the company under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities;
- (b) the Company has disputed the following demands raised by government authorities and has preferred appeal before the appellate authority established under the respective taxing laws:

Name of the Satute	Nature of Dues	Amount (Rs.)	Relevant Period	Forum where is pending
Central Sales Tax Act	Sales Tax	3,33,678	2002-2003	Sales Tax Tribunal, Cuttack
Central Sales Tax Act	Sales Tax	3,58,132	2003-2004	Sales Tax Tribunal, Cuttack
Central Sales Tax Act	Sales Tax	94,503	2006-2007 & 2007-2008	Commissioner of Sales Tax (Appeal), Cuttack

(Contd.)

Name of the Satute	Nature of Dues	Amount (Rs.)	Relevant Period	Forum where is pending
Orissa Value Added Tax	VAT	1,38,204	2006-2007 & 2007-2008	Commissioner of Sales Tax (Appeal), Cuttack
Employees' State Insurance Act	E.S.I.	61,398	2002-2003	Employees' State Insurance Court, Kolkata
Income Tax Act	Income Tax	35,534	2009-2010 (A.Y.)	Commissioner of Income Tax (Appeal), Bhubaneswar

- (viii) The Company has not defaulted on the repayment of its borrowings, which have been obtained from banks.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Money raised from banks by way of term loans were applied for the purposes for which those were raised.
- (x) No fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported to us during the year.
- (xi) Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) This Company is not a Nidhi Company; hence the question of our reporting under this clause does not arise.
- (xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS Financial Statements, as required by the Ind AS.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review; hence the question of our reporting under this section does not arise.
- (xv) The company has not entered into any non-cash transactions with directors or persons related to any of them and, hence, the question of our reporting under this clause does not arise.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Ghosal, Basu & Ray**  
Chartered Accountants  
(Firm Regn. No. : 315080E)

**Apratim Ray**  
Partner  
(Membership No. 52204)

Place : Kolkata,  
Date : 19th May, 2018



# STATEMENT OF PROFIT AND LOSS

for the year ended 31st March, 2018



Rs. in Lakhs

	Note No	For the year ended 31st March, 2018	For the year ended 31st March, 2017
I. Revenue from Operations	25	6,972.53	5,889.93
II. Other Income	26	34.04	72.13
<b>III. Total Income [I + II]</b>		<b>7,006.57</b>	<b>5,962.06</b>
<b>IV. Expenses</b>			
Cost of Materials Consumed	27	4,412.67	3,465.52
Change in Inventories	28	(53.55)	(96.60)
Employee Benefit Expenses	29	697.91	604.19
Excise Duty		174.43	548.74
Finance Cost	30	161.12	176.85
Depreciation and Amortization Expenses	31	131.98	128.16
Other Expenses	32	723.52	585.63
<b>Total Expenses [IV]</b>		<b>6,248.08</b>	<b>5,412.49</b>
<b>V. Profit / (Loss) before tax [III - IV]</b>		<b>758.49</b>	<b>549.57</b>
<b>VI. Tax Expenses:</b>	33		
Current Tax		252.00	183.00
Deferred Tax		26.42	3.00
Tax related to earlier years		-	(12.71)
Total Tax Expense [VI]		278.42	173.29
<b>VII. Profit / (Loss) for the period [V - VI]</b>		<b>480.07</b>	<b>376.28</b>
<b>VIII. Other Comprehensive Income</b>	34		
Items that will not be reclassified to profit or loss			
Actuarial gains / (losses) on defined benefit obligations		(8.29)	(8.19)
Income tax effect		2.74	2.71
		(5.55)	(5.48)
<b>IX. Total Comprehensive Income for the period [VII + VIII]</b>		<b>474.52</b>	<b>370.80</b>
X. Earnings per equity share (Basic & Diluted) (in INR.)	35	9.68	7.59

Significant Accounting Policies, Critical Estimates and Judgments and Note on First Time Adoption of IND-AS : Notes 1, 2 & 3 respectively

The accompanying notes 1 to 37 are an integral part of the Financial Statements.

In terms of our report of even date

## For GHOSAL, BASU & RAY

Chartered Accountants  
FRN : 315080E

**A. Ray**  
Partner

Membership No. 52204  
Kolkata, 19th May, 2018

**Anjan Ghosh**  
Director

**Somnath Chatterjee**  
Wholetime Director

**G. Mukhopadhyay**  
Chief Financial Officer

**Anuradha Farley**  
Chairman

**D. Chowdhury**  
Company Secretary

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## CASH FLOW STATEMENT

for the year ended 31st March, 2018

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A. Cash Flow from Operating Activities</b>		
Profit before Tax	758.49	549.57
Adjustments for :-		
Depreciation and Amortization Expenses	131.98	128.16
Finance Cost (considered in Financing Activities)	161.12	176.85
Interest Income (considered in Investing Activities)	(7.94)	(4.77)
Intangible Asset Under Development - Written off	16.57	-
Actuarial gain / (loss)	(8.29)	(8.19)
	1,051.93	841.62
Changes in Operating Assets & Liabilities :-		
(Increase) / Decrease in Inventories	(565.33)	(323.44)
(Increase) / Decrease in Trade Receivables	(297.79)	(5.27)
(Increase) / Decrease in Current Loans	(0.60)	(1.08)
(Increase) / Decrease in Other Non-Current Assets	9.36	6.35
Increase / (Decrease) in Other Non-Current Financial assets	(1.45)	(0.53)
(Increase) / Decrease in Other Current Assets	(95.38)	(8.00)
Increase / (Decrease) in Non-Current Provisions	10.82	12.11
Increase / (Decrease) in Trade Payables	470.29	152.88
Increase / (Decrease) in Current Other Financial Liabilities	37.87	(90.28)
Increase / (Decrease) in Other Current Liabilities	43.51	11.06
Increase / (Decrease) in Current Provisions	13.25	5.03
	676.48	600.45
Less : Income Taxes Paid (Net of Refund, if any)	(212.16)	(167.65)
<b>Cash Generated from / (utilised in) Operating Activities (A)</b>	<b>464.32</b>	<b>432.80</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant & Equipment	(95.74)	(164.17)
Purchase of Intangible Assets	(4.73)	-
Addition in Capital Work-in-Progress	(72.54)	(31.73)
Purchase of Intangible Assets under development	(8.09)	(3.00)
Interest Income	7.94	4.77
Investment in Non-Current Bank Deposits	(50.48)	(33.18)
<b>Cash Generated from / (utilised in) Investing Activities (B)</b>	<b>(223.64)</b>	<b>(227.31)</b>

(Contd.)



Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>C. Cash Flow from Financing Activities</b>		
Increase / (Decrease) in Non-Current Borrowings	18.91	10.33
Finance Cost	(161.12)	(176.85)
Dividend Paid	(24.80)	(24.80)
Dividend Distribution Tax paid	(5.05)	(5.05)
Amounts deposited in Unpaid Dividend Bank Accounts	(2.45)	(1.67)
<b>Cash Generated from / (utilised in) Financing Activities (C)</b>	<b>(174.52)</b>	<b>(198.04)</b>
<b>Net Increase in Cash &amp; Cash Equivalents [ (A) + (B) + (C) ]</b>	<b>66.16</b>	<b>7.45</b>
<b>Add: Cash and Cash Equivalents at the beginning of the year (Refer Note Below)</b>	<b>(849.28)</b>	<b>(856.73)</b>
<b>Cash and Cash Equivalents at the end of the year (Refer Note Below)</b>	<b>(783.12)</b>	<b>(849.28)</b>
<b>Note:-</b>		
Cash and Cash Equivalent as per Balance Sheet at the beginning of the year	27.65	51.04
Less :- Current Borrowings as per Balance Sheet at the beginning of the year	876.93	(907.77)
<b>Cash and Cash Equivalents at the beginning of the year as per Cash Flow Statement</b>	<b>(849.28)</b>	<b>(856.73)</b>
Cash and Cash Equivalent as per Balance Sheet at the end of the year	65.03	27.65
Less :- Current Borrowings as per Balance Sheet at the end of the year	(848.15)	(876.93)
<b>Cash and Cash Equivalents at the end of the year as per Cash Flow Statement</b>	<b>(783.12)</b>	<b>(849.28)</b>

In terms of our report of even date

**For GHOSAL, BASU & RAY**

 Chartered Accountants  
 FRN : 315080E

**A. Ray**  
 Partner

 Membership No. 52204  
 Kolkata, 19th May, 2018

**Anjan Ghosh**  
 Director

**Somnath Chatterjee**  
 Wholetime Director

**Anuradha Farley**  
 Chairman

**G. Mukhopadhyay**  
 Chief Financial Officer

**D. Chowdhury**  
 Company Secretary

## STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2018

### A. Equity Share Capital

(Rs. in Lakhs)

