



Balmer Lawrie-Van Leer Limited



**56th Annual Report
2015 - 2016**

56th Annual Report 2015 - 2016

Directors	:	Reinier Hietink Mohan Menon Prabal Basu Dhandapani Sothi Selvam Kannan Ananthakrishnan Cristina Paula Trigo Alves Zeitz Manjushree Bhatnagar Srikumar Menon Jozef Casparie	Chairman Managing Director Director Director Director Director Director Independent Director Independent Director
Chief Financial Officer	:	Sanjay Datta	
Company Secretary	:	Rajesh Juthani	
Bankers	:	The Hong Kong & Shanghai Banking Corporation Ltd. Bank of India Kotak Mahindra Bank Ltd.	
Statutory Auditors	:	Walker Chandiok & Co LLP	
Secretarial Auditors	:	N L Bhatia & Associates	
Registered Office	:	D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi Mumbai-400 705. Tel. : 6739 6400 Fax : 6739 6436 E-mail : blvl@bom2.vsnl.net.in	
Works	:	<i>Drum Closure Division:</i> D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi Mumbai-400 705. Tel. : 6739 6400 Fax : 6739 6436 <i>Plastic Container Division Mumbai:</i> D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi Mumbai-400 705. Tel. : 2763 0035-37 Fax : 2763 0038 <i>Plastic Container Division Chennai:</i> Village : Janakipuram, Taluk : Madurantakam Dist. : Kancheepuram, Chennai, Tel. : 044-2756 7131 / 7132 <i>Plastic Container Division Dehradun:</i> Khasra No. 122, Central Hope Town (Now known as Selakui Industrial Area) Pargana Pachhwa Doon, Dist. Dehradun, Uttarakhand.	
Registrar & Share Transfer Agent	:	Sharex Dynamic (India) Pvt. Ltd. Unit 1, Luthra Industrial Premises, 1st Floor, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072. Tel. : 022-2851 5606/2851 5644/2851 6338, Fax : 2851 2885	

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NOTICE TO THE MEMBERS

Notice is hereby given that the Fifty Sixth Annual General Meeting of Balmer Lawrie-Van Leer Limited will be held at the Registered office of the Company at D-195/2, TTC Industrial area, MIDC Turbhe, Near Turbhe Telephone Exchange, Navi Mumbai- 400 705 on Thursday, 29th September, 2016 at 3.00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (A) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Board of Directors and the Auditors thereon;
 - (B) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of the Auditors thereon.
2. To declare dividend on Equity.
3. To appoint a Director in place of Mr. Prabal Basu (DIN: 06414341) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Cristina Paula Trigo Alves Zeitz (DIN: 07146615) who retire by rotation and being eligible offers herself for re-appointment,
5. To ratify appointment of Auditors and fix their remuneration.

To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 appointment of M/s. Walker, Chandiok & Co. LLP Chartered Accountants (Firm Registration No. 001076N/ N500013), be and is hereby ratified to hold the office as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration plus service tax and re-imbursement of out of pocket expenses and/or travelling expenses as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors.”

SPECIAL BUSINESS:

6. Re-Appointment of Mr. Dhandapani Sothi Selvam (DIN: 07038156) as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in for the time being in force) Mr. Dhandapani Sothi Selvam (DIN: 07038156), who was appointed as Additional Director, liable to retire by rotation, pursuant to Section 161(1) of the Companies Act, 2013 holds office up to the date of this

Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation”.

7. Re-Appointment of Mrs. Manjusha Bhatnagar (DIN: 07059799) as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in for the time being in force) Mrs. Manjusha Bhatnagar (DIN: 07059799), who was appointed as Additional Director, liable to retire by rotation, pursuant to Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation”.

8. Extension of terms of appointment of Mr. Mohan Menon (DIN: 02838483) as Managing Director and payment of remuneration.

