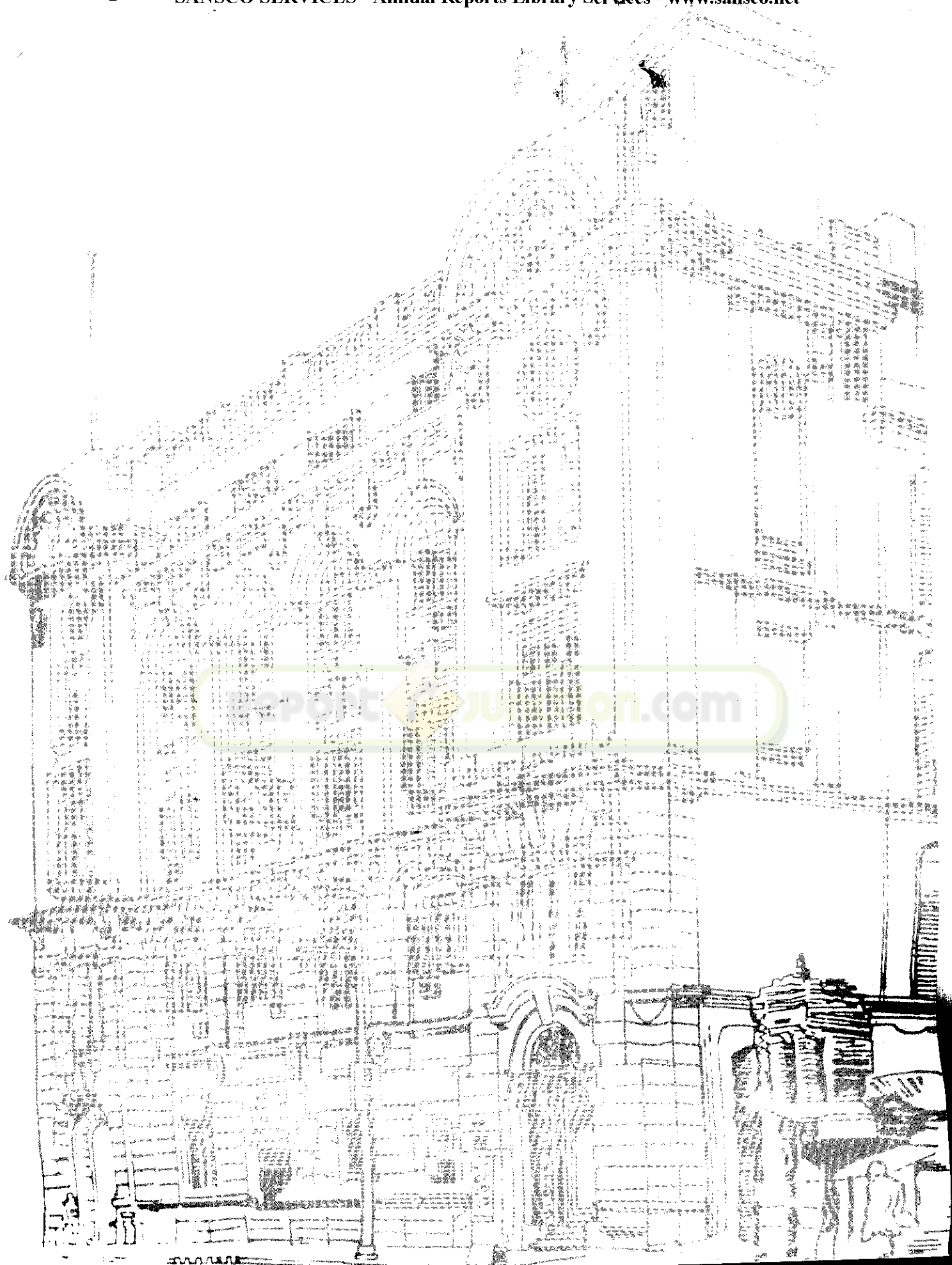




**Balmer Lawrie & Co. Ltd.**

# ANNUAL REPORT 1998-99





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## Balmer Lawrie & Co.Ltd.

