



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

साचिविक विभाग

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)  
फोन : (91) (33) 2222 5329 / 5314 / 5209

SECRETARIAL DEPARTMENT

21, Netaji Subhas Road, Kolkata - 700 001 (INDIA)  
Phone : (91) (33) 2222 5329 / 5314 / 5209  
E-mail : bhavsar.k@balmerlawrie.com  
CIN : L15492WB1924GOI004835

Ref: SECY/StockExchange/2016/

Date: 29<sup>th</sup> August, 2016

The Secretary,  
National Stock Exchange of India Ltd.  
Exchange Place  
Bandra-Kurla Complex  
Bandra (E),  
Mumbai - 400 051  
Company Code : **BALMLAWRIE**

The Secretary,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
Company Code : **523319**

Dear Sir(s),

**Sub.: Notice of the 99<sup>th</sup> Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and e-voting facility connecting the same**

Pursuant, to our intimation dated 10<sup>th</sup> August, 2016 and pursuant to **Regulation 30** of the **SEBI (LODR)** read with sub-para 12 of Part A of Schedule III, we are hereby appending the Notice of the 99<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Thursday, 22<sup>nd</sup> September, 2016 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata - 700 019 at 10:30 a.m.

Further as per **Section 108** of the **Companies Act, 2013**, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and **Regulation 44** of the **SEBI LODR**, the Company is providing facility for voting by electronic means to its members for the business to be transacted at the 99<sup>th</sup> AGM. The instructions for the e-voting are set forth in the Notice of the 99<sup>th</sup> AGM.

Thanking You,

Yours faithfully,

For Balmer Lawrie &amp; Co. Ltd.

Kaustav Sen

Compliance Officer

Enclosed: As above

Cc: The Assistant Vice President, NSDL  
The Vice President (Operation), CDSL



# Balmer Lawrie & Co. Ltd.

(A Government of India Enterprise)

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

CIN: L15492WB1924GOI004835

Telephone No : 033 2222 5313, E-mail : bhavsar.k@balmerlawrie.com

Website: www.balmerlawrie.com

## NOTICE OF THE 99<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 99<sup>th</sup> Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. will be held on **Thursday, 22<sup>nd</sup> September, 2016, at 10:30 a.m. at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019** 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 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon for the Financial year ended 31<sup>st</sup> March, 2016 and the comments of Comptroller and Auditor General of India (CAG) thereon and in this connection to pass the following Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements, both Standalone and Consolidated of the Company, for the Financial year ended 31<sup>st</sup> March, 2016 together with Reports of the Board of Directors and Auditors thereon for the Financial year ended 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016 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 ₹ 20.00 (Rupees Twenty only) per Equity Share for the Financial year ended 31<sup>st</sup> March, 2016 be and is hereby declared on 2,85,00,641 Equity Shares of ₹ 10/- (Rupees Ten) each of the Company and be paid out of the distributable profits of the Company for the financial year ended 31<sup>st</sup> March, 2016.”

3. To appoint a Director in place of Ms. Manjusha Bhatnagar (DIN 07059799), a Director who retires by rotation and, being eligible, offers herself for reappointment and in this connection to pass the following Ordinary Resolution:

**“RESOLVED THAT** Ms. Manjusha Bhatnagar (DIN 07059799), 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 appoint a Director in place of Shri Dhandapani Sothi Selvam (DIN 07038156), 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 Dhandapani Sothi Selvam (DIN 07038156), 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.”

5. To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial year 2016-17 and 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) appointed under Section 139(5) of the Companies Act, 2013 and other applicable provisions of the Companies Act., 2013 by the Comptroller & Auditor General of India including reimbursement of out-of-pocket expenses, if incurred by the said Auditors in connection with the audit of accounts of the Company for the financial year 2016-17.”

