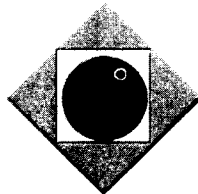


43rd

Annual Report 2002-2003



Balmer Lawrie-Van Leer Limited

43rd Annual Report 2002 - 2003

CONTENTS

	Page No.
Notice	1
Directors' Report	4
Report on Corporate Governance	6
Management Discussion & Analysis	11
Auditor's Report	12
Balance Sheet	14
Profit and Loss Account	15
Schedules	16
Notes to the Accounts	23
Cash Flow Statement	32
Statement relating to Subsidiary Company	34
Reports and Accounts of Subsidiary Company - Proseal Closures Ltd.	35
Consolidated Accounts	49

REGISTRARS

IIT Corporate Services Ltd.,
Protoprima Chambers, 2nd Floor, Suren Road,
Near Cine Magic Theatre, Andheri (East),
Mumbai - 400 093.
Tel. : 2683 5599 / 1416 • Fax : 2684 8375

REGISTERED OFFICE

L.U. Gadkari Marg,
Mahul, Chembur,
Mumbai - 400 074.
Tel.: 2554 3043, 2554 4044-47
Fax: 2554 3984
E-mail : blvl@bom2.vsnl.net.in

WORKS

Tri-Sure Division:

L.U. Gadkari Marg,
Mahul, Chembur,
Mumbai - 400 074.
Tel.: 2554 3043, 2554 4044-47
Fax: 2554 3984

Valerex Division:

D-195/2, T.T.C. Indl. Area,
Turbhe, P.O. Box 43,
Navi Mumbai - 400 705.
Tel.: 2763 0035-37
Fax: 2763 0038

BOARD OF DIRECTORS

D. S. van Griethuysen
Chairman

P. K. Bishnoi
Vice-Chairman

P. B. Anand Rao
Managing Director

R. L. Dhawan

T. J. Armstrong

N. P. Singh

U. R. Kapadia

N. P. Sarda

P. G. Mehta

P. V. Narayanan

MANAGEMENT TEAM

M. N. Menon
Sr. Vice-President (Marketing)

Ajit Shah
General Manager (Operations — Valerex Division)

V. Venkataramanan
General Manager (Finance)

Sharath Kumar N.
General Manager (Operations - Closure Division)

COMPANY SECRETARY

R. U. Lakhwani

AUDITORS

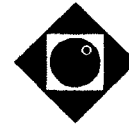
M/s. Price Waterhouse
Chartered Accountants

BANKERS

Hongkong Bank
Bank of India

Balmer Lawrie-Van Leer Limited

Regd. Office : L. U. Gadkari Marg, Mahul, Mumbai - 400 074.



Dear Member,

Ref. : Payment of Dividend through Electronic Clearing Service (ECS)

As you are aware Securities and Exchange Board of India (SEBI) vide their circular no. DCC/FITT/CIR-3/2001 dated 15-10-2001 has made it mandatory for all companies to use the bank account details furnished by the investors for distributing dividends through ECS to the Investors wherever ECS and bank details are available. In the absence of ECS facility, companies are required to print the bank account details, if available, on the payment instrument, for distribution of dividends to the investors.

With a view to safeguard our mutual interest, we would strongly recommend that you avail of the ECS facility which has been introduced by the Reserve Bank of India. The facility presently is available at Ahmedabad, Bangalore, Bhubaneshwar, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Kolkata, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram. In case of shareholders staying at locations not currently covered by the ECS, the bank account details will be used for suffixing along with the name of shareholders on the dividend warrants issued in future.

ECS DETAILS FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

Shareholders are requested to complete the form printed overleaf and send the same back along with a xerox copy of Blank cancelled cheque by post or hand delivery to the Registrars & Share Transfer Agents of the Company at the following Address :


IIT CORPORATE SERVICES LTD.
Unit : Balmer Lawrie-Van Leer Limited
 Protoprima Chambers, 2nd Floor, Suren Road,
 Near Cine Magic Theatre, Andheri (East),
 Mumbai - 400 093.

