



# Balmer Lawrie & Co. Ltd.

(A Government of India Enterprise)

Registered Office: 21, Netaji Subhas Road, Kolkata – 700001

CIN: L15492WB1924GOI004835

Telephone No: 033 22225329, Email: bhavsar.k@balmerlawrie.com

Website: www.balmerlawrie.com

## NOTICE OF THE 100<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 100<sup>th</sup> Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. will be held on **Thursday, 14<sup>th</sup> September, 2017, 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, 2017 and the Reports of the Board of Directors and Auditors thereon for the Financial year ended 31<sup>st</sup> March, 2017, and other statements attached thereto along with 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, 2017 together with Reports of the Board of Directors and Auditors thereon for the Financial year ended 31<sup>st</sup> March, 2017, other statements attached thereto along with the comments of the Comptroller & Auditor General of India on the Accounts of the Company, be and are hereby considered and adopted.”

2. To declare dividend for the Financial year ended 31<sup>st</sup> March, 2017 and in this connection to pass the following Ordinary Resolution:

**“RESOLVED THAT** in accordance with the recommendation of the Board of Directors dividend at the rate of Rs.7.00 (Rupees Seven only) per Equity Share for the Financial year ended 31<sup>st</sup> March, 2017 be and is hereby declared on 11,40,02,564 Equity Shares of Rs.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, 2017.”

3. To appoint a Director in place of Shri Prabal Basu (DIN 06414341), 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 Prabal Basu (DIN 06414341), 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 Kalyan Swaminathan (DIN 06912345), 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 Kalyan Swaminathan (DIN 06912345), 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 2017-18 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) as and when 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 2017-18.”

**SPECIAL BUSINESS :**

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

**6. Appointment of Ms. Indrani Kaushal (DIN 02091078) as Government Nominee Director**

**“RESOLVED THAT** pursuant to Section 161 of the Companies Act, 2013 and Articles 7A and 9 of the Articles of Association of the Company read with letter No.C-31033/1/2016-CA/FTS:42979 dated 19<sup>th</sup> December 2016 received from the Ministry of Petroleum & Natural Gas, (MoPNG) Government of India and the Companies (Appointment and Qualification of Directors) Rules, 2014, consent be and is hereby accorded for appointment of Ms. Indrani Kaushal [DIN 02091078] as Government Nominee Director of the Company with effect from 27<sup>th</sup> December, 2016 for a period of three years on co-terminus basis or until further orders from the administrative ministry

whichever is earlier and her period of office shall be subject to retirement of Directors by rotation.”

**7. Appointment of Ms. Atreyee Borooh Thekedath (DIN: 00795366) as an Independent Director**

**“RESOLVED THAT** pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013 and allied Rules read with letter No.C-31034/1/2016-CA/FTS:46118 dated 31<sup>st</sup> January 2017 received from the Ministry of Petroleum & Natural Gas, (MoPNG), Government of India, consent be and is hereby accorded for appointment of Ms. Atreyee Borooh Thekedath [DIN 00795366] as Independent Director of the Company with effect from 13<sup>th</sup> February, 2017 for a period of three years from the date of notification of her appointment or until further orders of the administrative ministry, whichever is earlier.”

**8. Ratification of Remuneration of Cost Auditor for Financial Year 2017-18**

**“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 Rs.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, 2018 by the Board be and is hereby ratified.”

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

**9. Resolution for fixation of fee for delivery**

**of document through a particular mode**

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of

document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Registered Office:  
Balmer Lawrie House  
21, Netaji Subhas Road  
Kolkata 700 001  
Date: 27<sup>th</sup> July, 2017.

