



## Balmer Lawrie & Co. Ltd.

CIN: L15492WB1924GOI004835  
(A Government of India Enterprise)

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

Telephone No: 033 2222 5731,

E-mail: [bhavsar.k@balmerlawrie.com](mailto:bhavsar.k@balmerlawrie.com)

Website: [www.balmerlawrie.com](http://www.balmerlawrie.com)

### Notice of the 106<sup>th</sup> Annual General Meeting

**Notice** is hereby given that the **106<sup>th</sup> Annual General Meeting (AGM)** of the Members of Balmer Lawrie & Co. Ltd. will be held on **Wednesday, 27<sup>th</sup> September, 2023** at **12 Noon IST** through **Two-way Video Conferencing ("VC")** or **Other Audio-Visual Means ("OAVM")** 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 on 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and 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 on 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and Auditor General of India thereon, be and are hereby considered and adopted."

- 2. To declare dividend for the Financial Year ended on 31<sup>st</sup> March, 2023 and in this connection to pass the following Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the recommendation of the Board of Directors, dividend at the rate of Rs.7.50 (Rupees Seven and Paise Fifty only) per Equity Share for the Financial Year ended 31<sup>st</sup> March, 2023 be and is hereby declared on 17,10,03,846 Equity Shares of the Company, each of the paid-up value of Rs.10/- (Rupees Ten only) and the same be paid out of the profits of the Company for the Financial Year ended 31<sup>st</sup> March, 2023."

- 3. To appoint a Director in place of Shri Adika Ratna Sekhar (DIN: 08053637), 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 Adika Ratna Sekhar (DIN: 08053637), 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 fix the remuneration of the Statutory Auditors of the Company (including Branch Auditors) for the Financial Year 2023-24 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 are hereby authorized to determine the amount of remuneration payable to the Statutory Auditors of the Company (including Branch Auditors) as and when appointed by the Comptroller and Auditor General of India under Section 139(5) and other applicable provisions of the Companies Act, 2013 including reimbursement of out-of-pocket expenses, if any, incurred by the said Auditors in connection with the audit of Annual Accounts of the Company for the Financial Year 2023-24."

**SPECIAL BUSINESS:**

**The item of Special Business as appearing under Item Nos. 5, 6, 7 and 8 have been considered to be unavoidable by the Board of Directors of the Company and hence, the Members are requested to consider and if thought fit, to pass the following Ordinary Resolutions:**

**5. Appointment of Shri Saurav Dutta (DIN: 10042140) as Director (Finance) and fixation of terms of his appointment:**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with allied Rules, Regulation 17(1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in line with the recommendation of the Nomination and Remuneration Committee and Letter bearing reference no. CA-31024/1/2021-PNG (36607) dated 31<sup>st</sup> January, 2023 received from the Ministry of Petroleum and Natural Gas, Government of India, ('Administrative Ministry') and the Company having received a Notice in writing, from a Member proposing his candidature for the office of Director, approval be and is hereby accorded for appointment of Shri Saurav Dutta (DIN: 10042140) as a Wholetime Director to the post of Director (Finance) of the Company, in the scale of pay of Rs.1,60,000 – 2,90,000/- (IDA) 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 Administrative Ministry, whichever is the earliest and whose period of office shall be subject to retirement of Directors by rotation and on such other terms and conditions as contained in Letter bearing reference no. CA-31024/1/2021-PNG (36607) dated 31<sup>st</sup> January, 2023 from the Administrative Ministry and any further instructions from the Administrative Ministry.”

**6. Appointment of Shri Abhijit Ghosh, (DIN: 10042785) as Director (Human Resource and Corporate Affairs) and fixation of terms of his appointment:**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with allied Rules, Regulation 17(1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in line with the recommendation of the Nomination and Remuneration Committee and Letter bearing reference no. CA-31024/4/2021-PNG (39793) dated 1<sup>st</sup> February, 2023 received from the Ministry of Petroleum and Natural Gas, Government of India, ('Administrative Ministry') and the Company having received a Notice in writing, from a Member proposing his candidature for the office of Director, approval be and is hereby accorded for appointment of Shri Abhijit Ghosh, (DIN: 10042785) as a Wholetime Director to the post of Director (Human Resource and Corporate Affairs) of the Company, in the scale of pay of Rs.1,60,000 – 2,90,000/- (IDA) with effect from the date of his assumption of charge of the post till the date of his superannuation i.e. 30<sup>th</sup> November, 2027 or until further orders from the Administrative Ministry, whichever is the earlier and whose period of office shall be subject to retirement of Directors by rotation and on such other terms and conditions as contained in Letter bearing reference no. CA-31024/4/2021-PNG (39793) dated 1<sup>st</sup> February, 2023 from the Administrative Ministry and any further instructions from the Administrative Ministry.”

