



Balmer Lawrie & Co. Ltd.

CIN: L15492WB1924GOI004835

(A Government of India Enterprise)

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

Telephone No: 033 2222 5329,

E-mail: bhavsar.k@balmerlawrie.com

Website: www.balmerlawrie.com

Notice of the 103rd Annual General Meeting

Notice is hereby given that the 103rd Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. will be held on **Friday, 25th September, 2020, at 12.00 Noon IST** through Two-way Video Conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”) to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2020 and other statements attached thereto along with the comments of Comptroller & Auditor General of India thereon and in this connection to pass the following Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2020 together with Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2020 and other statements attached thereto along with the comments of the Comptroller & Auditor General of India on the Accounts of the Company, be and are hereby considered and adopted.”

- 2. To declare dividend for the Financial Year ended 31st March, 2020 and in this connection, to pass the following Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the recommendation of the Board of Directors, dividend at the rate of Rs. 7.50 (Rupees Seven and Paise Fifty only) per Equity Share for the Financial Year ended 31st March, 2020 be and is hereby declared on 17,10,03,846 Equity Shares of Rs. 10/- (Rupees Ten) each of the Company and same be paid out of the profits of the Company for the Financial Year ended 31st March, 2020.”

- 3. To appoint a director in place of Shri Adika Ratna Shekhar (DIN 08053637), a director who retires by rotation and, being eligible, offers himself for reappointment and in this connection to pass the following Ordinary Resolution:**

“**RESOLVED THAT** Shri Adika Ratna Shekhar (DIN 08053637), a Director retiring by rotation, be and is hereby reappointed as a Director of the Company whose period of office shall be subject to retirement by rotation.”

- 4. To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2020-21 and in this connection to pass the following Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 142 and other applicable provisions of the Companies Act, 2013, the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to

the Statutory Auditors (including Branch Auditors) as and when appointed under Section 139(5) and other applicable provisions of the Companies Act, 2013 by the Comptroller & Auditor General of India including reimbursement of out-of-pocket expenses, if any, incurred by the said Auditors in connection with the audit of annual accounts of the Company, for the Financial Year 2020-21.”

SPECIAL BUSINESS:

The Special Business as appearing at Item Nos. 5, 6 & 7 as under, are considered to be unavoidable by the Board and hence the shareholders are requested to consider and, if thought fit, to pass the following Ordinary Resolutions:

5. Appointment of Shri Adhip Nath Palchaudhuri (DIN 08695322) as Director (Service Businesses) and fixation of terms of appointment

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and applicable provisions of the Companies Act, 2013, Shri Adhip Nath Palchaudhuri (DIN 08695322), be and is hereby appointed as a Wholetime Director to the post of Director (Service Businesses), in the scale of pay of Rs. 1,60,000 – 2,90,000/- (revised) for a period of five years with effect from the date of his assumption of charge of the post on or after 1st March 2020, or till the date of his superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation and other terms & conditions as contained in letter no. CA-31024/1/2018 – PNG (23808) dated 20th December, 2019 received from the Ministry of Petroleum & Natural Gas, Government of India.”

6. Appointment of Shri Sandip Das (DIN 08217697) as Director (Finance) and fixation of terms of appointment

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, Shri Sandip Das (DIN 08217697), be and is hereby appointed as Wholetime Director to the post of Director (Finance), in the scale of pay of Rs. 1,60,000 – 2,90,000/- (revised) with effect from the date of his assumption of charge of the post on or after 1st May 2020 till the date of his superannuation i.e. 31st December 2022, or until further orders, from the Ministry of Petroleum & Natural Gas, whichever is earlier and his period of office shall be subject to retirement of directors by rotation and other terms & conditions as contained in letter no. CA-31024/2/2018-PNG (25059) dated 20th January, 2020 received from the Ministry of Petroleum & Natural Gas, Government of India.”