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 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 filled, stamped and signed, not less than 48 (Forty-eight) hours before the scheduled time of commencement of the AGM i.e. on or before Tuesday, 12<sup>th</sup> September, 2017

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.
7. In case of joint holders attending the AGM, only first joint holder will be entitled to vote.
8. 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.
9. 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.
10. The Board of Directors at its meeting held on 29<sup>th</sup> May 2017, has recommended a dividend of Rs.7.00 (Rupees Seven only) per Equity Share of the face value of Rs.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 7<sup>th</sup> September, 2017 (End Of Day) within the statutory time limit of 30 days from the date of such declaration.
11. Pursuant to Sections 124(5) and 125 of the Companies Act, 2013, any money transferred to the Unpaid Dividend Account of a Company which remains unpaid/unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued (if any) thereon to 'Investors Education & Protection Fund' (IEPF) constituted by the Central Government. Please note that the unclaimed dividend amount for the financial year ended 31<sup>st</sup> March, 2010 (declared and paid in 2010) will be due for transfer to IEPF on 31<sup>st</sup> October, 2017. Corporate Governance Report provides a separate statement on unclaimed/unpaid dividend.  
  
The shareholder wise details of the unpaid/unclaimed dividend can be obtained from the Company's website: [www.balmerlawrie.com](http://www.balmerlawrie.com).
12. Members are requested to take note of attached route map showing directions to reach the venue of AGM.

**13. BOOK CLOSURE**

The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 8<sup>th</sup> September, 2017 to Thursday, 14<sup>th</sup> September, 2017 (both days inclusive).

**14. Members are requested:**

- a) To notify on or before 7<sup>th</sup> September, 2017 (applicable for shareholders holding shares in physical mode) the following to Link Intime India Pvt. Ltd. (LI IPL), 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 LI IPL;

- 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 mandates for opting for electronic credit on or before 7<sup>th</sup> September, 2017, to enable the Company to pay dividend through electronic mode. Members who are holding shares in physical form are requested to send their mandates to the Company's RTA, LI IPL. Those holding shares in electronic form are requested to send mandates directly to their respective DPs.

**15. 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.

16. 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 at the General Meeting. Therefore, item on fixation of remuneration of the Auditors has been included in the Notice of the 100<sup>th</sup> AGM under item no. 5 of the Ordinary Business.

17. 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.
18. 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.
19. 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 and voting at the AGM :**

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) Regulations, 2015, the stated items of business (1) to (9) shall be transacted through electronic voting system. 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. The facility for voting through ballot paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting facility shall be able to exercise their right at the AGM. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again. The cut-off date for the purpose of reckoning the right of member to vote is 7<sup>th</sup> September, 2017 (End of Day). Persons who are not members as on cut-off date should treat this notice for information purpose only.
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 10<sup>th</sup> September, 2017 (9:00 a.m.) and end on 13<sup>th</sup> September, 2017 (5:00 p.m.).**

During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on 7<sup>th</sup> September, 2017 End of Day (EOD), cut-off date 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. 7<sup>th</sup> September, 2017.

#### 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] :

(i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM :

**EVEN (Remote e-voting Event Number)**

**USER ID                      PASSWORD/PIN**

(ii) 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 7<sup>th</sup> September, 2017 (end of day).

VI. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice

and holding shares as on the cut-off date i.e. 7<sup>th</sup> September, 2017 (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 forget 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 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 at least 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.

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

**Item No. 6 : Appointment of Ms. Indrani Kaushal as Government Nominee Director**

The Board at its 2323<sup>rd</sup> meeting dated 27<sup>th</sup> December, 2016 and pursuant to Section 161 of the Companies Act, 2013 and Articles 7A and 9 of the Articles of Association of the Company read with letter No.C-31033/1/2016-CA/FTS:42979 dated 19<sup>th</sup> December 2016 received from the Ministry of Petroleum & Natural Gas, (MoPNG) Government of India and the Companies (Appointment and Qualification of Directors) Rules, 2014, appointed Ms. Indrani Kaushal [DIN 02091078] as an Additional Director of the Company having the designation of Government Nominee Director with effect from 27<sup>th</sup> December, 2016.