**SPECIAL BUSINESS :**

To consider and, if thought fit, to pass the following Ordinary Resolutions:

**6. Appointment of Shri Shyam Sundar Khuntia as Director (Finance)**

“**RESOLVED THAT** Shri Shyam Sundar Khuntia (DIN 07475677) who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 with effect from 28<sup>th</sup> March, 2016 and holds office upto the 99<sup>th</sup> Annual General Meeting and the Company having received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director be and is hereby appointed as a Wholetime Director as well as a Functional Director to the post of Director (Finance), in the scale of pay of ₹ 65,000 – 75,000/- for a period of five years from the date of his assumption of charge of the post, or till the date of his superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and his period of office shall be subject to retirement of Directors by rotation.”

**7. Ratification of Remuneration of Cost Auditor for the Financial Year 2016-17**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration of M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants in Practice, fixed at ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any, incurred to conduct the audit of the Cost Records of the Company for the Financial year ending on 31<sup>st</sup> March, 2017 by the Board be and is hereby ratified.”

**To consider and, if thought fit, to pass the following Special Resolution.**

**8. Increase in Authorized Share Capital and consequent amendment in Memorandum of Association.**

“**RESOLVED THAT** pursuant to Section 13 and 61 of the Companies Act, 2013 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company consent be and is hereby accorded to increase the Authorized Share Capital of the Company to ₹ 120,00,00,000 (Rupees One Hundred and Twenty Crores only) divided into 12,00,00,000 shares of ₹ 10/- each into such number of equity and preference shares as would not exceed the total capital amount as stated above.

**RESOLVED FURTHER THAT** Clause 5 of the Memorandum of Association of the Company be amended and substituted to read as follows:

“The Authorised Share Capital of the Company is ₹ 1,20,00,00,000 (Rupees One Hundred and Twenty Crore only) divided into such Number of Equity and Preference Shares of the face value of ₹ 10/- each as would not exceed the total capital amount of ₹ 1,20,00,00,000 (Rupees One Hundred and Twenty Crore only) with such rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being with power to increase and reduce the capital of the Company and to attach thereto such preferential rights, privileges or conditions as may be deemed fit by the Members of the Company in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.”

**RESOLVED FURTHER THAT** Company Secretary or any one of the Directors be and is hereby authorized severally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions.”

**To consider and, if thought fit, to pass the following Special Resolution:**

**9. Alteration of Articles of Association relating to increase of Authorized Share Capital.**

“**RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in

force), in accordance with the provisions of the Memorandum and Articles of Association of the Company and consequent to the Alteration of Share Capital of the Company, consent be and is hereby accorded to alter the Article 3 of the Articles of Association of the Company so as to read as under:

“The Authorized Share Capital of the Company shall be as mentioned in the Clause 5 of Memorandum of Association. In case of redeemable preference shares, the terms of redemption shall be determined by the Board of Directors at the time of issue or before the redemption date of such shares.”

**RESOLVED FURTHER THAT** Company Secretary or any one of the Directors be and is hereby authorized severally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions.”

Registered Office:  
Balmer Lawrie House  
21, Netaji Subhas Road  
Kolkata 700 001  
Date : 10<sup>th</sup> August, 2016

By Order of the Board  
Balmer Lawrie & Co. Ltd.  
**Kavita Bhavsar**  
**Company Secretary**  
FCS No. : 4767



**NOTES:**

**A. General**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is attached. Documents referred in the Explanatory statement shall be available for inspection during the AGM at the venue.

2. Brief profile of the Directors seeking appointment/ reappointment as mandated under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) is annexed hereto and forms part of the Notice.

**3. PROXIES:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

4. The instrument appointing the proxy in order to be valid and effective must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty-eight) hours before the scheduled time of commencement of the AGM i.e. on or before Tuesday, 20th September, 2016, 10:30 A.M. Proxies submitted on behalf of the Bodies corporate must be supported by an appropriate resolution.

5. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying

voting rights. However, a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder. The proxy form **MGT – 11**, has been attached to this notice.