ECS DETAILS FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

Shareholders are requested to provide the details to NSDL/CDSL as the case may be through their respective Depository Participant. **Shareholders are also requested to note that changes directly intimated to the Company or its Registrars will not be considered.**

For BALMER LAWRIE-VAN LEER LIMITED

R. U. LAKHWANI
COMPANY SECRETARY

ECS MANDATE FORM									
1.	Name of the Shareholder (In Block Letters)								
2.	Folio No.								
3.	No. of Shares								
4.	Bank Name								
5.	Branch Name								
6.	Account Number (as appearing on Cheque Book)								
7.	Ledger Folio No. of the Account (If appearing on Cheque Book)								
8.	Account type (Please Tick ✓) (S. B. Account/Current Account or Cash Credit) with Code 10/11/13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
		Savings Bank 10			Current 11		Cash Credit 13		
9.	9-Digit Code Number of the Bank & Branch appearing on the MICR Cheque issued by the Bank (<u>Please attach photocopy of a cheque or a blank cancelled cheque issued by your Bank relating to your above Account for verifying the accuracy of the code number</u>)								

I agree to avail of the Electronic Clearing Service Introduced by RBI with respect to payment of dividend to me.

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons beyond the control of the Company, I would not hold Balmer Lawrie-Van Leer Limited responsible.

Date : _____

Signature of the Sole/First Shareholder

FORM 2B
(See rules 4CCC and 5D)
NOMINATION FORM

(To be filled in by individual(s) applying singly or jointly)

I/We _____ and
 _____ and
 _____ the holders of shares bearing numbers _____ of Balmer Lawrie-Van Leer Limited
 wish to make a nomination and do hereby nominate the following person(s) in whom all rights of transfer and/or amount
 payable in respect to shares shall vest in the event of my or our death.

Name(s) and Address(s) of Nominee(s)

Name : _____ Folio No./Client ID : _____

Address : _____

Date of Birth* : _____

*(To be furnished in case the nominee is a minor)

** The Nominee is minor whose guardian is

Name : _____

Address : _____

** To be deleted if not applicable)

Signature : 1. _____ 2. _____ 3. _____

Name : 1. _____ 2. _____ 3. _____

Address : _____

Date : / / 2003

Address, Name and Signature of witnesses :

(Name and Address)	Signature with Date
1. _____	1. _____
2. _____	2. _____

INSTRUCTIONS :

- The Nomination can be made by individuals only applying/holding shares on their own behalf singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of HUF, holder of power of attorney cannot nominate. If the shares are held jointly, all joint holders will sign the nomination form. Space is provided as a specimen, if there are more joint holders more sheets can be added for signatures of holders of shares and witness.
- A minor can be nominated by a holder of shares and in that event the name and address of the Guardian shall be given by the holder.
- The nominee shall not be a trust, society, body corporate, partnership firm, Karta of HUF, or a power of attorney holder. A non-resident Indian can be a nominee on re-patriable basis.
- Nomination stands rescinded upon transfer of shares.
- Transfer of shares in favour of a nominee shall be valid discharge by a company against the legal heir.
- The intimation regarding Nomination/Nomination form shall be filed in duplicate with Company/Registrars and Share Transfer Agents of the Company who will return one copy thereof to the shareholder.

Balmer Lawrie-Van Leer Limited

Registered Office : L. U. Gadkari Marg, Mahul, Chembur, Mumbai - 400 074.



ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP IN ALL RESPECTS AND
HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

REGD. FOLIO NO./CLIENT ID :
DP ID NO. :
NAME :
ADDRESS :

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 43rd ANNUAL GENERAL MEETING of the Company.

Venue : Babasaheb Dahanukar Sabhagriha,
Maharashtra Chamber of Commerce, Orion House,
6th Floor, 12, K. Dubash Marg (Kala Ghoda),
Fort, Mumbai 400 001.

Date : Tuesday, July 29, 2003 at 3.30 p.m.

NAME OF THE SHAREHOLDER/PROXY (IN BLOCK LETTERS)

SIGNATURE OF THE SHAREHOLDER OR PROXY

✂----- CUT HERE -----✂

Balmer Lawrie-Van Leer Limited

Registered Office : L. U. Gadkari Marg, Mahul, Chembur, Mumbai - 400 074.



PROXY FORM

I/We
of in the district of being a Member/Members of
the above named Company, hereby appoint of
in the district of or failing him/her, of in
the district of as my/our Proxy to attend and vote for me/us and on my/our behalf at the
43rd ANNUAL GENERAL MEETING of the Company at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of
Commerce, Orion House, 6th Floor, 12, K. Dubash Marg (Kala Ghoda), Fort, Mumbai-400 001 on Tuesday, July 29,
2003 at 3.30 p.m. and at any adjournment thereof.

Signed this day of 2003.

Regd. Folio/Client ID No. :

DP ID No. :

No. of Shares :

Signature

Please
affix Re.1/-
Revenue
Stamp

Note : The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the
commencement of the Meeting.



NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the Members of Balmer Lawrie - Van Leer Limited, will be held at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Orion House, 6th floor, 12 K. Dubash Marg (Kala Ghoda), Fort, Mumbai-400 001, on Tuesday, 29th July, 2003 at 3.30 p.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2003, the Profit and Loss Account for the year ended on that date together with Report of the Directors & Auditors thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Mr. T. J. Armstrong, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. N. P. Singh, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution :

"RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants, 1102, Raheja Chambers, Nariman Point, Mumbai-400 021, the retiring Auditors be and are hereby re-appointed Auditors for the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be determined by the Board in consultation with them, plus reimbursement of out of pocket expenses incurred by them for the purpose of audit of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT subject to the provision of the Securities Contracts (Regulation) Act, 1956, Listing Agreements with the Stock Exchanges and Guidelines/Rules of the Securities and Exchange Board of India and all other applicable laws, rules, regulations and guidelines as may be applicable and subject to such approvals as may be required, consent of the Company be and is hereby accorded to the Board of Directors to de-list Equity shares of the Company from the Stock Exchanges at Kolkata, Ahmedabad, Chennai at one time or from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do such acts, deeds and things that may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of

Association of the Company be and are hereby altered in the manner and to the extent as given below:

The following new Article No. 102A be inserted after the existing Article No. 102 :

Article No. 102A : Passing of resolutions by postal ballot.

- i) Notwithstanding anything contained in these Articles, pursuant to Section 192A of the Companies Act, 1956, the Company may, and in case of matters relating to such business as the Central Government may, by notification, declare, or any other statutory authority stipulate to be conducted only by postal ballot (including electronic voting), shall, get any resolution passed by means of postal ballot (including voting by electronic mode) instead."
 - ii) If resolution is assented by the stipulated majority of the shareholders by means of postal ballot (including electronic mode), it shall be deemed to have been duly passed at a General Meeting in that behalf.
8. To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution:
- "RESOLVED THAT pursuant to Section 163 of the Companies Act, 1956 (the Act) the Company hereby approves that the Register and Index of Members, Register and Index of Debenture holders, copies of all Annual Returns prepared under Section 159 of the Act, together with copies of certificates and documents required to be annexed thereto under Section 161 of the Act, be kept at the office premises of the proposed Registrars and Share Transfer Agents to the Company, M/s. Sharepro Services, Satam Industrial Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099 from such date as may be decided by the Board of Directors and notified to the members, instead of being kept with the present Registrars M/s. IIT Corporate Services Ltd., Protoprima Chambers, 2nd Floor, Suren Road, Near Cine Magic Theatre, Andheri (East), Mumbai - 400 093."

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement setting out the material facts concerning the special business mentioned under item No. 6, 7 and 8 of the Notice as required under Section 173(2) of the Companies Act, 1956 is annexed hereto.
3. The Register of Members and Transfer Books of the Company will be closed from Thursday, 17th July, 2003 to Tuesday, 29th July, 2003 (both days inclusive).

43rd Annual Report 2002 - 2003

The Dividend on shares as recommended by the Board of Directors, if declared at the meeting, is payable in respect of shares in physical form, to those members who hold shares and are entitled to the same and whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers lodged with the Company on or before close of business hours of 16th July, 2003 and in respect of shares held in electronic form to those Members whose names appear in the statement of Beneficial Ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Dividend warrants will be sent within 30 days of declaration of dividend.

The Finance Bill, 2003 has amended Section 194 of the Income Tax Act, 1961 by inserting a proviso to the effect that no tax will be deducted on any dividends declared, distributed or paid on or after 1st April, 2003. Hence, no tax would be deducted at source on the dividend payable to the shareholders.

4. Members are requested to notify immediately any change in the address to the Registrars M/s. IIT Corporate Services Ltd., 2nd Floor, Protoprima Chambers, Suren Road, Near Cine Magic Theatre, Andheri (East), Mumbai - 400 093, or to their Depository Participants in case shares are held in electronic form on or before 16th July, 2003.
5. **Members are requested to furnish details of their bank account, as dividends are now required to be disbursed through the Electronic Clearing Service (ECS). A self explanatory covering letter along with an ECS Mandate form is enclosed. Members are requested to kindly furnish the required details before 16th July, 2003 to the Company's Registrars & Share Transfer Agents, M/s. IIT Corporate Services Ltd.**
6. Members are requested to encash the dividend warrants immediately on receipt, as dividends remaining unclaimed for seven years from the date they first became due for payment are now required to be transferred to the "Investor Education and Protection Fund" established by the Central Government under the amended provisions of the Companies Act, 1956. Members shall not be able to claim any unpaid dividend from the said fund or the Company thereafter.
7. It may be noted that all dividends unclaimed for a period of seven years are to be transferred by the Company to the Investor Education & Protection Fund (the Fund) established by the Central Government, as provided for under Section 205C of the Companies Act, 1956. Accordingly all unclaimed dividends upto 1994-95 have been transferred by the Company to the Fund in the manner prescribed in the said Section 205C of the Act.