**7. Appointment of Shri Rajinder Kumar, (DIN: 09651096) as Government Nominee Director and fixation of terms of his appointment:**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 read with allied Rules, Regulation 17(1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in line with the recommendation of the Nomination and Remuneration Committee and Letter bearing reference no. CA-31032/1/2021-PNG-37493 dated 16<sup>th</sup> May, 2023 received from the Ministry of Petroleum and Natural Gas, Government of India, ('Administrative Ministry') and the Company having received a Notice in writing, from a Member proposing his candidature for the office of Director, approval be and is hereby accorded for appointment of Shri Rajinder Kumar, (DIN: 09651096) as

a Government Nominee Director of the Company with effect from 16<sup>th</sup> May, 2023 for a period of three years on co-terminus basis or until further orders from the Ministry of Petroleum and Natural Gas, Government of India, ('Administrative Ministry'), whichever is earlier and whose period of office shall be subject to retirement of Directors by rotation and on such other terms and conditions as contained in Letter bearing reference no. CA-31032/1/2021-PNG-37493 dated 16<sup>th</sup> May, 2023 from the Administrative Ministry and any further instructions from the Administrative Ministry."

#### **8. Ratification of Remuneration of Cost Auditor for the Financial Year 2023-24:**

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of M/s. S. Dhal & Co., Cost Accountants in Practice, (Firm Registration No.000197) whose appointment and remuneration was recommended by the Audit Committee and approved by the Board of Directors as the Cost Auditor to conduct the audit of the Cost Records maintained by the Company for the Financial Year ending on 31<sup>st</sup> March, 2024 at a fee of Rs.1,20,000/- (Rupees One Lakh Twenty Thousand only) (inclusive of all fees) be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Audit Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **Registered Office:**

Balmer Lawrie & Co. Ltd.  
21, Netaji Subhas Road,  
Kolkata - 700 001

#### **By Order of the Board of Directors**

**Kavita Bhavsar**  
**Company Secretary**  
**FCS No: 4767**

Date: 7<sup>th</sup> August, 2023

Place: Kolkata

### **NOTES**

#### **A. Annual General Meeting shall be held through Video Conferencing or Other Audio-Visual Means:**

1. As per para 3 and para 4 of Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with sub para 3-A of General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, sub para (i) A of General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 ("the MCA Circulars"), this AGM is scheduled to be held through VC/OAVM and voting for items to be transacted in the Notice of this AGM shall be only carried out through remote electronic voting process or electronic voting during the AGM. Hence, physical attendance of the Members is not required at the AGM.
2. Further, as per the MCA Circulars and Securities and Exchange Board of India (SEBI) Circular bearing reference no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI Circular bearing reference no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 (referred to as "the SEBI Circulars"), the requirement in respect of sending physical copies of the Annual Report to the Members, the Notice of the Annual General Meeting and the proxy forms (for General Meetings held through electronic mode) have been relaxed for Listed Entities till 30<sup>th</sup> September, 2023. Accordingly, the Notice of the AGM along with the Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to the Members whose e-mail

addresses are registered with the Registrar and Share Transfer Agent (RTA) of the Company or with the Depositories. The Notice calling the AGM and the Annual Report shall be uploaded on the website of the Company. The Notice shall be accessible on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the Notice of AGM shall also be available on the website of KFin Technologies Limited (agency for providing the e-voting facility) at <https://www.evoting.kfintech.com>.