	Balance at the beginning of the reporting period	Changes in Equity Share Capital during the period	Balance at the end of the reporting period
For the year ended 31st March, 2017	498.03	–	498.03
For the year ended 31st March, 2018	498.03	–	498.03

### B. Other Equity

(Rs. in Lakhs)

	Reserves & Surplus			Total
	Capital Reserve	General Reserve	Retained Earnings	
<b>Balance as at 1st April, 2016</b>	<b>167.43</b>	<b>66.19</b>	<b>914.42</b>	<b>1,148.04</b>
Profit for the year ended 31st March, 2017			376.28	376.28
Other Comprehensive Income for the year ended 31st March, 2017 (Refer Note 34)			(5.48)	(5.48)
<b>Total Comprehensive Income for the year ended 31st March, 2017</b>			<b>–</b>	<b>–</b>
Cash dividends paid during the year ended 31st March, 2017 (Refer Note 36)			(24.80)	(24.80)
Dividend Distribution Tax on Cash Dividends paid during the year ended 31st March, 2017 (Refer Note 36)			(5.05)	(5.05)
<b>Balance as at 31st March, 2017</b>	<b>167.43</b>	<b>66.19</b>	<b>1,255.37</b>	<b>1,488.99</b>
Profit for the year ended 31st March, 2018			480.07	480.07
Other Comprehensive Income for the year ended 31st March, 2018 (Refer Note 34)			(5.55)	(5.55)
<b>Total Comprehensive Income for the year ended 31st March, 2018</b>			<b>474.52</b>	<b>474.52</b>
Cash dividends paid during the year ended 31st March, 2018 (Refer Note 36)			(24.80)	(24.80)
Dividend Distribution Tax on Cash Dividends paid during the year ended 31st March, 2018 (Refer Note 36)			(5.05)	(5.05)
<b>Balance as at 31st March, 2018</b>	<b>167.43</b>	<b>66.19</b>	<b>1,700.04</b>	<b>1,933.66</b>

#### Nature & Purpose of Reserves

**Capital Reserve** represents waiver of secured loan by the consortium bankers in the year 2000-01

**General Reserve** is created by appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

**Retained Earnings** represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

Significant Accounting Policies, Critical Estimates and Judgments and

Note on First Time Adoption of IND-AS : Notes 1, 2 & 3 respectively

The accompanying notes 1 to 37 are an integral part of the Financial Statements.

In terms of our report of even date

#### For GHOSAL, BASU & RAY

Chartered Accountants  
FRN : 315080E

Anjan Ghosh  
Director

Somnath Chatterjee  
Wholetime Director

Anuradha Farley  
Chairman

#### A. Ray

Partner

Membership No. 52204  
Kolkata, 19th May, 2018

G. Mukhopadhyay  
Chief Financial Officer

D. Chowdhury  
Company Secretary

## Note 1 – Significant Accounting Policies

### 1.1. Statement of Compliance

These financial statements comply, in all material aspects, with Indian Accounting Standards (Ind ASs) notified under Section 133 of the Companies Act, 2013 (the “Act”). The financial statements have been prepared in accordance with the relevant presentational requirements of the Companies Act, 2013. The Company has adopted Ind AS from 1st April, 2017 with a transition date of 1st April, 2016.

These financial statements for the year ended 31st March, 2018 are the first the Company has prepared under Ind AS. For all periods up to and including the year ended 31st March, 2017, financial statements were prepared as per the previous Generally Accepted Accounting Principles (GAAP), which included the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended from time to time) and other relevant provisions of the Act. The financial statements for the year ended 31st March, 2017 and the Opening Ind AS Balance Sheet as on 1st April, 2016 have been restated in these financial statements for the purpose of comparability in accordance with *Ind AS 101, “First-time Adoption of Indian Accounting Standards”*. Details of the exceptions and optional exemptions availed by the Company and principal adjustments along with related reconciliations are detailed in Note 3.

### 1.2. Basis of Preparation

These financial statements have been prepared on accrual and going concern basis and according to historical cost convention. The accounting policies are applied consistently to all the periods presented in the financial statements as well as the Opening Ind AS Balance Sheet as at 1st April, 2016 which is the date of transition to Ind AS.

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except defined employee retirement benefit obligations which have been measured at fair value.

All assets and liabilities have been classified

as current and non-current as per the Company’s normal operating cycle and other criteria as set out in Division II of Schedule III to the Companies Act, 2013. For the purpose of this classification, the Company has ascertained that the time between acquisition of assets for processing and their realisation in cash and cash equivalents does not exceed 12 months.

### 1.3. Property, Plant & Equipment

Property, plant & equipment is stated at historical cost net of accumulated depreciation and accumulated impairment loss, if any. Historical cost includes expenditure that are directly attributable to the acquisition of the items, including borrowing costs in case of qualifying assets. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other expenses for repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant & equipment are recognised in the Statement of Profit & Loss.

Property, plant & equipment which are not ready for their intended use as on the date of Balance Sheet are disclosed as “Capital Work-in-Progress”.

Depreciation is provided under straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

Leasehold land is not depreciated as the lease is expected to be renewed upon expiry of the lease period.

An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount.

The residual values and useful lives of property, plant & equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The Company, upon first-time adoption of Ind ASs, has elected the respective carrying amounts under the previous GAAP as the deemed cost of all property, plants and equipments as on the date of transition to Ind AS, i.e. 1st April, 2016 in accordance with *Ind AS 101, "First-time Adoption of Indian Accounting Standards"*.

#### 1.4. Intangible Assets

Intangible assets comprises of computer software. Costs associated with maintaining software programmes are recognised as an expense in the period in which they are incurred. Cost of purchased software is recorded as intangible assets and is amortised from the point at which they are put to use. The amortisation is made on a straight line basis over an estimated useful life of 5 years.

#### 1.5. Inventories

Inventories of Store & Spares and Finished Goods are stated at cost or net realisable value whichever is lower. Cost of Finished Goods comprises of cost of direct material, direct labour and appropriate portion of variable and fixed overhead expenditure. Cost of inventories also includes other costs incurred in bringing the same to their present location and condition. Cost of items of Stores & Spares is determined under weighted average method. Net realisable value is the estimated selling price in the ordinary course of business as reduced by estimated cost to sell. Inventory of work-in-process is valued at a percentage of cost or realisable price whichever is lower.

#### 1.6. Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand; balance with banks in current accounts; any remittance in transit; term deposits with original maturity of less than 3 months and bank overdrafts. Bank overdrafts are shown within borrowings under current liabilities in the Balance Sheet.

#### 1.7. Financial Assets

##### **Initial Recognition and Measurement**

Financial assets are recognised when the Company becomes a party to the contractual

provisions of a financial instrument. On initial recognition, a financial asset is recognised at fair value along with related transaction costs where such financial assets are not measured at Fair Value Through Profit or Loss (FVTPL). However, where a financial asset is measured at FVTPL on initial recognition, related transaction costs are recognised in the Statement of Profit and Loss.

##### **Subsequent Measurement**

For subsequent measurement the Company classifies its financial assets into the following categories, based on facts and circumstances:-

- a. Amortised Cost
- b. Fair Value Through Other Comprehensive Income (FVTOCI)
- c. Fair Value Through Profit or Loss (FVTPL)

##### **Reclassification**

Financial assets are not reclassified subsequent to their recognition unless the Company changes its business model for managing financial assets in the reporting period.

##### **Impairment**

The Company measures the expected credit loss associated with its financial assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Loss on impairment is recognised in the year in which the impairment becomes certain beyond reasonable doubt.

##### **De-recognition**

Financial assets are derecognised when the contractual rights to the cash flows from the financial assets expire, or it transfers the contractual rights to receive the cash flows from the asset, or the Company has not retained control over the financial asset. Therefore, if the asset is one which is measured at:-

- a. amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- b. fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves

are classified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

### **Income Recognition**

Interest income is recognised in the Statement of Profit and Loss using the effective interest rate method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

### **Trade Receivables and Loans**

Trade receivables and loans are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate method net of any expected credit losses. The effective interest rate is the rate that discounts estimated future cash income through the expected life of a financial instrument.

### **Debt Instruments**

Debt instruments are initially measured at amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) till de-recognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

- (a) *Measured at Amortised Cost* – Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payment of principal and interest, are subsequently measured at amortised cost using the effective interest rate method less impairment, if any. The amortisation of effective interest rate and loss arising from impairment, if any are recognised in the Statement of Profit and Loss.
- (b) *Measured at Fair Value Through Other Comprehensive Income (FVTOCI)* – Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payment of principal and interest,

are subsequently measured at FVTOCI. Fair value movements are recognised in the Other Comprehensive Income (OCI).

