



# Balmer Lawrie & Co. Ltd.

(A Government of India Enterprise)

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

CIN: L15492WB1924GOI004835

Telephone No : 033 2222 5329, E-mail : bhavsar.k@balmerlawrie.com

Website: www.balmerlawrie.com

## NOTICE OF THE 102<sup>ND</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 102<sup>nd</sup> Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. will be held on **Wednesday, 18<sup>th</sup> September, 2019, at 10:30 a.m. at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhry 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, 2019 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31<sup>st</sup> March, 2019 and other statements attached thereto along with the comments of Comptroller & Auditor General of India thereon and in this connection to pass the following Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31<sup>st</sup> March, 2019 together with Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31<sup>st</sup> March, 2019 and 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, 2019 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 ₹ 11.00 (Rupees Eleven only) per Equity Share for the Financial Year ended 31<sup>st</sup> March, 2019 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 31<sup>st</sup> March, 2019.”

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 2019-20 and in this connection to pass the following Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 142 and other applicable provisions of the Companies Act, 2013, the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Statutory Auditors (including Branch Auditors) as and when appointed under Section 139(5) and other applicable provisions of the Companies Act, 2013 by the Comptroller & Auditor General of India including reimbursement of out-of-pocket expenses, if incurred by the said Auditors in connection with the audit of annual accounts of the Company, for the Financial Year 2019-20.”

### SPECIAL BUSINESS:

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

6. Appointment of Shri Arun Tandon (DIN 08210607) as an Independent Director

**“RESOLVED THAT** Shri Arun Tandon (DIN 08210607), who was appointed as an

Additional Director as per the provisions of the Companies Act, 2013, at the Board Meeting held on 12<sup>th</sup> September, 2018 and who holds office upto the 102<sup>nd</sup> 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 w.e.f. 12<sup>th</sup> September, 2018 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 3<sup>rd</sup> August, 2018 received from the Ministry of Petroleum & Natural Gas, Government of India and his appointment letter dated 12<sup>th</sup> September, 2018.”

**7. Appointment of Shri Arun Kumar (DIN 03570776) as an Independent Director**

“**RESOLVED THAT** Shri Arun Kumar (DIN 03570776), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013, at the Board Meeting held on 18<sup>th</sup> July, 2019 and who holds office upto the 102<sup>nd</sup> 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 w.e.f. 18<sup>th</sup> July, 2019 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/PNG(25758) dated 12<sup>th</sup> July, 2019 received from the Ministry of Petroleum & Natural Gas, Government of India and his appointment letter dated 23<sup>rd</sup> July, 2019.”

**8. Appointment of Shri Anil Kumar Upadhyay (DIN 07724769) as an Independent Director**

“**RESOLVED THAT** Shri Anil Kumar Upadhyay (DIN 07724769), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013, at the Board Meeting held on 18<sup>th</sup> July, 2019 and who holds office upto the 102<sup>nd</sup> 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 w.e.f. 18<sup>th</sup> July, 2019 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/PNG(25758) dated 12<sup>th</sup> July, 2019 received from the Ministry of Petroleum & Natural Gas, Government of India and his appointment letter dated 23<sup>rd</sup> July, 2019.”

**9. Appointment of Shri Bhagawan Das Shivahare (DIN 08514350) as an Independent Director**

“**RESOLVED THAT** Shri Bhagawan Das Shivahare (DIN 08514350), who was appointed as an Additional Director as per the provisions of the Companies Act, 2013, at the Board Meeting held on 18<sup>th</sup> July, 2019 and who holds office upto the 102<sup>nd</sup> 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 w.e.f. 18<sup>th</sup> July, 2019 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/PNG(25758) dated 12<sup>th</sup> July, 2019 received from the Ministry of Petroleum & Natural Gas, Government of India and his appointment letter dated 23<sup>rd</sup> July, 2019.”

**10. Ratification of remuneration of Cost Auditor for the Financial Year 2019-20.**

“**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. S. B. & Associates, Cost Accountants in Practice, as recommended by the Audit Committee and fixed by the Board, at ₹ 1,25,999/- (Rupees One Lakh Twenty Five Thousand Nine Hundred Ninety Nine only) plus taxes, 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 Records maintained by the Company for the Financial year ending on 31<sup>st</sup> March, 2020, be and is hereby ratified.”