To consider and if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification or re-enactment thereof), and subject to approval from Central Government, if necessary, the Consent of the Members of the Company be and is hereby accorded for ratification of extension of terms of appointment of Mr. Mohan Menon (DIN: 02838483) as Managing Director by three month with effect from January 1, 2016 and terms and conditions including payment of remuneration approved by the Board of Directors (Board for this purpose shall include Nomination and Remuneration Committee of the Board) more particularly set out in the statement annexed to this notice and accepted by Mr. Mohan Menon within the limits specified under Schedule V to the Companies Act, 2013 or any amendments thereof:

“RESOLVED FURTHER THAT in the event of absence or in adequacy of profit during the tenure of his appointment (including extension thereof) the remuneration as agreed between the Company and the Managing Director shall be considered as minimum remuneration payable to the Managing Director”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps

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as may be necessary, proper and expedient to give effect to this resolution”.

9. Appointment of SHAREX DYNAMIC (INDIA) PVT LTD as Registrar and Share Transfer Agent

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

“RESOLVED THAT pursuant to the provisions of Section 88, 94 and other applicable provisions, if any, of Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession to all the earlier resolutions passed in this regard, the approval of the members be and is hereby accorded to shift and maintain the Registers and Index of

Members, as required to be maintained under Section 88 and copies of Annual Return filed under Section 92 of the Companies Act, 2013, at the office of SHAREX DYNAMIC (INDIA) PVT LTD, Registrar and Transfer Agent of the Company, situated at Unit-1, Luthra Industrial Premises, 1st Floor, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400 072 or at such other places where the Registrar and Transfer Agent may shift from time to time, effective from August 1, 2016.

By Order of the Board of Directors

For **Balmer Lawrie-Van Leer Limited**

Place : Mumbai,

Dated : August 3, 2016.

Rajesh Juthani

Company Secretary



EXPLANATORY STATEMENT [Pursuant to section 102 of the Companies Act, 2013 ("the Act")]

Item No. 5

M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) were appointed as the Statutory Auditors of the Company for a period of three years at the Adjourned Annual General Meeting (AGM) of the Company held on September 9, 2015. As per the provisions of Section 139(1) of the Companies Act, 2013, their appointment for above tenure is subject to ratification by member at every AGM. Accordingly ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 5 of the Notice. The Board recommends the Resolution at item no. 5 for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP's are concerned or interested in the Resolution at item no. 5 of the accompanying Notice.

Note: This explanatory statement is provided through strictly not required as per Section 102 of the Companies Act, 2013

Item No. 6 & 7

Pursuant to the provisions in Articles of Association of the Company, the Board of Directors of the Company at their meeting held on September 2, 2015 has appointed Mr. Dhandapani Sothi Selvam as Additional Director with effect from September 2, 2015, subject to retirement by rotation, pursuant to change of nomination by Promoter Company.

Similarly Board of Directors has passed a circular resolution on April 30, 2016 (subsequently confirmed at Board Meeting held on May 13, 2016) appointing Mrs. Manjusha Bhatnagar as Additional Director with effect from May 1, 2016, subject to retirement by rotation, pursuant to change of nomination by Promoter Company.

Pursuant to Section 161(1) of the Companies Act, 2013, Mr. Dhandapani Sothi Selvam and Mrs. Manjusha Bhatnagar hold office up to the date of this Annual General Meeting. The Company has received a notice under Section 160(1) of the Companies Act, 2013 in writing along with requisite fees from member, proposing their candidature for the office of Director.

Mr. Dhandapani Sothi Selvam and Mrs. Manjusha Bhatnagar may be deemed to be concerned or interested in the Resolution as it relates to their appointment. None of the other Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP's of the Company are concerned or interested in the resolution.

The Board recommends the resolutions set out at item no. 6 and 7 for approval by the members.

Item No. 8

The Members of the Company at Adjourned Annual General Meeting held on September 9, 2015 had approved subject to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification or re-enactment thereof), and approval from Central Government, if necessary, the extension of terms of appointment of Mr. Mohan Menon as Managing Director for the period up to December 31,

2015 with an authority to the Board of Directors (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of appointment/re-appointment and revision in remuneration effective April 1, 2015.

