



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 101ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 101st Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. will be held on **Wednesday, 12th September, 2018, 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 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon for the Financial year ended 31st March, 2018, and other statements attached there to 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 of the Company, both Standalone and Consolidated, for the Financial year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon for the Financial year ended 31st March, 2018, other statements attached thereto along with the comments of the Comptroller & Auditor General of India on the Accounts of the Company, be and are hereby considered and adopted.”

2. To declare dividend for the Financial year ended 31st March, 2018 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.10.00 (Rupees Ten only) per Equity Share for the Financial year ended 31st March, 2018 be and is hereby declared on 11,40,02,564 Equity Shares of ₹10/- (Rupees Ten) each of the Company and same be paid out

of the profits of the Company for the Financial year ended 31st March, 2018.”

3. 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.”

4. To appoint a Director in place of Shri Shyam Sundar Khuntia (DIN 07475677), 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 Shyam Sundar Khuntia (DIN 07475677), 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 2018-19 and in this connection to pass the following Ordinary Resolution:

“RESOLVED THAT pursuant to Section 142 and other applicable provisions of the Companies Act, 2013, the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Statutory Auditors (including Branch Auditors) under Section 139(5) and other applicable provisions of the Companies Act, 2013 as appointed 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 2018-19.”

SPECIAL BUSINESS :

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

6. Appointment of Shri Vijay Sharma (DIN 08045837) as Government Nominee Director

“RESOLVED THAT Shri Vijay Sharma (DIN 08045837), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013, by the Board of Directors vide resolution passed by circulation on 15th January 2018 and who holds office upto the 101st Annual General Meeting of the Company and the Company having received a notice in writing, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Government Nominee Director for a period of three years from 24th November 2017 on co-terminus basis or until further orders from the administrative ministry, whichever is earlier and his office shall be subject to retirement of directors by rotation and other terms and conditions as contained in letter No.C-31033/1/2016-CA/FTS:42979 dated 24th November, 2017 received from the Ministry of Petroleum & Natural Gas, (MoPNG), Government of India.”

7. Appointment of Shri Sunil Sachdeva (DIN 00754633) as an Independent Director

“RESOLVED THAT Shri Sunil Sachdeva (DIN 00754633), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013 by the Board of Directors vide resolution passed by circulation on 4th April, 2018 and who holds office upto the 101st Annual General Meeting and the Company having received a notice in writing, from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director for a period of three years from the date of notification of his appointment or until further orders of the administrative ministry, whichever is earlier and his office shall be subject to other terms and conditions as contained in letter No. C-31034/2/2017-CA/FTS:49128 dated 8th September, 2017 received from the Ministry of Petroleum & Natural Gas, Government of India.”

8. Appointment of Shri Ratna Sekhar Adika (DIN 08053637) as Director (Human Resource & Corporate Affairs)

“RESOLVED THAT Shri Ratna Sekhar Adika (DIN 08053637), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013 at the Board meeting held on 29th May, 2018 and who holds office upto the 101st Annual General Meeting and the Company having received a notice in writing, from a member proposing

his candidature for the office of Director, be and is hereby appointed as a Wholtime Director having designation Director (Human Resource & Corporate Affairs), in the scale of pay of ₹ 65,000–75,000/- for a period of five years with effect 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 and other terms and conditions as contained in letter no. CA-31024/2/2017-PNG (49) dated 2nd May, 2018 received from the Ministry of Petroleum & Natural Gas, Government of India.”

9. Appointment of Shri Vikash Preetam (DIN 00910261) as an Independent Director

“RESOLVED THAT Shri Vikash Preetam (DIN 00910261), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013 at the Board meeting held on 28th July, 2018 and who holds office upto the 101st Annual General Meeting and the Company having received a notice in writing, from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director for a period of three years from the date of notification of his appointment or until further orders of the administrative ministry, whichever is earlier and his office shall be subject to other terms and conditions as contained in letter No. C-31033/2/2018-CA (22758) dated 24th July, 2018 received from the Ministry of Petroleum & Natural Gas, Government of India.”

10. Appointment of Smt. Perin Devi Rao (DIN 07145051) as Government Nominee Director

“RESOLVED THAT Smt. Perin Devi Rao (DIN 07145051), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013 at the Board meeting held on 28th July, 2018 and who holds office upto the 101st Annual General Meeting of the Company and the Company having received a notice in writing, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Government Nominee Director for a period of three years from 26th July, 2018 on co-terminus basis or until further orders from the administrative ministry whichever is earlier and her office shall be subject to retirement of directors by rotation and other terms and conditions as contained in letter No C-31033/1/2016-CA/FTS: 42979 dated 26th July 2018 received from the Ministry of Petroleum & Natural Gas, Government of India.”