Registered Office:  
Balmer Lawrie House  
21, Netaji Subhas Road  
Kolkata 700 001

Date: 13<sup>th</sup> August, 2019  
Place: New Delhi

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

## NOTES:

### A. General

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the AGM of the Company is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection in physical/electronic form at the Registered Office of the Company during the business hours except on holidays, up to the date of the AGM and also at the 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 Para 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, 16<sup>th</sup> September, 2019, 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 joint 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 purpose 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 and 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 28<sup>th</sup> May 2019, has recommended a dividend of ₹ 11.00 (Rupees Eleven 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 11<sup>th</sup> September, 2019 (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 ₹ 29,50,105/- to IEPF which were belonging to the shareholders whose dividend were unpaid/ unclaimed for the FY 2010-11.

Members are requested to note that the unclaimed dividend amount for the Financial Year ended 31<sup>st</sup> March, 2012 (declared and paid in 2012) will be due for transfer to IEPF on 2<sup>nd</sup> November, 2019.

Further, pursuant to provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded details of unpaid and unclaimed dividend amounts lying with the Company as on 12<sup>th</sup> September, 2018 (date of last Annual General Meeting) on its website at [www.balmerlawrie.com](http://www.balmerlawrie.com) and also on the website of the IEPF.

#### **12. Compulsory transfer of Equity Shares to the 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 are required to be transferred to IEPF. Accordingly, the Company has transferred 32,970 Equity Shares of the Face Value of ₹ 10/- each belonging to 257 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](http://www.iepf.gov.in) and sending a physical copy of the same duly signed by the claimant along with the requisite documents enumerated in Form IEPF-5 to the Nodal Officer of the Company at the Registered Office of the Company for verification of his/her claim.

The details of the Nodal Officer of the Company for IEPF are as under:

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

In terms of IEPF Rules, the claimant 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, 12<sup>th</sup> September, 2019 to Wednesday, 18<sup>th</sup> September, 2019 (both days inclusive).

- 15.** SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

Further, SEBI has also mandated that w.e.f. 1<sup>st</sup> April, 2019 requests for effecting transfer of Securities shall not be processed unless the Securities are held in dematerialised form with depository. In view of above, members are requested to consider dematerializing their shares held in physical form.

#### **Members are requested:**

- a) To notify on or before 11<sup>th</sup> September, 2019 (applicable for shareholders holding shares in physical mode) the following to Karvy Fintech Private Limited, Unit - Balmer Lawrie & Co. Ltd, the Registrar & Share Transfer Agent (RTA) of the Company at:
  - Apeejay House, 15, Park Street, C-Block, 3<sup>rd</sup> Floor, Kolkata – 700 016; or
  - Karvy Selenium, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad – 500 032.



- Toll free No. 1800 3454001; email: [einward\\_ris@karvy.com](mailto:einward_ris@karvy.com).
- 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 alongwith 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](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 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 2019 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes 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 2019 are being sent through the permitted mode. Electronic copy of the Notice of the 102<sup>nd</sup> 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 Participants(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 102<sup>nd</sup> 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.
- 20. **Green Initiative** : Member who has not yet registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 21. 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 & 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 102<sup>nd</sup> AGM under item no. 5 of the Ordinary Business which requires passing of Resolution by simple Majority.

## **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 ten shall be transacted through electronic voting system. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") 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.
3. The cut-off date for the purpose of reckoning the right of members to vote is 11<sup>th</sup> September, 2019 (End of Day). Persons who are not Members as on cut-off date should treat this Notice for information purpose only.

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. 11<sup>th</sup> September, 2019.

### **4. Instructions for remote e-voting**

- (i) The e-voting period begins on Saturday, 14<sup>th</sup> September, 2019 at 9.00 a.m. and ends on Tuesday, 17<sup>th</sup> September, 2019 at 5.00 p.m. During this period shareholders'

of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11<sup>th</sup> September, 2019 (EOD) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the Sequence number provided by the RTA/ ISSUER.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@](mailto:helpdesk.evoting@)

- [cdslindia.com](http://cdslindia.com) or contact Shri Arghya Majumder, Assistant Manager, CDSL at [arghyam@cdslindia.com](mailto:arghyam@cdslindia.com).
5. Any person, who becomes a member of the Company after the dispatch of the Notice and holding shares as on 11<sup>th</sup> September, 2019 (end of day) may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  6. 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.
  7. 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.
  8. The Scrutinizer shall immediately 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.
  9. 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 CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.

