



Notice of the 106th Annual General Meeting

Notice is hereby given that the **106th Annual General Meeting (AGM)** of the Members of Balmer Lawrie & Co. Ltd. will be held on **Wednesday, 27th September, 2023** at **12 Noon IST** through **Two-way Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)** to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended on 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and Auditor General of India thereon and in this connection to pass the following Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended on 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and Auditor General of India thereon, be and are hereby considered and adopted.”

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

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

- 3. To appoint a Director in place of Shri Adika Ratna Sekhar (DIN: 08053637), a Director who retires by rotation and being eligible, offers himself for reappointment and in this connection to pass the following Ordinary Resolution:**

“**RESOLVED THAT** Shri Adika Ratna Sekhar (DIN: 08053637), a Director retiring by rotation, be and is hereby reappointed as a Director of the Company, whose period of office shall be subject to retirement by rotation.”

- 4. To fix the remuneration of the Statutory Auditors of the Company (including Branch Auditors) for the Financial Year 2023-24 and in this connection to pass the following Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 142 and other applicable provisions of the Companies Act, 2013, the Board of Directors be and are hereby authorized to determine the amount of remuneration payable to the Statutory Auditors of the Company (including Branch Auditors) as and when appointed by the Comptroller and Auditor General of India under Section 139(5) and other applicable provisions of the Companies Act, 2013 including reimbursement of out-of-pocket expenses, if any, incurred by the said Auditors in connection with the audit of Annual Accounts of the Company for the Financial Year 2023-24.”

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

By Order of the Board of Directors
Kavita Bhavsar
Company Secretary
FCS No: 4767

Date: 7th August, 2023
Place: Kolkata

NOTES

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

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

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

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

11. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, the matters of Special Business as appearing at Item Nos. 5, 6, 7 and 8 of the accompanying Notice are considered to be unavoidable by the Board and hence, forms part of this Notice.
12. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the matters of Special Business in respect of Item Nos. 5, 6, 7 and 8 to be transacted at the AGM of the Company are annexed hereto. All documents referred in the notice of the AGM and the Explanatory Statement including the Statutory Registers shall be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to blagm2023@balmerlawrie.com.
13. Brief particulars of the Directors proposed to be re-appointed/appointed, as mandated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and in terms of Para 1.2.5 of Secretarial Standard on General Meetings (SS-2) is annexed hereto and forms part of this Notice.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the AGM. Several executors or administrators of a deceased member in whose name any share is registered shall for the purpose of Article 65 of Articles of Association of the Company be deemed to be Members registered jointly in respect thereof.
15. The Board of Directors at its Meeting held on 25th May, 2023 had recommended a dividend of Rs. 7.50 (Rupees Seven and Paise Fifty Only) per Equity Share of the face value of Rs.10/- each, fully paid-up. If the dividend as recommended by the Board of Directors is declared at the AGM, dividend shall be paid, subject to deduction of income-tax at source, wherever applicable, to those Members of the Company who are holding shares of the Company as on Wednesday, 20th September, 2023 (end of day) within the statutory time limit of 30 days from the date of such declaration in such mode as prescribed under SEBI Circular bearing reference no. CIR/MRD/DP/10/2013 dated 21st March, 2013.
16. Non-resident Indian members are requested to inform the RTA, M/s.KFin Technologies Limited, Hyderabad immediately about:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

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

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

For Resident Shareholders:

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

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

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

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

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

So, TDS Rates applicable to Resident Shareholder: -

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

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

For Non-Resident Shareholders:

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

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

For All Shareholders

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

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

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

Unpaid/Unclaimed dividend:

19. Pursuant to the provisions of the Companies Act, 2013 read with Rules made thereunder (as amended), any money transferred to the Unpaid Dividend Account of a Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued (if any) thereon to 'Investor Education and Protection Fund' (IEPF) constituted by the Central Government. Accordingly, the Company had during Financial Year 2022-23 transferred Rs.3,816,216/- to IEPF which were belonging to the Members whose dividend were unpaid/unclaimed for the Financial Year 2014-15. Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all the shares of the Company on which dividend has been unpaid or unclaimed for seven consecutive years or more are required to be transferred to IEPF. Accordingly, the Company had transferred 58,506 Equity Shares of the Paid-up Value of Rs.10/- each belonging to 104 Members to IEPF within the prescribed time limit.
20. Members are requested to note that the unclaimed dividend amount for the Financial Year ended 31st March, 2016 (declared and paid in 2016) will be due for transfer to IEPF on 29th October, 2023. All the shares in respect of which dividend has not been claimed for 7 consecutive years or more shall be transferred by the Company to IEPF as per the provisions of Section 124(6) of the Companies Act, 2013 and the allied Rules.
21. Further, pursuant to provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has uploaded details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2022 on its website at www.balmerlawrie.com and also on the website of the IEPF.
22. Further, Members are requested to note that in respect of dividend and shares transferred to IEPF, Members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF- 5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed by the claimant along with the requisite documents enumerated in Form IEPF-5 to the Nodal Officer of the Company at the Registered Office of the Company for verification of his/her claim.