The Board of Directors of the Company at their meeting held on December 9, 2015 based on recommendation of Nomination and Remuneration Committee extended the terms of appointment of Mr. Mohan Menon as Managing Director by further period of 3 (three) months effective January 1, 2016 i.e. up to March 31, 2016 and approved revision in basic monthly remuneration payable to Mr. Mohan Menon as Managing Director from Rs. 200,000/- to Rs. 225,000/- effective April 1, 2015 till December 31, 2015 and for extended period up to March 31, 2016 within the limits specified under Section-II, Part-II of the Schedule-V of the Companies Act, 2013 and subject to ratification by the Members at forthcoming Annual General Meeting.

It is therefore proposed to seek the member's approval for ratification of extension of terms of appointment and remuneration payable/paid to Mr. Mohan Menon as Managing Director in terms of the applicable provisions of the Companies Act, 2013.

Broad particulars of the terms of extension and remuneration payable to Mr. Mohan Menon are as under:

Basic Monthly Salary:

Rs. 225,000/- with effect from April 1, 2015 to March 31, 2016.

Allowances & Perquisites:

1. Free unfurnished residential accommodation. Where no accommodation is provided by the Company, house rent allowance @45% of salary in lieu thereof will be paid. The expenses on gas and electricity expenses shall be borne by the company at actual, subject to annual ceiling of Rs. 60,000/- (Rupees Sixty Thousand only).
2. An Air-conditioned Car with driver for official purpose subject to monthly recovery towards personal use of the car as per Company's Policy.
3. Reimbursement of domiciliary medical expenses at actual for self, spouse and two dependent children as per policy of the Company.
4. Reimbursement of Insurance premium for Family Floater Medical Insurance policy for self, spouse and two dependent children up to max of Rs. 500,000 or as per Company's Policy.
5. Leave travel assistance in the form of one month's salary per annum.
6. Club membership fees including entrance fees (for maximum two clubs).
7. Reimbursement of premium for personal accident insurance for the self subject to premium not exceeding Rs. 6,000 per annum.
8. Contribution to Provident Fund and Superannuation or annuity fund not exceeding 27% of the salary.
9. Gratuity at the rate of 15 days' salary for every completed

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year of service and proportionate period thereof subject to upper ceiling as per Payment of Gratuity Act, 1972.

10. Encashment of Privilege and Sick Leave in accordance with the rules of the Company

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 any rules made there under or any statutory modification(s) or re-enactment thereof; and in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation fund or annuity fund, to the extent, these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purposes of computation of the overall ceiling of remuneration.

Commission:

In addition to salary, perquisites and allowances as set out above Mr. Mohan Menon shall be entitled to receive remuneration by way of commission @0.05% of the net profits of the Company as determined under the Companies Act, 2013 and shall form part of total managerial remuneration.

Reimbursement of expenses:

Expenses incurred for travelling, boarding and lodging during business trips, provision of chauffeur driven car for use on the Company's business, telephone expenses at residence shall be reimbursed at actual and shall not be considered as perquisites.

Minimum Remuneration:

In the event of absence or inadequacy of net profit in any financial year the remuneration as mentioned above shall be the minimum remuneration subject to limits specified under Section-II, Part-II of the Schedule-V of the Companies Act, 2013.

Post Retirement Benefits:

In addition to above payments, Mr. Mohan Menon will be eligible for following post retirement benefits:

- I. Re-settlement Compensation of 5 month's salary.
- II. Travel expenses for self and family by Air/1st AC by Train from Mumbai to home town, if incurred.
- III. Expenses for transfer of personal household effects including packing, transport, transit insurance, local octroi, un-packing etc., from Mumbai to home town, if incurred.
- IV. Provision of accommodation or payment of HRA in lieu of accommodation, provide car with driver and telephone expenses for period not exceeding 5 months.
- V. Sale of Fixed assets procured under Company's FES Scheme as per Company's policy.

General:

The overall managerial remuneration payable every year to the Managing director and the whole time Directors by way of salary, perquisites, allowances, incentives/bonus/commission etc. shall not exceed in aggregate eleven percent of the net profits of the Company as computed in the manner laid down in Section 198 of

the Companies Act, 2013 or any modification(s) or re-enactment thereof.

The Managing Director shall perform duties, manage, attend to the business and carry out and comply with the orders and directions given by the Board from time to time.