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

#### **Item No. 6: Appointment of Shri Arun Tandon (DIN 08210607) as an Independent Director**

The Board at its meeting dated 12<sup>th</sup> September, 2018, in line with the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, read with letter No. C-31033/2/2018-CA (22758) dated 3<sup>rd</sup> August, 2018 received from the Ministry of Petroleum & Natural Gas (MoPNG), Government of India, appointed Shri Arun Tandon as an additional director of the Company having designation Independent Director upto the date of this Annual General Meeting.

The Company has received from Shri Arun Tandon Form 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 and as per Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Arun Tandon as a Director of the Company.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Arun Tandon 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 Arun Tandon is independent of the management of the Company.

Except Shri Arun Tandon, 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 Arun Tandon is attached with this Explanatory Statement.

**Item No. 7: Appointment of Shri Arun Kumar (DIN 03570776) as an Independent Director**

The Board at its meeting dated 18<sup>th</sup> July, 2019, in line with the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, read with letter No.C-31033/2/2018-CA/ PNG(25758) dated 12<sup>th</sup> July, 2019 received from the Ministry of Petroleum & Natural Gas (MoPNG), Government of India, appointed Shri Arun Kumar as an additional director of the Company having designation Independent Director upto the date of this Annual General Meeting.

The Company has received from Shri Arun Kumar Form 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 and as per Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Arun Kumar as a Director of the Company.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Arun Kumar 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 Arun Kumar is independent of the management of the Company.

Except Shri Arun Kumar, 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 Arun Kumar is attached with this Explanatory Statement.

**Item No. 8: Appointment of Shri Anil Kumar Upadhyay (DIN 07724769) as an Independent Director**

The Board at its meeting dated 18<sup>th</sup> July, 2019, in line with the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, read with letter No. C-31033/2/2018-CA/PNG(25758) dated 12<sup>th</sup> July, 2019 received from the Ministry of Petroleum & Natural Gas (MoPNG), Government of India, appointed Shri Anil Kumar Upadhyay as an additional director of the Company having designation Independent Director upto the date of this Annual General Meeting.

The Company has received from Shri Anil Kumar Upadhyay Form 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 and as per Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Anil Kumar Upadhyay as a Director of the Company.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Anil Kumar Upadhyay 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 Anil Kumar Upadhyay is independent of the management of the Company.

Except Shri Anil Kumar Upadhyay, 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 Anil Kumar Upadhyay is attached with this Explanatory Statement.

**Item No. 9: Appointment of Shri Bhagawan Das Shivahare (DIN 08514350) as an Independent Director**

The Board at its meeting dated 18<sup>th</sup> July, 2019, in line with the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, read with letter No. C-31033/2/2018-CA/PNG(25758) dated 12<sup>th</sup> July, 2019 received from the Ministry of Petroleum & Natural Gas (MoPNG), Government of India, appointed Shri Bhagawan Das Shivahare as an additional director of the Company having designation Independent Director upto the date of this Annual General Meeting.

The Company has received from Shri Bhagawan Das Shivahare Form 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 and as per Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Bhagawan Das Shivahare as a Director of the Company.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Bhagawan Das Shivahare 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 Bhagawan Das Shivahare is independent of the management of the Company.

Except Shri Bhagawan Das Shivahare, 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 Bhagawan Das Shivahare is attached with this Explanatory Statement.

**Item No. 10: Ratification of remuneration of Cost Auditor for Financial Year 2019-20**

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of M/s. S. B. & Associates, Cost Accountants, having its registered office at Belanagar, P. O. Abhoynagar, district Howrah - 711 205 as Cost Auditor of the Company to conduct the audit of the Cost Records maintained by the Company for the year 2019-20 at a remuneration of ₹ 1,25,999/- (Rupees One Lakh Twenty Five Thousand Nine Hundred Ninety Nine only) plus taxes as applicable and reimbursement of out-of-pocket expenses at actuals, if incurred, to be paid on completion of the Cost Audit.

In terms of Section 148(3) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration of the Cost Auditor has to be ratified by the Members of the Company. Accordingly consent of the members is sought for approval of the remuneration payable to the Cost Auditor for the Financial Year ending on 31<sup>st</sup> March, 2020.

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

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