



## Balmer Lawrie Investments Limited

(A Government of India Enterprise)

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

CIN : L65999WB2001GOI093759

Telephone : (91) (033) 2222 5227

E-mail : lahoti.a@balmerlawrie.com, Website : www.blinv.com

### NOTICE OF THE 18<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 18<sup>th</sup> (Eighteenth) Annual General Meeting (“AGM”) of the members of Balmer Lawrie Investments Limited, will be held on **Wednesday, 18<sup>th</sup> September, 2019, at 2:30 p.m. at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhry Avenue, Kolkata – 700 019**, to transact the following businesses:-

#### **ORDINARY BUSINESS :**

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon and other statements attached thereto for the Financial Year ended 31<sup>st</sup> March, 2019 along with the comments of the Comptroller & Auditor General of India (CAG), thereon and in this connection to pass the following Ordinary Resolution:

***“RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and Auditors thereon and other statements attached thereto for the Financial Year ended 31<sup>st</sup> March 2019 along with the Comments of the Comptroller & Auditor General of India thereon, be and are hereby considered and adopted.”***

2. To declare dividend of ₹ 34.00/- per share on the fully paid-up Equity Shares of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and in this connection to pass the following Ordinary Resolution:

***“RESOLVED THAT in accordance with the recommendation of the Board of Directors a dividend of ₹ 34.00/- (Rupees Thirty four only), per Equity Share of the face value of ₹ 10/- each for the Financial Year ended 31<sup>st</sup> March, 2019, be and is hereby declared on 22197269 Equity Shares of the Company same be paid out of Profits of the Company for the Financial year ended 31<sup>st</sup> March, 2019.”***

3. To appoint a Director in place of Smt. Perin Devi Rao (DIN 07145051), a Director who retires by rotation and, being eligible, offers herself for reappointment and in this connection to pass the following Ordinary Resolution:

***“RESOLVED THAT Smt. Perin Devi Rao (DIN 07145051), 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.”***

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4. To fix remuneration of the Statutory Auditors for the Financial Year 2019-20 and in this connection to pass the following Ordinary Resolution:

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

### SPECIAL BUSINESS

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

5. Appointment of Shri Shyam Singh Mahar (DIN 08511166) as a Government Nominee Director of the Company

***“RESOLVED THAT Shri Shyam Singh Mahar (DIN: 08511166), who was appointed as an Additional Director as per the applicable provisions of the Companies Act, 2013 and allied Rules, at the Board Meeting held on 18<sup>th</sup> July, 2019 and who holds office upto the ensuing AGM of the Company, consent be and is hereby accorded for his appointment as a Government Nominee Director of the Company for a period of 3 years on co-terminus basis or until further orders of the administrative ministry, whichever is earlier and his office shall be subject to retirement of directors by rotation and other terms and conditions as contained in letter No.C-31033/1/2016-CA/FTS: 42979 dated 27<sup>th</sup> May, 2019 received from the Ministry of Petroleum & Natural Gas, (MoPNG), Government of India.”***

#### **Registered Office:**

21, Netaji Subhas Road,  
Kolkata - 700 001

Date: 18<sup>th</sup> July, 2019

Place: Kolkata

By Order of the Board

Balmer Lawrie Investments Limited

**Abhishek Lahoti**

**Company Secretary**

ACS 25141

**NOTES :****A. General**

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the Annual General Meeting (AGM) of the Company is attached herewith. All documents referred in the accompanying Notice and the explanatory statement shall be available for inspection in physical/electronic form at the Registered Office of the Company during the business hours except on holidays, upto the date of AGM and also at the meeting.
2. Brief profile of the Directors, seeking appointment/reappointment, as mandated under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in terms of Para 1.2.5 of Secretarial Standard on General Meetings (SS-2), is annexed hereto and forms part of the Notice.
3. **PROXIES : A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the proxy, in order to be valid and effective must be deposited at the Registered Office of the Company, duly filled, stamped and signed, not less than 48 (Forty-eight) hours before the scheduled time of commencement of the AGM i.e. on or before Monday, 16<sup>th</sup> September, 2019, 02:30 p.m. Instrument appointing proxy (MGT-11) shall be in writing and be signed by the appointer or his attorney duly authorised in writing or where the appointer is a body corporate proxy should be under its seal or be signed by an officer or an attorney duly authorised by it.
5. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten) per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder. The proxy form MGT-11, has been attached to this Notice.
6. Further, in terms of Section 113(1) of the Companies Act, 2013, corporate members intending to send their authorized representative(s) to attend the AGM are requested to send a certified copy of their Board resolution, authorizing their representative to attend and vote at the ensuing AGM. A person authorised by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot, on behalf of the body corporate which he represents.
7. Where there are joint registered holders of any share, any one of such persons may vote at the AGM either personally or by proxy in respect of such share as if he was solely entitled thereto; and if more than one of such joint-holders be present at any meeting either personally or by proxy, that one of the said members so present whose name stands first in the Register of Members in respect of such share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall be deemed to be joint-holders thereof.