7. Ratification of remuneration of Cost Auditor for the Financial Year 2020-21.

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and read with the Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration of M/s. S.B. & Associates, Cost Accountants in Practice, (Firm Registration no.000109) whose appointment and remuneration was recommended by the Audit Committee and approved by the Board, as Cost Auditor to conduct the audit of the Cost Records maintained by the Company for the Financial Year ending on 31st March, 2021, at Rs. 1,25,999/- (Rupees one lakh twenty five thousand nine hundred and ninety nine only) plus taxes, as applicable, and reimbursement of out- of-pocket expenses, at actuals, if incurred by the said auditors in connection with the Cost Audit, as aforesaid, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Audit Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
Kavita Bhavsar
Company Secretary
FCS No: 4767

Registered Office:

Balmer Lawrie & Co. Ltd.
Balmer Lawrie House
21, Netaji Subhas Road
Kolkata 700 001

Date : 19th August, 2020

Place: Kolkata

: NOTES :

A. General

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a new norm to be followed. Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 followed by Circular No. 20/2020 dated 5th May, 2020 (“the MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical attendance of the members at a common venue. In compliance with the MCA circulars and Listing Regulations, **this AGM is scheduled to be held through VC/OAVM and voting for items to be transacted in the Notice to this AGM shall be only through remote electronic voting process or electronic voting during the AGM.** Hence, physical attendance of the Members at the AGM venue is not required at the 103rd AGM. The cut off date for ascertaining Members who would be entitled to cast their vote electronically is **Friday 18th September, 2020 (EOD).**
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, vide Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, **the facility for appointment of proxies by the Members will not be available for the 103rd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. The Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting. Pursuant to Sections 112 and 113 of the Companies Act, 2013, corporate members are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in, authorising their representative to attend and vote on their behalf at the AGM.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. In compliance with the aforesaid MCA circulars and Listing Regulations, notice of the AGM alongwith the Annual Report 2019-20 is being sent only through electronic mode to the members whose email addresses are registered with the Registrar and Share Transfer Agent (RTA) of the Company or with the depositories. The Notice calling the AGM and the Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the Notice of AGM is also available on the website of NSDL (agency for providing the e-Voting facility).
7. The recorded transcript of the forthcoming AGM on 25th September, 2020 shall also be made available on the website of the Company at www.balmerlawrie.com as soon as possible after the Meeting is over.
8. Those members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at blagm2020@balmerlawrie.com.
9. Members seeking any information with regard to any items provided in the AGM Notice including the Annual Accounts and any queries relating to the business/operations of the Company, are requested to write to the Company mentioning their name, DP ID and Client ID number/folio number and mobile number, at least seventy-two hours prior to the AGM i.e. on or before 12.00 noon IST on 22nd September, 2020 at blagm2020@balmerlawrie.com and responses to such queries will be appropriately addressed by the Chairman of the meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a shareholder or its authorized representative can submit will not be affected thereby. The Management, at its due discretion, will decide, whether and how it will answer the questions. It can summarize questions and select, in the interest of the other shareholders, meaningful questions.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
11. In terms of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, though the Statutory Auditors of a Government Company are appointed by the Comptroller & Auditor General of India, the remuneration of the Statutory Auditors is fixed at the General Meeting or in such manner as may be determined therein. Therefore, item on fixation of remuneration of the Statutory Auditors has been included in

the Notice of the 103rd AGM under item no. 4 of the Ordinary Business which requires passing of Resolution by simple majority.

12. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. 5, 6 & 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
13. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in respect of Item Nos. 5, 6 & 7 to be transacted at the AGM of the Company are annexed hereto. All documents referred in the notice of the AGM and the explanatory statement including Statutory Registers shall be available electronically for inspection by the Members during AGM upon Login-in to NSDL e-voting system at <https://www.evoting.nsdl.com>.
14. Brief particulars of the Directors, proposed to be re-appointed / appointed, as mandated under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in terms of Para 1.2.5 of Secretarial Standard on General Meetings (SS-2), is annexed hereto and forms part of this Notice.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM. Several executors or administrators of a deceased member in whose name any share is registered shall for the purpose of Article 65 of Articles of Association of the Company, be deemed to be members registered jointly in respect thereof.
16. The Board of Directors at its meeting held on 24th June, 2020, has recommended a dividend of Rs. 7.50 (Rupees Seven and Paise Fifty Only) per Equity Share of the face value of Rs. 10/- each, fully paid-up. If the dividend as recommended by the Board of Directors is approved at the AGM, dividend shall be paid, subject to deduction of income-tax at source wherever applicable, to those shareholders of the Company who are holding shares of the Company as on Friday, 18th September, 2020 (End of Day) within the statutory time limit of 30 days from the date of such declaration.

Instructions on Tax Deductible at Source on Dividend:

17. As per provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates specified u/s 194 of the Income Tax Act, 1961.

For Resident Shareholders:

- a. Where, the Permanent Account Number (PAN) is available and is valid,
 - i. Tax shall be deducted at source in accordance with the provisions of the Income Tax Act, 1961 at 10% (subject to change) on the amount of dividend payable.
 - ii. No tax shall be deducted in the case of a resident individual shareholder, if:
 - a. the amount of such dividend in aggregate paid or likely to be paid during the Financial Year does not exceed Rs. 5,000; OR
 - b. the shareholder provides duly signed Form 15G or Form 15H (as applicable) not later than 18th September, 2020, (End of Day) to the RTA of the Company, provided that all the prescribed eligibility conditions are met.