- (c) *Measured at Fair Value Through Profit or Loss (FVTPL)* – A financial asset not classified as either amortised cost or FVTOCI is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income, if any, recognised as 'other income' in the Statement of Profit or Loss.

## **1.8. Financial Liabilities**

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the financial liability using effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial liabilities are derecognised when the liability is extinguished i.e. when the contractual obligation is discharged, cancelled and on expiry.

## **1.9. Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

## **1.10. Impairment of Non-financial Assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment loss, if any, is provided to the extent, the carrying amount of the asset or cash generating unit exceed their recoverable amount.

Recoverable amount is the higher of an asset's net selling price and the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash

generating unit and from its disposal at the end of its useful life.

Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exists or have decreased. Such reversals are recognised as an increase in the carrying amount of the assets to the extent it does not exceed the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognised in previous years.

### **1.11. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to passage of time is recognised as finance cost.

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

Contingent assets are not recognised but disclosed when an inflow of economic benefits is probable.

### **1.12. Claims not acknowledged as Debts**

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation

of the facts and legal aspects of the matter involved.

### **1.13. Dividends**

Interim dividend is recognised in the period in which it is approved by the Board of Directors and final dividend in the period in which it is approved by the Shareholders.

### **1.14. Income Taxes**

Income tax expense for the year comprises of current tax and deferred tax. Current tax is the expected tax payable on the taxable income for the year using the applicable tax rates and any adjustment to taxes in respect of previous years. Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets or liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the assets and liabilities on a net basis. Deferred tax assets and liabilities are set off when there is a legally enforceable right to set off current tax assets against current tax liabilities; and deferred tax assets and the deferred tax liabilities relate to taxes levied by the same taxation authority.

### **1.15. Employee Benefits**

#### ***Short Term Employee Benefits***

These are recognised at the undiscounted amount as expense for the year in which the related service is rendered.

#### ***Post-Employment Benefit Plans***

The Company makes defined contributions to a Provident Fund scheme, which is recognised as expenses.

The estimated cost of providing defined benefits under the Payment of Gratuity Act, 1972 is calculated by independent actuary using the projected unit credit method. Service costs and interest expense are reflected in the Statement of Profit and Loss. Actuarial gains or losses are recognised in full under Other Comprehensive Income.

### 1.16. Revenue Recognition

Revenue from sale of goods is recognised when

- all the significant risks and rewards of ownership in the goods are transferred to the buyer,
- there is no continuing managerial involvement with the goods,
- the amount of revenue can be measured reliably and
- it is probable that future economic benefits will flow to the Company.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of goods and service tax and sales returns.

Revenue from financial assets has been dealt with in Note 1.7.

### 1.17. Foreign Currencies

The financial statements are presented in Indian Rupees (Rs.), the functional currency of the Company (i.e. the currency of the primary economic environment in which the entity operates).

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the Statement of Profit and Loss.

Foreign currency non-monetary items carried in terms of historical cost are reported

using the exchange rate at the date of the transactions.

### 1.18. Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to the Statement of Profit and Loss.

### 1.19. Earnings per Share

Basic earnings per share is computed by dividing:-

- the profit / loss attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account:-

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### 1.20. Rounding Off

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs or decimals there of as per the requirement of Division II of Schedule III to the Companies Act, 2013, unless otherwise stated.

## Note 2 – Critical Estimates and Judgements

The areas involving critical estimates and judgements are:-

- **Taxation**

The Company is subject to tax liability under Minimum Alternate Tax (MAT) provisions of the Income Tax Act, 1961. Significant judgement is involved in determining the tax liability for the Company. Further, there are many transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Further judgement is involved in determining the deferred tax position on the balance sheet.

- **Depreciation and amortisation**

Depreciation and amortisation is based on management estimates of the future useful lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortisation charges.

- **Actuarial Valuation for Employee Benefits**

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors. Information about such valuation is provided in notes to the financial statements.

- **Provisions and Contingencies**

Provisions and contingencies are based on Company Management's best estimate of the liabilities based on the facts known at the balance sheet date.

### **Note 3 – First Time Adoption of Indian Accounting Standards (Ind ASs)**

The adoption of Ind ASs has been carried out in accordance with *Ind AS 101, First-time Adoption of Indian Accounting Standards*. This standard requires that all Ind ASs and interpretations that are issued and effective for the first Ind AS financial statements be applied retrospectively and consistently for all financial years presented. Accordingly, the Company has prepared financial statements which comply with Ind ASs for the year ended 31st March, 2018, together with the comparative information as at and for the year ended 31st March, 2017 and the Opening Ind AS Balance Sheet as at 1st April, 2016 (the date of transition to Ind ASs).

In preparing these Ind AS financial statements, the Company has availed certain exemptions and exceptions in accordance with *Ind AS 101, First-time Adoption of Indian Accounting Standards*, as explained below. The difference between the

carrying amounts of assets and liabilities in the financial statements as at the transition date under Ind AS and previous GAAP have been recognised directly in equity. This note explains the adjustments made by the Company in restating its financial statements prepared under previous GAAP viz. the Balance Sheet as at 1st April, 2016 and the financial statements as at and for the year ended 31st March, 2017.

#### **3.1. Optional Exemptions from Retrospective Application**

- **Deemed Cost**

Ind AS 101 permits a first-time adopter to elect and continue with the carrying value of all its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the requirements of the previous GAAP and use that as deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities. This exemption can also be used for intangible assets covered by *Ind AS 38, Intangible Assets*. The Company has accordingly elected to measure all its property, plant & equipment and intangible assets at their previous GAAP carrying value. The Company does not have decommissioning liabilities as on the date of transition and accordingly no adjustment have been made for the same.

#### **3.2. Mandatory Exceptions from Retrospective Application**

- **Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to IND AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1st April, 2016 are consistent with the estimates at the same date made in conformity with previous GAAP

- **Classification and Measurement of Financial Assets**

Ind AS 101 requires an entity to assess classification and measurement of financial



assets (investment in debt instruments) on the basis of facts and circumstances that exist at the date of transition to Ind AS.

- **De-recognition of Financial Assets and Liabilities**

As per Ind AS 101, an entity should apply the de-recognition requirements in *Ind AS 109, Financial Instruments*, prospectively for transactions occurring on or after the date of

transition. However, an entity may apply the de-recognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and liabilities de-recognised as a result of past transactions was obtained at the time of initial accounting of those transaction. The Company has elected to apply such de-recognition principles prospectively.

### 3.3. Reconciliation of Equity as per Ind AS with Previous GAAP

(Rs. in Lakhs)

Particulars	As at 1st April, 2016	As at 31st March, 2017
Total Equity as reported under the previous GAAP	1,616.22	1,987.02
(+) Proposed Dividend	24.80	-
(+) Provision for Dividend Distribution Tax	5.05	-
<b>Total Equity as per Ind AS</b>	<b>1,646.07</b>	<b>1,987.02</b>

Under the previous GAAP, up to 31st March, 2016, proposed final dividend and tax thereon were recognised as a liability in the books of accounts. However, under the Ind AS regime, liability for final dividend is to be recognised only when the same is approved by the shareholders in the Annual General Meeting. Hence the liabilities recognised on the above account as on 1st April, 2016 have been reversed with corresponding effect to Retained Earnings.

### 3.4. Reconciliation of Total Comprehensive Income as per Ind AS with Profit as per Previous GAAP

(Rs. in Lakhs)

Particulars	For the year ended 31st March, 2017
Net Profit as reported under previous GAAP	370.80
(+) Reclassification of actuarial loss, arising in respect of employee benefit schemes, to Other Comprehensive Income	8.19
(-) Income tax effect	(2.71)
Profit as per Ind AS	376.28
Other Comprehensive Income (net of tax)	
- Actuarial Loss	(5.48)
<b>Total Comprehensive Income as per Ind AS</b>	<b>370.80</b>

Under the previous GAAP, actuarial gains / losses on defined benefit obligation had been recognised in Statement of Profit and Loss as a part of Employee Benefit Expenses. However, under the Ind AS regime, re-measurement gain / loss on defined benefit obligation is to be recognised in Other Comprehensive Income (OCI). The deferred tax effect of such actuarial gain / loss is also to be shown under OCI and not under the Profit and Loss.