6. Further, in terms of Section 113(1) of the Companies Act, 2013, corporate members intending to send their authorized representative(s) to attend the AGM are requested to send a certified copy of their Board resolution, authorizing their representative to attend and vote at the ensuing AGM. In case of joint holders attending the AGM, only first joint holder will be entitled to vote.

7. A person authorised by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot, on behalf of the body corporate which he represents as that body could exercise if it were an individual member.

**8. REGISTERS FOR INSPECTION :**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.

**9. DIVIDEND :**

The Board of Directors at its meeting held on 26<sup>th</sup> May, 2016, has recommended a dividend of ₹ 20 (Rupees Twenty only) per Equity Share of the face value of ₹ 10/- each, fully paid-up.

Upon declaration by the members, dividend shall be paid to those shareholders of the Company who are holding shares of the Company as on 15<sup>th</sup> September, 2016 (End Of Day) within the statutory time limit of 30 days from the date of such declaration, i.e., by 22<sup>nd</sup> October, 2016.

#### **10. UNCLAIMED DIVIDENDS**

Pursuant to Section 205A and 205C of the Companies Act, 1956 and applicable provisions of Companies Act 2013, the dividend amount which remains unpaid/unclaimed for a period of 7 (seven) years from the date of its transfer to unpaid dividend account, are required to be transferred to the 'Investors Education & Protection Fund' (IEPF) constituted by the Central Government. Please note that the unclaimed dividend amount for the Financial year ended 31<sup>st</sup> March, 2009 (declared and paid in 2009) will be due for transfer to IEPF on 30<sup>th</sup> November, 2016. Corporate Governance Report provides a separate statement on unclaimed/unpaid dividend.

In view of the above regulation, the shareholders who are yet to encash the dividend are advised to send requests for duplicate dividend warrants in case they have not received/ not encashed the Dividend Warrants for any of the above mentioned financial years and/ or send for revalidation the unencashed Dividend Warrants still held by them to the Registrars and Transfer Agents of the Company.

**11.** Members are requested to take note of attached route map showing directions to reach the venue of AGM.

#### **12. BOOK CLOSURE**

The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 16<sup>th</sup> September, 2016 to Thursday, 22<sup>nd</sup> September, 2016 (both days inclusive).

#### **13. Members are requested :**

a) To notify on or before 15<sup>th</sup> September, 2016 (applicable for shareholders holding shares in physical mode) the following to Link Intime India Pvt. Ltd. (LIPL), 59C, Chowringhee Road, 3<sup>rd</sup> Floor, Kolkata 700020, Telefax no. 033-22890539, Email : [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in):

- i. Any Change of address (including pin code), mandate, etc.
- ii. Particulars of Bank account number, name and address of the bank.

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 / despatch of dividend. The Company or its Registrar and Share Transfer Agents (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.

- b) To quote the ledger Folio or client ID and DP ID numbers in all communications addressed either to the Company/ or to LIPL;
- c) To bring a copy of the Annual Report at the AGM venue. Please note that Annual Report(s) shall not be distributed at the AGM venue;
- d) To submit Attendance Slip/show Entry Pass at the entrance of the AGM venue;

- e) To submit National Electronic Clearing System (NECS) mandates on or before 15<sup>th</sup> September, 2016, to enable the Company to pay dividend through NECS mode, Members who are holding shares in physical form are requested to send their NECS mandates to the Company's RTA, LIPL. Those holding shares in electronic form are requested to send NECS mandates directly to their respective DPs.

#### **14. 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 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.

- 15.** In terms of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, though the Auditors of a Government Company are appointed by the Comptroller and Auditor General of India, the remuneration of the auditor is fixed by the Company at the General Meeting. Therefore, item on fixation of remuneration of the Auditors has been included in the Notice of the 99<sup>th</sup> AGM under item no. 5 of the Ordinary Business.
- 16.** 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.

- 17.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's RTA.

- 18.** 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](http://www.balmerlawrie.com)). Additionally the Company will provide a copy of separate Audited Financial Statements in respect of its subsidiary companies, to any shareholder of the Company on making requisition to the Company Secretary at the Registered office of the Company or at the office of Company's RTA.

