



Notice of the 105th Annual General Meeting

Notice is hereby given that the 105th Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. will be held on Tuesday, 27th September, 2022, at 12 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, 2022 and the Reports of the Board of Directors and Auditors thereon 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, 2022 together with Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2022 and other statements attached thereto along with the comments of the Comptroller & Auditor General of India thereon, be and are hereby considered and adopted."

2. **To declare dividend for the Financial Year ended 31st March, 2022 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.6.50 (Rupees Six and Paise Fifty only) per Equity Share for the Financial Year ended 31st March, 2022 be and is hereby declared on 17,10,03,846 Equity Shares of the paid-up value of Rs. 10/- (Rupees Ten) each of the Company and the same be paid out of the profits of the Company for the Financial Year ended 31st March, 2022."

3. **To appoint a director in place of Shri Sandip Das (DIN 08217697), 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 Sandip Das (DIN 08217697), 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 2022-23 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 2022-23."

SPECIAL BUSINESS:

The Special Business as appearing under Item Nos. 5, 6, 7, 8 and 9 are considered to be unavoidable by the Board and hence, the Members are requested to consider and if thought fit, to pass the following Ordinary Resolutions:

5. **Appointment of Shri Adika Ratna Sekhar (DIN 08053637) as Chairman and Managing Director and fixation of terms of appointment :**

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with allied Rules and in line with the recommendation of the Nomination and Remuneration Committee & the letter bearing reference no. CA-31024/2/2020-PNG (36125) dated 3rd November, 2021 received from the Ministry of Petroleum & Natural Gas, Government of India, being the Administrative Ministry and the Company having received a notice in writing, from a Member proposing his candidature for the office of Director, approval be and is

hereby accorded for appointment of Shri Adika Ratna Sekhar (DIN 08053637) as the Chairman and Managing Director of the Company in the pay scale of Rs. 1,80,000-3,20,000 with effect from date of his assumption of charge, i.e. 3rd November, 2021 till the date of his superannuation, i.e. 30th June, 2024, or until further orders from the Administrative Ministry, whichever is earlier on such terms and conditions as stated in letters bearing reference no. CA-31024/2/2020-PNG (36125) dated 3rd November, 2021 and 29th December, 2021 received from the Administrative Ministry and whose period of office shall be subject to retirement of directors by rotation."

6. **Appointment of Dr. Vandana Minda Heda (DIN 09402294) as Non-Executive Independent Director and fixation of terms of appointment :**

"**RESOLVED THAT** Dr. Vandana Minda Heda (DIN 09402294), who was appointed as an Additional Director in the category of an Independent Director as per the provisions of the Companies Act, 2013 and allied Rules, by the Board of Directors on 26th November, 2021 in line with the recommendation of the Nomination and Remuneration Committee and who holds office upto the 105th Annual General Meeting of the Company and the Company having received a notice in writing, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director for a period of three years with effect from the date of notification of her appointment i.e. from 8th November, 2021 or until further orders from the Administrative Ministry on such other terms and conditions as contained in letter No. CA-31033/2/2021-PNG (39069) dated 8th November, 2021 received from the Ministry of Petroleum & Natural Gas, Government of India and her appointment letter dated 1st December, 2021."

7. **Appointment of Shri Rajeev Kumar (DIN 09402066) as Non-Executive Independent Director and fixation of terms of appointment:**

"**RESOLVED THAT** Shri Rajeev Kumar (DIN 09402066), who was appointed as an Additional Director in the category of an Independent Director as per the provisions of the Companies Act, 2013 and allied Rules, by the Board of Directors on 26th November, 2021 in line with the recommendation of the Nomination and Remuneration Committee and who holds office upto the 105th Annual General Meeting of the Company and the Company having received a notice in writing, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director for a period of three years with effect from the date of notification of his appointment i.e. from 8th November, 2021 or until further orders from the Administrative Ministry on such other terms and conditions as contained in letter No. CA-31033/2/2021-PNG (39069) dated 8th November, 2021 received from the Ministry of Petroleum & Natural Gas, Government of India and his appointment letter dated 1st December, 2021."

8. **Appointment of Shri R. M. Uthayaraja (DIN: 09678056) as Director (Manufacturing Businesses) and fixation of terms of appointment:**

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with allied Rules and the recommendation of the Nomination and Remuneration Committee and letter bearing reference no. CA-31024/1/2019-PNG (30909) dated 14th July, 2022 received from Ministry of Petroleum & Natural Gas, Government of India, Administrative Ministry, and the Company having received a Notice in writing, from a Member proposing his candidature for the office of Director, approval be and is hereby accorded for appointment of Shri R. M. Uthayaraja (DIN: 09678056), as a Wholetime Director to the post of Director (Manufacturing 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 i.e. 14th July 2022, or till the date of his superannuation, or until further orders from the Administrative Ministry, 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-31024/1/2019-PNG (30909) dated 14th July, 2022 from the Administrative Ministry."