**Note 4 : Property, Plant & Equipment**

Description	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK
	Deemed Cost as at 1st April, 2016	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2016	Depreciation for the year	Disposals/ De-recognition during the year	As at 31st March, 2017
Leasehold Land	11.96	—	—	—	—	—	11.96
Buildings	430.09	17.91	—	82.27	5.77	—	359.96
Plant & Machinery	2,234.40	159.18	26.58	1,176.76	87.77	2.08	1,104.55
Electrical Installation	150.49	5.09	—	51.17	18.22	—	86.19
Vehicles	15.59	—	—	7.15	2.39	—	6.05
Office Equipment	16.44	0.87	—	8.83	2.63	—	5.85
Computer	37.37	3.37	—	24.44	5.87	—	10.43
Furniture & Fittings	22.09	3.30	—	7.91	2.73	—	14.75
<b>Total</b>	<b>2,918.43</b>	<b>189.72</b>	<b>26.58</b>	<b>1,358.53</b>	<b>125.38</b>	<b>2.08</b>	<b>1,481.83</b>

Description	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK
	As at 1st April, 2017	Additions during the year	Disposals/ De-recognition during the year	As at 1st April, 2017	Depreciation for the year	Disposals/ De-recognition during the year	As at 31st March, 2018
Leasehold Land	11.96	—	—	—	—	—	11.96
Buildings	448.00	—	—	88.04	5.88	—	354.08
Plant & Machinery	2,367.00	96.69	64.08	1,262.45	91.32	41.12	1,086.96
Electrical Installation	155.58	—	—	69.39	16.33	—	69.86
Vehicles	15.59	6.16	—	9.54	3.10	—	9.11
Office Equipment	17.31	8.10	—	11.46	2.61	—	11.34
Computer	40.74	5.56	—	30.31	4.89	—	11.10
Furniture & Fittings	25.39	2.18	—	10.64	2.44	—	14.49
<b>Total</b>	<b>3,081.57</b>	<b>118.69</b>	<b>64.08</b>	<b>1,481.83</b>	<b>126.57</b>	<b>41.12</b>	<b>1,567.28</b>

**Note 5 : Intangible Assets (Other than Goodwill)**

Description	GROSS BLOCK			ACCUMULATED AMORTISATION		NET BLOCK As at 31st March, 2017		
	Deemed Cost as at 1st April, 2016	Additions during the year	Disposals/ De-recog- nition during the year	As at 1st April, 2016	Amortisation for the year		Disposals/ De-recog- nition during the year	
Computer Software	14.37	–	–	2.43	2.78	–	5.21	9.16
<b>Total</b>	<b>14.37</b>	<b>–</b>	<b>–</b>	<b>2.43</b>	<b>2.78</b>	<b>–</b>	<b>5.21</b>	<b>9.16</b>

Description	GROSS BLOCK			ACCUMULATED DEPRECIATION		NET BLOCK As at 31st March, 2018		
	As at 1st April, 2017	Additions during the year	Disposals/ De-recog- nition during the year	As at 1st April, 2017	Amortisation for the year		Disposals/ De-recog- nition during the year	
Computer Software	14.37	22.17	–	5.21	5.41	–	10.62	25.92
<b>Total</b>	<b>14.37</b>	<b>22.17</b>	<b>–</b>	<b>5.21</b>	<b>5.41</b>	<b>–</b>	<b>10.62</b>	<b>25.92</b>

**Note 6 : Other Non-Current Assets**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Advances Other than Capital Advances :-			
(a) Security Deposits	36.26	48.64	54.68
(b) Other Deposits	14.54	11.53	11.83
<b>Total</b>	<b>50.80</b>	<b>60.17</b>	<b>66.51</b>

**Note 7 : Inventories**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Raw Materials	1,331.87	820.25	604.59
Finished Goods	165.51	232.68	222.36
Work-in-Process	277.37	156.65	70.37
Stores & Spares	29.56	29.40	18.22
<b>Total</b>	<b>1,804.31</b>	<b>1,238.98</b>	<b>915.54</b>

**Note 8 : Trade Receivables**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Receivable from Related Parties	35.89	59.93	43.15
Receivable from Others	1,369.21	1,047.38	1,058.89
<b>Total</b>	<b>1,405.10</b>	<b>1,107.31</b>	<b>1,102.04</b>
Trade Receivables :-			
Secured, considered good	-	-	-
Unsecured, considered good	1,405.10	1,107.31	1,102.04
<b>Total</b>	<b>1,405.10</b>	<b>1,107.31</b>	<b>1,102.04</b>

**Note 9 : Cash and Cash Equivalents**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Cash on Hand	1.52	2.00	1.72
Balances with Schedule Banks :-			
In Current Accounts	63.51	25.65	49.32
Remittance in transit	-	-	-
<b>Total</b>	<b>65.03</b>	<b>27.65</b>	<b>51.04</b>

**Note 10 : Bank Balances Other than Cash and Cash Equivalents**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Earmarked Balances with Scheduled Banks :-			
In Marginal Deposit Accounts	134.82	84.34	51.16
In Unpaid Dividend Accounts	7.02	4.57	2.90
Term Deposits with Bank having remaining maturity of less than 12 months and original maturity of more than 3 months	-	-	-
<b>Total</b>	<b>141.84</b>	<b>88.91</b>	<b>54.06</b>

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**Note 11 : Current Loans**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Staff Advances	4.05	3.45	2.37
<b>Total</b>	<b>4.05</b>	<b>3.45</b>	<b>2.37</b>

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**Note 12 : Other Financial Assets**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Interest Accrued	1.98	0.53	-
<b>Total</b>	<b>1.98</b>	<b>0.53</b>	<b>-</b>

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**Note 13 : Other Current Assets**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Advances Other than Capital Advances :-			
(a) Advances to Related Parties	-	-	-
(b) Other Advances (including Statutory authorities, prepaid expenses etc.)	197.56	102.18	94.18
<b>Total</b>	<b>197.56</b>	<b>102.18</b>	<b>94.18</b>

## Note 14 : Share Capital

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
<b>I. Authorized</b>			
<b>Equity Share Capital</b>			
80,00,000 shares of INR. 10/- each	800.00	800.00	800.00
<b>II. Issued, Subscribed and Fully Paid-up</b>			
<b>Equity Share Capital</b>			
49,60,500 shares of Rs. 10/- each (As at 31st March, 2017 : 49,60,500 shares; As at 1st April, 2016 : 49,60,500 shares)	496.05	496.05	496.05
<b>Forfeited Shares</b>			
(39,500/- shares of Rs. 10/- each but originally paid up of Rs.5/- each)	1.98	1.98	1.98
	<b>498.03</b>	<b>498.03</b>	<b>498.03</b>

### A. Terms / Rights attached to Equity Shares:-

The company has one class of equity shares having a par value of INR. 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

- B. (i) 35,54,829 Shares i.e, 71.66% (PY 35,54,829 Shares) are held by the holding company, B&A Limited.  
(ii) Other shareholders holding more than 5% of the Issued Shares:-

	31st March, 2018	31st March, 2017	1st April, 2016
1) Industrial Promotion and Investment Corporation of Odisha Ltd.			
- No. of Shares	300,000	300,000	300,000
- Percentage of holding	6.05%	6.05%	6.05%

- C. There has been no changes in Authorised and Issued & Subscribed Capital during the years covered by this financial statement.

### Note 15 : Other Equity

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Summary of Other Equity balances:-			
Capital Reserve	167.43	167.43	167.43
General Reserve	66.19	66.19	66.19
Retained Earnings	1,700.04	1,255.37	914.42
<b>Total</b>	<b>1,933.66</b>	<b>1,488.99</b>	<b>1,148.04</b>

Refer Statement of Changes in Equity for detailed movement in Equity balance.

### Note 16 : Non-Current Borrowings

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
<b>Secured Term Loans from Banks</b>			
<b>1. Term Loans from United Bank of India</b>	-	-	140.14
Less : Current Maturities of Long-term debts	-	-	125.67
	-	-	14.47
<i>a. Nature of Security : Secured by 1st charge over the entire Plant &amp; Machinery and other Fixed Assets pertaining to the Flexible Packaging Material Project and also Collaterally Secured by:</i>			
<i>i) Extension of charge over Factory Land &amp; Building, Plant &amp; Machinery.</i>			
<i>ii) Equitable mortgage of a property at Kolkata in the name of Barooahs &amp; Associates Pvt. Ltd.</i>			
<i>iii) Corporate Gurantee of Barooahs &amp; Associates Pvt. Ltd.</i>			
<i>b. Rate of Interest : 14.50% p.a</i>			
<i>c. Terms of Repayment : In Quarterly instalments each of Rs. 31.00 Lacs</i>			
<b>2. Term Loan II - United bank Of India, Calcutta Branch</b>	73.70	55.25	-
Less : Current Maturities of Long-term debts	30.00	30.45	-
	43.70	24.80	-

(Contd.)