#### **B. Voting by Electronic means:**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, [as amended] and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the stated items of business (1) to (9) shall be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting) to its Members. The Company has engaged the services of **National Securities Depository Limited ("NSDL")** for providing e-voting facilities to the Members enabling them to cast their vote in a secure manner.
2. The company is providing facility for voting by electronic means and the business may be transacted through such voting and the facility

for voting through ballot paper shall also be made available at the AGM and members attending the AGM who have not already casted their vote by remote e-voting facility shall be able to exercise their right at the AGM.

3. The time schedule including the time period during which the votes may be cast by remote e-voting –

a. **The remote e-voting period shall commence on 18<sup>th</sup> September, 2016 (9:00 a.m.) and end on 21<sup>st</sup> September, 2016 (5.00 p.m.).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (“Cut-off Date”) of 15<sup>th</sup> September, 2016 End of Day (EOD), may cast their vote electronically. Thereafter, the remote e-voting module shall be disabled by NSDL for voting.

b. Vote on a resolution, once cast, cannot be changed subsequently.

c. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date i.e. 15<sup>th</sup> September, 2016.

#### 4. Instructions on e-voting

I. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :

(i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - **Login**

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles

(vii) Select “EVEN” of “Balmer Lawrie & Co. Limited”.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.



- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (a) Initial password is provided at the bottom of the Attendance Slip for the AGM in the format given below.
- EVEN (Remote e-voting Event Number)**
- | <b>USER ID</b> | <b>PASSWORD/PIN</b> |
|----------------|---------------------|
|----------------|---------------------|
- (b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of A above, to cast your vote by electronic means.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15<sup>th</sup> September, 2016 (end of day).
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15<sup>th</sup> September, 2016 (end of day), may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
- 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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- IX. Mr. Mohan Ram Goenka, a Company

Secretary in whole-time practice (Membership No.: 4515) and a Partner of M R & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through

remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three (3) days 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.

- XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company ([www.balmerlawrie.com](http://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.

**Explanatory Statement  
Under Section 102 of the Companies Act, 2013  
[Forming Part of the Notice to the Members]**

**Item No. 6:**

**Appointment of Shri Shyam Sundar Khuntia**

The Board at its 2316<sup>th</sup> meeting dated 28<sup>th</sup> March, 2016 appointed Shri Shyam Sundar Khuntia (DIN 07475677), as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013. Pursuant to Article 9 of the Articles of Association of the Company, Shri Khuntia holds his office up to the date of the forthcoming Annual General Meeting.

The Company has received letter No:C-31024/04/2015-CA/FTS:39711 dated 22<sup>nd</sup> March, 2016 from the Ministry of Petroleum & Natural Gas, [MOP&NG] (Corporate Affairs Desk), Government of India intimating the nomination of Shri. Shyam Sundar Khuntia, for his appointment as a Whole time Director, designated as Director (Finance) on the Board of the Company for a period of 5 years from the date of his assumption of charge of the post or till the date of his superannuation or until further orders, whichever is earliest with immediate effect.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000 (Rupees one lac) proposing the candidature of Shri Shyam Sundar Khuntia for the office of Whole-time Director (Finance) to be appointed under the provisions of Section 149 of the Companies Act, 2013. The following information were received from Shri Shyam Sundar Khuntia:

- (i) Consent in writing in Form DIR-2, to act as Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014

- (ii) Intimation in Form DIR-8 as per Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Except Shri Khuntia, no other Director, Key Managerial Personnel of the Company or their relatives are interested or concerned financially or otherwise in this resolution. Further, in terms of Section 203 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Shri Khuntia was appointed as the Chief Financial Officer (CFO) of the Company with effect from 31<sup>st</sup> March, 2016. No additional remuneration is paid to Shri Khuntia for his acting as CFO of the Company.

The detail of Shri Khuntia is provided in the table below.