9. **Ratification of remuneration of Cost Auditor for the Financial Year 2022-23:**

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of M/s. S. Dhal & Co., Cost Accountants in Practice, (Firm Registration No.000197) 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, 2023, at Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) (inclusive of all fees) 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."

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

Date: 5th August, 2022
Place: Kolkata

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

NOTES

A. Annual General Meeting shall be held through video conferencing or other audio-visual means:

1. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed. As per Ministry of Corporate Affairs (“MCA”) General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No.02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 5th May, 2022 (“the MCA Circulars”) 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 is not required at the venue of the 105th AGM.
2. Further, as per the MCA Circulars and SEBI circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (referred to as “the SEBI Circular”), relaxation has been extended upto 31st December, 2022 from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) which requires sending hard copy of annual report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses. The Notice calling the AGM and the Annual Report shall be uploaded on the website of the Company. The Notice shall be accessible on the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and the Notice of AGM shall also be available on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.
3. The cut-off date for ascertaining the Members who would be entitled to cast their vote electronically is Tuesday, 20th September, 2022 (end of day).
4. 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, as per SEBI Circular and the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM as AGM is being held through VC/OAVM, and the physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the 105th AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. 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 as per MCA Circulars. Pursuant to Sections 112 and 113 of the Companies Act, 2013, corporate Members are requested to send a certified copy of the Board Resolution/Authority Letter to the Scrutinizer by email at csbinita.tca@gmail.com with a copy marked to evoting@nsdl.co.in authorizing their representative to attend and vote on their behalf.
6. 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.
7. The Members can join the AGM through VC/OAVM 45 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis. This will not include large Shareholders (i.e. 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 serve basis.
8. The recorded transcript of the forthcoming AGM scheduled to be held on Tuesday, 27th September, 2022 shall also be made available on the website of the Company at www.balmerlawrie.com as soon as possible after the AGM is concluded.
9. 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 blagm2022@balmerlawrie.com on or before Thursday, 22nd September, 2022 (end of day).
10. Members seeking any information with regard to any item provided in the Notice of AGM 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, PAN and mobile number, on or before Thursday, 22nd September, 2022 (end of day) at blagm2022@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 Member 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 Members, meaningful questions.

11. 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.
12. 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 105th AGM under item no. 4 of the Ordinary Business which requires passing of Resolution by simple majority.
13. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May, 2020 read with circular no 02/2021 dated 13st January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 5th May, 2022 of MCA, the matters of Special Business as appearing at Item Nos. 5, 6, 7, 8 and 9 of the accompanying Notice are considered to be unavoidable by the Board and hence, forms part of this Notice.
14. 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, 8 and 9 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>.
15. Brief particulars of the Directors, proposed to be re-appointed / appointed, as mandated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and 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.
16. 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.
17. The Board of Directors at its meeting held on 27th May, 2022, had recommended a dividend of Rs. 6.50 (Rupees Six 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 declared at the AGM, dividend shall be paid, subject to deduction of income-tax at source wherever applicable, to those Members of the Company who are holding shares of the Company as on Tuesday, 20th September, 2022 (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:

18. 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 Section 194 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 Friday, 16th September, 2022, (end of day) to the Registrar and Share Transfer Agent of the Company (RTA), provided that all the prescribed eligibility conditions are met.
- B. Where the PAN is either not available or is invalid, tax shall be deducted at the prescribed rate or at a rate of 20% (subject to change), whichever is higher as per Section 206AA of the Income Tax Act, 1961.

Shareholders may also submit any other documents to the Company's registrar and share transfer agent, KFin Technologies Limited (formerly known as KFin Technologies Private Limited) as prescribed under the Income Tax Act, 1961 to claim a lower / Nil withholding tax.

Please note that as per Section 206AB of the Income Tax Act, 1961 the tax shall be deductible at the higher rates prescribed under the provision if the following conditions are satisfied:

- Deductee (shareholder) has not filed the return of income for both F.Y. 2020-21 and F.Y. 2021-22.
- The due date to file such return of income, as prescribed under section 139, has expired; and
- The aggregate amount of tax deducted and collected at source is Rs. 50,000 or more in each of these 2 previous years.