3. The cut-off date for ascertaining the Members who would be entitled to attend the AGM and/or cast their vote electronically is Wednesday, 20<sup>th</sup> September, 2023 (end of day).
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as per the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote on behalf of the Members shall not be available for this AGM as the AGM is being held through VC/OAVM and the physical attendance of Members at the AGM has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. The Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting as per MCA Circulars. Pursuant to Sections 112 and 113 of the Companies Act, 2013, Corporate Members are requested to send a Certified Copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer by e-mail at [kothari.navin@yahoo.com](mailto:kothari.navin@yahoo.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf. The abovementioned documents may also be uploaded in the e-voting module in their login.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Members can start joining the AGM through VC/OAVM 45 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis. This will not include large Shareholders (i.e. Shareholder's holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
8. The recorded transcript of the AGM shall also be made available on the website of the Company at [www.balmerlawrie.com](http://www.balmerlawrie.com) as soon as possible after the AGM is concluded.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company or Depositories of any change in KYC particulars or demise of the holder as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. In terms of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, though the Statutory Auditors of a Government Company are appointed by the Comptroller and Auditor General of India, the remuneration of the Statutory Auditors is fixed at the General Meeting or in such manner as may be determined therein. Therefore, an item on fixation of remuneration of the Statutory Auditors of the Company (including Branch Auditors) for the Financial Year 2023-24 has been included in the Notice of the AGM under item no. 4 of the Ordinary Business which requires passing of Resolution by simple majority.



11. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs, the matters of Special Business as appearing at Item Nos. 5, 6, 7 and 8 of the accompanying Notice are considered to be unavoidable by the Board and hence, forms part of this Notice.
12. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the matters of Special Business in respect of Item Nos. 5, 6, 7 and 8 to be transacted at the AGM of the Company are annexed hereto. All documents referred in the notice of the AGM and the Explanatory Statement including the Statutory Registers shall be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to [blagm2023@balmerlawrie.com](mailto:blagm2023@balmerlawrie.com).
13. Brief particulars of the Directors proposed to be re-appointed/appointed, as mandated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and in terms of Para 1.2.5 of Secretarial Standard on General Meetings (SS-2) is annexed hereto and forms part of this Notice.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM. 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.
15. The Board of Directors at its Meeting held on 25<sup>th</sup> May, 2023 had recommended a dividend of Rs. 7.50 (Rupees Seven and Paise Fifty Only) per Equity Share of the face value of Rs.10/- each, fully paid-up. If the dividend as recommended by the Board of Directors is declared at the AGM, dividend shall be paid, subject to deduction of income-tax at source, wherever applicable, to those Members of the Company who are holding shares of the Company as on Wednesday, 20<sup>th</sup> September, 2023 (end of day) within the statutory time limit of 30 days from the date of such declaration in such mode as prescribed under SEBI Circular bearing reference no. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013.
16. Non-resident Indian members are requested to inform the RTA, M/s.KFin Technologies Limited, Hyderabad immediately about:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**Instructions on Tax Deductible (TDS) at Source on Dividend:**

17. As per provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1<sup>st</sup> April, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates specified u/s 194 of the Income Tax Act, 1961. In order to enable determination of the applicable TDS rate, Members are requested to submit the relevant documents on or before Friday, 15<sup>th</sup> September, 2023.

**For Resident Shareholders:**

- A. Where, the Permanent Account Number (PAN) is available and is valid:
  - i. Tax shall be deducted at source in accordance with the provisions of Section 194 of the Income Tax Act, 1961 at 10% (subject to change) on the amount of dividend payable.
  - ii. No tax shall be deducted in the case of a resident individual shareholder, if:

- a. the amount of such dividend in aggregate paid or likely to be paid during the Financial Year does not exceed Rs. 5,000; OR
  - b. the shareholder provides duly signed Form 15G or Form 15H (as applicable) not later than Friday, 15<sup>th</sup> September 2023, (end of day) to the Registrar and Share Transfer Agent of the Company (RTA), provided that all the prescribed eligibility conditions are met.
- B. Where the PAN is either not available or is invalid, tax shall be deducted at the prescribed rate or at a rate of 20% (subject to change), whichever is higher as per Section 206AA of the Income Tax Act, 1961. Shareholders may also submit any other documents to the Company's registrar and share transfer agent, KFin Technologies Limited as prescribed under the Income Tax Act, 1961 to claim a lower / Nil withholding tax.

Please note that as per Section 206AB of the Income Tax Act, 1961 the tax shall be deductible at the higher rates prescribed under the provision if the following conditions are satisfied:

- Deductee (shareholder) has not filed the return of income for both F.Y. 2021-22 and F.Y. 2022-23.
- The due date to file such return of income, as prescribed under section 139, has expired; and
- The aggregate amount of tax deducted and collected at source is Rs. 50,000 or more in each of these 2 previous years.