### Board of Directors

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S. N. Mathur  
*Chairman*  
C. V. Chandrasekharan  
*Managing Director*  
O. N. Singh  
R. Singhal  
N. P. Singh  
P. K. Bishnoi

### Company Secretary

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R. Mukherjee

### Executive Directors

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S. B. Chakravarty  
A. K. Ghosh  
M. Haque  
P. Radhakrishnan

### Bankers

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ABN AMRO Bank NV  
Allahabad Bank  
ANZ Grindlays Bank Limited  
Bank of America NT & SA  
Bank of Baroda  
Canara Bank  
Citibank NA  
HDFC Bank Limited  
State Bank of India  
The Hongkong and Shanghai Banking Corporation Limited  
United Bank of India

### Auditors

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S. K. Basu & Co.

### Branch Auditors

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R. M. Khandelwal & Co.  
Kalyanasundaram & Co.  
B. Jain Associates  
Samar Bose & Co.

### Registrar & Share Transfer Agents

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MCS Limited

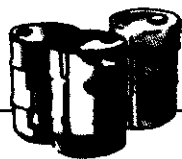
**KEY MANAGEMENT PERSONNEL**

Name	Qualification	Designation	Age (in completed years)	Total No. of years of experience
Dr. C. V. Chandrasekharan	B.Sc. MBA, Ph.D., F.I.C.	Managing Director	58	36
N. P. Singh	B.Sc. (Engg.)	Director (Bombay)	54	30
R. Singhal	B.Sc. Engg. (Mech.), PGDBM	Director (Calcutta)	52	30
P. K. Bishnoi	B.Sc. (H) - Petroleum Engg., PGDM (Specialisation in Mktg. and Finance)	Director (Finance)	47	22
S. B. Chakravarty	B. Tech. (Hons.) IITB, PGDBM-IIMC	Executive Director (Technical)	50	26
Dr. M. Haque	B.Sc., MBBS, TDD	Executive Director (Medical Services)	57	30
P. Radhakrishnan	B.A., DSW	Executive Director (Human Resource)	49	25
A. K. Ghosh	B.Com., ACA	Executive Director (Logistics Management & International Business)	48	23
A. Ghose	B.Com., Business Admn. (UK) FCA (England), ACA (India)	Chief Internal Auditor	57	29
R. Kannan	B. Tech. (Chem. Engg.)	General Manager (Grease & Oleochemical Specialities, Bombay)	54	33
S. Krishnamoorthy	M.Sc. (Engg.), Dip. in Industrial Management	General Manager (Madras)	53	27
P. B. Anand Rao	B.E. (Mech.), MIE	General Manager (Mfg. - Industrial Packaging)	52	30
K. V. Rajan	B.A.	General Manager (Tours & Travel)	51	30
S. K. Mukherji	B. Com., AICWA	General Manager (Finance)	47	30
V. N. Sharma	B. Tech. (Chem. Engg.), MBA	General Manager (Grease & Lubricants)	46	23
P. P. Sahoo	B.A. (H), M.A. (PM & IR), L.L.B.	General Manager (Tea)	44	21
A. Dayal*	B.A., D.M.M	General Manager (Marketing)	44	23
A. Khan	B.Sc., B.Sc. Engg. (Mech.)	General Manager (CFS - Dronagiri, Mumbai)	58	36
G. Roy	B.Tech (Hons) in Mechanical Engineering	General Manager (Strategic Planning, Calcutta)	49	28
B. K. Sen	B.E. (Cal), C. Engg. (I) FICA, FIV	General Manager (Projects), Calcutta	54	33
R. Mukherjee	B.Com., L.L.B., FCS, FICWA	Company Secretary	43	18

\* On secondment from Balmer Lawrie — Van Leer Ltd.