Also, shareholders who are required to link their Aadhaar number with their PAN in terms of the provisions of Section 139AA (2) of the Income Tax Act, 1961, it is advisable to link their PAN with Aadhaar in order to avoid higher rate of TDS.

So, TDS Rates applicable to Resident Shareholder: -

Shareholders having valid PAN.	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN / PAN not linked with Aadhaar, as applicable.	20% or as notified by the Government of India
Shareholder considered as a specified person in term of section 206AB.	20% or as notified by the Government of India

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

For Non-Resident Shareholders:

- i. 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.
 - ii. 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 Friday, 16th September, 2022 (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 2022-23;
 - 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 2022-23;
 - 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 2022-23.
 - iii. 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.
 - iv. 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.
19. The Members are requested to update their PAN with the Company's RTA: KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (in case of shares held in physical mode) and with the depositories (in case of shares held in demat mode).

For All Shareholders

In accordance with rule 37BA of Income Tax Rules, where shares are held by intermediaries/ stockbrokers, then such intermediaries/ stockbrokers can provide requisite declarations and the details of such beneficial shareholders along with self-declaration that the

shareholders are the beneficial owners to the Registrar and Share Transfer Agent on or before Friday, 16th September, 2022. Hence, the TDS will be applied by the Company on the PAN of the beneficial shareholders.

If there is any change in the above information, you are requested to update your records such as tax residential status, permanent account number (PAN) and register your email address, mobile numbers and other details with your relevant depositories through your depository participants in case you are holding shares in dematerialized form and if you are holding shares in physical mode, you are requested to furnish details to the Company's registrar and share transfer agent, KFin Technologies Limited (formerly known as KFin Technologies Private Limited). Please also note that in order to claim credit of TDS deducted by Balmer Lawrie & Co. Limited, it is mandatory to have valid PAN updated at depository's register. The Company shall not be held liable for unavailability of TDS credit due to invalid/incorrect PAN available in depository's record. The Company is obligated to deduct tax at source based on the records available with RTA and no request will be entertained for revision of TDS return.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.

Unpaid/Unclaimed dividend:

20. 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 'Investor Education and Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company had transferred Rs. 30,42,846/- to IEPF which were belonging to the Members whose dividend were unpaid/ unclaimed for the Financial Year 2013-14.
21. Members are requested to note that the unclaimed dividend amount for the Financial Year ended 31st March, 2015 (declared and paid in 2015) will be due for transfer to IEPF on 29th October, 2022.
22. 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 28th September, 2021 (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 Investor Education and Protection Fund (IEPF):

23. 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 been unpaid or unclaimed for seven consecutive years or more are required to be transferred to IEPF. Accordingly, the Company had transferred 3,421 Equity Shares of the Paid-up Value of Rs.10/- each belonging to 46 Members to IEPF on 16th December, 2021.
24. 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
25. Book Closure - The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 21st September, 2022 to Tuesday, 27th September, 2022 (both days inclusive).
 26. 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 20th September, 2022 (applicable for Members holding shares in physical mode) the following to KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Unit - Balmer Lawrie & Co. Ltd., the Registrar & Share Transfer Agent (RTA) of the Company in the prescribed format at:
 - i. 2/1, Russel Street, 4th Floor, Kankaria Centre, Kolkata 700016; OR
 - ii. Selenium Building, Tower-B, Plot No. – 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana-500032,

- iii. Toll free No. 18003094001
- 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 along with 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.
27. 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 Limited (formerly known as KFin Technologies Private Limited), Unit - Balmer Lawrie & Co. Ltd. Members holding shares in electronic form may submit the same to their respective depository participant.
28. 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.
29. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Audited Accounts of its subsidiary is placed on the website of the Company- www.balmerlawrie.com. Additionally, the Company will provide a copy of separate Audited Financial Statements in respect of its subsidiary Company, to any shareholder of the Company on making requisition in writing to the Company Secretary at the Registered Office of the Company or at the office of Company's RTA.
30. Green initiative: The Members of the Company who have not registered their e-mail address / mobile number with the Company are requested to register their e-mail address / mobile number by writing to the Registrar & Share Transfer Agent, KFin Technologies Limited (formerly known as KFin Technologies Private Limited) at the aforementioned address or by sending an e-mail at einward.ris@kfintech.com for receiving all communications including Annual Report, Notices etc. from the Company electronically.
31. Any person who is not a Member as on the cut-off date should treat this Notice for information only.
32. Any person, who becomes a Member of the Company after the dispatch of the Notice and holding shares as on cut-off day i.e, Tuesday, 20th September, 2022 (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, may kindly follow the instructions for e-Voting stated in subsequent paras.
33. CS Binita Pandey, Partner of M/s. T. Chatterjee & Associates, Practicing Company Secretaries (Membership No. ACS 41594 & CP no. 19730) has been appointed as the Scrutinizer by the Board to scrutinize remote e-voting process before the AGM as well as e-voting at the AGM in a fair and transparent manner.
34. 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.
35. The Scrutinizer shall immediately after the conclusion of voting at the AGM, 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 submit within not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
36. The Results will be declared within two working days of the conclusion of 105th 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 Equity shares of the Company are listed.

