



Balmer Lawrie-Van Leer Limited



**58th
ANNUAL REPORT
2018**

58th Annual Report 2017 - 2018

Board of Directors

Reinier Hietink (*Chairman*)
Girish Pundlik (*Managing Director w.e.f. 1st April, 2018*)
Kannan Ananthakrishnan (*upto 27th March, 2018*)
Cristina Zeitz
Prabal Basu
D. Sothi Selvam
Manjusha Bhatnagar (*upto 7th March, 2018*)
Srikumar Menon
Jozef M. Casparie

Senior Management Team

Girish Pundlik (*CEO upto 31st March, 2018*)
Sanjay Datta (*Chief Financial Officer*)
Prakash Shenoy (*GM - Marketing, Bangalore Division*)
A. Sathish Kumar (*GM - Operation, Bangalore Division*)
Tushar Shirwalkar (*Head Drum Closure Division, Mumbai*)
Sandeep Shrivastava (*Head Plastic Division, Mumbai*)
Manoj Dubey (*Head Plastic Division, Dehradun*)
Sebastian P. (*Head Plastic Division, Chennai*)
Navin Silva (*AGM - Marketing, Plastic Division*)
Prashant Pathak (*Head - SCM*)

Company Secretary & Chief Compliance Officer

Rajesh Juthani

Registered Office

D-195/2, T.T.C. Indl. Area, MIDC Turbhe, Navi
Mumbai-400 705.
Tel. No.: 91-22-6739 6400
E-mail : response@blvindia.com

Registrar & Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.

Unit-1, Luthra Ind. Premises, 1st Floor,
Safed Pool, Andheri-Kurla Road, Andheri (E),
Mumbai-400 072.
Tel. No.: 91-22-2851 5606/5644/6338
Fax No.: 91-22-2851 2885
Email: sharexindia@vsnl.com

Statutory Auditors

Walker Chandiok & Co. LLP

Secretarial Auditors

N. L. Bhatia & Associates

Bankers

The Hongkong & Shanghai Banking Corporation Ltd.
Bank of India
Corporation Bank
Kotak Mahindra Bank Ltd.
Axis Bank Ltd.
Mashreq Bank

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NOTICE TO THE MEMBERS

Notice is hereby given that the 58th 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 Friday, 7th September, 2018 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (A) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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 31st March, 2018 together with the Report of the Auditors thereon.
2. To declare dividend for the financial year 2017-18 on Equity Shares.
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 Zeitz (DIN: 0714 6615) who retires by rotation and being eligible offers herself for re-appointment.
5. To re-appoint 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 M/s. Walker, Chandok & Co. LLP Chartered Accountants (Firm Registration No. 001076N/N500013), be and is hereby re-appointed as the Statutory Auditors of the Company for the second term of 5 (five) consecutive years from the conclusion of this Annual General meeting until the conclusion of 63rd Annual General Meeting of the Company, on such remuneration 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. **Appointment of Mr. Girish Pundlik as Managing Director and payment of remuneration:**

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

RESOLVED FURTHER THAT pursuant to the provisions of Article 126 of the Articles of Association of the Company and provisions of Section 161(3), 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 the approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded to the appointment of Mr. Girish Pundlik, as Managing Director of the

Company for a period of three years commencing from 1st April, 2018 to 31st March, 2021 (both days inclusive) on the terms and condition including as set out in the draft agreement to be entered into between the Company and Mr. Girish Pundlik with specific authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed upon between the Board of Directors and Mr. Girish Pundlik within the provision of the Act;

RESOLVED FURTHER THAT in the event of absence of or inadequacy 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 as may be necessary, proper and expedient to give effect to this resolution.

7. **Approval of Borrowing Limits:**

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

RESOLVED THAT in supersession of earlier resolution passed at the 54th Adjourned Annual General meeting of the Company held on 12th September, 2014 and pursuant to the provisions of the Section 180(1)(c) of the Act and all other applicable provisions, if any, including any amendment or modification thereof, consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money for the purposes of the business of the Company, from time to time, notwithstanding that the money or monies to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company (reserves not set apart for any specific purposes) provided that the total amount so borrowed shall not exceed Rs.200 Crore (Rupees Two Hundred Crore only)

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things including delegation of authorities as may deem necessary proper and expedient in the interest of the Company.