8. Members are requested to bring their copy of the Annual Report to the Meeting.
9. Members/Proxies are requested to deposit the enclosed attendance slip duly filled-in and signed, at the entrance of the meeting venue.
10. Members intending to require information about Accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.
11. Members who hold shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares singly are advised to avail of the nomination facility by filing in the enclosed form 2B in their own interest. Members holding shares in demat form may contact their respective depository for recording of nomination.
12. Members holding shares in the same name(s) under different folios are requested to apply for consolidation of such folios and send relevant share/debenture certificates.

By Order of the Board of Directors
For **Balmer Lawrie - Van Leer Limited**

R. U. Lakhwani
Company Secretary

Mumbai,
Dated : May 22, 2003

Registered Office:
L. U. Gadkari Marg
Mahul, Chembur
MUMBAI-400 074.



EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 5 :

In terms of Section 224 A of the Companies Act, 1956, if not less than 25% of the subscribed capital is held either singly or jointly or in combination by public financial institutions, government companies, etc., then the appointment or re-appointment of the auditors of that Company has to be made by a special resolution.

In the case of the Company, the combined holding of the aforesaid categories of shareholders exceeds 25% of the subscribed capital. Hence, it is necessary to pass a special resolution to re-appoint Messrs Price Waterhouse, as the Auditors of the Company.

The Shareholders approval is also being sought to authorise the Board of Directors to determine the remuneration payable to the Auditors in consultation with them.

As required under Section 224 of the Act, certificates have been received from the Auditors to the effect that their re-appointments, if made, will be in accordance with limits specified in Section 224 of the Act.

The Board of Directors recommend the resolution for approval of Members.

None of the Directors is in any way concerned or interested in this resolution.

Item No. 6 :

The Securities and Exchange Board of India (SEBI) had notified "Delisting of Securities Guidelines" – 2003 during February, 2003 ("The Guidelines"). As per the Guidelines, a Company may seek voluntary delisting of its securities from all or some of the stock exchanges and further that an exit opportunity is not required to be provided in cases where such securities continue to be listed at a stock exchange having nation wide terminals i.e. The Stock Exchange Mumbai (BSE), the National Stock Exchange and any other stock exchange(s) that may be prescribed / specified by SEBI in this regard.

As the members are aware, the Company is presently listed on the Stock Exchanges of Mumbai / Kolkata / Ahmedabad / Chennai. It has been observed that the shares of the Company are not traded in a material way regularly in the Stock Exchanges other than the Stock Exchange in Mumbai (BSE). With an extensive net work of the BSE terminals, investors have access to trade and deal in the Company's securities across the country. The trading volume of equity shares on the Stock Exchanges other than BSE is almost non-existent.

In the light of the above it is felt that continuing listing with the Stock Exchanges other than on BSE does not provide for any significant tangible advantages to the members of the Company. It is therefore proposed to delist equity shares of the Company from all Stock Exchanges other than BSE. Shareholders approval is being sought by a Special Resolution to enable voluntary delisting of the equity shares from other Stock Exchanges other than BSE. This would be subject to the fulfilment of compliance of SEBI regulations and other formalities as may be required.

The Board of Directors recommend the resolution for approval of Members.

None of the Directors is in any way concerned or interested in this resolution.

Item No. 7 :

The new section 192A has been inserted in the Companies Act, 1956, wherein certain matters can be transacted by the Company only through a resolution passed by postal ballot.

The new article 102A is proposed to be inserted to meet the foregoing requirements for passing of certain resolutions by postal ballot.

According to section 31 of the Companies Act it is necessary to pass a Special Resolution to amend any of the provisions of the Articles of Association.

The Board of Directors recommend the resolution for approval of Members.

None of the Directors is in any way concerned or interested in this resolution.

Item No. 8 :

Presently the Registrars & Share Transfer Agents of the Company are IIT Corporate Services Ltd. To provide better services to investors, it is recommended to appoint M/s. Sharepro Services as the new Registrars.

Approval of the Members is sought in terms of Section 163 of the Companies Act, 1956 (Act) for keeping the Company's Register of Members and other returns, books, certificates and documents pertaining thereto in the office of the proposed Registrars & Share Transfer Agents M/s. Sharepro Services. As required under Section 163 of the Act, a copy of the proposed resolution as set out in the notice convening the Annual General Meeting is being filed with the Registrar of Companies, Mumbai.