37. 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 AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 23rd September, 2022 at 09:00 A.M. and ends on Monday, 26th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 20th September 2022 (end of day), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 20th September 2022 (end of day).

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


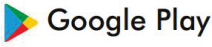


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.nsdl.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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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. Password details for shareholders other than Individual shareholders 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.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 CS Binita Pandey at csbinita.tca@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Tuesday, **20th September, 2022** (end of day), may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Tuesday, 20th September, 2022** (end of day) may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).
3. 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.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at 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 e mail 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 blagm2022@balmerlawrie.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to blagm2022@balmerlawrie.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for**

Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 in 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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at blagm2022@balmerlawrie.com latest by Thursday, 22nd September 2022 (end of day).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at blagm2022@balmerlawrie.com latest by Thursday, 22nd September 2022 (end of day). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 [Forming Part of the Notice to the Members] and additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of (SS-2)

Item No. 5: Appointment of Shri Adika Ratna Sekhar (DIN: 08053637) as Chairman and Managing Director and fixation of terms of appointment

Owing to the cessation of directorship of Shri Prabal Basu, erstwhile Chairman and Managing Director, additional charge of Chairman and Managing Director was entrusted upon Shri Adika Ratna Sekhar from 1st November, 2020 by the Administrative Ministry vide letter bearing reference no. CA-31024/4/2017-PNG (17426) dated 11th November, 2020 which was further extended by Administrative Ministry vide its letters bearing reference No. CA-31024/1/2020-PNG (35641) dated 6th January, 2021 and CA-31024/1/2020-PNG (35641) dated 20th April, 2021. Eventually, Shri Adika Ratna Sekhar was appointed as the Chairman and Managing Director of the Company with effect from the date of his assumption of charge of the post i.e. 3rd November, 2021 till the date of his superannuation, i.e. 30th June, 2024, or until further orders of the Administrative Ministry, whichever is earlier pursuant to the letter bearing reference no. CA-31024/2/2020-PNG (36125) dated 3rd November, 2021 of the Administrative Ministry. The detailed terms and conditions of appointment of Shri Adika Ratna Sekhar as Chairman and Managing Director of the Company was received vide letter bearing reference no. CA-31024/2/2020-PNG (36125) dated 29th December, 2021 of the Administrative Ministry.

Owing to his appointment as Chairman and Managing Director, Shri Adika Ratna Sekhar vacated his functional position as Director (Human Resource & Corporate Affairs) with effect from 3rd November 2021. However, vide letter bearing reference no. CA-31024/5/2021-PNG (40259) dated 23rd November, 2021 by Administrative Ministry, the additional charge of the functional role of Director (Human Resource & Corporate Affairs) was entrusted upon Shri Adika Ratna Sekhar for a period of three months w.e.f. 3rd November, 2021 to 2nd February, 2022. The said additional charge was extended by the Administrative Ministry vide letter bearing reference no. CA-31024/5/2021-PNG (40259) dated 4th February, 2022 for a period of six months with effect from 3rd February, 2022, or till the appointment of a regular incumbent to the post, or until further orders of the Administrative Ministry, whichever is the earliest.

Further, the Nomination and Remuneration Committee has verified that Shri Adika Ratna Sekhar is not debarred from holding office of Director by any order of SEBI or any other such authority.

The Company has received from Shri Adika Ratna Sekhar, Form No. DIR-2, consent to act as a Chairman and Managing Director and also Form No. 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 Adika Ratna Sekhar as the Chairman and Managing Director of the Company whose period of office as Director shall be subject to determination of retirement of Directors by rotation.

Except Shri Adika Ratna Sekhar, being the proposed appointee, 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 particulars of Shri Adika Ratna Sekhar is attached with this Explanatory Statement.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice. The brief resume of the director is given in the Corporate Governance Report.

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

Item No. 6: Appointment of Dr. Vandana Minda Heda (DIN 09402294) as Non-Executive Independent Director and fixation of terms of appointment

Further to the direction of the Administrative Ministry vide letter bearing reference no. CA-31033/2/2021-PNG (39069) dated 8th November, 2021 and in line with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Dr. Vandana Minda Heda (DIN 09402294) as an Additional Non- Executive Director with the designation of Independent Director of the Company with effect from 26th November, 2021 upto the date of this Annual General Meeting as per the provisions of the Companies Act, 2013 and allied Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company on such terms and conditions as mentioned in the nomination letter and appointment letter.