8. **Authority for creation of charge /mortgage of fixed assets:**

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

RESOLVED THAT in supersession of earlier resolution passed at the 55th Adjourned Annual General meeting of the Company held on 9th September, 2015 and pursuant to the provisions of the Section 180(1)(c) of the Act and all other applicable provisions, if any, including any amendment or modification thereof, consent of the Company be and is hereby accorded to the Board of Directors to create such charges, mortgages and hypothecations in addition to the existing charges,

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mortgages and hypothecations created by the Company, in such manner, as the Board may deem fit, in favor of the Banks/ financial Institutions, any other lenders and trustees for the debenture holders/bonds/other instruments to secure rupee/foreign currency loans and/or for the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Equity Shares (hereinafter collectively referred to as "Loans") provided that the total amount of loans together with interest thereon, additional interest, compounded interest, liquidated damages, commitment charges, premium payable on pre-payment or redemption, costs, charges, expenses and any other money payable by the Company in respect of all loans taken by the Company shall not at any time exceed the limit of Rs. 200 Crore (Rupees Two Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things including delegation of authorities to execute all such documents, undertakings and writings as may be required and deem necessary.

By Order of the Board of Directors
For **Balmer Lawrie-Van Leer Limited**

Place : Mumbai,
Dated : 18th July, 2018.

Rajesh Juthani
Company Secretary



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

Item No. 5

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) were appointed as Statutory Auditors of the Company for a period of one year at the 53rd Annual General Meeting (AGM) of the Company held on 12th September, 2013.

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) were re-appointed for one more year at 54th Adjourned Annual General Meeting held on 12th September, 2014.

M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N / N500013) were appointed for three further years at the 55th Adjourned Annual General Meeting held on 9th September, 2015 to hold the office up to 58th Annual General meeting.

In terms of provision to Section 139(2) of the Companies Act, 2013 an audit firm can be appointed as auditors for maximum of two terms of five consecutive years.

The Board of Directors at their meeting held on 18th May, 2018 based on recommendation of the Audit Committee has resolved to re-appoint M/s. Walker Chandio & Co. LLP, Chartered Accountants as auditors of the Company for second term of 5 (five) consecutive years to hold the office from the conclusion of forthcoming annual general meeting till the conclusion of sixty-third annual general meeting.

The auditors have consented to act as the auditors, if re-appointed and have submitted the certificate pursuant to the provisions of section 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Board recommends the Resolution at item no. 5 for approval by the members.

None of the Directors and Key Managerial Personnel (KMP) and their relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

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

Item No. 6

The Board of Directors of the Company at its meeting held on 7th March, 2018 approved the appointment of Mr. Girish Pundlik as nominee Director of M/s. Balmer Lawrie & Co. Ltd with effect from 1st April, 2018. Mr. Girish Pundlik was also appointed at the aforesaid Board meeting as Managing Director of the Company for three years commencing 1st April, 2018 and ending on 31st March, 2021.

Pursuant to Section 161(3) of the Companies Act, 2013 ("the Act") and Article 126 of the Articles of Association of the Company the Managing Director so appointed/ nominated shall not be liable to retire by rotation but shall be entitled to hold the office until removal or fresh appointment / nomination.

The Board of Directors at its meeting held on 7th March, 2018 also approved the remuneration and perquisites to be paid and facilities to be granted to Mr. Girish Pundlik as Managing Director as set

out in the draft agreement to be entered into between the Company and Mr. Girish Pundlik referred to in the resolution at item no.6 of the Notice.

The appointment of Mr. Girish Pundlik as Managing Director and the remuneration proposed to be paid are in conformity with the provisions and requirements of Schedule V of the Act and accordingly approval of central government is not required.

However the appointment and remuneration proposed is subject to the approval of shareholders in general meeting pursuant to the Section 196 of the Act.

Mr. Girish Pundlik, aged 51 years, B E (Polymer Engineering) and MBA (Finance) Pune University has varied experience of 28 years at various levels working with in domestic and overseas companies. Mr. Girish Pundlik had joined the Company on 7th July, 2016 as 'Chief Executive Officer'.

