

Balmer Lawrie

ANNUAL REPORT 2008-09



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक प्रतिष्ठान)



Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)



Vision

To be a respectable corporate entity having market leadership with global foot prints in the chosen areas of operations, consistently delivering shareholder value, with a high degree of environmental and social responsibility.

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Mission

To gain market leadership in all business segments, make them robust and thereby surpass a turnover of Rs. 2000 crore and profit before tax of Rs. 200 crore by 2010.

In this journey, foster a century old tradition of deep-rooted commitment to business values, employee pride in the organization and advancement of social benefits.



Board of Directors : Shri S. K. Mukherjee, Managing Director
 Shri M. Singh, Govt. Nominee Director
 Shri VLVSS Subba Rao, Govt. Nominee Director
 Shri P. Radhakrishnan, Director (Service Businesses)
 Shri V. N. Sharma, Director (Manufacturing Businesses)
 Shri K. Subramanyan, Director (Finance)
 Shri K. C. Murarka, Independent Director
 Shri Arun Seth, Independent Director
 Shri M. P. Bezbaruah, Independent Director
 Shri P. K. Bora, Independent Director
 Shri Asish K. Bhattacharyya, Independent Director
 Smt. Abha Chaturvedi, Independent Director

Company Secretary : Shri Amit Ghosh

Registered Office : Balmer Lawrie House
 21, Netaji Subhas Road
 Kolkata - 700 001

Bankers : Allahabad Bank
 Bank of Baroda
 Canara Bank
 HDFC Bank Limited
 IndusInd Bank
 Standard Chartered Bank
 State Bank of India
 The Hongkong and Shanghai
 Banking Corporation Limited
 United Bank of India
 Vijaya Bank

Statutory Auditors : Messrs Gupta & Co.
 53A, Mirza Ghalib Street, Flat No. 3C
 Kolkata - 700 016

Branch Auditors : Messrs Murali Associates
 Flat G-1, Krishna, No. 28
 Old No. 56, Second Main Road
 R. A. Puram
 Chennai - 600 028
 Messrs Jain & Jain
 601, Jolly Bhavan No. 2
 51, New Marine Lines, Churchgate
 Mumbai - 400 020
 Messrs H. S. Rastagi & Co.
 4654/21, Dariagung
 New Delhi - 110 002

Internal Auditors : Messrs L. B. Jha & Co.
Chartered Accountants
 DG-1 & EG-3, Gillander House
 8, Netaji Subhas Road
 Kolkata - 700 001

Registrar & Share Transfer Agent : Link Intime India Pvt. Ltd.
 (Formerly known as Intime Spectrum Registry Limited)
 59C, Chowringhee Road, 3rd Floor
 Kolkata - 700 020

Key Management Personnel

Name	Qualification	Designation	Age (in completed years)	Total no. of years of experience	Total no. of years of experience in the Company
S. K. Mukherjee	B Com, AICWA	Managing Director	57	40	33
P. Radhakrishnan	B A, DSW	Director (Service Businesses)	59	36	25
V. N. Sharma	BE (Chem) MBA	Director (Manufacturing Businesses)	57	34	34
K. Subramanyan	B Com, ACA	Director (Finance)	57	31	29
P. P. Sahoo	M A (PM & IR), LLB	Executive Director (Human Resource)	55	31	22
G. Roy	B Tech (Hons) Mech. Engg.	Executive Director (Technical)	59	38	29
N. Gupta	B Com ACA	Executive Director (Logistics Services)	54	29	29
V. Sinha	BA MBA (Mktg.)	Executive Director (Logistics Infrastructure)	54	31	3
A. Dayal	B A, Dip. in Mktg. Mgmt.	Executive Director (Industrial Packaging)	54	33	10
J. G. Arora	B A	Executive Director (Travel and Tours)	59	37	35
K. Gopinathan	B Sc (Engg.) (Mech.)	Executive Director (Lubes)	57	33	29
S. Ravikumar	ME (Chem.)	General Manager (Chennai)	55	31	26
A. Dasgupta	B Com, ACA	General Manager (Finance)	58	34	34
H. K. Bhoklay	B Sc (Hons.) PGDM	General Manager (Strategic Planning)	54	31	31
A. Sengupta	BME, PGDBM, PGDHRM	General Manager (Operation)	54	30	8
Amit Ghosh*	B Com (Hons.) ACA, ACS	Company Secretary	54	29	2

*On deputation from Indian Oil Corporation Limited, IBP Division.