The following information were received from Ms. Indrani Kaushal:

Consent to act as a Director in Form No. DIR-2 and also 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 a valid notice of candidature from a member as per the provision

of Section 160 of the Companies Act, 2013, proposing the appointment of Ms. Kaushal as a Director of the Company whose period of office as director shall be subject to determination by retirement of directors by rotation.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Ms.Indrani Kaushal would be appointed for a period of 3 years on co-terminus basis or until further orders from the administrative ministry, whichever is earlier.

Except Ms. Indrani Kaushal, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

The detail of Ms. Indrani Kaushal is attached with this explanatory statement.

**Item No. 7 : Appointment of Ms. Atreyee Boroah Thekedath as an Independent Director**

The Board at its 2324<sup>th</sup> meeting dated 13<sup>th</sup> February, 2017 and pursuant to Sections 149, 150,152 and 161 of the Companies Act, 2013 and allied Rules read with letter No.C-31034/1/2016-CA/FTS:46118 dated 31<sup>st</sup> January 2017 received

from the Ministry of Petroleum & Natural Gas, (MoPNG), Government of India, appointed Ms. Atreyee Borooah Thekedath (DIN 00795366) as an Independent Director with effect from 13<sup>th</sup> February 2017.

The following information were received from Ms. Atreyee Borooah Thekedath:

- (i) Consent to act as a Director in Form No. DIR-2 and also DIR-8 confirming that she is eligible to be appointed as Director as prescribed under The Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) Declaration of Independence under Section 149 (6) of the Companies Act, 2013.

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 Ms. Thekedath as a Director of the Company.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Ms. Atreyee Borooah Thekedath would remain an Independent Director of the Company for three years or until further orders from the administrative ministry, whichever is earlier.

Except Ms. Atreyee Borooah Thekedath, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

The Company being a Government Company, the independence of the Director is determined by the administrative ministry of the Company.

The detail of Ms. Atreyee Borooah Thekedath is attached with this explanatory statement.

**Item No. 8 : Ratification of Remuneration of Cost Auditor for Financial Year 2017-18**

The Board of Directors of the Company on the recommendation of the Audit Committee have approved appointment of M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants, G-16,

Banerjee Para, Kamdahari, Garia, Kolkata-700 084 as Cost Auditor of the Company for the year 2017-18 at a remuneration of Rs.2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus applicable taxes and out-of-pocket expense, if any, incurred to conduct the audit of the Cost Records of the Company for the Financial year ending 31<sup>st</sup> March, 2018. In terms 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 (as amended), 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 recommend the Ordinary Resolution for your approval.

**Item No. 9 : Resolution for fixation of fee for delivery of document through a particular mode**

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any member of the Company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting.

Accordingly, the Board of Directors recommend the Special Resolution for your approval. None of the Directors and Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

### Details of Directors proposed for Re-appointment/Appointment at the 100<sup>th</sup> Annual General Meeting to be held on 14<sup>th</sup> September, 2017