**Balmer Lawrie & Co.Ltd.**

**BUSINESS PROFILE**



**INDUSTRIAL PACKAGING**



**GREASES & LUBES**



**CONTAINERISATION**



**PERFORMANCE CHEMICALS**



**TEA EXPORTS & INTL. TRADING**



**TRAVEL, TOURS & CARGO**



**PROJECT ENGINEERING & CONSULTANCY**



**RESEARCH & DEVELOPMENT**



**JOINT VENTURES**

**Balmer Lawrie & Co.Ltd.****Shareholders' Information**

Date of Book Closure	: 14 September, 1999 to 24 September, 1999 (both days inclusive)
Date and Time of Annual General Meeting	: <b>24 September, 1999 at 10.30 a.m.</b>
Venue of Annual General Meeting	: G. D. Birla Sabhaghar 29, Asutosh Choudhury Avenue, Calcutta - 700 019
Dividend Payment	: 4 NOVEMBER, 1999
Last date of submission of mandate / bank particulars	: On or before 4 October, 1999, to MCS LTD.
Listed on Stock Exchanges at	: Ahmedabad, Calcutta, Chennai, Delhi, Mumbai and National Stock Exchange

Share transfers and other communication regarding share certificates, dividends, change of address, details of bank account etc. should be addressed to :

**MCS Limited**

101, Satadal Complex, 1st Floor, Ashram Road, Navarangpura, **Ahmedabad - 380 009**. Phone/Fax : (079) 442878.

Neelam Apartment, 88 Sampatrao Colony, Behind Federation Building, Alkapuri, **Baroda - 390 005**.  
Phone : (0265) 339397. Fax : (0265) 341639

Sri Venkatesh Mangalam, 24/26, Hemanta Basu Sarani, **Calcutta - 700 001**. Phone : (033) 210 2805/06/07  
Fax : (033) 2487465

Sri Venkatesh Bhavan, 35, Armenian Street, **Chennai - 600 001**. Phone : (044) 5240116-0120. Fax : (044) 5223306  
Telex : 041-5241

Sri Venkatesh Bhavan, 212-A Shahpurjat, **New Delhi - 110 049**. Phone : (011) 6491784/6490051. Fax : (011) 6494152  
Telex : (031) 71448

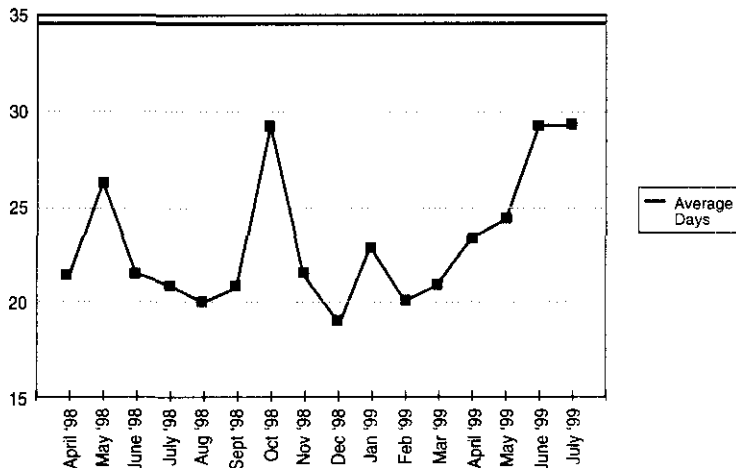
Sri Venkatesh Bhavan, Plot No. 27, Road No. 11, MIDC Andheri (East), **Mumbai - 400 093**. Phone : (022) 8215235.  
Fax : (022) 8350456. Telex : (011) 79000

Sri Padmavati Bhavan, Plot No. 93, Road No. 11, MIDC, Andheri (East), **Mumbai - 400 093**. Phone : (022) 8201785.  
Fax : (022) 8201783

403, Dalamal Tower, 4th Floor, Nariman Point, **Mumbai - 400 021** Phone : (022) 2041658, 2872738. Fax : (022) 2855188.  
Telex : (011) 81136

116/118, Akshay Complex, Off Dhole Patil Road, Near Ganesh Mandir, **Pune - 411 001**. Phone/Fax : (0212) 629597

7, Surya Kiran Ghod Dod Road, Near St. Xaviers High School, **Surat - 395 001**. Phone/Fax : (0261) 253638