**Note 16 : Non-Current Borrowings (Contd.)**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
<p><b>a. Nature of Security</b> : Secured by equitable mortgage of existing Factory Land &amp; building and hypothecation of Plant &amp; Machinery and other fixed assets and also collaterally secured by:</p> <p>i) Equitable mortgage of a property at Kolkata in the name of Barooahs &amp; associates Pvt. Ltd.</p> <p>ii) Corporate guarantee of Barooahs &amp; Associates Pvt. Ltd.</p> <p><b>b. Rate of Interest</b> : 11.35% p.a</p> <p><b>c. Terms of Repayment</b> : In quarterly instalments each of Rs. 7.50 Lacs</p>			
<b>3. Loan from Related Parties</b>			
From B & A Ltd. (Holding Company)	258.00	258.00	258.00
	258.00	258.00	258.00
<p><b>a. Rate of Interest</b> : 9% p.a</p> <p><b>b. Terms of Repayment</b> : Repayable on completion of repayment of Term Loan from United Bank of India as stated in(2) above.</p>			
<b>Total [ 1 + 2 + 3 ]</b>	<b>301.70</b>	<b>282.80</b>	<b>272.47</b>

**Note 17 : Non-Current Provisions**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Provision for Gratuity	55.98	45.72	33.08
Less : Current portion thereof shown under Current Provisions	2.46	3.02	2.49
<b>Total</b>	<b>53.52</b>	<b>42.70</b>	<b>30.59</b>



**Note 18 : Deferred Tax**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
<b>Deferred Tax Assets</b>			
<i>Comprises of temporary differences attributable to:-</i>			
Deferred Sales Tax Liabilities	2.72	2.72	2.72
Provision for Gratuity	18.51	15.12	10.94
<b>Total Deferred Tax Assets</b>	<b>21.23</b>	<b>17.84</b>	<b>13.66</b>
<b>Deferred Tax Liabilities</b>			
<i>Comprises of temporary differences attributable to:-</i>			
Property, Plant & Equipment	197.86	169.96	164.67
Intangible Assets (Other than Goodwill)	1.89	2.72	3.54
<b>Total Deferred Tax Liabilities</b>	<b>199.75</b>	<b>172.68</b>	<b>168.21</b>
<b>Net Deferred Tax (Assets) / Liabilities</b>	<b>178.52</b>	<b>154.84</b>	<b>154.55</b>

**Movement in the Items of Deferred Tax Assets**

Rs. in Lakhs

	Deferred Sales Tax Liabilities	Provision for Gratuity
As at 1st April, 2016	2.72	10.94
(Charged) / Credited during the year ended 31st March, 2017 to :-		
- Profit or Loss	-	1.47
- Other Comprehensive Income	-	2.71
As at 31st March, 2017	2.72	15.12
(Charged) / Credited during the year ended 31st March, 2018 to :-		
- Profit or Loss	-	0.65
- Other Comprehensive Income	-	2.74
<b>As at 31st March, 2018</b>	<b>2.72</b>	<b>18.51</b>

### Movement in the Items of Deferred Tax Liabilities

Rs. in Lakhs

	Difference between WDV of asset as per Income Tax Laws and as per books
As at 1st April, 2016	168.21
Charged / (Credited) during the year ended 31st March, 2017 to :-	
- Profit or Loss	4.47
- Other Comprehensive Income	-
As at 31st March, 2017	172.68
Charged / (Credited) during the year ended 31st March, 2018 to :-	
- Profit or Loss	27.07
- Other Comprehensive Income	-
<b>As at 31st March, 2018</b>	<b>199.75</b>

### Note 19 : Current Borrowings

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
<b>Secured Loans from Banks Repayable on Demand</b>			
Cash Credit from United Bank of India	848.15	876.93	907.77
<b>a. Nature of Security</b> : Secured by hypothecation of Company's stock, receivables and entire Current Assets both present and future and also collaterally secured by:			
i) Extension of charge over Factory Land, building, Plant & Machinery.			
ii) Equitable mortgage of a property at Kolkata in the name of Barooahs & Associates Pvt. Ltd.			
iii) Corporate guarantee of Barooahs & Associates Pvt. Ltd.			
<b>b. Rate of Interest</b> : 11.35% p.a			
<b>Total</b>	<b>848.15</b>	<b>876.93</b>	<b>907.77</b>

## Note 20 : Trade Payables

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Payable to Related Parties	-	-	-
Payable to Others	1,159.38	689.08	536.21
<b>Total</b>	<b>1,159.38</b>	<b>689.08</b>	<b>536.21</b>

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## Note 21 : Current Other Financial Liabilities

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Current Maturities of Long-term debts			
<b>1. Term Loans from United Bank of India</b>	-	-	125.67
<b>a. Nature of Security</b> :Secured by 1st charge over the entire Plant & Machinery and other Fixed Assets pertaining to the Flexible Packaging Material Project and also Collaterally Secured by:			
i) Extension of charge over Factory Land, Building, Plant & Machinery.			
ii) Equitable mortgage of a property at Kolkata in the name of Barooahs & Associates Pvt. Ltd.			
iii) Corporate Gurantee of Barooahs & Associates Pvt. Ltd.			
<b>b. Rate of Interest</b> : 14.50% p.a			
<b>c. Terms of Repayment</b> : In Quarterly instalments each of Rs. 31.00 Lacs			

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**Note 21 : Current Other Financial Liabilities (Contd)**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
<b>2. Term Loan II - United bank Of India, Calcutta Branch</b>	30.00	30.45	-
<i>a. Nature of Security : Secured by equitable mortgage of existing Factory Land &amp; building and hypothecation of Plant &amp; Machinery and other fixed assets and also collaterally secured by:</i>			
<i>i) Equitable mortgage of a property at Kolkata in the name of Barooahs &amp; associates Pvt. Ltd.</i>			
<i>ii) Corporate guarantee of Barooahs &amp; Associates Pvt. Ltd.</i>			
<i>b. Rate of Interest : 11.35% p.a</i>			
<i>c. Terms of Repayment : In quarterly instalments each of Rs. 7.50 Lacs</i>			
Interest on Loan from B&A Limited (Holding Company)	5.22	5.22	5.22
Employee Benefits Payable	0.31	6.86	-
Other Payables	121.64	79.23	82.82
Unpaid Dividend	7.02	4.57	2.90
<b>Total</b>	<b>164.19</b>	<b>126.33</b>	<b>216.61</b>

**Note 22 : Other Current Liabilities**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Revenue received in advance	68.08	20.97	10.20
Other Payables	22.29	25.90	25.61
<b>Total</b>	<b>90.37</b>	<b>46.87</b>	<b>35.81</b>

**Note 23 : Current Provisions**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Provision for Gratuity (Current Year portion)	2.46	3.02	2.49
Provision for Bonus (Current Year portion)	30.32	16.50	12.00
<b>Total</b>	<b>32.78</b>	<b>19.52</b>	<b>14.49</b>

**Note 24 : Current Tax Liabilities (Net)**

Rs. in Lakhs

	31st March, 2018	31st March, 2017	1st April, 2016
Provision for Income Tax (Net)	122.74	82.93	80.28
<b>Total</b>	<b>122.74</b>	<b>82.93</b>	<b>80.28</b>

**Note 25 : Revenue from Operations**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Sale of products</b>		
Paper sack	4,868.39	4,468.40
Flexible Laminates	2,069.43	1,413.19
<b>Other operating revenues</b>		
Sale of scrap	34.71	8.34
<b>Total</b>	<b>6,972.53</b>	<b>5,889.93</b>

**Note 26 : Other Income**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest Income	7.94	4.77
<b>Other Non-Operating Income</b>		
Miscellaneous Income	26.10	67.07
Liabilities no longer required written back	-	0.29
<b>Total</b>	<b>34.04</b>	<b>72.13</b>

**Note 27 : Cost of Materials Consumed**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening Stock of Raw Materials	820.25	604.59
Add: Purchase	4,924.29	3,681.18
Less: Closing Stock of Raw Materials	1,331.87	820.25
<b>Total</b>	<b>4,412.67</b>	<b>3,465.52</b>

### Note 28 : Change in Inventories

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening Stock		
Finished Goods	232.68	222.36
Work-in-Process	156.65	70.37
	389.33	292.73
Less: Closing Stock		
Finished Goods	165.51	232.68
Work-in-Process	277.37	156.65
	442.88	389.33
<b>Total</b>	<b>(53.55)</b>	<b>(96.60)</b>

### Note 29 : Employee Benefit Expenses

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries, Wages & Benefits	593.02	517.35
Contribution to Provident and Other Fund	23.76	21.89
Gratuity	9.04	7.64
Labour and Staff Welfare	72.09	57.31
<b>Total</b>	<b>697.91</b>	<b>604.19</b>