The Company has received from Dr. Vandana Minda Heda, Form No. DIR-2, consent to act as a Director and also Form No. DIR-8 confirming that she is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received declarations from the director stating that she continues to meet the criteria of independence as per the applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that she is not debarred from holding the office of Director

under any order passed by the Securities and Exchange Board of India or any such authority.

Further, the Company and its Nomination and Remuneration Committee has verified that Dr. Vandana Minda Heda is not debarred from holding office of Director by any order of SEBI or any other authority.

In the opinion of the Board, Dr. Vandana Minda Heda is a person of integrity, possesses the relevant expertise/ experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and she is independent of the management.

In terms of Regulation 25(8) of Listing Regulations, Dr. Vandana Minda Heda has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also disclosed her concern or interest including shareholding interest in any other organization in form MBP-1.

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 Dr. Vandana Minda Heda as an Independent Director of the Company whose period of office as director shall not be subject to determination by retirement of directors by rotation.

If approved, Dr. Vandana Minda Heda would remain an Independent Director of the Company for a period of three (3) years with effect from the date of notification of her appointment or until further orders from the Administrative Ministry, whichever is earlier.

The Company being a Government Company, the independence, skills and capabilities of the director is determined by the Administrative Ministry.

Except Dr. Vandana Minda Heda, being the proposed appointee, 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 particulars of Dr. Vandana Minda Heda is attached with this Explanatory Statement.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice. The brief resume of the director is given in the Corporate Governance Report.

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

Item No. 7: Appointment of Shri Rajeev Kumar (DIN 09402066) as Non-Executive Independent Director and fixation of terms of appointment

Further to the direction of the Administrative Ministry vide letter bearing reference no. CA-31033/2/2021-PNG (39069) dated 8th November, 2021 and in line with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Shri Rajeev Kumar (DIN 09402066) as an Additional Non- Executive Director with the designation of Independent Director of the Company with effect from 26th November, 2021 upto the date of this Annual General Meeting as per the provisions of the Companies Act, 2013 and allied Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company on such terms and conditions as mentioned in the nomination letter and appointment letter.

The Company has received from Shri Rajeev Kumar (DIN 09402066) Form No. DIR-2, consent to act as a Director and also Form No. 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 declarations from the director stating that he continues to meet the criteria of independence as per the applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding the office of Director under any order passed by the Securities and Exchange Board of India or any such authority.

Further, the Company and its Nomination and Remuneration Committee has verified that Shri Rajeev Kumar (DIN 09402066) is not debarred from holding office of Director by any order of SEBI or any other authority.

In the opinion of the Board, Shri Rajeev Kumar (DIN 09402066) is a person of integrity, possesses the relevant expertise/ experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management.

In terms of Regulation 25(8) of Listing Regulations, Shri Rajeev Kumar (DIN 09402066) has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also disclosed his concern or interest including shareholding interest in any other organization in form MBP-1.

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 Rajeev Kumar (DIN 09402066) as an Independent Director of the Company whose period of office as director shall not be subject to determination by retirement of directors by rotation.

If approved, Shri Rajeev Kumar (DIN 09402066) would remain an Independent Director of the Company for a period of three (3) years with effect from the date of notification of his appointment or until further orders from the Administrative Ministry, whichever is earlier.

The Company being a Government Company, the independence, skills and capabilities of the director is determined by the Administrative Ministry.

Except Shri Rajeev Kumar (DIN 09402066), being the proposed appointee, 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 particulars of Shri Rajeev Kumar (DIN 09402066) is attached with this Explanatory Statement.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice. The brief resume of the director is given in the Corporate Governance Report.

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

Item No. 8: Appointment of Shri R. M. Uthayaraja (DIN 09678056) as Director (Manufacturing Businesses) and fixation of terms of appointment

Further to the direction of the Administrative Ministry vide letter bearing reference no. CA-31024/1/2019-PNG (30909) dated 14th July, 2022 and in line with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Shri R. M. Uthayaraja (DIN 09678056) as an Additional Executive Director with the designation of Director (Manufacturing Businesses) of the Company with effect from 14th July, 2022 upto the date of this Annual General Meeting as per the provisions of the Companies Act, 2013 and allied Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company on such terms and conditions as mentioned in the nomination letter.