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8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the AGM venue during the continuance of the meeting.
9. The Board of Directors at its meeting held on 28<sup>th</sup> May, 2019, has recommended a dividend of ₹ 34.00 (Rupees Thirty Four only) per Equity Share of the face value of ₹ 10/- each, fully paid-up. Upon declaration by the members, dividend shall be paid to those shareholders of the Company who are holding shares of the Company as on 11<sup>th</sup> September, 2019 (End of Day) within the statutory time limit of 30 days from the date of such declaration.
10. The Route Map showing directions to reach the venue of the AGM is annexed.
11. **Unpaid/unclaimed dividend**

Pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder (as amended), any money transferred to the Unpaid Dividend Account of a company which remains unpaid/ unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued (if any) thereon to 'Investors Education & Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company has transferred ₹ 1962097/- to IEPF which were belonging to the shareholders whose dividend were unpaid/unclaimed for the FY 2010-11.

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

Further, pursuant to the 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 amounts lying with the Company as on 12<sup>th</sup> September, 2018 (date of last Annual General Meeting) on its website at ([www.blinv.com](http://www.blinv.com)) and also on the website of IEPF.

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

Pursuant to the provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to IEPF. Accordingly, the Company has transferred 13258 Equity Shares of the face value of ₹ 10/- each belonging to 143 shareholders to IEPF.

Further, members are requested to note that in respect of dividend and shares transferred to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF- 5 available on the website ([www.iepf.gov.in](http://www.iepf.gov.in)) and sending a physical copy of the same duly signed by the claimant along with the requisite documents enumerated in Form IEPF-5, to the Nodal Officer of the Company at the Registered Office of the Company for verification of his claim. The details of the Nodal Officer of the Company for IEPF are as under:

- i. Name of Nodal Officer : Abhishek Lahoti
- ii. Address: Balmer Lawrie Investments Limited, 21, Netaji Subhas Road, 3rd floor Kolkata 700 001
- iii. Email ID: [lahoti.a@balmerlawrie.com](mailto:lahoti.a@balmerlawrie.com)

In terms of IEPF Rules, claimant can file only one consolidated claim in respect of the Company in a Financial Year.

13. **BOOK CLOSURE** - The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 12<sup>th</sup> September, 2019 to Wednesday, 18<sup>th</sup> September, 2019 (both days inclusive).
14. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Further, SEBI has also mandated that w.e.f. 1<sup>st</sup> April, 2019 requests for effecting transfer of Securities shall not be processed unless the Securities are held in dematerialised form with depository. In view of above, members are requested to consider dematerializing their shares held in physical form.
15. Members are requested:
  - a) To notify on or before 11<sup>th</sup> September, 2019 (applicable for shareholders holding shares in physical mode) the following to the Registrar & Share Transfer Agent of the Company - CB Management Services (P) Ltd. ('CB'), at P-22, Bondel Road, Kolkata – 700 019, Ph: 91 33 40116700, email id: rta@cbmsl.com:
    - i. Any Change of address (including pin code), mandate, etc.
    - ii. Particulars of bank account number, IFSC and MICR code, name and address of the bank alongwith original cancelled cheque which shall bear the name of the securities holder failing which securities holder shall submit copy of bank passbook /statement attested by the bank.
    - iii. Copy of self attested PAN Card, if not already provided.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants (DPs) will be used by the Company for electronic credit / despatch of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the Members concerned to their respective DPs. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
  - b) To quote the ledger Folio or client ID and DP ID numbers in all communications addressed either to the Company/ or to CB;
  - c) To bring a copy of the Annual Report at the AGM venue. Please note that Annual Report(s) shall not be distributed at the AGM venue;
  - d) To submit Attendance Slip/show Entry Pass at the entrance of the AGM venue.
16. **NOMINATION BY SECURITIES HOLDERS**

Pursuant to Section 72 of the Companies Act, 2013, any holder of securities of the Company may, at any time, nominate, in **Form No. SH.13**, any person as his/her nominee upon whom the securities shall vest

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in the event of his/ her death. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the Company in **Form No. SH.14**. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the Company.

17. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Audited Accounts of each of its subsidiaries are placed on the website of the Company [www.blinv.com](http://www.blinv.com). Additionally the Company will provide a copy of separate Audited Financial Statements in respect of its subsidiary companies, to any shareholder of the Company on making requisition in writing to the Company Secretary at the Registered Office of the Company or at the office of Company's RTA.
18. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 are being sent through the permitted mode. Electronic copy of the Notice of the 18<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 18<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent through the permitted mode.
19. **Green Initiative:** Members who have not yet registered their e-mail address are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
20. In terms of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, though the Auditors of a Government Company are appointed by the Comptroller & Auditor General of India, the remuneration of the auditor is fixed by the Company at the General Meeting. Therefore, item on fixation of remuneration of the Auditors has been included in the Notice of the 18<sup>th</sup> AGM under item no. 4 of the Ordinary Business, which requires passing of resolution by simple majority.
21. Members who hold Shares in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.

### **B. Voting by Electronic means and voting at the AGM:**

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, [as amended] and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the stated items of business (1) to (5) may be transacted through electronic voting system. The Company has engaged the services

of **CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED** (“CDSL”) for providing e-voting facilities to the Members enabling them to cast their vote in a secure manner.

2. The Company is providing facility for voting by electronic means and the business may be transacted through such voting and the facility for voting through ballot paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting facility shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again. The cut-off date for the purpose of reckoning the right of members to vote is 11<sup>th</sup> September, 2019 (End of Day). Voting rights of the members shall be in the proportion to their shares of the paid up equity share capital of the company as on the cut-off date. Persons who are not Members as on cut-off date should treat this Notice for information purpose only.

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

**The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on Saturday, 14<sup>th</sup> September, 2019 (9:00 a.m.) and end on Tuesday, 17<sup>th</sup> September, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11<sup>th</sup> September, 2019 (EOD) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to ([www.evotingindia.com](http://www.evotingindia.com)) and voted on an earlier voting of any company, then your existing password is to be used.

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viii. If you are a first time user follow the steps given below:

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

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.



- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to ([www.evotingindia.com](http://www.evotingindia.com)) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at ([www.evotingindia.com](http://www.evotingindia.com)), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Arghya Majumder, Assistant Manager, CDSL at [arghyam@cdslindia.com](mailto:arghyam@cdslindia.com). Any person who becomes member of the Company after despatch of the Notice and holds shares as on 11<sup>th</sup> September, 2019 (EOD) may contact the aforesaid for obtaining login ID and Password.
- xxii. Mr. Debabrata Dutt, a Company Secretary in whole-time practice (Membership No. FCS-5401), has been appointed for as the scrutiniser for providing facility to the members of the Company to scrutinise the voting and remote e-voting process in a fair and transparent manner.

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- xxiii. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser by the use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  
- xxiv. The Scrutiniser shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  
- xxv. The results declared alongwith the report of the Scrutiniser shall be placed on the website of the Company ([www.blinv.com](http://www.blinv.com)) and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to BSE Ltd. and The Calcutta Stock Exchange Ltd.

**Explanatory Statement****Under Section 102 of the Companies Act, 2013****[Forming Part of the Notice to the Members]****Item 5 : Appointment of Shri Shyam Singh Mahar (DIN 08511166) as a Government Nominee Director**

The Board at its meeting dated 18<sup>th</sup> July, 2019, as per the provisions of the Companies Act, 2013 and allied Rules, and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions thereunder, read with letter No.C-31033/1/2016-CA/FTS: 42979 dated 27<sup>th</sup> May, 2019 received from the Ministry of Petroleum & Natural Gas (MoPNG), Government of India, appointed Shri Shyam Singh Mahar (DIN: 08511166) as an Additional Director of the Company. The administrative ministry in the aforesaid letter nominated Shri Shyam Singh Mahar as the Government Nominee Director on the Board of the Company with immediate effect for a period of three years on co-terminus basis or until further orders from the administrative ministry, whichever is earlier.