11. Ratification of Remuneration of Cost Auditor for Financial Year 2018-19

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and read with the Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration of M/s. Bandopadhyaya Bhaumik & Co., Cost Accountants in Practice, as fixed by the Board, at ₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus GST, as applicable, and reimbursement of out-of-pocket expenses, at actuals, if incurred by the said auditors, in connection with the audit of the cost accounts maintained by the Company for the Financial year ending on 31st March, 2019, be and is hereby ratified."

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

12. 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 and in accordance with the provisions of the Articles of Association of the Company, consent be and is hereby accorded to increase the Authorized Share Capital of the Company to ₹300,00,00,000/- (Rupees Three Hundred Crores only) divided into 30,00,00,000 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 ₹300,00,00,000/- (Rupees Three Hundred Crores 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 ₹300,00,00,000/- (Rupees Three Hundred Crores 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 such 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

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

Date: 28th July, 2018
Place: New Delhi

NOTES:**A. General**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting or any adjournment thereof.
2. Brief particulars of the Directors, proposed to be appointed/reappointed, 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 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 Monday, 10th September, 2018, 10:30 A.M. Instrument appointing proxy (MGT 11) shall be in writing and be signed by the appointer or his attorney duly authorised in writing or where the appointer is a body corporate proxy should be under its seal or be signed by an officer or an attorney duly authorised by it.

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. 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/she represents.
8. Where there are members registered jointly in respect of any share, any one of such persons may vote at the AGM either personally or by proxy in respect of such share as if he was solely entitled thereto; and if more than one of such members be present at any meeting either personally or by proxy, that one of the said members so present whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purposes of Article 65 of Articles of Association of the Company, be deemed to be members registered jointly in respect thereof.
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 made available for inspection by the members at the AGM venue during the continuance of the meeting.

10. The Board of Directors at its meeting held on 29th May 2018, has recommended a dividend of ₹10.00 (Rupees Ten 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 5th September, 2018 (End of Day) within the statutory time limit of 30 days from the date of such declaration.

11. Unpaid/unclaimed dividend

Pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder (as amended), any money transferred to the Unpaid Dividend Account of a Company which remains unpaid/ unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued (if any) thereon to 'Investors Education & Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company has transferred ₹ 26,30,464/- to IEPF which were belonging to the shareholders whose dividend were unpaid/unclaimed from the Financial Year 2009-10.

Further, members are requested to note that the unclaimed dividend amount for the financial year ended 31st March, 2011 (declared and paid in 2011) will be due for transfer to IEPF on 30th October, 2018.

Further, pursuant to the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 14th September, 2017 (date of last Annual General Meeting) on its website at www.balmerlawrie.com and also on the website of the Ministry of Corporate Affairs.

12. Compulsory transfer of Equity Shares to Investors Education & Protection Fund (IEPF)

Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF. Accordingly, the Company has transferred 60,314 Equity Shares of the Face Value of ₹10/- each belonging to 522 shareholders to IEPF.

Further, members are requested to note that in respect of

dividend and shares transferred to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF- 5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Nodal Officer of the Company at the registered office of the Company, along with the requisite documents enumerated in Form IEPF-5, the details of the Nodal Officer of the Company for IEPF are as under:

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

In terms of IEPF Rules, Members can file only one consolidated claim in respect of the Company in a financial year.

13. Members are requested to take note of attached route map showing directions to reach the venue of AGM.
14. **BOOK CLOSURE** - The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 6th September, 2018 to Wednesday, 12th September, 2018 (both days inclusive).
15. As per the Circular no. dated SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April, 2018 of the Securities and Exchange Board of India (SEBI)-in respect of payment of dividend, the Company is in the process of sending respective notice to the concerned shareholders whose Permanent Account Number (PAN) or Bank Account details are not available with the Company thereby requesting the concerned shareholders to provide the same. The shareholders are requested to note that in cases where bank account details of the securities holder is not available with RTA or there is change in bank account, details of bank account and cancelled Cheque to update the securities holder's data needs to be submitted to the RTA for updation. It may be also noted that the original cancelled Cheque shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook/ statement attested by the bank. The RTA shall then update the bank details in its records after due verification.