The Company has received from Shri R. M. Uthayaraja (DIN 09678056), Form No. DIR-2, consent to act as a Director and also Form No. 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 declaration from the director stating that he is not debarred from holding the office of director pursuant to any order of SEBI or any other such authority.

Further, the Company and its Nomination and Remuneration Committee has verified that Shri R. M. Uthayaraja (DIN 09678056) is not debarred from holding office of Director by any order of SEBI or any other authority.

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 R. M. Uthayaraja (DIN 09678056) as a Director of the Company whose period of office as director shall be subject to determination by retirement of directors by rotation.

Except Shri R. M. Uthayaraja (DIN 09678056), being the proposed appointee, 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 particulars of Shri R. M. Uthayaraja (DIN 09678056) is attached with this Explanatory Statement.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice. The brief resume of the director is given in the Corporate Governance Report.

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

Item No. 9: Ratification of remuneration of Cost Auditor for Financial Year 2022-23:

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of M/s. S. Dhal & Co. Cost Accountants in Practice, (Firm Registration No.000197) having its head office at 400/4897, Baramunda Village, Bhubaneswar 751003 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, 2023 at a remuneration of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand only) (all-inclusive fees) 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 ratification of the remuneration payable to the Cost Auditor for the Financial Year ending on 31st March, 2023.

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 recommends ratification of remuneration of Cost Auditors, as set out in Resolution no. 9 of the Notice for approval by the Members as an Ordinary Resolution.

The particulars of directors who are proposed to be re-appointed/appointed at the 105th Annual General Meeting to be held on Tuesday, 27th September, 2022, as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of (SS-2) are given below:

Particulars	Name of the Director, Designation & DIN				
	*Shri Sandip Das Director (Finance) and Chief Financial Officer (DIN 08217697)	Shri Adika Ratna Sekhar Chairman and Managing Director (DIN 08053637)	Dr. Vandana Minda Heda Independent Director (DIN 09402294)	Shri Rajeev Kumar Independent Director (DIN 09402066)	Shri R. M. Uthayaraja Director (Manufacturing Businesses) (DIN: 09678056)
Date of Birth	25 th December, 1962	10 th June 1964	12 th August, 1972	23 rd August, 1969	11 th August 1967
Date of First Appointment on the Board of Balmer Lawrie & Co. Ltd	1 st May, 2020	3 rd November, 2021 [The date of first appointment as the Chairman and Managing Director.] 1 st November, 2020 [The date of first appointment as Chairman & Managing Director (additional charge)]. The date of first appointment as the director of the Company was 29 th May, 2018	26 th November, 2021	26 th November, 2021	14 th July, 2022
Date of appointment / last re-appointment at the AGM	25 th September, 2020	28 th September, 2021	Not Applicable	Not Applicable	Not Applicable
Qualifications	a. Bachelor of Commerce from St. Xavier's College, Kolkata b. Chartered Accountant from the Institute of Chartered Accountants of India	Master of Social Work with specialization in Personnel Management, Industrial Relations & Labour Welfare from Osmania University.	a. B.E(elect), b. MBA in finance and marketing (gold medalist) c. PhD (Thesis: A study of the Awareness, Prospects and challenges of Microfinance in Urban area of Kamrup (Metropolitan) district of Assam)	Bachelor's Degree in Art from Mahatma Jyotiba Phule Rohilkhand University, Bareilly.	Chemical Engineering from M.S. Ramaiah Institute of Technology, Bangalore