Notice of 92nd Annual General Meeting to the Members

NOTICE is hereby given that the 92nd Annual General Meeting of the members of Balmer Lawrie & Co. Limited will be held at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhury Avenue, Kolkata – 700 019, on Thursday, 24 September, 2009, at 10.30 a.m. to transact the following: -

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as on 31 March 2009 and the Profit and Loss Account for the financial year ended 31 March 2009 and the reports of the Auditors and the Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri M. Singh, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri K Subramanyan, who retires by rotation and being eligible, offers himself for reappointment.
5. To fix remuneration of the Auditors for the financial year 2009-10 and to pass, with or without modification(s), the following Resolution:

As an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 619, read with Section 224(8)(aa) of the Companies Act, 1956 (“the Act”), the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Auditors appointed under Section 619 of the Act, by the Comptroller and Auditor General of India including the cost of reimbursement of out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the financial year 2009-10 by the said Auditors.”

SPECIAL BUSINESS :

To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions:

6. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri VLVSS Subba Rao, a non-executive Government Director, be and is hereby appointed a Director, whose period of office shall be subject to determination by retirement of directors by rotation.”

7. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri K. C. Murarka be and is hereby appointed a Director, whose period of office shall be subject to

determination by retirement of directors by rotation.”

8. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri Arun Seth be and is hereby appointed a Director, whose period of office shall be subject to determination by retirement of directors by rotation.”

9. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri M. P. Bezbaruah be and is hereby appointed a Director, whose period of office shall be subject to determination by retirement of directors by rotation.”

10. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri P. K. Bora be and is hereby appointed a Director, whose period of office shall be subject to determination by retirement of directors by rotation.”

11. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri Asish K. Bhattacharyya be and is hereby appointed a Director, whose period of office shall be subject to determination by retirement of directors by rotation.”

12. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Smt. Abha Chaturvedi be and is hereby appointed a Director, whose period of office shall be subject to determination by retirement of directors by rotation.”

Registered Office :
Balmer Lawrie House
21, Netaji Subhas Road
Kolkata - 700 001
21st August 2009

By Order of the Board
Balmer Lawrie & Co. Ltd.

Amit Ghosh
Company Secretary

Balmer Lawrie & Co. Ltd.**Notes :****1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN HIS STEAD, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. Proxies, in order to be effective, must be received at the Registered Office, not less than 48 hours before the Meeting.
3. Dividend on equity shares as recommended by the Board of Directors for the financial year ended 31 March 2009, when declared at the Meeting, will be paid to those Members, whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company/Registrar & Share Transfer Agent, on or before the close of business hours on 13 September 2009 and in respect of shares held in electronic form, to those 'Deemed Members', whose names appear in the statement of Beneficial Ownership to be furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the end of business hours on 13 September 2009.
4. Members are requested to:
 - I. Intimate on or before 13 September 2009, to the Registrar & Share Transfer Agent of the Company viz.,

Link Intime India Pvt. Ltd.

(Formerly named as Intime Spectrum Registry Limited)
 59C, Chowringhee Road, 3rd floor, Kolkata-700 020
 Telefax : (033) 2289 0539, (033) 2289 0540
 e-mail: kolkata@linkintime.co.in) :-

- (a) Change in their address (including PIN Code), mandate, etc. with requisite documentary proof;
 - (b) Bank account number, name and address of the bank;
 - (c) Contact phone number(s) and e-mail ID.
- II. Quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.
 - III. Bring their copies of Annual Report and show Attendance Slip and Entry Pass at the entrance of the venue of the Meeting. Annual Report shall not be distributed at the venue of the Meeting.
 - IV. Note that the Register of Members and Share Transfer Books shall remain closed from 14 September 2009 to 24 September, 2009 (both days inclusive).
 - V. Note that unclaimed dividend relating to final dividend paid on 28 September 2001 has been transferred to the Investor Education and Protection Fund on 8 December 2008. Further, the amount of unclaimed final dividend relating to the final dividend paid on 3 October 2002 is due for transfer to the Investor Education and Protection Fund of the Central Government pursuant to Section 205C of the Companies Act, 1956 on 3 October 2009.
 - VI. Note that though in terms of Sections 224(8)(aa) and 619 of the Act, in case of a Government Company, the Comptroller and Auditor General of India is to appoint the Auditor(s), the remuneration payable to the Auditors is required to be fixed by the Company at a general meeting. Item no.5 under the ordinary business has been included accordingly as an Ordinary Resolution.