The material terms of the draft agreement referred to in the resolution at item no. 6 are as follows:

1. The appointment of Mr. Girish Pundlik as Managing Director shall be for a period of 3 years commencing from 1st April, 2018 and ending on 31st March, 2021.
2. Mr. Girish Pundlik shall be responsible for and in charge of day to day management of the Company and shall exercise powers and perform such duties as may be entrusted by the Board from time to time more particularly under authority granted to him.
3. Mr. Girish Pundlik shall devote his whole time, attention and abilities during the business hours to the business of the Company and use his best endeavors to promote interest and welfare of the Company.
4. Mr. Girish Pundlik shall be entitled to the following emoluments, benefits and perquisites subject to limits laid down under Section 197, 198 and Schedule V of the Companies Act, 2013

- (a) Salary: Rs.1,20,000/- per month

Annual increment with consequential increase in other allowances and benefits as may be approved by the Board each year based on merit and Company's performance.

- (b) Allowances Reimbursements & Perquisites:

Mr. Girish Pundlik shall be entitled to following allowances, reimbursement of expenses and perquisites in accordance with the rules of the Company, applicable from time to time and shall be subject to limits as may be approved by the Board of Directors or its Committee:

- (1) Allowances like house rent Allowance, cost of living allowance, children education allowance, variable performance bonus, leave travel allowance;
- (2) Reimbursements towards books and periodicals, soft furnishing, uniform, medical expenses, repairs;
- (3) Perquisite like reimbursement of gas, electricity, Company owned AC car with driver, reimbursement of expense towards running and maintenance of car, reimbursement of insurance premium for hospitalization policy for self, spouse and dependent children, Payment for Corporate club membership fees including entrance fees (maximum two clubs)

(c) Commission:

Subject to the overall ceiling as per Section 197 of the Companies Act, 2013, the Company shall pay commission @ 2% of the incremental Profit after Tax ("PAT") of the Company over previous financial year subject to a minimum of Rs. 4,00,000/- per year.

(d) Retirement Benefits:

Company shall contribute to Provident Fund @ 12% of basic salary plus cost of living allowance to provident fund and 15% of basic salary to Superannuation Fund. However Company's total contribution to Provident Fund and Superannuation Fund shall be up to a limit exempt from taxation under the Income-tax Act, as amended from time to time.

Gratuity as per rules of the Company subject to a maximum limits as per the Payment of Gratuity Act as applicable at the time of retirement, resignation or termination.

Encashment of leave during the tenure and /or at the end of tenure shall be in accordance with the rules of the Company.

(e) Post Retirement Benefits:

In the event of tenure extending till the age of retirement as per the rules of the Company or thereafter, Mr. Girish Pundlik shall be eligible for following additional benefits/ re-imbursements:

- i. Travelling expenses for self and family from Mumbai to Home town by Air or 1st Class AC train
- ii. Expenses for transfer of personal household items including packing, transit insurance, local levy, if any.
- iii. House Rent, telephone expenses and car expenses including driver's salary as per last eligibility limits for maximum of two months
- iv. Sale of fixed assets provided under Company's Furniture scheme at written down value or price as per rules of the Company

Minimum Remuneration:

In the event of loss or inadequacy of profits during any financial year during the aforesaid period, the Company will pay remuneration by way of salary, allowance, reimbursement and perquisites as specified above, not exceeding the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013, subject to requisite approval being obtained, if required.

5. Mr. Girish Pundlik shall not be paid any sitting fees for attending the meeting of the Board or of any Committee thereof.
6. Mr. Girish Pundlik shall be entitled to Privilege Leave, Sick Leave and Casual Leave as per the rules of the Company.
7. Mr. Girish Pundlik shall not during the terms of his appointment and at any time thereafter, divulge or disclose any information or knowledge obtained by him during his employment as to the business or affairs of the Company or any trade secrets

or confidential information including technical processes of the Company.

8. Mr. Girish Pundlik shall not during the terms of his appointment or thereafter directly or indirectly engage himself in any business activity substantially similar to or competing with the business or activity of the Company or do any deed, matter or things so as to solicit the customer of the Company or offer to provide any service to any of the Customer otherwise than through the Company. Mr. Girish Pundlik shall not hold directorship in other Company without the previous written permission of the Company. However holding or making investment in shares of other Companies shall not be deemed a contravention of this clause.
9. In the event of Mr. Girish Pundlik is not in position to discharge his official duties due to any physical or mental incapacity or disqualifies himself to act as a Director for reasons stated in Section 164 Companies Act, 2013 or breach of Section 167 of the Companies Act, 2013, the Board of Directors shall have right to terminate this agreement on such terms as the Board of Directors may consider appropriate in the circumstances.
10. All personnel policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to Mr. Girish Pundlik, unless specifically provided otherwise.