Also, shareholders who are required to link their Aadhaar number with their PAN in terms of the provisions of Section 139AA (2) of the Income Tax Act, 1961, it is advisable to link their PAN with Aadhaar in order to avoid higher rate of TDS.

So, TDS Rates applicable to Resident Shareholder: -

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN / PAN not linked with Aadhaar, as applicable	20% or as notified by the Government of India
Shareholder considered as a specified person in term of Section 206AB of the Income Tax Act, 1961.	20% or as notified by the Government of India

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

**For Non-Resident Shareholders:**

- i. Tax is required to be deducted in accordance with the provisions of the Income Tax Act, 1961 at applicable rates in force. As per relevant provisions, tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable.
- ii. As per the provisions of the Income Tax Act, 1961, the non-resident shareholder may have an option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to them. To avail the DTAA benefits, the non-resident shareholder shall furnish the following documents by not later than Friday, 15<sup>th</sup> September 2023 (end of day) to the RTA of the Company:

- a. Self-attested copy of Permanent Account Number (PAN), if allotted by the Indian Income Tax Authorities;
  - b. Self-attested Tax Residency Certificate (TRC) issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying shareholder's tax residency status during the Financial Year 2023-24;
  - c. Completed and duly signed Self-Declaration in Form 10F;
  - d. Self-declaration in the prescribed format certifying on the following points:
    - Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2023-24.
    - Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
    - Shareholder is the ultimate beneficial owner of his shareholding in the Company and dividend receivable from the Company and
    - Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2023-24.
- iii. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident shareholder.
- iv. Notwithstanding Paragraph ii above, tax shall be deducted at source @20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors ("FII") and Foreign Portfolio Investors ("FPI"). Such TDS rate shall not be reduced on account of the application of the lower DTAA rate or lower tax deduction order, if any.
18. The Members are requested to update their PAN with the Company's RTA: KFin Technologies Limited (in case of shares held in physical mode) and with the depositories (in case of shares held in demat mode).

#### **For All Shareholders**

In accordance with rule 37BA of Income Tax Rules, where shares are held by intermediaries/ stockbrokers, then such intermediaries/ stockbrokers can provide requisite declarations and the details of such beneficial shareholders along with self-declaration that the shareholders are the beneficial owners to the Company's Registrar and Share Transfer Agent on or before Friday, 15<sup>th</sup> September 2023. Hence, the TDS will be applied by the Company on the PAN of the beneficial shareholders.

If there is any change in the above information, you are requested to update your records such as tax residential status, Permanent Account Number (PAN) and register your email address, mobile numbers and other details with your relevant depositories through your depository participants in case you are holding shares in dematerialized form and if you are holding shares in physical mode, you are requested to furnish details to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited. Please also note that in order to claim credit of TDS deducted by Balmer Lawrie & Co. Limited, it is mandatory to have valid PAN updated at depository's register. **The Company shall not be held liable for unavailability of TDS credit due to invalid/incorrect PAN available in depository's record. The Company is obligated to deduct tax at source based on the records available with RTA and no request will be entertained for revision of TDS return.**

**In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.**

**Unpaid/Unclaimed dividend:**

19. 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 or 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 'Investor Education and Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company had during Financial Year 2022-23 transferred Rs.3,816,216/- to IEPF which were belonging to the Members whose dividend were unpaid/unclaimed for the Financial Year 2014-15. 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 the shares of the Company on which dividend has been unpaid or unclaimed for seven consecutive years or more are required to be transferred to IEPF. Accordingly, the Company had transferred 58,506 Equity Shares of the Paid-up Value of Rs.10/- each belonging to 104 Members to IEPF within the prescribed time limit.
20. Members are requested to note that the unclaimed dividend amount for the Financial Year ended 31<sup>st</sup> March, 2016 (declared and paid in 2016) will be due for transfer to IEPF on 29<sup>th</sup> October, 2023. All the shares in respect of which dividend has not been claimed for 7 consecutive years or more shall be transferred by the Company to IEPF as per the provisions of Section 124(6) of the Companies Act, 2013 and the allied Rules.
21. 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 31<sup>st</sup> March, 2022 on its website at [www.balmerlawrie.com](http://www.balmerlawrie.com) and also on the website of the IEPF.
22. 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:

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

In case entitlement letter is required, the applicant of the claim are advised to follow the process stated in circular issued by the IEPF Authority in this regard read with Rule 7(9) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended).