Explanatory Statement

Under Section 173 (2) of the Companies Act, 1956

[Forming Part of the Notice to the Members]

Item No. 6

Shri VLVSS Subba Rao, Master in Economics, Member of Indian Economic Services, was appointed as Government Nominee Director based on direction from the Ministry of Petroleum & Natural Gas, Government of India on 13 October 2008.

Pursuant to Section 260 of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, Shri Subba Rao shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Companies Act, 1956 ("the Act"), proposing the appointment of Shri Subba Rao as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The letter dated 13 October 2008 received in this regard for the appointment of Shri Subba Rao, from the Ministry of Petroleum & Natural Gas, Government of India, as non-executive Government Nominee Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval.

Except Shri Subba Rao, no other Director is interested or concerned in the Resolution.

Item No. 7

Shri K. C. Murarka, Bachelor of Science, was appointed on 26 December 2008 as non-official part-time Independent Director based on direction from the Ministry of Petroleum & Natural Gas, Government of India.

Pursuant to Section 260 of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, Shri Murarka shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Murarka as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The letter dated 14 November 2008 received in this regard for the appointment of Shri Murarka from the Ministry of Petroleum & Natural Gas, Government of India, as part-time non-executive Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Murarka would remain an Independent Director of the Company.

Except Shri Murarka, no other Director is interested or concerned in the Resolution.

Item No 8

Shri Arun Seth, Bachelor of Technology, Master in Business Administration, was appointed on 26 December 2008 as non-official part-time Independent Director based on direction from the Ministry of Petroleum & Natural Gas, Government of India.

Pursuant to Section 260 of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, Shri Seth shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Seth as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The letter dated 14 November 2008 received in this regard for the appointment of Shri Seth from the Ministry of Petroleum & Natural Gas, Government of India, as part-time non-executive Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Seth would remain an Independent Director of the Company.

Except Shri Seth, no other Director is interested or concerned in the Resolution.

Item No. 9

Shri M. P. Bezbaruah, Master of Arts, Masters in Public Administration and a retired IAS, was appointed on 26 December 2008 as non-official part-time Independent Director based on direction from the Ministry of Petroleum & Natural Gas, Government of India.

Pursuant to Section 260 of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, Shri Bezbaruah shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Bezbaruah as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The letter dated 14 November 2008 received in this regard for the appointment of Shri Bezbaruah from the Ministry of Petroleum & Natural Gas, Government of India, as part-time non-executive director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

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Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Bezbaruah would remain an Independent Director of the Company.

Except Shri Bezbaruah, no other Director is interested or concerned in the Resolution.

Item No. 10

Shri P. K. Bora, Master of Arts (English), Retired IAS, was appointed on 26 December 2008 as non-official part-time Independent Director based on direction from the Ministry of Petroleum & Natural Gas, Government of India.

Pursuant to Section 260 of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, Shri Bora shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Bora as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The letter dated 14 November 2008 received in this regard for the appointment of Shri Bora from the Ministry of Petroleum & Natural Gas, Government of India, as part-time non-executive Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Bora would remain an Independent Director of the Company.

Except Shri Bora, no other Director is interested or concerned in the Resolution.

Item No. 11

Shri Asish K. Bhattacharyya, FCA, FICWA, Master of Commerce, D.Phil. and Diploma in Management Accounting (ICA) was appointed on 26 December 2008 as non-official part-time Independent Director based on direction from the Ministry of Petroleum & Natural Gas, Government of India.

