



*The Bombay Burmah Trading
Corporation, Ltd*

A Wadia Enterprise

150th

Annual Report 2014 - 2015



A Tradition of Trust



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150th Annual General Meeting

Wednesday, 5th August 2015, 3.45 pm; Y B Chavan Auditorium, Gen Jagannath Bhosale Marg,
Nariman Point, Mumbai – 400 021.

The Bombay Burmah Trading Corporation, Limited

ANNUAL REPORT 2014-2015

DIRECTORS

NUSLI N. WADIA, Esq., Chairman
A. K. HIRJEE, Esq., Vice Chairman
M. L. APTE, Esq.
D. E. UDWADIA, Esq.
P. K. CASSELS, Esq. (*upto 28.03.2015*)
B. N. B. TAO, Esq. (*upto 28.03.2015*)
JEH WADIA, Esq.
VINITA BALI (*upto 1.10.2014*)
SHEELA BHIDE (*w.e.f. 28.03.2015*)
A. PANJWANI, Esq., Managing Director
NESS WADIA, Esq., Managing Director

VICE PRESIDENT CORPORATE & COMPANY SECRETARY

N. H. DATANWALA, Esq.

REGISTERED OFFICE

9, WALLACE STREET, FORT, MUMBAI 400 001.
Tel. No. 2207 9351 (4 lines)

PRINCIPAL BANKERS

HDFC BANK LIMITED
AXIS BANK LIMITED
KOTAK MAHINDRA BANK LIMITED
THE HONGKONG & SHANGHAI BANKING
CORPORATION LIMITED

AUDITORS

B S R & CO., LLP
Lodha Excelus
1st Floor, Apollo Mills Compound,
N. M. Joshi Marg, Mahalakshmi,
Mumbai 400 011
India

SOLICITORS

CRAWFORD BAYLEY & CO.
State Bank Building, 4th Floor,
Hutatma Chowk, Fountain,
Mumbai 400 001.

UDWADIA UDESHI & ARGUS PARTNERS
Elphinstone House, 1st Floor,
17, Murzban Road, Fort,
Mumbai 400 001.

The Bombay Burmah Trading Corporation, Limited

LOCATION OF CORPORATION'S ESTATES AND FACTORIES

Tea and Coffee Estates	:	(1) Mudis Group of Estates, Mudis P.O., Coimbatore Dist., Tamil Nadu 642 117.
		(2) Singampatti Group of Estates, Manjolai P.O., Tirunelveli Dist., Tamil Nadu 627 420.
		(3) Dunsandle Estate, Dunsandle P.O., Ootacamund, Nilgiri Dist., Tamil Nadu 643 005.
		(4) Elkhill Group of Estates, P.O. Box No. 12, Sidapur P & T.O., South Coorg, Karnataka 571 253.
		(5) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania.
Weighing Products Division	:	Plot 304, GIDC, Valsad Industrial Estate, Gundlav, Valsad, Gujarat 396 035.
Healthcare Division	:	Plot No. 161-B, Village Danpur, Rudrapur Kashipur Road, Paragana-Rudrapur, Tehsil Kichha, Udhamsingh Nagar, Uttarakhand 263 153.
Auto Electric Component Division	:	Plot no. 128-133, 3rd Cross Street, Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 041.
Malaysian Branch	:	Suite 628, 6th Floor, Pan Global Plaza, Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia.

NOTICE

NOTICE is hereby given that the One Hundred and Fiftieth Annual General Meeting of the members of The Bombay Burmah Trading Corporation, Limited will be held on Wednesday, the 5th day of August, 2015 at 3:45 pm at Y B Chavan Auditorium. Gen. Jagannath Bhosale Marg, Mumbai 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Corporation for the Financial Year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Nusli Wadia [DIN:00015731] who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to give assent or dissent, to the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Messrs B S R & Co. LLP, Chartered Accountants [Registration No.101248W/W-100022]. as Statutory Auditors of the Corporation to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to determine their remuneration. be and is hereby ratified.”

5. To consider and if thought fit, to give assent or dissent, to the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors be and is hereby authorised to appoint for the current financial year, in consultation with the Corporation’s Auditors namely Messrs B S R & Co. LLP in respect of the audit of the accounts of the Corporation’s branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 141 of the Companies Act, 2013 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the laws of the concerned countries; and to determine the remuneration and other terms and conditions of their appointment as Branch Auditors.”

SPECIAL BUSINESS :

6. To consider and, if thought fit, to give assent or dissent, to the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 148 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the shareholders of the Corporation be and is hereby granted to the payment of remuneration of ₹ 200,000/- (Rupees Two lakhs only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses to M/s. GLS & Associates, Cost & Management Accountants, Coimbatore, [ICWA Registration No M 4482] appointed as Cost Auditors by the Board of Directors for the financial year ending 31st March, 2016.

“RESOLVED FURTHER THAT the Board of Directors of the Corporation be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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7. To consider and if thought fit, to give assent or dissent, to the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement(s), between the Corporation and the Stock Exchanges where the Corporation's shares are listed, Dr.(Mrs) Sheela Bhide [DIN: 01843547], who was appointed as an Additional Director of the Corporation with effect from 28th March, 2015 pursuant to section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Corporation has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Corporation.

"RESOLVED FURTHER THAT Dr.(Mrs) Sheela Bhide who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Corporation for a term of five consecutive years with effect from 5th August, 2015 upto 4th August, 2020."