**Item No. 7**

**Ratification of Remuneration of Cost Auditor for the Financial Year 2016-17**

The Board of Directors of the Company on the recommendations of the Audit Committee have approved appointment of M/s. Bandopadhyaya Bhaumik & Co., Cost Accountants, G-16, Banerjee Para, Kamdahari, Garia, Kolkata - 700 084 as Cost Auditors of the Company for the year 2016-17 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus applicable service tax and out-of-pocket expense, as per entitlement. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor needs ratification by the Members.

Accordingly, consent of the shareholders is sought for passing the said item as an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

The Board of Directors recommends the resolution for your approval.

### **Item No. 8**

#### **Increase in Authorized Share capital and consequent amendment in Memorandum of Association.**

##### Particulars of the proposed alteration

In furtherance to the increase in the Authorized Share Capital, the Clause 5 of the Memorandum of Association needs to be altered and substituted to read as follows:

“5. The Authorized Share Capital of the Company is ₹ 1,20,00,00,000 (Rupees one hundred and twenty crore only) divided into such Number of Equity and Preference Shares of the face value of ₹ 10/- each as would not exceed the total capital amount of ₹ 1,20,00,00,000 (Rupees one hundred and twenty crore only) with such rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being with power to increase and reduce the capital of the Company and to attach thereto such preferential rights, privileges or conditions as may be deemed fit by the Members of the Company in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.”

##### Justification for alteration

The current authorized capital of the Company is ₹ 60 Crores out of which ₹ 28.50 Crores is already paid up. This leaves very small margin for any further issue of capital in future. Hence, from the futuristic perspective, it is required that the Authorized Capital of the Company be increased. Hence, it is proposed to increase the existing Authorized Share Capital from ₹ 60 Crore to ₹ 120 Crore. Pursuant to Section 13 and 61 of the Companies Act, 2013, the proposed alteration is placed before the members for their consideration to pass the same as a Special Resolution.

The copy of the notice of the proposed resolution can also be obtained from the website of the Company ([www.balmerlawrie.com](http://www.balmerlawrie.com)).

### **Item No. 9**

#### **Alteration of Articles of Association relating to increase of Authorized Share Capital.**

In furtherance to the proposed increase in Authorized Share Capital from ₹ 60 Crore to ₹ 120 Crore as discussed in Item No. 8 above, the Article 3 of the Articles of Association “(a) statement of capital” needs to be amended/ substituted to read as under:

3. The Authorized Share Capital of the Company shall be as mentioned in the Clause 5 of Memorandum of Association. In case of redeemable preference shares, the terms of redemption shall be determined by the Board of Directors at the time of issue or before the redemption date of such shares.”

Pursuant to Section 14 of the Companies Act, 2013 the proposed resolution is placed before the Members for their consideration to approve the same as a special resolution.

**DETAILS OF THE DIRECTORS PROPOSED RE-APPOINTMENT / APPOINTMENT AT THE 99<sup>th</sup> ANNUAL GENERAL MEETING TO BE HELD ON 22<sup>nd</sup> SEPTEMBER 2016**