**AVERAGE TIME TAKEN FOR PROCESSING OF TRANSFER DEEDS FOR THE PERIOD 1 APRIL, 1998 TO 31 JULY, 1999****DISTRIBUTION OF SHAREHOLDINGS IN PHYSICAL AND DEMAT FORM UPTO 31 JULY, 1999**

Percentage of Physical Shares - 80.26%  
Percentage of Demated Shares - 19.74%  
Total - 100%

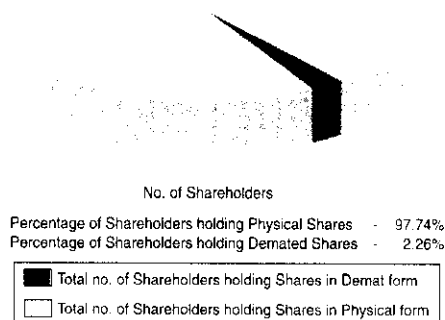
□ Total no. of Demated Shares  
■ Total no. of Physical Shares

**Balmer Lawrie & Co.Ltd.****Distribution of Shareholdings as on 31 July, 1999 :**

Face Value of Equity Shares (Rs.)	Number of Shareholders	Percentage of total Shareholders	Number of Shares	Percentage of total Shareholdings
Upto 5000	9522	92.41	905974	5.56
5001 to 10000	427	4.14	302593	1.86
10001 to 20000	197	1.92	274510	1.69
20001 to 30000	77	0.75	187930	1.15
30001 to 40000	26	0.25	89505	0.55
40001 to 50000	19	0.18	85436	0.52
50001 to 100000	18	0.17	123049	0.76
100001 & above	19	0.18	14317084	87.91
<b>TOTAL</b>	<b>10305</b>	<b>100.00</b>	<b>16286081</b>	<b>100.00</b>

**Categories of Shareholders as on 31 July, 1999 :**

Category	Number of Physical Shares	Number of Demated Shares	Number of Total Shares	Percentage
Foreign Nationals	21,277	—	21,277	0.13
Financial Institutions & Banks	7,29,198	30,13,066	37,42,264	22.98
Government Company (IBP Ltd.)	1,00,64,700	—	1,00,64,700	61.80
U.P. State Government	4,020	—	4,020	0.02
Mutual Funds	100	1,18,540	1,18,640	0.73
Bodies Corporate	1,23,892	6,270	1,30,162	0.80
Directors and their relatives	2,873	—	2,873	0.02
Employees	1,50,053	—	1,50,053	0.92
Public	19,74,289	77,803	20,52,092	12.60
<b>TOTAL</b>	<b>1,30,70,402</b>	<b>32,15,679</b>	<b>1,62,86,081</b>	<b>100.00</b>

**DISTRIBUTION OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL AND DEMAT FORM UPTO 31 JULY, 1999****MEASURES ADOPTED TO PROTECT THE INTERESTS OF THE SHAREHOLDERS****Share Transfer Processing :**

Share transfers are registered and mailed within an average period of 21 days from the date of receipt, if the same are found valid in all respect. During the year 1998-99 the Share Transfer Committee met 26 times and transferred 128001 shares. Since June, 1999, the Share Transfer Committee meets once in a week.

**Steps taken for bad delivery :** In case of 'Bad delivery' the relevant documents are sent immediately after specifying the defects through a covering letter.

**Redressal of Grievances :** To attend with prompt replies in response to any grievance or query necessary system has been implemented to facilitate such matter, in the best interests of the Shareholders.

### Geographical Distribution of Individual shareholders as on 31 July 1999

City	Number of Folios	Percentage	Number of Shaes	Percentage
Bangalore	65	0.64	15805	0.77
Calcutta	3526	35.13	627466	30.73
Chennai	149	1.48	26920	1.31
New Delhi	430	4.28	178342	8.73
Mumbai	2168	21.60	605002	29.65
Other Locations	3699	36.87	587938	28.81
Total	10037	100	2041473	100

Pertains only to Individual shareholders and does not include Body Corporates.