The Managing Director shall adhere to the Confidentiality clause and Company's Code of Business Conduct and Ethics for Directors.

The office of the Managing Director may be terminated by either party by giving to the other party three months' notice.

If at any time the Managing Director disqualifies or ceases to be director of the Company for any reason/cause whatsoever, he shall vacate office as the Managing Director of the Company

In terms of provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification or re-enactment thereof), members are requested to ratify the action of the Board of Directors and approve the extension of terms of appointment and payment of remuneration as specified above.

Save and Except Mr. Mohan Menon and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at item no. 8 of the Notice.

The Board recommends the Special Resolution set out at item no. 8 of the Notice for approval by the members.

Item No. 9

Sharepro Services (India) Private Limited ("Sharepro") was acting as Registrar and Transfer Agent of the Company since 2003-04. Recently, an investigation was carried out by SEBI which revealed serious and alarming irregularities by Sharepro and its senior management which includes transfer of dividend belonging to rightful shareholders to persons related to the management of Sharepro. Subsequently, SEBI passed an ad interim order against Sharepro on March 22, 2016, restricting the Promoters, Directors, Senior Management and other associated persons mentioned in the said order from accessing the Market. In the said order, SEBI also advised the clients of Sharepro to change their Registrar and Transfer Agent and to conduct thorough Audit of the records and systems of Sharepro for past several years with respect to Dividends paid and securities transferred.

The Board of Directors, vide Circular Resolution passed on May 10, 2016, decided to terminate the Memorandum of Understanding entered into with Sharepro and appointed SHAREX DYNAMIC (INDIA) PVT LTD, who are duly registered with the Securities and Exchange Board of India (SEBI) under SEBI (Registrars to an issue and Share Transfer Agents) Regulations, 1993, as Registrar and Share Transfer Agent of the Company effective from August 1, 2016. In accordance with Section 94 of the Companies Act, 2013 and The Companies (Management and Administration) Rules, 2014, the Register and Index of Members under Section 88 and copies of Annual Return filed under Section 92, shall be kept and maintained at the Registered Office of the Company unless a Special Resolution is passed in a general



meeting authorizing keeping the registers at any other place in which more than one tenth of the total number of members resides. The Board recommends keeping of Register and Index of Members and copies of Annual Return at the office of SHAREX DYNAMIC (INDIA) PVT LTD at their office situated at Unit-1, Luthra Industrial Premises, 1st Floor, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400 072 or at such other places where the Registrar and Transfer Agent may shift from time to time, effective from August 1, 2016.

The Board recommends the passing of resolution as set out at item no. 9 as a Special Resolution.

None of Directors, Key Managerial Personnel and/or their relatives, are interested and/or concerned in passing of the said resolution.