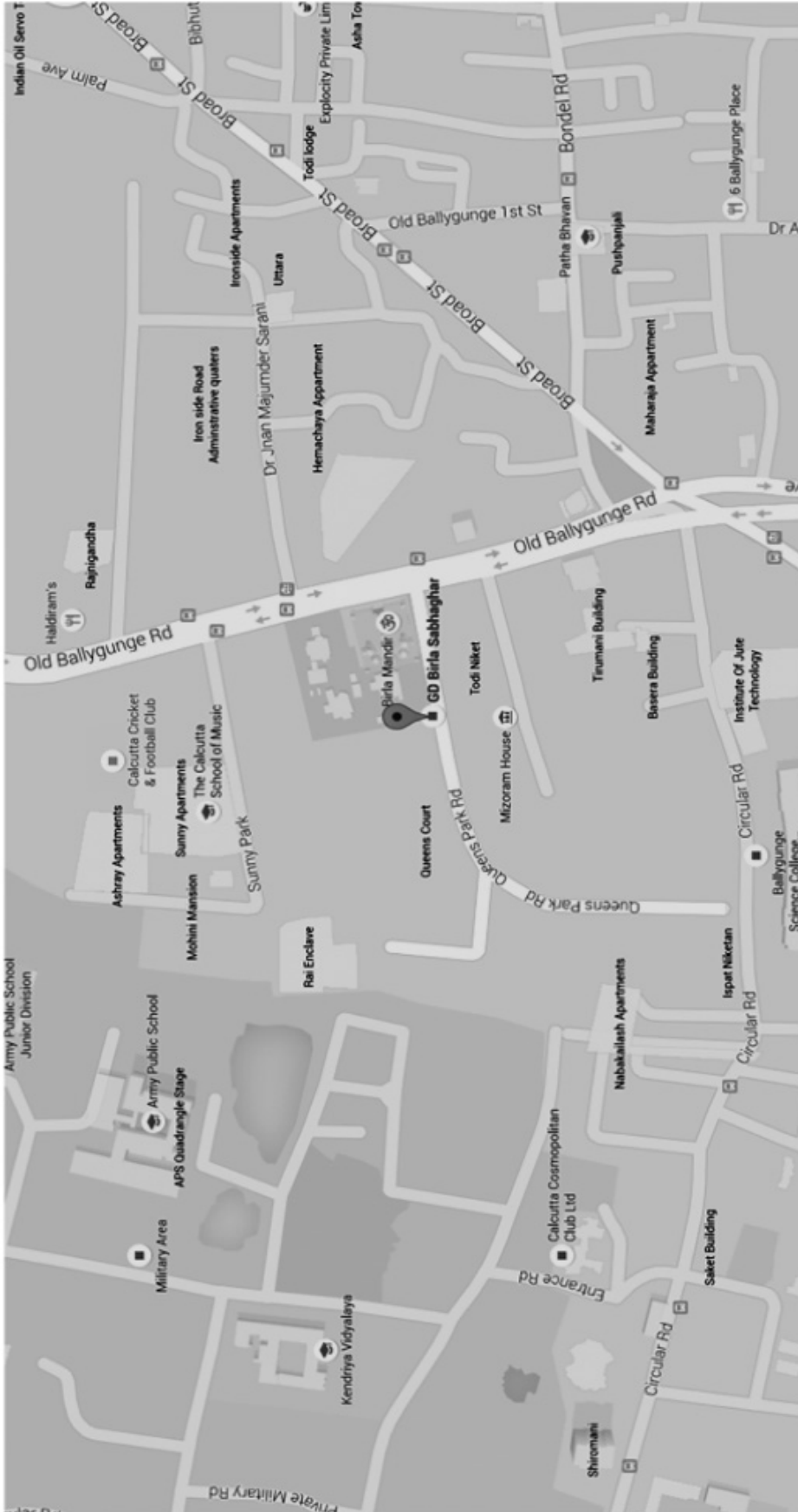
Name & Designation	Shri Prabal Basu, Chairman & Managing Director	Shri Kalyan Swaminathan, Director (Service Businesses)	Ms. Indrani Kaushal, Government Nominee Director	Ms. Atreyee Borooh Thekedath, Independent Director
Date of Birth	18 <sup>th</sup> October 1963	15 <sup>th</sup> February, 1960	17 <sup>th</sup> July 1972	10 <sup>th</sup> December 1972
Date of first Appointment on the Board of Balmer Lawrie & Co. Ltd.	1 <sup>st</sup> December, 2012 as Director (Finance)	1 <sup>st</sup> August, 2015	27 <sup>th</sup> December, 2016	13 <sup>th</sup> February, 2017
Date of appointment/ last re-appointment at the Annual General Meeting	22 <sup>nd</sup> September, 2015 as C&MD	22 <sup>nd</sup> September, 2015 As Director (Service Businesses)	NA	NA
Qualifications	Executive Programme in General Management (MIT)	Member of the Institute of Cost Accountants of India	Masters in Governance and Development from UK, Global Think Tank – The Institute of Development Studies.	Master in Business Administration (MBA)
	Member of the Institute of Chartered Accountants of India	Member of the Institute of Company Secretaries of India	Masters from Delhi school of Economics.	Bachelor in Computer Engineering (B. Tech.)
	Member of the Institute of Company Secretaries of India	Bachelor of Commerce		
	Member of the Institute of Cost Accountants of India			
	Bachelor of Commerce (Hons)			
Expertise in Specific Functional Areas	He has a working experience of 31 years during which he has developed expertise in the functional areas of Accounts & Finance, Taxation, Information Technology, ERP implementation and in General Management.	He has a working experience of 34 years during which he has developed expertise in the functional areas of accounts, finance, ERP Implementation, logistics infrastructure, logistics services, ticketing, vacation businesses besides general management.	She is presently posted as Economic Advisor in the Ministry of Petroleum & Natural Gas, Government of India, and is a member of the Indian Economic Service, 1995 batch. She has held various positions in key economic Ministries under Union Government including Ministry of Textiles, Ministry of Steel. She was earlier posted as Additional Economic Adviser/Director, Ministry of Telecommunications, facilitating spectacular growth in tele-density in the country and sparking the next revolution in digital communications. She has also functioned as Deputy Director in the Department of Consumer Affairs. She was Assistant Director, Department of Economic Affairs (External Finance Division) in the Government of India. She has had experience at the middle levels in other sectors as well, including Agriculture and Commerce.	She has a working experience of about 19 years. She is a successful entrepreneur in the IT sector. She is the founder of Web. Com (India) Private Limited., one of Northeast India's leading software development companies catering to a vast cross section of clientele ranging from large PSUs, to Government departments, to private companies in Northeast India and abroad.  She is also involved in the running of her family's Tea Estates in Assam.  Ms. Thekedath is an alumna of the prestigious Goldman Sachs 10,000 Women Program for Women Entrepreneurs and the coveted Fortune / U.S. State Department Global Women's Mentoring Partnership Program.