<b>Name &amp; Designation</b>	<b>Ms. Manjusha Bhatnagar Director (Human Resource &amp; Corporate Affairs)</b>	<b>Shri D. Sothi Selvam Director (Manufacturing Businesses)</b>	<b>Shri Shyam Sundar Khuntia Director (Finance)</b>
<b>Date of Birth</b>	24 <sup>th</sup> January, 1958	31 <sup>st</sup> July, 1960	1 <sup>st</sup> May, 1960
<b>Date of First Appointment on the Board of Balmer Lawrie &amp; Co. Ltd.</b>	2 <sup>nd</sup> January, 2015	2 <sup>nd</sup> January, 2015	28 <sup>th</sup> March, 2016
<b>Date of appointment / last re-appointment at the Annual General Meeting</b>	22 <sup>nd</sup> September, 2015	22 <sup>nd</sup> September, 2015	Not Applicable
<b>Qualification</b>	Bachelor of Science MBA (Personnel)	Graduate in Chemical Engineering MBA (Marketing) Post Graduate Diploma in Journalism & Mass Communication	Bachelor of Science Chartered Accountant Cost Accountant
<b>Resume and Expertise in Specific Functional areas</b>	<p>Ms. Bhatnagar has a working experience of about 35 years during which she has developed expertise in functional areas of talent acquisition and retention, human capital management and compensation, policy making &amp; IR, negotiations and finalization of long term settlements, audit of HR activities and long term planning, performance &amp; rewards management, HR maintenance &amp; employee welfare, day to day HR affairs including industrial relations &amp; labour matters and Learning and Development.</p>	<p>Shri Sothi Selvam is a graduate in Chemical Engineering with MBA in Marketing besides holding a PG Diploma in Journalism &amp; Mass Communication. He is spearheading the Manufacturing Businesses consisting of three Strategic Business Units (SBUs) – Greases &amp; Lubricants, Industrial Packaging and Leather Chemicals and the Service SBU-Refinery &amp; Oil Field Services and the Engineering &amp; Projects division of the Company.</p> <p>A Core Petroleum Downstream Professional with 30+ years of National and International experience in Indian Oil Corporation Ltd and its subsidiary Lanka IOC PLC in Strategic Leadership Roles such as Plant Head, State Head, Regional Head and Country Head besides functioning as Director for three years in the Board of Ceylon Petroleum Storage Terminals Ltd, Sri Lanka.</p> <p>He has proven expertise in Sales &amp; Marketing (Retail, Industrial and Marine), Business Process Re-engineering, Business Development, Technical Services, Supply Chain &amp; Distribution Management, Brand Management, Operation &amp; Maintenance of Petroleum Storage Facilities &amp; Pipe Lines, Project Management &amp; Execution through Construction, Commissioning and Operation of Manufacturing Plants &amp; Pipeline Infrastructure, HSE, Operations Excellence, Human Resource Management, Research &amp; Development and Imports &amp; Exports.</p>	<p>Shri Khuntia is a Chartered Accountant and Cost Accountant with over 30 years of experience mainly in upstream oil and gas industries. Prior to joining Balmer Lawrie, he was associated with ONGC Videsh Ltd. and OIL India Ltd. He was instrumental in successfully developing the Accounting system of ONGC Videsh and the Accounting &amp; MIS processes for overseas joint ventures and have won several accolades for his contributions.</p> <p>Shri Khuntia has hands on experience in Treasury operation with fund raising from international market &amp; Taxation Operations and has rich experience in areas of Risk management, Sustainability and HSE Processes. Further, he has developed expertise in developing accounting, budgeting and MIS systems for organisations.</p>