23. **Book Closure** - The Register of Members and the Share Transfer Books of the Company shall remain closed from **Thursday, 21<sup>st</sup> September, 2023 to Wednesday, 27<sup>th</sup> September, 2023 (both days inclusive).**



24. As an ongoing endeavour to enhance Members experience and leverage new technology M/s. KFin Technologies Limited, Registrar and Share Transfer Agent of the Company, have been continuously developing new applications. The list of applications that have been developed for the Members are as follows:

**Investor Support Centre:** A webpage is accessible via any browser enabled system. Members can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc>

**eSign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Members for raising service requests. This facility can be accessed via the link below:

URL: <https://ris.kfintech.com/clientservices/isr>

**KYC Status:** Shareholders can access the KYC status and other requisite information regarding their folio by accessing the following link:

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

**KPRISM:** A mobile application as well as a webpage, which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

**WhatsApp:** In order to facilitate the Members, a WhatsApp number has been dedicated by M/s. KFin Technologies Limited, that can be used for a bouquet of services offered by the RTA. WhatsApp Number: (91) 910 009 4099

25. Securities and Exchange Board of India (SEBI), vide, Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. As per the said circular it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. The folios wherein any one of the abovementioned document/details are not available on or after 1<sup>st</sup> October, 2023, shall be frozen by the RTA. Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31<sup>st</sup> December, 2025. The RTA shall revert the frozen folios to normal status upon receipt of all the documents/details as referred in the said circular. Accordingly, the shareholders are requested to kindly submit the requisite documents in the prescribed formats to the RTA. The aforesaid circular has also stipulated standardized, simplified and common norms for processing investor service requests e.g. mismatch in signature, mismatch in name, change in name, updation of bank details and contact details, etc. Members holding securities in physical mode, inter-alia, for registering/updating the KYC details and for the processing of various service requests are requested to kindly refer to the requisite forms stipulated in the aforesaid circular.

As per proviso to Regulation 40(1), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Further, transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of above, Members are requested to consider dematerializing their shares held in physical form.

26. Members are requested to submit their investor service requests at the earliest to KFin Technologies Limited, Unit-Balmer Lawrie & Co. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company in the prescribed format at:

- i. 2/1, Russel Street, 4<sup>th</sup> Floor, Kankaria Centre, Kolkata 700016; or
- ii. Selenium Building, Tower-B, Plot No. – 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana–500032,
- iii. Toll free No. - 18003094001
- iv. Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

It may be noted that the particulars of the shareholder as on the cut-off date shall be taken into consideration for the purpose of providing investor services and entitlements.

Members are further requested:

- a) To note that Members who are holding Shares in dematerialized form, the Bank particulars registered with their respective Depository Participants (DPs) will be used by the Company for electronic credit/dispatch of dividend. The Company or its RTA cannot act on any request received directly from the Members holding Shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective DPs.
- b) To quote the ledger Folio or client ID and DP ID numbers in all communications addressed either to the Company or to RTA.

**27. 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. The security holder can opt out of nomination through ISR-3 after cancelling his/her existing nomination, if any, through Form SH-14. The said form can be downloaded from the Company's website [www.balmerlawrie.com](http://www.balmerlawrie.com). Members holding the shares in physical form may submit the same to RTA of the Company, KFin Technologies Limited at the aforesaid address at the earliest. Members holding shares in dematerialization form may submit the same to their respective Depository Participant at the earliest.

**28. 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.**

**29. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Audited Accounts of its subsidiary is placed on the website of the Company at [www.balmerlawrie.com](http://www.balmerlawrie.com). Additionally, the Company will provide a copy of separate Audited Financial Statements in respect of its subsidiary Company 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.**

**30. Green initiative: The Members of the Company who have not registered their e-mail address/mobile number with the Company are requested to register their e-mail address/mobile number at the earliest for receiving all communications including Annual Report, Notices, etc. from the Company electronically.**

**31. Any person who is not a Member as on the cut-off date should treat this Notice for information only.**

**32. Any person, who becomes a Member of the Company after the dispatch of the Notice and holding shares as on cut-off day i.e., Wednesday, 20<sup>th</sup> September, 2023 (end of day), may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he/she is already**