<b>Terms and conditions of reappointment/ appointment</b>	As contained in letter bearing reference no.-C-31024/3/2013-CA/FTS:26993 dated 18 <sup>th</sup> May, 2015 from Ministry of Petroleum & Natural Gas	As contained in letter bearing reference no.-C-31024/2/2013-CA /FTS:26994 dated 18 <sup>th</sup> May, 2015 from Ministry of Petroleum & Natural Gas	As contained in letter bearing reference no. - C-31033/1/2016-CA/FTS:42979 dated 19 <sup>th</sup> December, 2016 from Ministry of Petroleum & Natural Gas	As contained in letter bearing reference no. - C-31034/1/2016-CA/FTS: 46118 dated 31 <sup>st</sup> January, 2017 from Ministry of Petroleum & Natural Gas
<b>Details of remuneration sought to be paid and the Remuneration last drawn</b>	Rs. 48,95,983	Rs. 33,94,650	NIL	No remuneration is paid to Independent Director. A sitting fee of Rs. 10,000/- per meeting of Board or committee attended by the Independent Director is paid.
<b>Number of Meetings of the Board attended during the Financial year 2016-17</b>	8	8	2	2
<b>Shareholding of the Director in Balmer Lawrie &amp; Co. Ltd.</b>	440	NIL	NIL	NIL
<b>Relationship with other Directors, Manager and Key Managerial Personnel of the Company.</b>	None	None	None	None
<b>Directorship on the Board of other Companies / offices held in other Companies</b>	1. Balmer Lawrie-Van Leer Limited 2. Pro-seal Closures Ltd. 3. Balmer Lawrie (UK) Ltd. 4. Balmer Lawrie (UAE) LLC. 5. Balmer Lawrie Hind Terminals Pvt. Ltd- Dissolved on 20 <sup>th</sup> October, 2016	1. Visakhapatnam Port Logistics Park Limited	1. EIGMEF Apparel Park Ltd	1. Baruakhat Tea Co Pvt. Ltd 2. Baruanagar Tea Estate Pvt. Ltd. 3. Gauhati Land Development Co Pvt. Ltd 4. Web.Com (India) Private Limited
<b>Membership/ Chairmanship of Committee(s) of Balmer Lawrie</b>	NIL	1. Audit Committee- Member 2. Stakeholders' Relationship Committee-Member	1. Stakeholders' Relationship Committee- Chairperson 2. Audit Committee- Member 3. Nomination and Remuneration Committee- Member 4. Corporate Social Responsibility Committee- Member	1. Audit Committee- Chairperson 2. Nomination and Remuneration Committee- Chairperson 3. Stakeholders' Relationship Committee- Member 4. Corporate Social Responsibility Committee- Member
<b>Membership/ Chairmanship of Committee(s) of the Board of other Companies</b>	1. Balmer Lawrie-Van Leer Limited- a. Audit Committee-Member b. Nomination and Remuneration Committee- Member c. Corporate Social Responsibility-Member d. Stakeholders' Relationship Committee-Member	NIL	NIL	NIL