8. To consider and if thought fit, to give assent or dissent, to the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act"), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Section II of Part II of Schedule V and subject to the approval of Central Government and such other necessary approval(s), consent(s) or permission(s), as may be required, and in furtherance of the relevant resolution passed at the Annual General Meeting of the Corporation held on August 5, 2011 [2011 resolution] consent of the Corporation be and is hereby accorded to pay remuneration to Mr. Ness Wadia [DIN: 00036049], Managing Director of the Corporation, with effect from April 1, 2014, on terms and conditions recommended by the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed to the Notice. for the remaining period of his tenure i.e. upto March 31, 2016 ; provided the said remuneration is within the overall limits set out in the 2011 resolution.

"RESOLVED FURTHER that consent of the Corporation is also accorded to pay Mr. Ness Wadia minimum remuneration as approved by the Board on the recommendation of the Nomination and Remuneration Committee within the overall limits of the remuneration as aforesaid for any financial year where there is inadequacy or absence of profits during the period commencing from April 1, 2014 until the expiry of his tenure as Managing Director i.e upto March 31, 2016.

"RESOLVED FURTHER that save as aforesaid, all other terms and conditions of Mr. Ness Wadia's appointment as Managing Director of the Corporation, as approved by the 2011 resolution shall continue unchanged.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board,

N. H. DATANWALA
Vice President Corporate
& Company Secretary

Registered Office:
9, Wallace Street,
Fort, Mumbai 400 001
Date: 22nd May, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE CORPORATION..However, a person may act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent(10 %) of the total share capital of the Corporation. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Corporation carrying voting rights. then such proxy shall not act as proxy for any other person or shareholder.

The instrument of proxy in order to be effective, should be deposited at the Registered offices of the Corporation, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the material facts relating to the Special Business set out in the accompanying Notice is attached hereto as Annexure I.
3. A brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are attached hereto as Annexure II.
4. The Register of Members and the Share Transfer Books of the Corporation will be closed from Thursday,30th July, 2015 to Wednesday, 5th August, 2015 (both days inclusive).
5. Dividend, if declared at the Annual General Meeting, shall be paid to the members on or after Monday, 10th August, 2015 to those members whose names appear on the Register of Members of the Corporation on 29th July,2015. after giving effect to all valid share transfers lodged with the Corporation's Registrar & Share Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. on or before 29th July, 2015 in respect of shares held in physical form. In respect of shares held in electronic form, dividend will be paid on to the beneficial owners of shares as at the closing hours of 29th July,2015 as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
6. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their demat accounts, and to the Corporation's Registrar & Share Transfer Agents, M/s. Sharepro Services (India) Pvt. Ltd. (Sharepro), at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072, or at 912 Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021, in respect of their physical shareholdings quoting their folio numbers.
7. In view of the circular issued by SEBI, the Electronic Clearing Services (ECS/NECS) facility should mandatorily be used by Companies for distribution of dividend to its members. In order to avail the facility of ECS/NECS, members holding shares in physical form are requested to provide bank account details to the Corporation or its Registrar and Share Transfer Agents.

Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Corporation for payment of dividend. The Corporation or its Registrars cannot act on any request received directly from

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the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

8. Pursuant to the provisions of Sections 205A and 205C and other applicable provisions of the Companies Act, 1956. dividends for the financial year ended 31st March, 2008 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the respective dates of transfer to the unpaid dividend account of the Corporation are due for transfer to the Investor Education & Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF
2007-2008	30.7.2008	29.7.2015	4.9.2015
2008-2009	28.7.2009	27.7.2016	2.9.2016
2009-2010	10.8.2010	9.8.2017	15.9.2017
2010-2011	5.08.2011	4.8.2018	10.9.2018
2011-2012	8.08.2012	7.8.2019	13.9.2019
2012-2013	7.08.2013	6.8.2020	12.9.2020
2013-2014	13.8.2014	12.8.2021	18.9.2021

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Registrars at either of the aforesaid addresses immediately quoting their folio number/ DP ID & Client ID.

9. Members holding shares in physical form may avail themselves of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating a person to whom their securities shall vest in the event of their death. The prescribed form may be obtained from the Corporation's Registered Office at 9, Wallace Street, Fort, Mumbai 400001 or from the Registrars.
10. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circulars and as part of the Corporation's Green Initiative, the Corporation has been sending documents like Notice convening General Meetings, Financial Statements, Directors' Report, etc. to the e-mail address provided by the members.

We therefore appeal to the members to be a part of the said 'Green Initiative' and request the members to provide/ update their email addresses giving their Registered Folio Number and/ or DP ID/Client ID to the dedicated email address at bombayburmah@shareproservices.com or login at Sharepro's website <http://www.shareproservices.com> and register their request. Members are also informed that the full text of all Notices, Reports etc. sent by email to them will also be made available on our website <http://bbtcl.com/investor-relations/annual-reports/>

11. SEBI has also mandated the submission of Permanent Account Number (PAN) by members. Therefore, members holding shares in physical form are requested to submit their PAN to the Corporation or Sharepro and members holding shares in electronic form may submit their PAN to their respective Depository Participants.
12. Members intending to require information about the Financial Statements, to be explained at the Meeting are requested to inform the Corporation at least a week in advance of their intention

to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

13. Members/Proxies attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
14. Members are requested to bring their copy of the Annual Report to the meeting.
15. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Corporation is pleased to provide the facility to exercise members' right to vote at the 150th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The voting period begins on 1.8.2015 at 9:00 am and ends on 4.8.2015 at 5:00 pm. During this period, shareholders of the Corporation, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th July, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

To vote electronically, shareholders are requested to follow the instructions below:

In case of members receiving Annual Reports by e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company "THE BOMBAY BURMAH TRADING CORPORATION, LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Corporation.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company “THE BOMBAY BURMAH TRADING CORPORATION, LIMITED ”on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and signature of the entity to helpdesk.evoting@cdslindia.com.