Where the PAN is either not available or is invalid, tax shall be deducted at the prescribed rate of 20% (subject to change), whichever is higher.

For Non-Resident Shareholders:

1. Tax is required to be deducted in accordance with the provisions of the Income Tax Act, 1961 at applicable rates in force. As per relevant provisions, tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable.
 2. As per the provisions of the Income Tax Act, 1961, the non-resident shareholder may have an option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to them. To avail the DTAA benefits, the non-resident shareholder shall furnish the following documents by not later than 18th September, 2020 (End of Day) to the RTA of the Company:
 - a. Self-attested copy of Permanent Account Number (PAN), if allotted by the Indian Income Tax Authorities;
 - b. Self-attested Tax Residency Certificate (TRC) issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying shareholder's tax residency status during the Financial Year 2020-21;
 - c. Completed and duly signed Self-Declaration in Form 10F
 - d. Self-declaration in the prescribed format certifying on the following points :
 - i. Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-21;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii. Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v. Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21.
 3. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident shareholder.
 4. Notwithstanding Paragraph 2 above, tax shall be deducted at source @20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors ("FII") and Foreign Portfolio Investors ("FPI"). Such TDS rate shall not be reduced on account of the application of the lower DTAA rate or lower tax deduction order, if any.
18. The shareholders are requested to update their PAN with the Company / Company's RTA: KFin Technologies Private Limited (in case of shares held in physical mode) and with the depositories (in case of shares held in demat mode).

Unpaid/Unclaimed dividend:

19. Pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder (as amended), any money transferred to the Unpaid Dividend Account of a Company which remains unpaid/ unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued (if any) thereon to 'Investors Education & Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company has transferred Rs.37,36,680/- to IEPF which were belonging to the shareholders whose dividend were unpaid/ unclaimed for the Financial Year 2011-12.
20. Members are requested to note that the unclaimed dividend amount for the Financial Year ended 31st March, 2013 (declared and paid in 2013) will be due for transfer to IEPF on 31st October, 2020.
21. Further, pursuant to provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded details of unpaid and unclaimed dividend amounts lying with the Company as on 18th September, 2019 (date of last Annual General Meeting) on its website at www.balmerlawrie.com and also on the website of the IEPF.

Compulsory transfer of Equity Shares to the Investors Education & Protection fund (IEPF)

22. Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to IEPF. Accordingly, the Company has transferred 45,554 Equity Shares of the Face Value of Rs. 10/- each belonging to 186 shareholders to IEPF on 30th November, 2019.
23. Further, members are requested to note that in respect of dividend and shares transferred to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF- 5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed by the claimant along with the requisite documents enumerated in Form IEPF-5 to the Nodal Officer of the Company at the Registered Office of the Company for verification of his/her claim.

The details of the Nodal Officer of the Company for IEPF are as under:

- i. Name of Nodal Officer :- Ms. Kavita Bhavsar, Company Secretary
- ii. Address: Balmer Lawrie & Co. Ltd., 21, Netaji Subhas Road, Kolkata - 700 001
- iii. E-mail ID: bhavsar.k@balmerlawrie.com

In terms of IEPF Rules, the claimant can file only one consolidated claim in respect of the Company in a Financial Year.

24. **Book Closure** - The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive)**.
25. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Further, with effect from 1st April, 2019 SEBI has also mandated that requests for effecting transfer of Securities shall not be processed unless the Securities are held in dematerialised form with depository. In view of above, members are requested to consider dematerializing their shares held in physical form. Members are requested to notify on or before 18th September, 2020 (applicable for shareholders holding shares in physical mode) the following to KFin Technologies Private Limited, Unit - Balmer Lawrie & Co. Ltd.,

the Registrar & Share Transfer Agent (RTA) of the Company at:

- i. Apeejay House, 15, Park Street, C-Block, 3rd Floor, Kolkata – 700 016; OR
- ii. Selenium Building, Tower-B, Plot No - 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana–500032,
- iii. Toll free No. 1800 3454001; Tel: 040-67161500,
- iv. email: einward.ris@kfintech.com
 - a. Any Change of address (including pin code), mandate, etc.
 - b. Particulars of bank account number, IFSC and MICR code, name and address of the bank alongwith original cancelled cheque which shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook/statement attested by the bank.
 - c. Copy of self-attested PAN Card, if not already provided.
 - d. Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants (DPs) will be used by the Company for electronic credit / dispatch of dividend. The Company or its RTA cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective DPs. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records;
 - e. To quote the ledger Folio or client ID and DP ID numbers in all communications addressed either to the Company or to RTA.