### Note 30 : Finance Cost

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest on Working Capital Loan	93.39	110.88
Interest on Term Loan	7.88	8.76
Bank Commission & Charges	31.28	28.38
Interest - Others	28.57	28.83
<b>Total</b>	<b>161.12</b>	<b>176.85</b>

**Note 31 : Depreciation and Amortisation Expenses**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Depreciation and Amortisation Expenses	131.98	128.16
<b>Total</b>	<b>131.98</b>	<b>128.16</b>

**Note 32 : Other Expenses**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>A. Manufacturing Expenses :-</b>		
Consumption of Stores & Spares	61.12	45.21
Power & Fuel	112.22	90.76
Repairs to Buildings	14.20	3.67
Repairs to Machineries	6.32	6.40
Repairs to Others	20.29	21.73
<b>Total (A)</b>	<b>214.15</b>	<b>167.77</b>
<b>B. Selling &amp; Distribution Expenses :-</b>		
Bad Debt Written Off	39.53	19.04
Commission	-	1.57
Discount Allowed	32.36	22.93
Freight Charges	111.70	95.26
Sales Promotion	16.87	13.64
Sample & Testing Expenses	6.54	8.79
<b>Total (B)</b>	<b>207.00</b>	<b>161.23</b>
<b>C. Establishment Expenses :-</b>		
Corporate Social Responsibility Activities	9.45	-
Directors Fees	5.90	4.58
Insurance	30.30	26.37
Legal & Professional Charges	76.15	60.61
Loss on Sale of Asset	22.95	24.49
Miscellaneous Expenses	55.92	37.23
Office Maintenance	1.20	1.50
Payment to Auditor	1.92	1.64
Printing & Stationery	6.01	6.91
Rates, Taxes and Association Subscription	3.60	3.75
Rent, Hire and Service Charges	19.61	36.82
Travelling and Conveyance	64.09	45.77
Vehicle Running and Maintenance	5.27	6.96
<b>Total (C)</b>	<b>302.37</b>	<b>256.63</b>
<b>Total Other Expenses (A + B + C)</b>	<b>723.52</b>	<b>585.63</b>

**Note 33 : Tax Expenses**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Current Tax on Profits for the year	252.00	183.00
Tax related to earlier years	-	(12.71)
Deferred Tax Expense / (Benefit)		
Increase / (Decrease) in Deferred Tax Assets	(0.65)	(1.47)
(Increase) / Decrease in Deferred Tax Liabilities	27.07	4.47
	<b>278.42</b>	<b>173.29</b>

**Note 34 : Other Comprehensive Income**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Actuarial Gain / (Loss) on defined benefit obligations	(8.29)	(8.19)
Income tax effect on the above	2.74	2.71
Total (A) [transferred to Retained Earnings]	(5.55)	(5.48)
Gain / (Loss) on FVTOCI Equity Instruments	-	-
Income tax effect on the above		
Total (B) [transferred to FVTOCI Reserve]	-	-
<b>Total Other Comprehensive Income, net of taxes (A + B)</b>	<b>(5.55)</b>	<b>(5.48)</b>

**Note 35 : Earnings Per Share**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Basic EPS</b>		
(1) Number of Equity Shares at the beginning of the period (in lakhs)	49.61	49.61
(2) Number of Equity Shares at the end of the period (in lakhs)	49.61	49.61
(3) Weighted average number of Equity Shares outstanding during the year (in lakhs)	-	-
(4) Face Value of each Equity Share (INR.)	10.00	10.00
(5) Profit attributable to equity holders for the period (INR. in lakhs)	480.07	376.28
(6) Basic EPS (INR.)	9.68	7.59
<b>Diluted EPS</b>		
(1) Dilutive Potential Equity Shares (in lakhs)	-	-
(2) Diluted EPS [ Same as Basic EPS] (INR.)	-	-



**Note 36 : Distributions made and Proposed**

Rs. in Lakhs

	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>Cash dividends on Equity Shares declared and paid/share</b>		
Final dividend for the year ended 31st March, 2017 :- INR.0.50 /share (31st March, 2016:- INR./share)	-	24.80
Dividend Distribution tax on final dividend	-	5.05
<b>Total</b>	<b>-</b>	<b>29.85</b>
<b>Proposed Dividend on Equity Shares</b>		
Final cash dividend for the year ended 31st March, 2018 :- INR. ../share (31st March, 2017:- INR.0.50 / share)	24.80	24.80
Dividend Distribution tax on proposed final dividend	5.10	5.05
<b>Total</b>	<b>29.90</b>	<b>29.85</b>

## Note 37 - Additional Notes to the Financial Statements

### 37.1. Defined Retirement Benefit Obligations

The following tables set forth the particulars in respect of defined retirement benefit obligation (Gratuity) of the Company for the year ended 31st March, 2018 and corresponding figures for the previous year.

**Table 1 – Components of Employer Expense**

**Rs. in Lakhs**

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Recognised in Profit or Loss		
Current Service Cost	5.95	5.28
Past Service Cost	–	–
Loss / (Gain) on Settlement	–	–
Net Interest Cost / (Income)	3.09	2.36
<b>Sub-total (a)</b>	<b>9.04</b>	<b>7.64</b>
(b) Re-measurements recognised in Other Comprehensive Income		
Effect of changes in demographic assumptions	–	–
Effect of changes in financial assumptions	0.20	0.56
Effect of experience adjustments	8.09	7.63
Return on Plan Assets (excluding amounts recognised in net interest cost)	–	–
Re-measurement (or Actuarial) (gain) / loss arising because of change in effect of asset ceiling	–	–
<b>Sub-total (b)</b>	<b>8.29</b>	<b>8.19</b>
<b>Total Defined Benefit Cost recognised in Profit or Loss and Other Comprehensive Income [(a) + (b)]</b>	<b>17.33</b>	<b>15.83</b>

**Table 2 - Net Asset / (Liability) recognised in the Balance Sheet**
**Rs. in Lakhs**

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present Value of Defined Benefit Obligation	55.98	45.72
Fair Value of Plan Assets	-	-
Surplus / (Deficit)	(55.98)	(45.72)
Net Asset / (Liability) recognised in the Balance Sheet	(55.98)	(45.72)
Out of Net Asset / (Liability) as above :-		
- Current portion	(2.46)	(3.02)
- Non-Current portion	(53.52)	(42.70)
<b>Total</b>	<b>(55.98)</b>	<b>(45.72)</b>

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**Table 3 - Changes in Defined Benefit Obligation (DBO)**
**Rs. in Lakhs**

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present Value of DBO at the beginning of the year	45.72	33.08
Current Service Cost	5.95	5.28
Interest Cost	3.09	2.36
Re-measurement (gains) / losses		
- Effect of changes in demographic assumptions	-	-
- Effect of changes in financial assumptions	0.20	0.56
- Effect of experience adjustments	8.09	7.63
- Others	-	-
Past Service Cost	-	-
Effect of change in foreign exchange rates	-	-
Benefits paid	(7.07)	(3.19)
Acquisition adjustment	-	-
Effect of business combinations or disposals	-	-
<b>Present Value of DBO at the end of the year</b>	<b>55.98</b>	<b>45.72</b>

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**Table 4 - Changes in Fair Value of Plan Assets**
**Rs. in Lakhs**

Particulars	As at 31st March, 2018	As at 31st March, 2017
Fair Value of Plan Assets at the beginning of the year	-	-
Investment Income	-	-
Employer's Contribution	7.07	3.19
Employees' Contribution	-	-
Benefits Paid	(7.07)	(3.19)
Return on Plan Assets, excluding amount recognised in net interest cost	-	-
Acquisition adjustment	-	-
<b>Fair Value of Plan Assets at the end of the year</b>	<b>-</b>	<b>-</b>

**Table 5 - Change in Effect of Asset Ceiling**
**Rs. in Lakhs**

Particulars	As at 31st March, 2018	As at 31st March, 2017
Effect of Asset Ceiling at the beginning of the year	-	-
Interest Cost (to the extent not recognised in net interest cost)	-	-
Re-measurement (or Actuarial) (gain) / loss arising because of change in effect of asset ceiling	-	-
<b>Effect of Asset Ceiling at the end of the year</b>	<b>-</b>	<b>-</b>

**Table 6 - Principal Actuarial Assumptions**
**Rs. in Lakhs**

Particulars	As at 31st March, 2018	As at 31st March, 2017
Financial Assumptions		
Discount Rate (p.a.)	7.33%	7.37%
Salary Growth Rate (p.a.)	7.00%	7.00%
Demographic Assumptions		
Mortality Rate (% of IALM 06-08)	100.00%	100.00%
Normal Retirement Age	58 Years	58 Years
Attrition / Withdrawal Rate (p.a.)	2.00%	2.00%

**Table 7 - Sensitivity Analysis of Present Value of DBO**
**Rs. in Lakhs**

Particulars	As at 31st March, 2018	As at 31st March, 2017
Actual Present Value of DBO (base)	55.98	45.72
Discount Rate		
- Increase by 1%	51.25	42.00
- Decrease by 1%	61.54	50.05
Salary Growth Rate		
- Increase by 1%	61.51	50.03
- Decrease by 1%	51.20	41.95
Attrition Rate		
- Increase by 1%	55.74	45.52
- Decrease by 1%	56.25	45.94
Mortality Rate		
- Increase by 10%	55.97	45.71

Significant actuarial assumptions for the determination of the defined benefit obligation involve discount rate, expected salary increase and mortality. The sensitivity analysis has been performed by considering reasonably possible change in each assumption in turn while holding the others constant. The sensitivity analysis presented above may not be representative of the actual change in defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There is no change in the method of valuation for the prior period. For change in assumption refer Table – 6, Principal Actuarial Assumptions.