Pursuant to Section 260 of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, Shri Bhattacharyya shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Bhattacharyya as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The letter dated 14 November 2008 received in this regard for the appointment of Shri Bhattacharyya from the Ministry of Petroleum & Natural Gas, Government of India, as part-time non-executive Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Bhattacharyya would remain an Independent Director of the Company.

Except Shri Bhattacharyya, no other Director is interested or concerned in the Resolution.

Item No. 12

Smt. Abha Chaturvedi, Ph. D was appointed on 26 December 2008 as non-official part-time Independent Director based on direction from the Ministry of Petroleum & Natural Gas, Government of India.

Pursuant to Section 260 of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, Smt. Chaturvedi shall hold her office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Smt. Chaturvedi as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The letter dated 14 November 2008 received in this regard for the appointment of Smt. Chaturvedi from the Ministry of Petroleum & Natural Gas, Government of India, as part-time non-executive Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Smt. Chaturvedi would remain an Independent Director of the Company.

Except Smt. Chaturvedi, no other Director is interested or concerned in the Resolution.

Brief details of the Directors seeking Re-appointment/Appointment at the 92nd Annual General Meeting to be held on 24 September 2009

Name	Shri M. Singh	Shri K. Subramanyan	Shri VLVSS Subba Rao
Date of Birth	28 July 1963	17 November 1952	9 June 1961
Date of Appointment on the Board	21 February 2006	30 December 2005	13 October 2008
Date of last re-appointment at the Annual General Meeting	21 September 2006	21 September 2006	N.A.
Qualification	<ul style="list-style-type: none"> ■ Bachelor of Arts ■ Masters in Public Administration ■ LL.B ■ Member of the IAS (1989 batch) 	<ul style="list-style-type: none"> ■ Bachelor of Commerce ■ Chartered Accountant (ACA) 	<ul style="list-style-type: none"> ■ Master in Economics ■ Member of Indian Economic Services
Expertise in specific functional areas	He has a working experience of 20 years during which he has developed expertise in the functional areas of Law, Public Administration and Management.	He has a working experience of 31 years during which he has developed expertise in the functional areas of Accounts & Finance, Taxation and General Management.	He has a working experience of 22 years during which he has developed expertise in the functional areas of Finance, Project Appraisal, Trade Logistics, Training and Economic Administration

Name	Shri K. C. Murarka	Shri Arun Seth	Shri M. P. Bezbaruah
Date of Birth	10 August 1945	19 November 1951	1 December 1941
Date of Appointment on the Board	26 December 2008	26 December 2008	26 December 2008
Qualification	<ul style="list-style-type: none"> ■ Bachelor of Science 	<ul style="list-style-type: none"> ■ Bachelor of Technology ■ Master in Business Administration 	<ul style="list-style-type: none"> ■ Master of Arts ■ Master in Public Administration ■ IAS (retired)
Expertise in specific functional areas	He has a working experience of 40 years during which he has gained expertise in the areas of marketing, research & development with specialization in manufacturing of dyes and chemicals.	He has a working experience of 28 years including experience in the Telecom Industry in the course of which Shri Seth has developed commercial and technical expertise in Information Technology and Telecommunication.	He is a retired IAS and has a working experience of 37 years in the area of civil services.

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Name	Shri P. K. Bora	Shri Asish K. Bhattacharyya	Smt Abha Chaturvedi
Date of Birth	1 August 1942	11 April 1950	23 November 1949
Date of Appointment on the Board	26 December 2008	26 December 2008	26 December 2008
Qualification	<ul style="list-style-type: none"> ■ Master of Arts (English) ■ IAS (retired) 	<ul style="list-style-type: none"> ■ FCA ■ FICWA ■ Master of Commerce ■ D. Phil. ■ Diploma in Management Accounting (ICA) 	<ul style="list-style-type: none"> ■ Ph. D
Expertise in specific functional areas	He is a retired IAS and has a working experience of 40 years during which he has gained expertise in Development Administration and Financial Administration as also in Tea and Tourism Industries.	Shri Bhattacharyya has a working experience of 36 years during which he has acquired expertise in Accounting, Finance, Business Valuation and Corporate Governance.	She has a working experience of over 38 years in the areas of teaching, research and management consultancy. Her areas of specialization are Human Resource, Organization Behaviour and Organization Sociology.