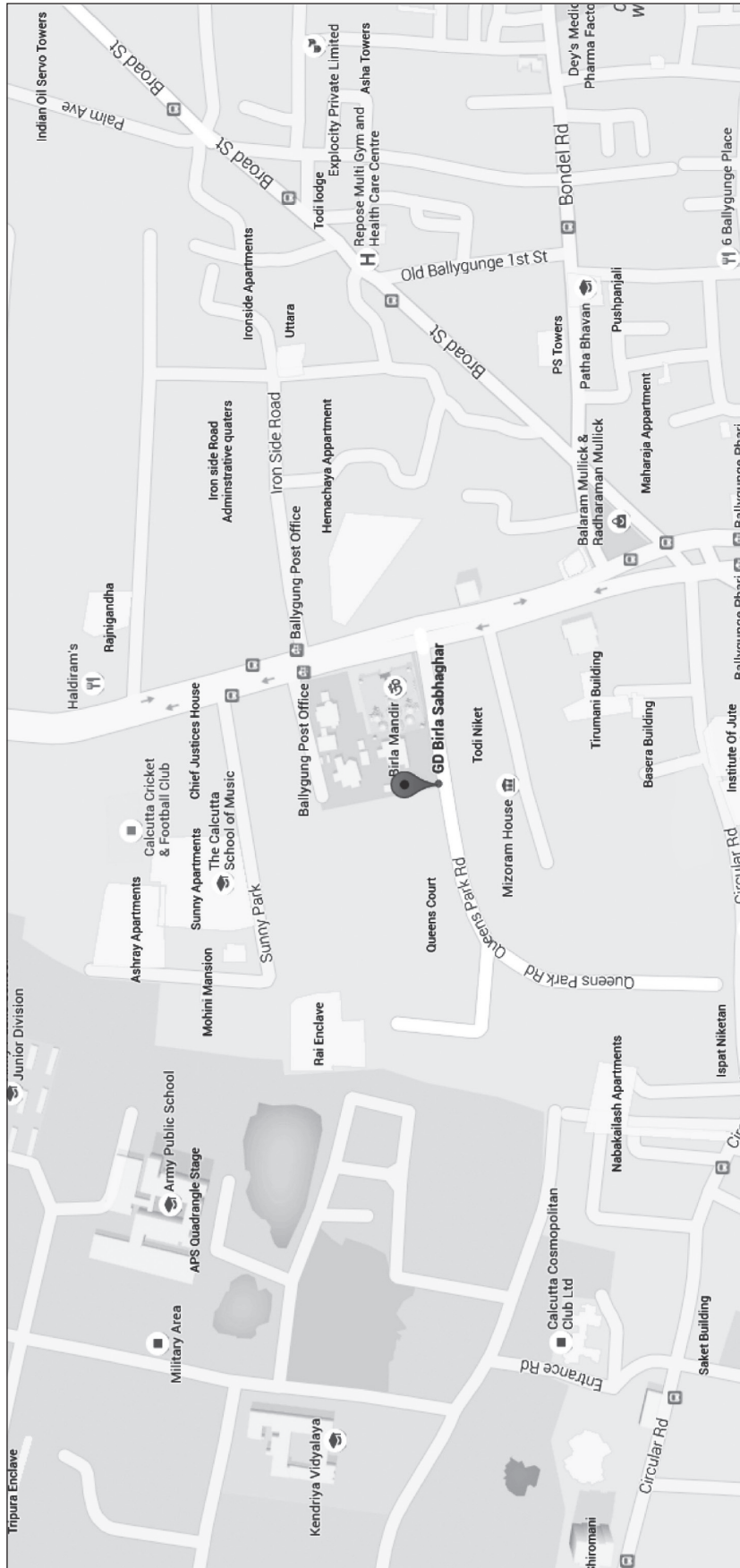


Name & Designation	Ms. Manjusha Bhatnagar Director (Human Resource & Corporate Affairs)	Shri D. Sothi Selvam Director (Manufacturing Businesses)	Shri Shyam Sundar Khuntia Director (Finance)
<b>Terms and conditions of appointment/ reappointment</b>	As contained in letter bearing reference no. - C-31024/4/2012-CA/FTS:19569 dated 19 <sup>th</sup> December, 2014 from Ministry of Petroleum & Natural Gas (MoPNG)	As contained in letter bearing reference no. - C-31024/7/2012-CA/FTS: 23176 dated 9th October, 2014 and letter bearing reference no. - C-31024/7/2012-CA(Part-1)/FTS: 36715 dated 4th August, 2016 from Ministry of Petroleum & Natural Gas (MoPNG)	As contained in letter bearing reference no. - C-31024/04/2015-CA/FTS: 39711 dated 22nd March, 2016 from Ministry of Petroleum & Natural Gas (MoPNG)
<b>Details of remuneration sought to be paid and the Remuneration last drawn</b>	The details of the Remuneration paid to Ms. Bhatnagar during the Financial Year 2015-16 have been disclosed in the Corporate Governance Report of the Company.	The details of the Remuneration paid to Shri Sothi Selvam during the Financial Year 2015-16 have been disclosed in the Corporate Governance Report of the Company.	The details of the Remuneration paid to Shri Khuntia during the Financial Year 2015-16 have been disclosed in the Corporate Governance Report of the Company.
<b>Number of Meetings of the Board attended during the Financial year 2015-16</b>	Nine (9)	Nine (9)	One (1)
<b>Shareholding of the Director in Balmer Lawrie &amp; Co. Ltd.</b>	Nil	Nil	Nil
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company</b>	None	None	None
<b>Directorship on the Board of other Companies/offices held in other companies</b>	Balmer Lawrie-Van Leer Limited	1. Balmer Lawrie - Van Leer Limited 2. Balmer Lawrie (UAE) LLC 3. Avi-Oil India Private Limited 4. Pro-Seal Closures Ltd. 5. PT Balmer Lawrie Indonesia-Commissioner	1. Balmer Lawrie Investments Ltd. 2. Transafe Services Limited 3. Visakhapatnam Port Logistics Park Limited 4. Balmer Lawrie (UK) Ltd. 5. PT Balmer Lawrie Indonesia-Commissioner
<b>Membership/ Chairmanship of Committee(s) of Balmer Lawrie:</b>	Corporate Social Responsibility Committee - Chairperson	Audit Committee-Member	Audit Committee- Member Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee –Member