No complaints are pending relating to the Shares of the Company as unresolved either with the Company or MCS Ltd. as on 31 July, 1999.

**Prevention of Fraudulent Transfers :** A locking provision has been implemented whereby, any intimation whenever received from the shareholders regarding loss of shares or any legal disputes, the shares are kept locked so that fraudulent transfer is stalled.

**Particulars of Bank Account :** All the shareholders who have furnished bank account details to the Registrars/Depository Participants, shall receive payment instruments for dividend (if not paid through Electronic Clearing Services) along with bank account details printed on such instruments, irrespective of their nature of holding of shares, i.e., whether in physical or in demat form.

**Other Security Measures :** Preserving share certificates and other related documents in fire proof vault, maintenance of specimen signatures in scanned form and transferring on a weekly basis a special back up file to the main computer of the Registrar at Mumbai have been a regular practice to combat any unforeseen calamities.

**Dematerialisation of Shares :** The Shareholders of the Company may enjoy the option of holding and trading the shares of the Company in electronic form.

**Payment of dividend through Electronic Clearing Services :** The Registrar is fully equipped to handle ECS mandates. The ECS mode would help to prevent fraudulent encashment of dividend. The Company may provide ECS for making payment of dividend, depending upon the volume of response from the shareholders.

**Monthly review and Audit :** To review all the activities of the Registrar in connection with Shareholders of the Company a monthly review is carried out besides an independent monthly audit, to ensure compliance of various requirements of the Stock exchanges by a practising Company Secretary.

**Balmer Lawrie & Co. Ltd.,****NOTICE TO THE MEMBERS**

NOTICE is hereby given that the 82nd Annual General Meeting of the Members of Balmer Lawrie & Co. Ltd. will be held at Ghanashyam Das Birla Sabhaghar, 29, Ashutosh Choudhury Avenue, Calcutta - 700 019, on Friday, the 24th September, 1999 at 10 : 30 a.m. to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited Balance Sheet as at 31 March, 1999 and the Profit and Loss Account for the financial year ended 31 March, 1999 and the Reports of the Auditors and Directors thereon.
2. To declare a dividend.
3. To appoint Directors in place of Shri R. Singhal and Shri N.P. Singh who retire by rotation and being eligible, offer themselves for re-appointment.

**SPECIAL BUSINESS :**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions :

4. **As an Ordinary Resolution :**

"Resolved that in supersession of the ordinary resolution passed at the 81st Annual General Meeting held on the 24th of September, 1998, consent be and is hereby accorded to the Board of Directors of the Company pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, to borrow such sum or sums of money from time to time as may be required, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of its business) may exceed the aggregate of the paid-up capital of the Company and its free reserves; that is to say, reserves not set apart for any specific purpose, provided that the total amount of moneys borrowed and to be so borrowed and outstanding at any time shall not exceed Rs.400 crores, excluding interest accrued, if any, thereon."

5. **As a Special Resolution :**

"Resolved that subject to approval of the members in terms of Section 31 of the Companies Act, 1956, the following changes be incorporated in the Articles of Association of the Company, viz :

**Existing Article 10 to be deleted and replaced by the new Article 10 as follows :**

'10 - Any casual vacancy in the Board shall be filled in at the Meeting of the Board of the Directors and any person appointed as a casual Director, shall retain his office so long as the vacating Director would have retained.'

**A new Article 27A to be introduced after existing Article 27 as follows :**

'27A- Subject to the applicable provisions of the Companies Act, 1956, the Board may unanimously pass a resolution at its meeting with the prior approval of the public financial institutions referred in Section 4A, where any term loan is subsisting, in case of either directly or indirectly -

- (a) make any loan to any body corporate;
- (b) give any guarantee, or provide security, in connection with a loan made by any other person to, or to any other person by, any body corporate; and
- (c) acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

within the limits prescribed under the applicable provisions of the Companies Act, 1956. However, such limit can be exceeded by the Board of Directors at any time after obtaining previous approval of the members by a Special Resolution passed in a general meeting'.