The draft agreement between the Company and Mr. Girish Pundlik referred to in the resolution at item no. 6 will be open for inspection by the members at the registered office of the Company during business hours on any working day except Saturday till the conclusion of this meeting.

The Directors consider the aforesaid remuneration to be commensurate with the duties and responsibilities of Mr. Girish Pundlik as Managing Director and recommend the Resolution at item no. 6 for approval by the members.

Mr. Girish Pundlik is interested in this resolution since it relates to his own appointment. None of the other Directors or Key Managerial Persons of the Company is in any way concerned or interested, financial or otherwise in the resolution.

Item No. 7

The members at the 54th Adjourned Annual General meeting of the Company held on 12th September, 2014 had authorized the Board of Director to borrow up to a limit of Rs.100.0 Crore. Pursuant to amalgamation of Proseal Closures Ltd (a 100% subsidiary) with the Company in July, 2017, the borrowings of the Company now include borrowings of amalgamating Company. For restructuring of operations post amalgamation and to finance Company's future expansion plan, the Company may be required to borrow additional fund which may exceed the limit of Rs. 100.00 Crore.

Any borrowing in excess of limits approved by the members under Section 180 (1) (c) of the Companies Act, 2013 ("Act") require approval from members. Members approval is now sought for authorizing the Board to borrow up to Rs.200 Crore in terms of the provisions of Section 180 (1) (c) of the Act.

None of the Directors or Key Managerial Person of the Company or their relatives are concerned or interested in this resolution.



Item No. 8

The members at the 55th Adjourned Annual General meeting of the Company held on 9th September, 2015 had authorized the Board of Director to create charge on moveable and immoveable properties/assets of the Company by way of hypothecation and/or mortgage, equitable or registered, up to a limit of Rs.100 Crore in favor of the lenders to secure financial assistance/loan sanctioned/to be sanctioned from time to time.

Any fresh borrowing by the Company as stated at item no. 7 would require creation of charge on assets, moveable and/or immoveable, as security to lenders. For creation of charge on assets an approval of members under Section 180 (1) (a) of the Companies Act, 2103 is required.

None of the Directors or Key Managerial Person of the Company or their relatives are concerned or interested in this resolution.

NOTES:

1. The details of Director seeking re-appointment/appointment as required under Secretarial Standard-2 on General Meetings by the Institute of Company Secretaries of India are annexed.

2. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and a proxy need not be a member of the Company.** Proxies, 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. If 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 annexed.

3. A route map giving the direction to reach the venue of the 58th Annual General Meeting is given at the end of the Notice.
4. **The Register of Member and the Share Transfer Books of the Company will be closed from Saturday, 1st September, 2018 to Friday, 7th September, 2018 (both days inclusive).**
5. If dividend on Equity Shares as recommended by the Board, is approved at the AGM, it will be paid on or before 6th October, 2018 as under:

To all members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 31st August, 2018

To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as at the end of business hours on 31st August, 2018.

6. To avoid loss of dividend warrant in transit or undue delay in receipt and fraudulent encashment and of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through NEFT/NECS. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enables Account No, 9 digit MICR and 11 digit IFS Code) and submit a blank cheque (with name of the Member printed thereon) on duly cancelled along with their folio no. to the Company's Registrar and Transfer Agents M/s. SHAREX Dynamic (India) Private Ltd. ("SHAREX")

Members holding shares in electronic form are requested to provide the bank details to their respective Depository Participants ("DPs").

7. Members holding shares in physical form are requested to advise any change of address immediately to SHAREX by submitting a self attested copy of any proof for new address. Members holding shares in electronic form are requested to advise change in address to their respective Depository Participants. And not the Company.
8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate the risks associated with physical shares like fraudulent transfer, loss in transit and for ease of portfolio management.
9. As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms SH-13 for fresh nomination and SH-14 for change in nomination can be downloaded from the SHAREX website www.sharexindia.com. Members holding shares in physical form are requested to submit the forms to SHAREX. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participants.
10. Pursuant to the provisions Section 124 (5) of the Companies Act, 2013 read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Company is obliged to transfer any amount lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government.