<b>Membership/ Chairmanship of Committee(s) of the Board of other Companies</b>	Nil	1. Balmer Lawrie-Van Leer Limited Stakeholders' Relationship Committee-Member Corporate Social Responsibility Committee –Member 2. Avi-Oil India Private Limited Corporate Social Responsibility Committee –Member	1. Balmer Lawrie Investments Ltd. Audit Committee-Member Stakeholders' Relationship Committee –Chairman Corporate Social Responsibility Committee –Member Nomination & Remuneration Committee –Member Committee of Directors for Share Transfer - Member 2. Transafe Services Limited Audit Committee-Member Nomination & Remuneration Committee –Member

Registered Office:  
Balmer Lawrie House  
21, Netaji Subhas Road  
Kolkata 700 001  
**Date : 10<sup>th</sup> August, 2016**

By Order of the Board  
Balmer Lawrie & Co. Ltd.  
**Kavita Bhavsar**  
**Company Secretary**  
FCS No. : 4767

AGM Venue Route Map



## Form No. MGT-11

## Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L15492WB1924GOI004835
Name of the Company:	Balmer Lawrie & Co. Ltd.
Registered Office:	21, Netaji Subhas Road, Kolkata 700001.
Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./Client Id & DP. Id:	

I/We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1.	Name	
	Address	
	E-mail Id	Signature
	Or failing him	
2.	Name	
	Address	
	E-mail Id	Signature
	Or failing him	
3.	Name	
	Address	
	E-mail Id	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 99<sup>th</sup> Annual General Meeting of the Company, to be held on the 22<sup>nd</sup> day of September, 2016 at 10.30 a.m. at G D Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

- To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated along with the comments of the Comptroller & Auditor General of India on the Accounts of the Company for the financial year ended 31<sup>st</sup> March 2016 and the reports of the Auditors and the Board of Directors thereon
- To declare dividend for the financial year ended 31<sup>st</sup> March, 2016.
- To appoint a Director in place of Ms. Manjusha Bhatnagar (DIN 07059799), a Director who retires by rotation and being eligible offers herself for reappointment
- To appoint a Director in place of Shri D Sothi Selvam (DIN 07038156), a Director who retires by rotation and being eligible offers himself for reappointment.
- To authorise Board of Directors to fix remuneration of the Statutory Auditors, including Branch Auditors, for the financial year 2016-17.
- Appointment of Shri Shyam Sundar Khuntia (DIN 07038156) as a Wholetime Director to the post of Director (Finance).
- Ratification of the Remuneration of the Cost Auditors of the Company for the financial year ending on 31<sup>st</sup> March 2017.
- Increase in Authorised Capital and Alteration of Capital clause of Memorandum of Association.
- Increase in Authorised Capital and Alteration of Capital clause of Articles of Association.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**