26. **Nomination by Securities holders:**

Pursuant to Section 72 of the Companies Act, 2013, any holder of securities of the Company may, at any time, nominate, in form No. SH.13, any person as his/her nominee upon whom the securities shall vest in the event of his/ her death. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the Company in form No. SH.14. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the Company. The said form can be downloaded from the Company's website www.balmerlawrie.com. Members holding the shares in physical form may submit the same to RTA, of the Company KFin Technologies Private Limited, Unit - Balmer Lawrie & Co. Ltd. Members holding shares in electronic form may submit the same to their respective depository participant.

27. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
28. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Audited Accounts of each of its subsidiaries are placed on the website of the Company - www.balmerlawrie.com
29. **Green initiative:** Members who have not yet registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company

electronically.

30. Any person who is not a member as on the cut-off date should treat this Notice for information only.
31. Any person, who becomes a member of the Company after the dispatch of the Notice and holding shares as on cut-off day 18th September, 2020 (end of day) may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and passwords for casting the vote.
32. Mr. Mohan Ram Goenka of M/s M R & Associates, Practicing Company Secretary (Membership No. 4515 & CP no. 2551) has been appointed as the Scrutinizer by the Board to scrutinize remote e-voting process before the AGM as well as e-voting during the AGM in a fair and transparent manner.
33. The Chairman shall, at the AGM, after the end of discussion on the resolutions on which voting is to be held, allow voting by use of e-voting system for all those members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
34. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
35. The Results will be declared within 48 hours of the conclusion of 103rd AGM . The results declared alongwith the Report of the Scrutinizer shall be placed on the website of the Company www.balmerlawrie.com under the section 'Investor Relations' and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
36. Since the AGM will be held through VC/OAVM, the route Map is not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 21st September 2020 at 09:00 A.M. and ends on Thursday, 24th September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any query/grievance with respect to remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting User Manual for Shareholders available under the downloads section of NSDL’s e-voting website or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai-400013 at telephone no. 022-24994360/022-24994545 or toll free no. 1800-222-990 or at e-mail id : evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to blagm2020@balmerlawrie.com .

In case shares are held in demat mode, the shareholder is to follow the process as advised by their depository participants.

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Explanatory Statement

pursuant to Section 102 of the Companies Act, 2013

[Forming Part of the Notice to the Members]

Item No. 5: Appointment of Shri Adhip Nath Palchaudhuri (DIN 08695322) as Director (Service Businesses) and fixation of terms of appointment

The Board at its meeting held on 4th February, 2020, in line with the recommendation of the Nomination and Remuneration Committee, appointed Shri Adhip Nath Palchaudhuri as an additional director having designation Director (Service Businesses). Further, subject to the approval of shareholders at the AGM, he was also appointed as whole-time director of the Company for a period of five years with effect from the date of his assumption of charge of the post on or after 1st March 2020, or till the date of his superannuation, or until further orders, from the administrative ministry, whichever is the earliest as mentioned in the letter No. CA-31024/1/2018 – PNG (23808) dated 20th December, 2019 received from the Ministry of Petroleum & Natural Gas, (MoPNG) Government of India, in the scale of pay of Rs.1,60,000 – 2,90,000/-(revised).

The Company has received from Shri Adhip Nath Palchaudhuri Form DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under The Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Adhip Nath Palchaudhuri as a Director of the Company whose period of office as director shall be subject to determination by retirement of directors by rotation. If approved, Shri Adhip Nath Palchaudhuri would be appointed for a period of five years with effect from the date of his assumption of charge of the post on or after 1st March 2020, or till the date of his superannuation or until further orders, from the administrative ministry, whichever is the earliest. Shri Palchaudhuri does not hold any share of the Company.

Except Shri Adhip Nath Palchaudhuri and his relatives, being the proposed appointee, none of the other Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution.