For payment of dividend via electronic bank transfer, the security holder may submit mandates for opting for electronic credit along with the aforesaid bank details, MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code), etc. that are required for making electronic payment.

The SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN 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. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company.

Members who hold Shares in physical form may please note that an amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated that transfer of securities would be carried out in dematerialized form only. Accordingly, with effect from 5th December 2018, the shares which are lodged for transfer shall be in dematerialized form only. The Members are requested to get their physical share certificates to dematerialized form before 5th December 2018.

Members are requested :

- a) To notify on or before 5th September, 2018 (applicable for shareholders holding shares in physical mode) the following to Karvey Computer Share Limited unit-Balmer Lawrie & Co. Ltd. Apeejay House, 15, Park Street, C-Block, 3rd Floor, Kolkata-700016, email: einward.ris@karvy.com the Registrar & Share Transfer Agent (RTA) of the Company.
 - i. Any Change of address (including pin code), mandate, etc.
 - ii. Particulars of bank account number, IFSC and MICR code, name and address of the bank along with original cancelled cheque which shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook /statement attested by the bank.
 - iii. Copy of self attested PAN Card, if not already provided.

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 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 RTA;
- 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.

16. NOMINATION BY SECURITIES HOLDERS

Pursuant to section 72 of the Companies Act, 2013, any holder of securities of the Company may, at any time, nominate, in **Form No. SH.13**, any person as his/her nominee upon whom the securities shall vest in the event of his/ her death. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the Company in **Form No. SH.14**. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the Company.

- 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.** 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). 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 in writing to the Company Secretary at the Registered Office of the Company or at the office of Company's RTA.
- 19.** Electronic copy of the Annual Report for 2018 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 are being sent through the permitted mode. Electronic copy of the Notice of the 101st

AGM of the Company, inter alia, indicating the process and manner of electronic voting along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 101st AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent through the permitted mode.

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 numbering one to twelve shall be transacted through electronic voting system. 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 AGM but shall not be entitled to cast their vote again. The cut-off date for the purpose of reckoning the right of members to vote is 5th September, 2018 (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 Saturday, 8th September, 2018, (9:00 a.m.) and end on Tuesday, 11th September, 2018 (5:00 p.m.).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on 5th September, 2018 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. 5th September, 2018.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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4. Instructions for remote e-voting

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

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

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

Details on Step 1 is mentioned below:

Log-in to NSDL e-Voting website

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download

section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- I. 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).
- II. 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 5th September, 2018 (end of day).
- III. 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. 5th September, 2018 (end of day), may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the email id of RTA.

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.

- IV. 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.
- V. 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.
- VI. The Chairman shall, at the AGM, after 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.
- VII. The Scrutinizer shall after the conclusion of voting at the AGM, 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.

VIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.balmerlawrie.com) under the section 'Investor Relations' and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

20. 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 or in such manner as may be determined therein. Therefore, item on fixation of remuneration of the Auditors has been included in the Notice of the 101st AGM under item no. 5 of the Ordinary Business.

Explanatory Statement

Under Section 102 of the Companies Act, 2013

[Forming Part of the Notice to the Members]

Item No. 6: Appointment of Shri Vijay Sharma (DIN 08045837) as Government Nominee Director

The Board of Directors through Resolution passed by circulation on 15th January 2018 as per the provisions of the Companies Act, 2013 and allied Rules and the Articles of Association of the Company read with letter No.C-31033/1/2016-CA/FTS:42979 dated 24th November 2017 received from the Ministry of Petroleum & Natural Gas, (MoPNG) Government of India appointed Shri Vijay Sharma (DIN 08045837) as an Additional Director of the Company having the designation of Government Nominee Director. The administrative ministry in the aforesaid letter nominated Shri Sharma as the Government Director on the Board of the Company with immediate effect for a period of three years on co-terminus basis or until further order, whichever is earlier.

The Company has received from Shri Vijay Sharma Form No. DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under The Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Vijay Sharma 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, Shri Vijay Sharma would be appointed for a period of 3 years from the date of nomination by MoPNG on co-terminus basis or until further orders from the administrative ministry, whichever is earlier.

Except Shri Vijay Sharma, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution.

The particulars of Shri Vijay Sharma is attached with this explanatory statement.

