

BALMER LAWRIE (UK) LIMITED

Directors' Report and

Financial Statements

for the Year Ended 31 March 2015

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for the year ended 31 March 2015

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BALMER LAWRIE (UK) LIMITED

Company Information
for the year ended 31 March 2015

Directors:

V Sinha
Prabal Basu

Registered office:

Sterling House
177-181 Farnham Road
Slough
Berkshire
SL1 4XP

Registered number:

02764967 (England and Wales)

Auditors:

Haines Watts
Chartered Accountants and Statutory Auditors
Sterling House
177/181 Farnham Road
Slough
Berkshire
SL1 4XP

**Directors' Report
for the year ended 31 March 2015**

The directors present their report with the financial statements of the company for the year ended 31 March 2015.

Principal activity

The company was earlier engaged in Leasing and Hiring of Marine Freight Containers and Tea Warehousing, Blending and packaging. After exiting these two businesses the proceeds are being used to fund other business opportunities.

Review of business

The Company has invested approximately US\$1.52 million equivalent to Indonesian Rupiah 14.20 billion, being 50% of the paid up capital of a Joint Venture company (JVC) that had been formed in Indonesia. Balance 50% of the paid up capital of JVC is subscribed by PT Imani Wicaksana, Indonesia to manufacture and market lubricating grease and other lubricants in Indonesia. Further an amount of \$ 0.3 million has been further invested in the JV for which shares are in the process of getting allotted. The plant is in the process of stabilization. During last quarter of the previous financial year the JV had converted all their Foreign currency loans to local currency loans which has resulted in further loss due to adverse fluctuation of the exchange rate of Indonesian Rupiah vis-a-vis the US Dollar.

The Company is at present having no other business and have invested the surplus funds of approximately \$3.3 million in term deposits with Banks to fund future business opportunities.

Results and Dividends

The results for the year are set out on Page - 6

The Profit for the year before taxation was \$ 46,965 (2014: Profit \$ 100,268)

The Directors do not recommend the payment of any dividend for the current year (2014 : \$ 1000,000)

Directors

The directors shown below have held office during the whole of the period from 1 April 2014 to the date of this report.

V Sinha
Prabal Basu

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

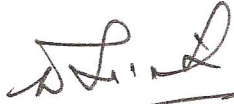
Statement as to disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors' Report
for the year ended 31 March 2015

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

On behalf of the board:



.....
V Sinha - Director

Date: 26th May , 2015

**Independent Auditors' Report to the Members of
Balmer Lawrie (UK) Limited**

We have audited the financial statements of Balmer Lawrie (UK) Limited for the year ended 31 March 2015 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Kalbinder Sanghera (Senior Statutory Auditor)
for and on behalf of Haines Watts
Chartered Accountants and Statutory Auditors
Sterling House
177/181 Farnham Road
Slough
Berkshire
SL1 4XP

Date: 26th May, 2015

Profit and Loss Account
for the year ended 31 March 2015

	Notes	2015 \$	2014 \$
Turnover		-	-
Administrative expenses		<u>(9,226)</u>	<u>(29,152)</u>
Operating loss		(9,226)	(29,152)
Interest receivable and similar income	3	<u>56,191</u>	<u>129,420</u>
Profit on ordinary activities before taxation	4	46,965	100,268
Tax on profit on ordinary activities	5	<u>(16,111)</u>	<u>(28,473)</u>
Profit for the financial year		<u><u>30,854</u></u>	<u><u>71,795</u></u>

Balance Sheet
31 March 2015

	Notes	\$	2015 \$	\$	2014 \$
Fixed assets					
Investments	7		1,517,704		1,517,704
Current assets					
Debtors	8	327,512		332,485	
Cash at bank		<u>3,376,238</u>		<u>3,382,018</u>	
		3,703,750		3,714,503	
Creditors					
Amounts falling due within one year	9	<u>19,308</u>		<u>60,915</u>	
Net current assets			<u>3,684,442</u>		<u>3,653,588</u>
Total assets less current liabilities			<u>5,202,146</u>		<u>5,171,292</u>
Capital and reserves					
Called up share capital	10		2,837,478		2,837,478
Profit and loss account	11		<u>2,364,668</u>		<u>2,333,814</u>
Shareholders' funds			<u>5,202,146</u>		<u>5,171,292</u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the Board of Directors on 26th May, 2015 and were signed on its behalf by:


.....
V Sinha - Director


.....
Prabal Basu - Director

**Notes to the Financial Statements
for the year ended 31 March 2015**

1. Accounting policies**Basis of preparing the financial statements**

The company's activities are more dependent on the American dollar than sterling. Consequently, the company's financial statements are prepared in American dollars on applying the following bases:

- (a) Monetary assets and liabilities denominated in a foreign currency were translated into dollars at the foreign exchange rates ruling at the balance sheet date;
- (b) Revenue and expenses in foreign currencies were translated in dollars at the average rate for the year;
- (c) Any gains or losses arising on translation were taken to the profit and loss account.