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto. The relevant details of Directors seeking appointment/ re-appointment under item nos. 3, 4, 6 and 7 is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy in order to be effective must be received at the Company's registered office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc., must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organizations. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total shares capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form is sent herewith.**
3. The Register of Member and Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Thursday, September 29, 2016 (both days inclusive).
4. Dividend on Equity Shares as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before October 28, 2016, in respect of shares held in physical form to all those members whose names are on the Company's Register of Members as at close of business hours on September 22, 2016 and in respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares as per details furnished by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of business hours on September 22, 2016.
5. Members are requested to notify any change in their address, bank details, e-mail ID etc. to their respective Depository Participants (DPs) in respect of shares held in electronic form and to the Registrar and Share Transfer Agent of the Company M/s. SHAREX DYNAMIC (INDIA) PRIVATE LTD., in respect of shares held in physical form, quoting their folio numbers.
6. As per the provisions of Section 72 of the Companies Act, 2013 facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents M/s. SHAREX DYNAMIC (INDIA) PRIVATE LTD., for shares held in physical form and from DPs in case of shares held in electronic form.
7. Members who have not registered their e-mail address so far with the depository or Registrar and Share Transfer Agent are requested to register the same for receiving all communication including notices, annual report in electronic mode.
8. Members are requested to avail the facility of receiving dividend through NEFT/NECS by registering their bank details with Company's Registrar and Share Transfer Agents M/s. SHAREX DYNAMIC (INDIA) PRIVATE LTD., for shares held in physical form and with DPs in case of shares held in electronic form to avoid loss in transit or fraudulent encashment.
9. Members holding shares in physical form are requested to consider converting their shareholding in electronic form to eliminate the risks associated with physical shares like fraudulent transfer and loss in transit.
10. Pursuant to the provisions Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, is required to be transferred to the Investor Education and Protection Fund ("the Fund") of the Central Government and no payments shall be made in respect of any such claims by the Fund or the Company. Unpaid/ Unclaimed dividend for and up to the financial year ended on March 31, 2008 have been transferred to the fund. Company did not recommend any dividend for financial year 2008-09. **Unclaimed Dividend for the financial year 2009-10 will be due for transfer to the fund by October 31, 2017.**
11. Members who have either not received or en-cashed dividend warrant(s) for the financial year 2009-10, 2011-12, 2012-13, 2013-14 and 2014-15 are requested to send their warrant(s) for revalidation immediately or send claim either to the Company or Registrar and Share Transfer Agent M/s. SHAREX DYNAMIC (INDIA) PRIVATE LTD., at above mentioned address. The details of unpaid/unclaimed dividend is uploaded on the website of IEPF-www.iepf.gov.in and on the website of the Company – www.blvindia.com
12. Electronic copy of the Annual Report is being sent to all those Members whose e-mails are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. Members desiring any information with respect to Accounts are requested to write to the Company at least ten days before the date of the meeting to enable the Management to keep the information ready at the meeting.

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14. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
15. Members are requested to kindly bring their copy of Annual Report.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under the Members are provided with the facility to cast their vote electronically, through the e-voting service provided by Central Depository Services (India) Limited (CDSL). On all the resolutions set forth in this Notice. Ballot form is also sent to the shareholders who desire to vote in physical form.

The facility for voting either through electronic voting system or through ballot shall be made available at the venue of the 56th AGM. The Members attending the Meeting, who have not cast their vote through remote e-voting/Ballot Form shall be able to exercise their voting rights at the AGM. The Members who have already cast their vote through remote e-voting/Ballot Form may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

In terms of the requirements of the Companies act, 2013 and the relevant Rules, the Company has fixed September 22, 2016 as the "Cut-off" date. The remote E-Voting/ voting rights of the shareholders/beneficial owners shall be reckoned on the Equity shares held by them as on "Cut-off" date i.e. September 22, 2016.

The procedure and instructions for e-voting are as under:

In case of members receiving e-mail:

- (a) Long on to the e-voting website www.evotingindia.com
- (b) Click on "Shareholders" tab.
- (c) Now select the "Balmer Lawrie Van Leer Limited" from the drop down menu and click on "SUBMIT".
- (d) Now enter your user ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 digits Client ID
Members holding shares in physical form should enter folio number registered with the Company
- (e) Next enter the Image verification as displayed and click on Login.
- (f) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both Demat shareholders and physical shareholder)
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- Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of their Demat Account Number/Folio No. as the case may be, in the PAN field.
- In case the Folio No. is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For example if your name is Vinay Kumar with Folio No. 1 then enter VI00000001 in the PAN Field.

*Date of Birth (DOB)
or Date of
Incorporation*

Enter the Date of Birth (DOB) as recorded in your Demat Account or in the Company's records for the said Demat Account in dd/mm/yyyy format or enter Folio No.

Dividend Bank Details

Enter the Dividend Bank Details as recorded in your Demat Account or in the Company's records for the said Demat Account or Folio No. Please enter any one of the details i.e. DOB or Dividend Bank Details in order to login. If the details are not recorded with the Company or Depository Participant please enter the number of shares held in the Dividend Bank Details.

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) 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 filed. 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 the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on EVSN for the relevant "Balmer Lawrie-Van Leer Limited" on which you choose to vote.
- (l) On the voting page, you will see "ESOLUTIONS 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.

- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Note for Institutional shareholders:
 - Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in the PDF format in the system for the scrutinizer to verify the same.

holding shares either in physical form or in Dematerialized form, as on close of business hours of September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Members, he shall not be allowed to change it subsequently.