Item No. 7: Appointment of Shri Sunil Sachdeva, (DIN 00754633) as an Independent Director

The Company on receiving a letter from the Administrative Ministry bearing reference no. C-31034/2/2017-CA/FTS:49128, dated 8th September, 2017, in line with the recommendation of the Nomination and Remuneration Committee, had passed a Board Resolution on 18th September, 2017 for appointment of Shri Sunil Sachdeva (DIN 00754633) as an additional director having the designation of Independent Director of the Company with effect from 18th September, 2017 upto the date of the next Annual General Meeting. However, his DIN having been disqualified by ROC under section 164(2) of the Companies Act, 2013, his office of director of the Company was deemed to have vacated with effect from 1st February, 2018.

Thereafter, Shri Sachdeva, on 5th March, 2018 informed the Company that his DIN has been approved. Further, no change in the nomination of Shri Sachdeva had been made by the administrative ministry and accordingly earlier nomination of Shri Sachdeva by administrative Ministry on the Board of Balmer & Lawrie Co. Ltd. still remains valid.

The Company has received Form No. DIR-2, consent to act as a Director and also Form DIR-8 from Shri Sunil Sachdeva, confirming that he is eligible to be appointed as Director as prescribed under The Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has also received a declaration of Independence under Section 149(6) of the Companies Act, 2013, from Shri Sachdeva. The Board of Directors vide Resolution passed by circulation on 4th April, 2018, approved the appointment of Shri Sunil Sachdeva as an Additional Director of the Company having the designation of Independent Director.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies

Act, 2013, proposing the appointment of Shri Sachdeva as a Director of the Company. Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Sunil Sachdeva would remain an Independent Director of the Company for a period of three years from the date of notification of his appointment or until further orders from the administrative ministry, whichever is earlier.

Except Shri Sunil Sachdeva, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution.

The Company being a Government Company, the independence of the director is determined by the administrative ministry of the Company. Shri Sachdeva is independent of the management of the Company.

The particulars of Shri Sunil Sachdeva is attached with this explanatory statement.

Item No. 8: Appointment of Shri Ratna Sekhar Adika (DIN 08053637) as Director (Human Resource & Corporate Affairs)

The Board at its meeting dated 29th May 2018, in line with the recommendation of the Nomination and Remuneration Committee, appointed Shri Ratna Sekhar Adika as an additional director as well as whole-time director of the Company having designation Director (Human Resource & Corporate Affairs) for a period of 5 years with effect from the date of his assumption of charge of the post or till the date of his superannuation or until further order from the administrative ministry, whichever is earliest as mentioned in the letter No.CA-31024/2/2017-PNG(49) dated 2nd May 2018 received from the Ministry of Petroleum & Natural Gas, (MoPNG) Government of India, in the scale of pay of ₹ 65000-75000.

The Company has received from Shri Ratna Sekhar Adika Form No. DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under The Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Ratna Sekhar Adika 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, Shri Ratna Sekhar Adika would be appointed for a period of 5 years from 29th May 2018 or till the date of his superannuation or until further order from the administrative ministry, whichever is earliest.

Except Shri Ratna Sekhar Adika, being the proposed appointee,

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

The particulars of Shri Ratna Sekhar Adika is attached with this explanatory statement.

Item No. 9: Appointment of Shri Vikash Preetam (DIN 00910261) as an Independent Director

The Board at its meeting dated 28th July, 2018, in line with the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions there under read with letter No. C-31033/2/2018-CA (22758) dated 24th July, 2018 received from the Ministry Of Petroleum & Natural Gas (MoPNG), Government of India appointed Shri Vikash Preetam as an additional director of the Company having designation Independent Director upto the date of the next Annual General Meeting.

The Company has received from Shri Vikash Preetam Form No. DIR-2, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014 and a 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 Shri Vikash Preetam as a Director of the Company.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Vikash Preetam would remain an Independent Director of the Company for three years from the date of notification of his appointment, or until further orders from the administrative ministry, whichever is earlier.

The Company being a government Company, the independence of the director is determined by the administrative ministry. Shri Vikash Preetam is independent of the management of the Company.

Except Shri Vikash Preetam, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution.

The particulars of Shri Vikash Preetam is attached with this explanatory statement.

Item No. 10: Appointment of Smt. Perin Devi Rao (DIN 07145051) as Government Nominee Director

The Board at its meeting dated 28th July, 2018 as per the provisions of the Companies Act, 2013 and allied Rules and the Articles of