Particulars	Name of the Director, Designation & DIN				
	<p>*Shri Sandip Das</p> <p>Director (Finance) and Chief Financial Officer</p> <p>(DIN 08217697)</p>	<p>Shri Adika Ratna Sekhar</p> <p>Chairman and Managing Director</p> <p>(DIN 08053637)</p>	<p>Dr. Vandana Minda Heda</p> <p>Independent Director</p> <p>(DIN 09402294)</p>	<p>Shri Rajeev Kumar</p> <p>Independent Director</p> <p>(DIN 09402066)</p>	<p>Shri R. M. Uthayaraja</p> <p>Director (Manufacturing Businesses)</p> <p>(DIN: 09678056)</p>
Expertise in Specific Functional areas (including experience)	Shri Sandip Das has 33 years of experience. During his career in Balmer Lawrie & Co. Ltd., he has worked in core business areas in both manufacturing and services verticals at multiple level as well as in the corporate finance function.	Shri Adika Ratna Sekhar has over 34 years of experience in leading multicultural organizations in Human Resources Management, Industrial Relations and Administration with hands on experience in Talent Acquisition, Talent Management, Organisational Development, Learning & Development and Change Management initiatives, 360 degree leadership development program, Career and Performance Management systems and Performance counselling. He has lead employee engagement programs, employee welfare and loyalty programs and trade union negotiations in progressive organisations of repute. A keen strategist with a flair for designing and implementing innovative strategies. He is credited for HR interventions in line with industry standards.	Her professional journey started by joining Standard Chartered Bank in 2001 working in various capacities including Head Cashier, to Teller Service Manager to Personal Financial Consultant and finally Manager Customer Relations. She excelled in every role and won accolades. After that she moved on to Kotak Mahindra Bank in 2006 as branch manager and continued for 7 years. She has been a very gripping and focussed Branch Manager whose contribution was well appreciated by the then country head. Not to mention that she won many best Branch and best Branch Manager Awards. One important highlight of her career being cracking an underground world nexus for which she was well appreciated by her seniors. Since then, she has been engaged with various motivational training for corporates and teaching in the MBA department of Gauhati University. Dr. Vandana Minda Heda is a trained Bharatanatyam dancer and loves to host interviews in her channel "Exploring The Gold Mine... A chat show".	Shri Rajeev Kumar has held the following positions: <ul style="list-style-type: none"> • District President of BJP Bijnor from 2017 to 2020. • District In charge of BJP Rampur from 2021 to Present. • General Secretary of BJP Bijnor from 2012 to 2016 • Secretary of BJP Bijnor from 2002 to 2007 Shri Rajeev Kumar is result-oriented, problem solver and visionary leader with strategic thinking skills and a creative mind.	Shri R. M. Uthayaraja has over 31 years of rich experience in various industries like distillery, Agro Chemicals, Pharmaceuticals, Beverages, Leather Chemicals, and Industrial Packaging. <p>Shri R. M. Uthayaraja started his career with M/s.Trichy Distilleries & Chemicals Ltd., and worked in major Pharma Company M/s. Sun Pharmaceutical Industries Ltd.</p> <p>A Technocrat by professional, Shri R. M. Uthayaraja, has worked in various parts of the country and for over a decade now has been holding business leadership roles. In his earlier assignment in Balmer Lawrie he was spearheading the business of Industrial Packaging & Chemicals as Executive Director. He has also worked as Administration head for both Western and Sothern regions.</p>
Terms and conditions of re-appointment/ appointment	As contained in letter bearing reference no.- CA-31024 /2/2018-PNG (25059) dated 20 th January, 2020 from Ministry of Petroleum & Natural Gas.	As contained in letters from Ministry of Petroleum & Natural Gas bearing reference no.: CA-31024/4/2019-PNG (32795) dated 24 th March, 2022	As contained in letter bearing reference no. CA-31033/2/2021-PNG(39069) dated 8 th November, 2021 and her appointment letter dated 1 st December, 2021	As contained in letter bearing reference no. CA-31033/2/2021-PNG(39069) dated 8 th November, 2021 and his appointment letter dated 1 st December, 2021	As contained in letter bearing reference no. CA-31024/1/2019-PNG(30909) dated 14 th July, 2022

Particulars	Name of the Director, Designation & DIN				
	*Shri Sandip Das Director (Finance) and Chief Financial Officer (DIN 08217697)	Shri Adika Ratna Sekhar Chairman and Managing Director (DIN 08053637)	Dr. Vandana Minda Heda Independent Director (DIN 09402294)	Shri Rajeev Kumar Independent Director (DIN 09402066)	Shri R. M. Uthayaraja Director (Manufacturing Businesses) (DIN: 09678056)
		<p>CA-31024/ 5/ 2021 - PNG (40259) dated 4th February, 2022</p> <p>CA-31024/ 2/ 2020 - PNG (36125) dated 29th December, 2021</p> <p>CA-31024/ 5/ 2021 - PNG (40259) dated 23rd November, 2021</p> <p>CA-31024/ 2/ 2020 - PNG (36125) dated 3rd November, 2021</p> <p>CA-31024/ 4/ 2019 - PNG (32795) dated 26th July, 2021</p> <p>CA-31024/ 1/ 2020 - PNG (35641) dated 20th April, 2021</p> <p>CA-31024/ 4 /2019 – PNG (32795) dated 6th April 2021</p> <p>CA-31024/ 4 /2019 – PNG (36036) dated 28th January, 2021</p> <p>CA-31024 /1 / 2020 - PNG (35641) dated 6th January 2021</p> <p>CA-31024/ 4/ 2019 - PNG (32795) dated 19th November, 2020</p> <p>CA- 31024/ 4/ 2017 - PNG (17426) dated 11th November 2020</p> <p>CA-31024 /2/ 2017 - PNG (49) dated 4th January, 2019</p> <p>CA-31024 /2 / 2017- PNG (49) dated 2nd May, 2018</p>			