**Table 8 - Maturity Profile of Defined Benefit Obligation**
**Rs. in Lakhs**

Expected Maturity over next (valued on undiscounted basis)	As at 31st March, 2018	As at 31st March, 2017
1 year	2.60	2.81
2 to 5 years	13.51	16.11
6 to 10 years	29.00	20.09
More than 10 years	91.16	67.76

The weighted average duration of the defined benefit gratuity plan as on 31st March, 2018 is 18.41 years (as on 31st March, 2017 is 19.01 years).

## 1. 37.2. Related Party Disclosures

### (a) Holding Company

B & A Ltd.

### (b) Key Management Personnel

Mr. Somnath Chatterjee*	- (Whole Time Director)
Mr. Debdeep Chowdhury*	- Company Secretary
Mr. Goutamanshu Mukhopadhyay*	- Chief Financial Officer (period- 01.09.17 to 31.3.18)
Mr. Siddhartha Gupta*	- Chief Financial Officer (period-01.04.17 to 22.06.17)

### (c) Non Executive, Independent Director

Mr. Anjan Ghosh\*\*

Mr. Amit Chowdhuri\*\*

### (d) Non Executive, Non Independent Director

Mrs. Anuradha Farley\*\* - Chairman

Mrs. Gargi Barooah\*\*

\*These are "Key Managerial Personnel" in terms of Sec 2(51) of the Companies Act, 2013.

\*\*These directors are not "Key Managerial Personnel" in terms of Sec 2(51) of the Companies Act, 2013

### (e) Other Related Parties

Barooahs & Associates Pvt. Ltd.

### (f) Transactions during the year and Balance at year end with Holding Company

Rs. in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017	1st April, 2016
Sale of paper sacks and flexi pouches B & A Ltd.	68.49	84.19	-
Interest on Loan taken B & A Ltd.	23.22	23.22	-
Reimbursement of Service Charges B & A Ltd.	0.90	0.90	-
Net Balance outstanding at the end of the year [ Dr. / (Cr.) ] B & A Ltd.	(231.13)	(205.24)	(229.81)

**(g) Transactions during the year with Key Managerial Personnel**

Rs. in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Short Term Employee Benefits		
Somnath Chatterjee	5.00	3.00
Debdip Chowdhury	6.30	5.10
Chhandak Nandi	-	16.70
Goutamanshu Mukhopadhyay	5.65	-
Siddartha Gupta	3.13	7.00
Post Employment Benefits		
Siddartha Gupta	0.10	0.43
Sitting Fees		
Anuradha Farley	0.40	0.15
Anjan Ghosh	2.78	2.14
Amit Chowdhury	2.72	2.14
Gargi Barooah	-	0.15
Dividends Paid		
Somnath Chatterjee	0.10	0.10
Gargi Barooah	0.01	0.01

\*Post Employment Benefits as above do not include amounts relating to defined benefit gratuity plan as actuarial valuation for gratuity plan is made for the Company as a whole.

**(h) Transactions during the year and Balance at year end with Other Related Parties**

Rs. in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Sales of Papersacks & Flexi Pouches Barooahs & Associates Pvt. Ltd.	13.04	2.07

### 37.3. Disclosure regarding Micro, Small and Medium Enterprises

Rs. in Lakhs

Particulars	Current Year	Previous Year
(a) The principal amount and interest due thereon, if any, remaining unpaid at the end of the period to any supplier who fall within the meaning of Sec 2(n) of the Micro, Small and Medium Enterprises Act, 2006 and who have informed the Company accordingly.	0.69	9.72
b) The amount of interest accrued and remaining unpaid at the end of the period	0.13	0.12
c) The amount of interest paid in terms of Sec 16, along with the amount of payment made to the supplier beyond the appointed day during the period.	–	–
d) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Micro and Small Enterprises.	–	–

### 37.4. Details of Consumption

Particulars	Current Year		Previous Year	
	Rs. In Lakhs	Percentage	Rs. In Lakhs	Percentage
Paper				
- Indigenous	631.13	14.30%	540.20	15.59%
- Imported	1107.03	25.09%	1096.70	31.65%
Other				
- Indigenous	2210.49	50.09%	1495.51	43.15%
- Imported	464.02	10.52%	333.10	9.61%
<b>Total</b>	<b>4412.67</b>	<b>100%</b>	<b>3465.51</b>	<b>100%</b>



### 37.5. Claims against the Company not acknowledged as Debts

Rs. in Lakhs

Particulars	31st March, 2018	31st March, 2017	1st April, 2016
Claims against the Company not Acknowledged as Debts			
Central Sales Tax Act for the period 2002-2003	3.34	3.34	3.34
Central Sales Tax Act for the period 2003-2004	3.58	3.58	3.58
Central Sales Tax Act for the period 2006 to 2008	0.95	0.95	0.95
Orissa Value added Tax for the period 2006 to 2008 pending under the forum of Commissioner of Sales Tax (appeal) Cuttack	1.38	1.38	1.38
Employees' State Insurance Act.(2002 – 2003)	0.61	0.61	0.61
Income Tax Act.(AY – 2009-2010)	0.35	0.35	0.35

### 37.6. Events occurring after the Balance Sheet Date

Refer to note no 36 for the final dividend for Financial Year 2017-18 of Rs. 0.50 / share, as recommended by the Board of Directors of the Company which is subject to approval of the shareholders in the ensuing Annual General Meeting.

### 37.7. Assets Pledged as Security

The carrying amounts of assets pledged as security for current and non-current borrowings are:-

Rs. in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<b>Current Assets</b>			
<i>Financial Assets</i>			
Trade Receivables (Refer Note 8)	1405.10	1107.31	1102.04
Cash and Cash Equivalents (Refer Note No. 9)	65.03	27.65	51.04
Bank Balances (Refer Note No. 10)	134.82	84.34	51.16
Loans (Refer Note No.11)	4.05	3.45	2.37
Other Financial Assets (Refer Note No. 12)	1.98	0.53	-
Other Current Assets (Refer Note No. 13)	197.56	102.18	94.18
<b>Total Charge on Financial Assets</b>	<b>1808.54</b>	<b>1325.46</b>	<b>1300.79</b>
<i>Non-Financial Assets</i>			
Inventories (Refer Note No. 7)	1804.31	1238.98	915.54
<b>Total Charge on Non-Financial Assets</b>	<b>1804.31</b>	<b>1238.98</b>	<b>915.54</b>
<b>Total Current Assets Pledged as Security</b>	<b>3612.85</b>	<b>2564.44</b>	<b>2216.33</b>
<b>Non-Current Assets</b>			
Property, Plant & Equipment (Refer Note No. 4)	1568.90	1599.74	1559.90
<b>Total Charge on Non-Current Assets</b>	<b>1568.90</b>	<b>1599.74</b>	<b>1559.90</b>
<b>Total Non-Current Assets Pledged as Security</b>	<b>1568.90</b>	<b>1599.74</b>	<b>1559.90</b>
<b>TOTAL ASSETS PLEDGED AS SECURITY</b>	<b>5181.75</b>	<b>4164.18</b>	<b>3776.23</b>

### 37.8. Fair Value Measurements

#### Financial Instruments by Category

Rs. in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<b>Financial Assets</b>			
<i>Measured at Amortised Cost</i>			
- Trade Receivables( Refer note 8)	1405.10	1107.31	1102.04
- Cash and Cash Equivalents(Refer Note No. 9)	65.03	27.65	51.04
- Bank Balances other than Cash and Cash Equivalents(Refer note 10)	141.84	88.91	54.06
- Loans(Refer Note No. 11)	4.05	3.45	2.37
<b>Total Financial Assets</b>	<b>1616.02</b>	<b>1227.32</b>	<b>1209.51</b>
<b>Financial Liabilities</b>			
<i>Measured at Amortised Cost</i>			
- Borrowings( Refer note 16 & 19)	1149.85	1159.73	1180.24
- Trade Payables(Refer Note No. 20)	1159.38	689.08	536.21
- Other Financial Liabilities(Refer Note No. 21)	164.19	126.33	216.61
<b>Total Financial Liabilities</b>	<b>2473.42</b>	<b>1975.14</b>	<b>1933.06</b>

### 37.9. Financial Risk Management

The Company's principal financial liabilities comprise of borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade receivables and cash & bank balances. The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company focuses on a system based approach to business risk management. Its financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business.