As per the above provisions, all unclaimed dividend up to the financial year ended on 31st March, 2010 has been transferred by the Company to the Fund. The Company did not recommend any dividend for financial year 2010-2011. Members who have either not received or not yet en-cashed their dividend warrant(s) for the financial year 2011-12 and for any subsequent financial years are requested to send their claims or warrant(s) for revalidation to the Company without further delay. The details of unpaid/unclaimed dividend for the financial year ended 31st March, 2012 and subsequent years is uploaded on the MCA website www.iepf.gov.in and is also available on the Company's website www.blvindia.com under "Investor Relations" section. **It may be noted that Unclaimed Dividend for the financial year 2011-12 will be**

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due for transfer to the fund/Authority by November 04, 2019.

11. As per the provisions of Section 124 (6) of the Companies Act, 2013 read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("IEPF Rules"), the Company is also obliged to transfer all shares on which dividend has not been paid or remained unpaid/unclaimed for seven consecutive years or more to the DEMAT account ("IEPF Demat Account") of the IEPF Authority notified by the Ministry of Corporate Affairs ("MCA"). Accordingly the shares in respect of which dividend remained unclaimed for seven consecutive years or more have been transferred to the IEPF Demat Account. The details of such shareholders whose shares have been transferred have been uploaded on the MCA website www.iepf.gov.in and Company's website www.blvindia.com.
12. Members/ Claimants whose, unclaimed dividend and shares have been transferred to the Fund or IEPF Demat Account, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-4 (available on iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.
13. The format of the Register of Members prescribed by the MCA UNDER THE Act requires the Company/ Share Registrar and Transfer Agents to record additional details of Members including their PAN details, email address, bank details for payment of dividend etc. A Know Your Customer ("KYC") form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to fill up the enclosed form and submit the filled form either to the Company or SHAREX. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
14. 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.
15. 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.
16. Members are requested to kindly bring their copy of Annual Report.
17. To Support the "Green Initiative", Members who have not registered their email address are requested to register the same with SHAREX /Depository Participants, in respect of shares held in physical/electronic mode respectively.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed there under, as amended, the Members are provided with the facility to exercise their right to vote electronically on all resolutions set forth in the Notice through the e-voting service provided by Central Depository Services (India) Limited (CDSL). Poll Paper is also sent to the shareholders who desire to vote in physical form.

The facility for voting through Poll paper shall be made available at the AGM. Members attending the Meeting, who have not cast their vote through remote e-voting / Poll Paper shall be able to exercise their voting rights at the AGM. The Members who have cast their vote through remote e-voting /Poll Paper can attend the Meeting but shall not be entitled to vote again at the AGM.

A Member can vote either through e-voting or by Poll paper. If a Member casts votes by both means, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

In terms of the requirements of the Companies act, 2013 and the relevant Rules, the Company has fixed 31st August, 2018 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 close of "Cut-off" date i.e. 31st August, 2018.

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 "RESOLUTIONS 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.

IMPORTANT NOTES:

The e-voting period commences on Tuesday, 4th September, 2018 (from 9.00 A.M.) and ends on Thursday, 6th September, 2018 (at 5.00 P.M.). During this period, Members of the Company holding shares either in physical form or in Dematerialized form, as on close of business hours of Friday 31st August, 2018 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 beginning of 1st September, 2018.

Mr. N. L. Bhatia, Practicing Company Secretary (Membership No: FCS 1176 / C.P No. 422), failing him Mr. Bharat R. Upadhyay, Practicing Company Secretary (Membership No. FCS 5436 / C.P No. 4457), failing him Mr. Bhaskar Upadhyay Practicing Company Secretary (Membership No. FCS 8663 / C.P No. 9625) have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Poll Paper received from the members who do not have access to the e-voting process) as well as voting through Poll paper at the AGM, in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence

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of at least two witnesses not in the employment of the Company and make his consolidated Report of the votes cast in favor or against, if any, within two days from the conclusion of the AGM, to the chairman or person authorized by him in writing who shall countersign the same.

The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. 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**

Place : Mumbai,
Dated : 18th July, 2018.

Rajesh Juthani
Company Secretary

Route Map for the AGM Venue