The Company has received from Shri Shyam Singh Mahar, Form No. DIR-2, consent to act as a Director and also Form No. DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014. The Nomination and Remuneration Committee has verified that Shri Mahar is not debarred from holding office of director by any order of SEBI or any such authority.

The Company has received a valid notice of candidature from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Shyam Singh Mahar as a Director of the Company whose period of office as director shall be subject to determination by retirement of directors by rotation.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Shyam Singh Mahar would be appointed as a Government Nominee Director of the Company for three years on co-terminus, or until further orders from the administrative ministry, whichever is earlier.

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

The particulars of Shri Shyam Singh Mahar is attached with this Explanatory Statement.

**As required by Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and para 1.2.5 of SS-2, the particulars of the Directors proposed for appointment and re-appointment at 18<sup>th</sup> Annual General Meeting scheduled to be held on 18<sup>th</sup> September, 2019 are given below:**

Name of the Director	Shri Shyam Singh Mahar	Smt. Perin Devi Rao
Date of Birth	12-06-1963	13-10-1965
Date of first Appointment on the Board	18-07-2019	25-01-2016
Date of appointment / last re-appointment at the Annual General Meeting	NA	14-09-2017

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Name of the Director	Shri Shyam Singh Mahar	Smt. Perin Devi Rao
Qualification	B.Sc (Physics Hons.)	Director (IFD), Ministry of Petroleum and Natural Gas
Expertise in specific functional area	Financial matters in Government Sector.	
Shareholding of the Non-Executive Director	NIL	NIL
No. of meetings of the Board attended during the year	NA	5
Terms and Conditions of appointment	As contained in letter bearing reference no. C-31033/1/2016-CA /FTS:42979 dated 27 <sup>th</sup> May, 2019 from Ministry of Petroleum & Natural Gas (MoPNG)	As contained in letter bearing reference no. C-31033/1/2012-CA/FTS: 18688 dated 2 <sup>nd</sup> January, 2016 and C-31033/1/2016-CA / FTS:42979 dated 27 <sup>th</sup> , May 2019 from Ministry of Petroleum & Natural Gas (MoPNG)
Remuneration	No remuneration or sitting fee was paid to the Director. No remuneration proposed to be paid to the Director.	No remuneration or sitting fee was paid to the Director. No remuneration in proposed to be paid to the Director.
Relationship with other Directors, Managers and other Key Managerial Personnel	NIL	NIL
Directorship on the Board of other Companies / offices held in other Companies.	NIL	1. Chennai Petroleum Corporation Limited; 2. Biecco Lawrie Limited; 3. Balmer Lawrie & Co. Ltd.
Membership/ Chairmanship of Committee(s) of the other Companies.	NIL	1. Member of the following committee in Balmer Lawrie & Co. Ltd. a. Nomination & Remuneration Committee; 2. Member of the following committees in Balmer Lawrie Investments Limited a. Audit Committee; b. Nomination and Remuneration Committee; c. Stakeholders Relationship Committee; d. Committee of Directors for Transfer of Shares, etc. 3. Chairperson of the following committee in Balmer Lawrie Investments Limited a. Corporate Social Responsibility Committee.

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

Date: 18<sup>th</sup> July, 2019

By Order of the Board  
Balmer Lawrie Investments Limited  
Abhishek Lahoti  
Company Secretary  
ACS 25141

AGM VENUE ROUTE MAP



▼ Ghanashyam Das Birla Sabhagar, 29, Ashutosh Choudhry Avenue, Kolkata 700019



**Form No. MGT - 11**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: L65999WB2001GOI093759**

**Name of the Company: Balmer Lawrie Investments Limited**

**Registered Office: 21, Netaji Subhas Road, Kolkata 700001**

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No./Client ID : \_\_\_\_\_

DP. ID : \_\_\_\_\_

I/We being the Member(s) of \_\_\_\_\_

Shares of the above named Company, here by appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on the 18<sup>th</sup> day of September 2019 at 2:30 p.m. at G D Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019, the report of the Board of Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March, 2019 and the comments of the Comptroller & Auditor General of India thereon ;
2. To declare dividend for the Financial Year ended 31<sup>st</sup> March, 2019;
3. To re-appoint Smt. Perin Devi Rao as a Government Nominee Director;
4. To fix remuneration of the Statutory Auditors for financial year 2019-20;
5. To appoint Shri Shyam Singh Mahar as a Government Nominee Director.

**Affix  
Revenue  
Stamp**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