Registered Office:  
Balmer Lawrie House  
21, Netaji Subhas Road  
Kolkata 700 001  
Date: 27<sup>th</sup> July, 2017.

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

AGM Venue Route Map



 **Ghanshyam Das Birla Sabhaghar**  
**29, Ashutosh Chowdhury Avenue,**  
**Kolkata – 700 019**



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]

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

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 100<sup>th</sup> Annual General Meeting of the Company, to be held on the 14<sup>th</sup> day of September 2017 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, 2017 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, 2017.
- To appoint a Director in place of Shri Prabal Basu (DIN 06414341), a Director who retires by rotation and being eligible offers himself for reappointment.
- To appoint a Director in place of Shri Kalyan Swaminathan (DIN 06912345), 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 2017-18.
- Appointment of Ms. Indrani Kaushal [DIN 02091078] as Government Nominee Director of the Company.
- Appointment of Ms. Atrayee Borooah Thekedath [DIN 00795366] as an Independent Director of the Company.
- Ratification of remuneration of Cost Auditor for Financial Year 2017-18.
- Resolution for fixation of fee for delivery of document through a particular mode.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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

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

Affix  
Revenue  
Stamp

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







SINCE 1867

**ADMISSION SLIP**  
**Balmer Lawrie & Co. Ltd.**

(A Government of India Enterprise)

CIN : L15492WB1924GOI004835

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

E-mail : sen.k@balmerlawrie.com, Phone : 033 2222 5329 , www.balmerlawrie.com

**100TH ANNUAL GENERAL MEETING ('AGM')**  
**THURSDAY 14TH SEPTEMBER, 2017 AT 10:30AM**

Regd. Folio/DP-ID & Client ID

Member / Proxy who wishes to attend the meeting must bring this Admission Slip and hand it over at the entrance of G D Birla Sabhagar, 29, Ashutosh Choudhury Avenue, Kolkata 700 019.

**Please bring your copy of Annual Report**

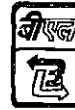
I / We hereby record my / our presence at the 100th AGM or any adjournment thereof

Please sign here

**ENTRY PASS**

IF YOU WISH TO ATTEND THE  
100TH ANNUAL GENERAL  
MEETING PLEASE PRESENT  
THIS PASS AT THE ENTRANCE  
OF G.D. BIRLA SABHAGAR  
29, ASHUTOSH CHOUDHURY  
AVENUE, KOLKATA-700 019

AND  
RETAIN THIS PASS  
TILL THE END OF THE MEETING



SINCE 1867

**Balmer Lawrie & Co. Ltd.**  
(A Government of India Enterprise)

Folio / DP/ CL ID :

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD



SINCE 1867

**ADMISSION SLIP**  
**Balmer Lawrie & Co. Ltd.**

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CIN : L15492WB1924GOI004835

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

E-mail : sen.k@balmerlawrie.com, Phone : 033 2222 5329 , www.balmerlawrie.com

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**Please bring your copy of Annual Report**

I / We hereby record my / our presence at the 100th AGM or any adjournment thereof

Please sign here

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AVENUE, KOLKATA-700 019

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SINCE 1867

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Folio / DP/ CL ID :

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EVEN (E-Voting Event Number)	USER ID	PASSWORD