#### a. Market Risk

##### i. Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency exchange rates. The only source of foreign currency risk is import of raw materials. However, changes in foreign currency rates as at 31st March, 2018 and 2017 would not impact the profits for the periods so stated.

##### ii. Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from short term and long term borrowings with variable interest rate. The exposure of the Company's financial assets and liabilities as at 31st March 2018, 31st March 2017 and 1st April 2016 to interest rate risk are as follows:-

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate
Financial Assets	134.82	–	84.34	–	51.16	–
Financial Liabilities	258.00	921.85	258.00	932.18	258.00	1047.91
<b>Total</b>	<b>392.82</b>	<b>921.85</b>	<b>342.34</b>	<b>932.18</b>	<b>309.16</b>	<b>1047.91</b>

Increase / decrease of 50 basis points in interest rates (keeping all other variables constant) as at the balance sheet date would result in an impact (decrease / increase in case of net income) of Rs. 4.09 lakhs and Rs. 4.26 lakhs on profit before tax for the year ended 31st March, 2018 and 31st March, 2017 respectively.

### b. Credit Risk

Credit risk is the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The Company is exposed to credit risk for trade receivables and loans. None of the financial instruments of the Company result in material concentration of credit risks. Credit risk on receivables is minimum since sales are made after judging the credit worthiness of the customers or receiving advance payment. The history of defaults has been minimal and outstanding trade receivables are monitored on a regular basis. For credit risk on the loans to various parties the Company does not expect any material risk on account of non-performance by any of the parties.

### c. Liquidity Risk

Liquidity risk refers to the risk that the Company fails to honour its financial obligations in accordance with terms of contract. To mitigate such liquidity risk the Company maintains sufficient balance of cash and cash equivalents together with availability of funds through an adequate amount of committed credit facilities to meet its obligations when due. The table below provides the details regarding the remaining contractual maturities of significant financial liabilities as on the reporting date:-

Rs. in Lakhs

Particulars	Carrying Amount	Maturity less than 1 year	Maturity more than 1 year
<b>As at 1st April, 2016</b>			
Borrowings	1180.24	907.77	272.47
Trade Payables	536.21	536.21	–
Other Financial Liabilities	216.61	216.61	–
<b>Total</b>	<b>1933.06</b>	<b>1660.59</b>	<b>272.47</b>
<b>As at 31st March, 2017</b>			
Borrowings	1159.73	876.93	282.80
Trade Payables	689.08	689.08	–
Other Financial Liabilities	126.33	126.33	–
<b>Total</b>	<b>1975.14</b>	<b>1692.34</b>	<b>282.80</b>
<b>As at 31st March, 2018</b>			
Borrowings	1149.85	848.15	301.70
Trade Payables	1159.38	1159.38	–
Other Financial Liabilities	164.19	164.19	–
<b>Total</b>	<b>2473.42</b>	<b>2171.72</b>	<b>301.70</b>

### 37.10. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, general reserves. The primary objective of the Company is to maximise shareholders' value.

The Company manages its capital structure and makes adjustments in light of the changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

In order to achieve the overall objective as elicited above, the Company's capital management among other things, aims to ensure that it meets the financial covenants attached to interest bearing loans and borrowings that define the capital structure requirements. There have been no breaches in the financial covenants of any interest bearing loans and borrowings in the reported periods.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2018 and 31st March, 2017.

### 37.11. Reconciliation of Tax Expense and Accounting Profit multiplied by Tax Rate

Rs. in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Profit Before Tax	758.49	549.57
Tax at an average rate	250.78	181.70
Adjustments for amounts which are not (taxable)/deductible		
CSR Expenditure	3.12	-
Loss on Sale of Assets	7.59	8.10
Other Items	16.93	(16.51)
<b>Tax Expenses as per Profit &amp; Loss</b>	<b>278.42</b>	<b>173.29</b>

### 37.12. Operating Segments

The Company has two operating business segments that of manufacturing and selling of Paper Sacks and Flexible Laminates. Segment information has been provided in the financial statements which are presented in the financial report in note 37.18 in accordance with *Ind AS 108, Operating Segments*.

### 37.13. Comparability of Other Current Assets and Other Current Liabilities

Consequent to introduction of Goods and Service Tax during the financial year 2017-18, inter-state stock transfer of goods has become taxable with availability of input tax credit. As a result, movement in the figures of Other Current Assets and Other Current Liabilities is not comparable with that of earlier periods.

### 37.14. Loans, Advances, Trade & Other Receivables

No loans, advances, trade or other receivables were due from directors or other officers of the company either severally or jointly with any other person, except as has been disclosed. Nor any loans, advances, trade or other receivables were due from firms or private companies respectively in which any director is a partner, a director or a member, except as has been disclosed.

### 37.15. Details of Corporate Social Responsibility Expenditure

Rs. in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Amount required to be spent by the Company during the year	9.45	-
Amount spent during the period by the Company for:-		
(i) Construction / Acquisition of any asset:-		
(a) In Cash	9.45	-
(b) Yet to be paid in cash	-	-
	9.45	-
(ii) Purposes other than (i) above:-		
(a) In Cash	-	-
(b) Yet to be paid in cash	-	-
<b>Total Amount Spent [(i) + (ii)]</b>	<b>9.45</b>	<b>-</b>

### 37.16. Details of Payment to Auditor

Rs. in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
As Auditor:-		
Audit Fees	1.00	0.91
Tax Audit Fees	0.20	0.14
In other capacity:-		
Certification Fees	0.72	0.59
<b>Total</b>	<b>1.92</b>	<b>1.64</b>

### 37.17. Forex Information

Rs. in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
a) Value of Imports on C.I.F basis		
Raw Materials	1794.12	1645.80
b) Earnings in Foreign Currency		
Export of Goods (F.O.B basis)	-	-
C) Expenditure in Foreign Currency		
Travelling	0.94	0.29
Subscription	-	1.51
<b>Total</b>	<b>1795.06</b>	<b>1647.60</b>

**37.18** The Company has two segments viz. Paper Sacks and Flexible Laminates in terms of AS-17 of Companies (Accounting Standards) Amendment Rules 2016. Segments are identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

(Rs. in lakhs)

Particulars	Paper Sacks		Flexible Laminates		Other/Unallocable		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
<b>SEGMENT REVENUE</b>								
Gross Turnover	4,868.39	4,406.73	2,069.43	1,474.86	34.71	8.34	6,972.53	5,889.93
Less: Excise Duty	123.00	394.09	51.43	154.64	—	—	174.43	548.73
Net Turnover	4,745.39	4,012.64	2,018.00	1,320.22	34.71	8.34	6,798.10	5,341.20
<b>Segment Results [Profit/(Loss) Before Tax &amp; Finance Cost]</b>								
Profit/(Loss) Before Tax & Finance Cost	789.21	686.58	130.40	31.64	—	—	919.61	718.22
Less: Finance Costs	—	—	7.88	8.75	153.24	168.09	161.12	176.84
Profit/(Loss) Before Tax	789.21	686.58	122.52	22.89	(153.24)	(168.09)	758.49	541.38
Segment Assets	2,841.62	2,366.74	2,373.07	1,803.16	168.35	115.39	5,383.04	4,285.29
Segment Liabilities	3,130.12	2,916.09	1,933.21	1,047.17	319.71	322.03	5,383.04	4,285.29

**37.19** Previous years figures have been regrouped and rearranged wherever considered necessary.

In term of our report of even date.

**For GHOSAL, BASU & RAY**

Chartered Accountants  
FRN:315080E

**A. Ray**

Partner

Membership No. 52204  
Kolkata, 19th May, 2018

**Anjan Ghosh**

Director

**Somnath Chatterjee**

Wholesale Director

**Anuradha Farley**

Chairman

**G. Mukhopadhyay**

Chief Financial Officer

**D. Chowdhury**

Company Secretary



**baggage**

new-age packaging solutions

B&A Packaging India limited



# BOOK POST



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