



**बामर लॉरी एण्ड कं. लिमिटेड**  
(भारत सरकार का एक उद्यम)  
**Balmer Lawrie & Co. Ltd.**  
(A Government of India Enterprise)



21, नेताजी सुभाष रोड, कोलकाता-700 001, (भारत)  
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CIN : L15492WB1924GOI004835

Date: 27<sup>th</sup> September, 2023

Ref: SECY/SE/AGM/2023

The Secretary,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra Kurla Complex  
Bandra (E),  
Mumbai – 400 051

The Secretary,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir(s)/Madam(s),

**Sub: Disclosure under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Proceedings of the 106<sup>th</sup> Annual General Meeting of Balmer Lawrie & Co. Ltd.**

In furtherance to our intimation dated 4<sup>th</sup> September, 2023 and in terms of Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III thereof, please find enclosed the Summary of the Proceedings of the 106<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 27<sup>th</sup> September, 2023 through Two-way Video Conferencing at 12 Noon IST.

**For Balmer Lawrie & Co. Ltd.**

**Sonal Sharma**  
**Compliance Officer**

Enclosed: As above

**Proceedings of the 106<sup>th</sup> Annual General Meeting of Balmer Lawrie & Co. Ltd. held on Wednesday, 27<sup>th</sup> September, 2023 at 12 Noon IST through Two-way Video Conferencing**

The **106<sup>th</sup> Annual General Meeting (“AGM”)** of the Members of Balmer Lawrie & Co. Ltd. was convened and held through Two-way Video Conferencing on Wednesday, 27<sup>th</sup> September, 2023 at 12 Noon IST.

The Company Secretary informed the Members that the 106<sup>th</sup> AGM of the Company was being held through Two-way Video Conferencing in compliance with the Circulars issued by the Ministry of Corporate Affairs in this regard.

The Company Secretary further informed the Members that the facility to attend the 106<sup>th</sup> AGM through VC had been provided through M/s. KFin Technologies Limited and the same may accessed by the Members by following the instructions mentioned in the Notice of the 106<sup>th</sup> AGM.

**Shri Adika Ratna Sekhar, Chairman and Managing Director** chaired the 106<sup>th</sup> AGM as per the provisions of the Articles of Association of the Company, the Companies Act, 2013 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India. He welcomed all the Directors and Shareholders at the 106<sup>th</sup> AGM of the Company, being held through Two-way Video Conferencing. The Company Secretary confirmed that the requisite quorum was present at the 106<sup>th</sup> AGM. The requisite quorum being present, the Chairman declared the 106<sup>th</sup> AGM open.

The Chairman informed the Members that the Statutory Registers as per the applicable provisions of the Companies Act, 2013 and any other document(s) referred to in the Notice of the 106<sup>th</sup> AGM along with the Explanatory Statement were available electronically for inspection by the Members and the same had continued to be open and accessible for inspection during the continuance of the 106<sup>th</sup> AGM.

Thereafter, the Chairman introduced the other Directors (which included the Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholder’s Relationship Committee and Risk Management Committee) and the Company Secretary attending the 106<sup>th</sup> AGM of the Company from the Registered Office of the Company at Kolkata and remotely from other location(s) through VC.

The Chairman welcomed the Members at the 106<sup>th</sup> AGM of the Company and addressed the Members of the Company. He briefed the Members about the financial performance of the Company for the Financial Year ended on 31<sup>st</sup> March, 2023, future outlook of the Company, the endeavours of the Company for compliance with the Corporate Governance requirements and Corporate Social Responsibility initiatives taken by the Company.

Thereafter, the Chairman placed before the Meeting, the 8 (eight) resolutions as set out in the Notice of the 106<sup>th</sup> AGM for the Members' approval.

The Chairman informed the Members that as per the statutory provisions, the Company had offered e-voting facility including remote e-voting to its Members. The remote e-voting had commenced on Saturday, 23<sup>rd</sup> September, 2023 at 09:00 A.M. and concluded on Tuesday, 26<sup>th</sup> September, 2023 at 05:00 P.M.

The Chairman further informed the Members that as per the statutory provisions, the remote e-voting had already been carried out with respect to the items of business numbered (1) to (8) as stated in the Notice of 106<sup>th</sup> AGM. He further stated that the Members who had not cast their vote through remote e-voting and were present at the 106<sup>th</sup> AGM through VC had also been provided with the facility of e-voting system. He further mentioned that the Members who had cast their vote by remote e-voting prior to the 106<sup>th</sup> AGM were entitled to attend the 106<sup>th</sup> AGM only but shall not be entitled to cast their vote again during the 106<sup>th</sup> AGM.

The Chairman informed that the Board of Directors of the Company had appointed Shri Navin Kothari, Proprietor of M/s. N. K & Associates, Company Secretaries (Membership No. FCS 5935 and Certificate of Practice no. 3725), Company Secretary in Whole-time Practice as Scrutinizer for scrutiny of the votes cast through the remote e-voting facility and e-voting facility provided during the 106<sup>th</sup> AGM, in a fair and transparent manner and that he would submit the Consolidated Scrutinizer's Report within the stipulated time. Thereafter, the Chairman informed that the Result of the e-voting shall be notified to the Stock Exchanges, where the Equity Shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited and will also be uploaded on the website of the Company and on the website of M/s. KFin Technologies Limited, (the agency providing e-voting facility) within 2 working days from the conclusion of the 106<sup>th</sup> AGM.

The Chairman then invited the Members who had registered themselves as speakers to raise any query or issue arising out of the Annual Report of the Company for the Financial Year 2022-2023. Necessary clarifications/ responses were given by the Chairman with respect to the queries, observations and clarifications sought by the Members who had registered themselves as speaker.

The following items of Ordinary and Special Businesses as set out in the Notice of the 106<sup>th</sup> AGM were proposed for the consideration of the Members:

## **ORDINARY BUSINESS**

*(as Ordinary Resolutions):*

1. To consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended on 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and Auditor General of India thereon.
2. To declare dividend for the Financial Year ended on 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Shri Adika Ratna Sekhar (DIN: 08053637), a Director who retires by rotation and being eligible, offers himself for reappointment.
4. To fix the remuneration of the Statutory Auditors of the Company (including Branch Auditors) for the Financial Year 2023-24.

## **SPECIAL BUSINESS**

*(as Ordinary Resolutions)*

5. Appointment of Shri Saurav Dutta (DIN: 10042140) as Director (Finance) and fixation of terms of his appointment
6. Appointment of Shri Abhijit Ghosh, (DIN: 10042785) as Director (Human Resource and Corporate Affairs) and fixation of terms of his appointment.
7. Appointment of Shri Rajinder Kumar, (DIN: 09651096) as Government Nominee Director and fixation of terms of his appointment.
8. Ratification of Remuneration of Cost Auditor for the Financial Year 2023-24.

The Chairman thereafter concluded the discussions on the resolutions as set out in the Notice of the 106<sup>th</sup> AGM and thanked all the Members for their participation at the 106<sup>th</sup> AGM.

The 106<sup>th</sup> AGM was concluded with vote of thanks to the Chair.

It is hereby confirmed that the 106<sup>th</sup> AGM was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the Rules notified thereunder, the MCA Circular, Listing Regulations and the Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India (ICSI). The 106<sup>th</sup> AGM concluded at 01:15 p.m.