Particulars	Name of the Director, Designation & DIN				
	*Shri Sandip Das Director (Finance) and Chief Financial Officer (DIN 08217697)	Shri Adika Ratna Sekhar Chairman and Managing Director (DIN 08053637)	Dr. Vandana Minda Heda Independent Director (DIN 09402294)	Shri Rajeev Kumar Independent Director (DIN 09402066)	Shri R. M. Uthayaraja Director (Manufacturing Businesses) (DIN: 09678056)
Details of remuneration last drawn	Rs.60,07,154.67	Rs. 53,71,569.96	Rs. 1,15,000.00	Rs. 85,000.00	Since Shri R. M. Uthayaraja has been appointed as Director w.e.f. 14 th July, 2022, the details pertaining to remuneration is not applicable.
Details of remuneration sought to be paid	In the scale of pay of Rs.1,60,000-2,90,000/- (revised).	In the scale of pay of Rs. 1,80,000-3,20,000/- read with letter bearing no. - CA-31024/ 2/ 2020 - PNG (36125) dated 29 th December, 2021 containing the terms and conditions of his appointment	Sitting fee for Board Meeting would be Rs. 20,000 and Sitting fee for Committee meeting would be Rs. 15,000 per Meeting attended	Sitting fee for Board Meeting would be Rs. 20,000 and Sitting fee for Committee meeting would be Rs. 15,000 per Meeting attended	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 2021-2022	8	8	2	2	N.A
Shareholding of the Director in Balmer Lawrie & Co. Ltd.	NIL	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	None	None	None	None	None
Directorship on the Board of other Companies / offices held in other companies	1. Balmer Lawrie Investments Limited, Non-Executive Director 2. Visakhapatnam Port Logistics Park Limited, Non-Executive Director 3. Balmer Lawrie-Van Leer Limited, Nominee Director	1. Biecco Lawrie Limited, Managing Director 2. Balmer Lawrie-Van Leer Limited, Nominee Director 3. Avi-Oil India Private Limited, Nominee Director	Nil	Nil	Nil

Particulars	Name of the Director, Designation & DIN				
	*Shri Sandip Das Director (Finance) and Chief Financial Officer (DIN 08217697)	Shri Adika Ratna Sekhar Chairman and Managing Director (DIN 08053637)	Dr. Vandana Minda Heda Independent Director (DIN 09402294)	Shri Rajeev Kumar Independent Director (DIN 09402066)	Shri R. M. Uthayaraja Director (Manufacturing Businesses) (DIN: 09678056)
Membership/ Chairmanship of Committee(s) of Balmer Lawrie & Co. Ltd.	1. Audit Committee – Member 2. Corporate Social Responsibility Committee- Member 3. Stakeholders Relationship Committee - Member	1. Corporate Social Responsibility Committee- Chairperson 2. Stakeholders Relationship Committee – Member 3. Risk Management Committee - Member	1. Audit Committee- Member 2. Stakeholders Relationship Committee – Chairperson 3. Nomination and Remuneration Committee – Member 4. Risk Management Committee – Chairperson	1. Audit Committee – Chairperson 2. Corporate Social Responsibility Committee- Member 3. Nomination and Remuneration Committee - Chairperson	Nil
Membership/ Chairmanship of Committee(s) of the Board of other Companies	1. Balmer Lawrie Investments Limited: a. Audit Committee- Member b. Nomination and Remuneration Committee - Member c. Stakeholders Relationship Committee - Chairman d. Corporate Social Responsibility Committee - Member e. Risk Management Committee- Member 2. Balmer Lawrie Van-Leer Limited: a. Stakeholders Relationship Committee- Member 3. Visakhapatnam Port Logistics Park Limited: a. Audit Committee- Chairman	1. Balmer Lawrie - Van Leer Limited: a. Audit Committee – Member b. Nomination and Remuneration Committee – Chairman c. Stakeholders Relationship Committee – Chairman d. Corporate Social Responsibility Committee - Member 2. Avi-Oil India Pvt. Limited: Corporate Social Responsibility Committee - Member	Nil	Nil	Nil
Name of listed entities from which the Director has resigned in the past three years.	Nil	Nil	Nil	Nil	Nil

Note: * Shri Sandip Das retires by rotation and being eligible offers himself for re-appointment.

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

By Order of the Board of Directors

**Kavita Bhavsar
Company Secretary
FCS No: 4767**

Date: 5th August, 2022
Place: Kolkata