Your Directors recommend the Ordinary Resolution for your approval.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

Item No. 6: Appointment of Shri Sandip Das (DIN 08217697) as Director (Finance) and fixation of terms of appointment

The Board at its meeting dated 4th February, 2020, in line with the recommendation of the Nomination and Remuneration Committee, appointed Shri Sandip Das as an additional director having designation Director (Finance). Further, subject to the approval of shareholders at the AGM, he was also appointed as a whole-time director of the Company with effect from the date of his assumption of charge of the post on or after 1st May, 2020, till the date of his superannuation i.e. 31st December, 2022 or until further orders, from the administrative ministry, whichever is earlier as mentioned in the letter No. CA-31024/2/2018-PNG (25059) dated 20th January, 2020 received from the Ministry of Petroleum & Natural Gas, (MoPNG) Government of India, in the scale of pay of Rs. 1,60,000 – 2,90,000/- (revised). He was also appointed as the Chief Financial Officer of the Company.

The Company has received from Shri Sandip Das Form DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under The Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Sandip Das as a Director of the Company whose period of office as director shall be subject to determination by retirement of directors by rotation. If approved, Shri Sandip Das would be appointed with effect from the date of his assumption of charge of the post on or after 1st May 2020 till the date of his superannuation i.e. 31st December, 2022, or until further orders, from the administrative ministry, whichever is earlier. Except Shri Sandip Das, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution. Shri Sandip Das does not hold any share of the Company.

Your Directors recommend the Ordinary Resolution for your approval.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are appended to this Notice.

Item No. 7: Ratification of remuneration of Cost Auditor for Financial Year 2020-21:

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of M/s. S.B. & Associates, Cost Accountants in Practice, (Firm Registration no.000109) having its registered office at Belanagar, P.O.-Abhoynagar, District-Howrah, Pincode-711025 as the Cost Auditor of the Company to conduct the audit of the Cost Records maintained by the Company for the Financial year ending on 31st March, 2021 at a remuneration of Rs.1,25,999/- (Rupees one lakh twenty five thousand nine hundred and ninety nine only) plus taxes as applicable and reimbursement of out-of-pocket expenses at actuals, if incurred, to be paid on completion of the Cost Audit.

In terms of Section 148(3) of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration of the Cost Auditor has to be ratified by the members of the Company. Accordingly consent of the members is sought for approval of the remuneration payable to the Cost Auditor for the Financial Year ending on 31st March, 2021.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution.

The Board of Directors recommend the Ordinary Resolution for your approval.

The particulars of directors who are proposed to be re-appointed/appointed at the 103rd Annual General Meeting to be held on 25th September, 2020 as required under regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and para 1.2.5 of (SS-2) are given below:

Particulars	Name of the Director, Designation & DIN		
	Shri Adika Ratna Shekhar * Director (HR&CA) (DIN 08053637)	Shri Adhip Nath Palchaudhuri Director (Service Businesses) (DIN 08695322)	Shri Sandip Das Director (Finance) & CFO (DIN 08217697)
Date of Birth	10 th June, 1964	18 th March, 1969	25 th December, 1962
Date of First Appointment on the Board of Balmer Lawrie & Co. Ltd.	29 th May, 2018	1 st March, 2020	1 st May, 2020
Date of appointment / last re-appointment at the Annual General Meeting	12 th September, 2018	Not Applicable	Not Applicable
Qualifications	a) B.A., b) Master of Social Work	a) B.E (E&C) degree from University of Roorkee (now IIT Roorkee) b) PGDM from IIM Lucknow.	a) Bachelor of Commerce (St. Xavier’s college, Kolkata) b) Member of Institute of Chartered Accountants of India.