The Board of Directors recommend the resolution for approval of Members.

The Directors of the Company may be considered to be concerned or interested in this resolution to the extent of Shares, if any, held by them respectively.

By Order of the Board of Directors
For **Balmer Lawrie - Van Leer Limited**

R. U. Lakhwani
Company Secretary

Mumbai,
Dated : May 22, 2003

Registered Office :
L. U. Gadkari Marg
Mahul, Chembur
MUMBAI-400 074.

43rd Annual Report 2002 - 2003

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Forty Third Annual Report, together with Audited Statement of Accounts of the Company, alongwith the report of the Auditors, for the year ended March 31, 2003.

FINANCIAL HIGHLIGHTS

	Rs. in lakhs	
	2002-2003	2001-2002
Sales and other Income	6232.27	5634.27
Gross Profit before interest and depreciation	1334.62	1282.20
Less : Interest & Financial charges	368.17	531.92
Gross Profit before depreciation	966.45	750.28
Less : Depreciation	442.79	448.74
Profit before tax for the year	523.66	301.54
Less : Provision for Taxation on Income	36.50	20.70
Less : Provision for Deferred Taxes	141.59	6.95
Profit for the year after Tax	345.57	273.89
Add : Profit / (Loss) balance Brought Forward	(174.92)	(730.27)
Add : Transfer from Debenture Redemption Reserve	—	281.46
Amount available for Appropriation	170.65	(174.92)
Appropriations:		
Proposed Dividend	126.02	—
Provision for Taxation on Proposed Dividend	16.14	—
Transferred from General Reserve	—	—
Profit / (Loss) Balance Carried Forward	28.49	(174.92)

DIVIDEND

Your Directors have proposed a dividend of 8% on 15752014 Equity Shares, for the year ended March 31, 2003, which, if approved at the forthcoming Annual General Meeting, would be paid to the shareholders whose names appear in the Register of Members as at the end of business hours on 16th July, 2003.

OPERATIONS

CLOSURE DIVISION

Closure Division performed well during the year resulting in better profitability primarily due to total indigenisation of steel procurements and continuous efforts towards cost reduction. Increased exports has also resulted in increased export benefit in the form of DEPB entitlement. Savings have also been reflected in the interest costs during this period.

PLASTIC DIVISIONS

V-20

Sales of this division in terms of nos. recorded a reasonable increase over previous year. However the sales value was lower mainly due to lower selling prices because of stiff competition for this product from other types of packaging.

V-200

In spite of stiff competitive pressures and volatile polymers market this product has contributed in improving the overall profitability of the Company.

BLOW MOULDED

This division has performed exceedingly well during the year and has been a major contributor in the profit of Plastic divisions.

PAIL (BUCKET)

The year 2002-2003 was the first full year of operations for this product and we are happy to inform that this product has been very well accepted in the market and has generated profits in the first year of its operations.

DIRECTORS

Mr. J. M. Casparie, a nominee of Royal Packaging Industries Van Leer B.V. (Now renamed as Greif International Holding B.V.) resigned from the Board w.e.f. January 27, 2003. Mr. D. S. van Griethuysen was nominated as Director and Chairman of the Board in his place, pursuant to Article 124 of the Articles of Association of the Company, w.e.f. January 27, 2003. Your Directors wish to place on record their sense of appreciation for the valuable services rendered by Mr. J. M. Casparie during his tenure with the Company.

Mr. T. J. Armstrong and Mr. N. P. Singh retire by rotation and are eligible for re-appointment.

The information on the particulars of Directors seeking appointment/re-appointments as required under clause 49 VI (A) of the Listing Agreement executed with the Stock exchanges has been given in the Annexed Corporate Governance Report.

Subsidiary Company

Pursuant to section 212 of the Companies Act 1956, the Annual Accounts for the period ended 31st March, 2003 as also Auditors and Directors Report in respect of the Company's subsidiary M/s. Proseal Closures Ltd. are attached to the Accounts of the Company. As required u/s 32 of the Listing Agreement of Mumbai Stock Exchange, Consolidated Financial Statements are also attached.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the Companies Act, 1956 your Directors confirm that :

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The Directors have selected such accounting policies and applied them consistently and made judgements 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 on 31st March, 2003 and of the profits of the Company for the year ended 31st March, 2003.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956

Information required to be disclosed u/s 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 with respect to Conservation of Energy and Technical Absorption and Foreign Exchange Earnings / Out go is given in Annexure I and forms part of this Report.

PARTICULARS OF EMPLOYEES

There are no employees covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended. Hence no particulars are required to be furnished.