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Exemption from preparing a cash flow statement

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 8 Related Party Disclosures, not to disclose related party transactions with wholly owned subsidiaries within the group. No other related party transactions existed in the year.

Investments in joint ventures

Investments in Joint Ventures are carried at cost or valuation. Cost is based on the fair value of the consideration paid for the investment, including acquisition costs.

Where a different value is demonstrated by a significant third party event, the investment is carried at a corresponding revalued amount. In the case of a permanent impairment in the carrying value of the asset, a write-down provision is made in the profit and loss account.

2. Directors' emoluments

	2015	2014
	\$	\$
Directors' remuneration and other benefits etc	<u>-</u>	<u>-</u>

3. Interest receivable and similar income

	2015	2014
	\$	\$
Deposit account interest	<u>56,191</u>	<u>129,420</u>

4. Profit on ordinary activities before taxation

The profit on ordinary activities is stated after charging/(crediting):

	2015	2014
	\$	\$
Auditors' remuneration	4,000	4,000
Foreign exchange differences	<u>498</u>	<u>(2,824)</u>

Notes to the Financial Statements - continued
for the year ended 31 March 2015

5. Taxation

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2015	2014
	\$	\$
Current tax:		
UK corporation tax	9,862	28,473
Prior year adjustment	<u>6,249</u>	<u>-</u>
Tax on profit on ordinary activities	<u>16,111</u>	<u>28,473</u>

6. Dividends

	2015	2014
	\$	\$
Ordinary shares of \$1 each shares of \$1 each Interim	<u>-</u>	<u>1,000,000</u>

7. Fixed asset investments

	Interest in joint venture \$
Cost	
At 1 April 2014 and 31 March 2015	<u>1,517,704</u>
Net book value	
At 31 March 2015	<u>1,517,704</u>
At 31 March 2014	<u>1,517,704</u>

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Joint venture**PT Balmer Lawrie Indonesia**

Country of incorporation: Indonesia

Nature of business: Manufacture and sales of greases and lubricants

	% holding	
	50.00	
		2015
		\$
Class of shares:		
Ordinary		
Aggregate capital and reserves		(1,114,220)
Loss for the year		<u>(1,490,819)</u>

8. Debtors: amounts falling due within one year

	2015	2014
	\$	\$
Other debtors	300,000	300,000
Prepayments and accrued income	<u>27,512</u>	<u>32,485</u>
	<u>327,512</u>	<u>332,485</u>

Notes to the Financial Statements - continued
for the year ended 31 March 2015

8. Debtors: amounts falling due within one year - continued

Other debtors represents \$300,000 advanced to PT Balmer Lawrie Indonesia, the company's joint venture investment (see note 7), for future share issuance which had not been completed at the balance sheet date.

9. Creditors: amounts falling due within one year

	2015	2014
	\$	\$
Tax	9,862	28,473
Accruals and deferred income	<u>9,446</u>	<u>32,442</u>
	<u>19,308</u>	<u>60,915</u>

10. Called up share capital

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2015	2014
			\$	\$
1,797,032	Ordinary shares of £1 each	£1	<u>2,837,478</u>	<u>2,837,478</u>

11. Reserves

	Profit and loss account
	\$
At 1 April 2014	2,333,814
Profit for the year	<u>30,854</u>
At 31 March 2015	<u>2,364,668</u>

12. Ultimate controlling party

The company's ultimate parent company and controlling party is Balmer Lawrie & Co. Limited, a company incorporated in India by virtue of it being a wholly owned subsidiary undertaking.

Profit and Loss Account
for the year ended 31 March 2015

	2015	2014
	\$	\$
Income	-	-
Other income		
Deposit account interest	<u>56,191</u>	<u>129,420</u>
	56,191	129,420
Expenditure		
Accountancy	4,566	3,802
Capital reorganisation costs	-	23,760
Auditors' remuneration	4,000	4,000
Foreign exchange differences	<u>498</u>	<u>(2,824)</u>
	<u>9,064</u>	<u>28,738</u>
	47,127	100,682
Finance costs		
Bank charges	<u>162</u>	<u>414</u>
Net profit	<u><u>46,965</u></u>	<u><u>100,268</u></u>