Particulars	Name of the Director, Designation & DIN		
	Shri Adika Ratna Shekhar * Director (HR&CA) (DIN 08053637)	Shri Adhip Nath Palchaudhuri Director (Service Businesses) (DIN 08695322)	Shri Sandip Das Director (Finance) & CFO (DIN 08217697)
Expertise in Specific Functional areas	<p>Shri Ratna Sekhar has over 32 years of experience in multicultural organizations in Human Resources Management, Industrial Relations and Administration. He also has hands on experience in Talent Acquisition, Talent Management, Organisational Development, Learning and Development and change management initiatives, 360 degree leadership development program, Career and Performance Management System and performance counseling.</p> <p>He has lead employee engagement Programs, employee welfare and loyalty programs and trade union negotiations in progressive organisations of repute. A keen strategist with the flair for designing and implementing innovative strategies, he is credited for HR interventions in line with industry standards.</p>	<p>Shri Palchaudhuri has professional work experience of over 26 years.</p> <p>Prior to joining Balmer Lawrie & Co. Ltd., Shri Palchaudhuri had worked with a wide variety of organizations in the IT Services/Consulting field in India and abroad. Before his appointment as Director [Service Businesses] of the Company, he was holding the position of Head – Marketing for the SBU : Industrial Packaging of Balmer Lawrie & Co. Ltd. Earlier he has held positions such as Head – Supply Chain Management for SBU: Industrial Packaging and AVP & Head – ERP & Systems within the Corporate IT department of Balmer Lawrie & Co. Ltd.</p>	<p>Shri Das has more than 20 years of experience in Balmer Lawrie & Co. Ltd. During his career in Balmer Lawrie he has worked in core business areas in both manufacturing and services verticals at multiple level as well as in the corporate finance function.</p>
Terms and conditions of reappointment/ appointment	As contained in letter bearing reference no.- CA-31024/2/2017-PNG (49) dated 4 th January, 2019 and CA-31024 /2 / 2017-PNG (49) dated 2 nd May, 2018 from Ministry of Petroleum & Natural Gas.	As contained in letter bearing reference no.-CA-31024 / 1 / 2018 -PNG (23808) dated 20 th December, 2019 from Ministry of Petroleum & Natural Gas.	As contained in letter bearing reference no.-CA-31024/2/2018-PNG (25059) dated 20 th January, 2020 from Ministry of Petroleum & Natural Gas.
Details of remuneration last drawn	Rs.47,80,648/-	Rs.3,70,935/- Shri Palchaudhuri has been appointed as Director (Service Business) w.e.f 1 st March, 2020.	Since Shri Das has been appointed as Director (Finance) w.e.f 1 st May, 2020 this is not applicable.
Details of remuneration sought to be paid	In the scale of pay of Rs.1,60,000-2,90,000/-	In the scale of pay of Rs.1,60,000-2,90,000/- (revised).	In the scale of pay of Rs.1,60,000-2,90,000/- (revised).
Number of Meetings of the Board attended during the Financial Year 2019-20	Eight	Not Applicable as after his appointment as director, no Board meeting was held during the Financial year 2019-20.	Not Applicable
Shareholding of the Director in Balmer Lawrie & Co. Ltd.	NIL	NIL	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	None	None	Shri Sandip Das is also appointed as Chief Financial Officer of the Company.

Particulars	Name of the Director, Designation & DIN		
	Shri Adika Ratna Shekhar * Director (HR&CA) (DIN 08053637)	Shri Adhip Nath Palchaudhuri Director (Service Businesses) (DIN 08695322)	Shri Sandip Das Director (Finance) & CFO (DIN 08217697)
Directorship on the Board of other Companies / offices held in other companies	Vide letter dated 14 th July 2020 of MOPNG, Shri Adika has been nominated as Managing director of Biecco Lawrie Limited with effect from 21 st April, 2020.	1. Visakhapatnam Port Logistics Park Limited	1. Balmer Lawrie Investments Ltd. 2. Visakhapatnam Port Logistics Park Limited. 3. Balmer Lawrie Van-Leer Limited. 4. Transafe Services Limited. 5. Pt. Balmer Lawrie Indonesia 6. Balmer Lawrie (UK) Ltd.
Membership/ Chairmanship of Committee(s) of Balmer Lawrie	1. Corporate Social Responsibility Committee- Member 2. Stakeholders Relationship Committee - Member	1. Corporate Social Responsibility Committee- Member 2. Risk Management Committee- Member	1. Audit Committee- Member 2. Corporate Social Responsibility Committee- Member 3. Stakeholders Relationship Committee- Member
Membership/ Chairmanship of Committee(s) of the Board of other Companies		NIL	Balmer Lawrie Investments Ltd. i) Audit Committee – Member ii) Stakeholders Relationship Committee (SRC) - Chairman iii) Corporate Social Responsibility Committee (CSR) – Member Balmer Lawrie- VanLeer Limited i) Stakeholders Relationship Committee – Member Transafe Services Limited i) Audit Committee – Member ii) Nomination and Remuneration Committee - Member

Note : * Shri Adika Ratna Shekhar retires by rotation and being eligible offers himself for re-appointment.

Registered Office:
Balmer Lawrie & Co. Ltd
Balmer Lawrie House
21, Netaji Subhas Road
Kolkata 700 001

By Order of the Board of Directors
Kavita Bhavsar
Company Secretary
FCS No: 4767

Date : 19th August, 2020
Place: Kolkata