In case you have any queries or issues regarding the e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under the help section or write email to helpdesk.evoting@cdslindia.com

The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 22, 2016.

Mr. N.L. Bhatia, a Practicing Company Secretary (Membership No. FCS 1176) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM count the votes cast at the AGM and thereafter, unblock the votes through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make his consolidated Report of the votes cast in favour or against, if any, within 2 days from the conclusion of the AGM, to the chairman of the Company.

Members who do not have access to e-voting may send duly completed Ballot Form so as to reach to the Scrutinizer appointed by the Board of Directors of the Company, M/s. N.L. Bhatia (Membership No. FCC 1176), C/o. SHAREX DYNAMIC (INDIA) PRIVATE LTD., Unit-1, Luthra Industrial remises, 1st Floor, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai-400 072, not later than Wednesday, September 28, 2016 (before 5.00 P.M.)

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both means, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The result along with the Scrutinizer's Report shall be placed on the Company's website www.blvindia.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared by the Company.

By Order of the Board of Directors

For **Balmer Lawrie-Van Leer Limited**

IMPORTANT NOTES:

The e-voting period commences on Monday, September 26, 2016 (from 9.00 A.M.) and ends on Wednesday, September 28, 2016 (at 5.00 P.M.). During this period, Members of the Company

Place : Mumbai,

Dated : August 3, 2016.

Rajesh Juthani

Company Secretary

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Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Prabal Basu	Mrs. Cristina Paula Trigo Alves Zeitz
Din No.	06414341	07146615
Date of Birth	October 18, 1963	April 24, 1975
Date of first Appointment on the Board of the Company	January 1, 2015	April 2, 2015
Date of Appointment/last Re-appointment at the AGM	September 9, 2015	September 9, 2015
Qualification	B.Com, ACA, ACS, ACMA	Graduate in Foreign Trade and Business Administration
Experience (in no. of Years)	25	19
Expertise in specific functional areas	Finance, Accounts, Taxation and General Management	International Trade and Strategic Sourcing
Details of shares held in Co.	Nil	Nil
Directorship is held other Companies*	Balmer Lawrie & Co. Ltd., Balmer Lawrie (UK) Ltd., Visakhapatnam Port Logistic Park Ltd, Balmer Lawrie (UAE) LLC	Nil
Membership/Chairmanship of Committees** across public Companies	Balmer Lawrie Van-Leer Ltd. – Audit Committee – Stake Holders Relationship Committee – Corporate Social Responsible Committee	Nil

Name of the Director	Mr. Dhandapani Sothi Selvam	Mrs. Manjusha Bhatnagar
Din No.	07038156	07059799
Date of Birth	31.07.1960	24.01.1958
Date of first Appointment on the Board of the Company	September 2, 2015	May 1, 2016
Date of Appointment/last Re-appointment at the AGM	Appointment sought at forthcoming AGM	Appointment sought at forthcoming AGM
Qualification	Graduate in Chemical Engineering, MBA (Marketing), PG Diploma in Journalism and Mass Communication	Bachelor of Science, MBA (Personnel)
Experience (in no. of Years)	30 Years	36 Years
Expertise in specific functional areas	Manufacturing, Marketing, Business Process Re-engineering, Supply chain Management, Technical services etc.,	Human resources-planning, training, development, recruitment, retention, HR Strategy and succession planning
Details of shares held in Co.	Nil	Nil
Directorship is held other Companies*	Balmer Lawrie & Co. Ltd., PT Balmer Lawrie Indonesia, Balmer Lawrie UAE LLC. Proseal Closures Limited	Balmer Lawrie & Co. Ltd.,
Membership/Chairmanship of Committees** across public Companies	Balmer Lawrie & Co. Ltd. – Audit Committee Balmer Lawrie Van-Leer Ltd. – Stake Holders Relationship Committee – Corporate Social Responsible Committee	Balmer Lawrie & Co. Ltd. (Chairman-CSR Committee)

* Private Limited Companies, Foreign Companies and Companies under Section 25 of the Companies Act are not considered.

** Includes Audit Committee, Stake Holders Relationship Committee and Corporate Social Responsibility Committee.