The details of the Nodal Officer of the Company for IEPF are as under:
 - a. Name of Nodal Officer:- Ms. Kavita Bhavsar, Company Secretary
 - b. Address: Balmer Lawrie & Co. Ltd., 21, Netaji Subhas Road, Kolkata-700 001
 - c. E-mail ID: bhavsar.k@balmerlawrie.comIn case entitlement letter is required, the applicant of the claim are advised to follow the process stated in circular issued by the IEPF Authority in this regard read with Rule 7(9) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended).
23. **Book Closure** - The Register of Members and the Share Transfer Books of the Company shall remain closed from **Thursday, 21st September, 2023 to Wednesday, 27th September, 2023 (both days inclusive)**.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Members are further requested:

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

27. Nomination by Securities holders:

Pursuant to Section 72 of the Companies Act, 2013, any holder of securities of the Company may, at any time, nominate, in Form No. SH-13, any person as his/her nominee upon whom the securities shall vest in the event of his/ her death. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the Company in Form No. SH-14. The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the Company. The security holder can opt out of nomination through ISR-3 after cancelling his/her existing nomination, if any, through Form SH-14. The said form can be downloaded from the Company's website www.balmerlawrie.com. Members holding the shares in physical form may submit the same to RTA of the Company, KFin Technologies Limited at the aforesaid address at the earliest. Members holding shares in dematerialization form may submit the same to their respective Depository Participant at the earliest.

28. Members who hold Shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.

29. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Audited Accounts of its subsidiary is placed on the website of the Company at www.balmerlawrie.com. Additionally, the Company will provide a copy of separate Audited Financial Statements in respect of its subsidiary Company to any shareholder of the Company on making requisition in writing to the Company Secretary at the Registered Office of the Company or at the office of Company's RTA.

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

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

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

registered with NSDL, CDSL or KFin may kindly follow the instructions for e-Voting stated in subsequent paras.

33. Shri Navin Kothari, Proprietor of M/s. N. K & Associates, Company Secretaries (Membership No. FCS 5935 and Certificate of Practice no. 3725) has been appointed as the Scrutinizer by the Board to scrutinize remote e-voting process before the AGM as well as e-voting at the AGM in a fair and transparent manner.
34. The Chairman shall at the AGM, after the end of discussion on the resolutions on which voting is to be held, allow voting by use of e- voting system for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
35. The Scrutinizer shall immediately after the conclusion of voting at the AGM, 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 submit within not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
36. The Results will be declared within two working days of the conclusion of AGM. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.balmerlawrie.com under the section 'Investor Relations' and on the website of KFin Technologies Limited immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Equity shares of the Company are listed.
37. Since the AGM will be held through VC/OAVM, the route Map is not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 23rd September, 2023 at 09:00 A.M. and ends on Tuesday, 26th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by KFin Technologies Limited for voting thereafter. The Members whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Wednesday, 20th September, 2023 (end of day), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 20th September, 2023 (end of day).

Instructions for the Members for attending the AGM through Video Conference:

1. Members may access the platform to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-Voting credentials or by using their Registered Mobile number and OTP. The link for the AGM will be available in the Shareholder/Members login where the "EVENT" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User-ID and Password for e-Voting or have forgotten the User-ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice. Further, Members can also use the OTP based login for logging into the e-meeting system.

In order to logon using the registered mobile number, Members should follow the instructions below:

- a) On the eMeeting webpage, use the Mobile OTP option.
- b) Select the Meeting / Name of the Company
- c) Input the Registered Mobile Number

- d) Click on Send OTP
- e) Post validation, join by selecting the Folio.
2. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further, Members will be required to allow a Camera / webcam, if any, and hence, are requested to use the Internet with a good speed/ bandwidth to avoid any disturbance during the Meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who need assistance before or during the AGM can contact RTA viz., M/s. KFin Technologies Limited at Toll-free number – 1800 309 4001.
7. **AGM Questions prior to AGM:** Shareholders who would like to express their views/ask questions during the Meeting may log into <https://emeetings.kfintech.com/> and click on “Post your Questions” and may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that Member’s questions will be answered only to the shareholders who continue to hold the shares as of cut-off date BENPOS i.e. Wednesday, 20th September, 2023. The post of the questions shall commence on Friday, 22nd September, 2023 and close on Sunday, 24th September, 2023 and the response to such queries will be appropriately addressed by the Chairman of the Meeting. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters. However, the number of questions a Member or its authorized representative can submit will not be affected thereby. The Management, at its due discretion, will decide whether and how it will respond to the questions. The Management may at its discretion summarize the questions and select, in the interest of the other Members, meaningful questions.
8. **Speaker Registration for AGM :** Members may log into <https://emeetings.kfintech.com/> and click on “Speaker Registration” by mentioning the demat account number/folio number, PAN, city, email id, mobile number and submit. The speaker registration shall commence on Friday, 22nd September, 2023 and close on Sunday, 24th September, 2023 .

General instructions for remote e-voting and joining AGM are as follows:

Voting through electronic means:

- i. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations and in terms of SEBI circular dated 9th December, 2020 in relation to e-voting facility provided by Listed Entities, the Members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by KFin Technologies Limited or to vote at the AGM.
- ii. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, 20th September, 2023 (end of day), being the cut-off date fixed for determining voting rights of Members are entitled to participate in the e-voting process. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- iii. Members can cast their vote online from **Saturday, 23rd September, 2023 (09:00 A.M.) till Tuesday, 26th September, 2023 (05:00 P.M.)**. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- iv. Alternatively, Members holding securities in physical mode (excluding individual shareholders) may reach out on toll free number 1800 309 4001 to obtain a User ID and password.
- v. The details of the process and manner for remote e-voting are explained herein below:

Instructions for Members for e-Voting during the AGM session:

1. The e-Voting “Thumb sign” on the left-hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the “Instapoll” page.
2. Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
3. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

The details of the process and manner for remote e-voting are given below:

A. Instructions for remote e-voting by (i) shareholders other than individuals holding shares of the company in demat mode and (ii) all shareholders holding shares in physical mode

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Balmer Lawrie & Co. Ltd.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’ / ‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- x. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at kothari.navin@yahoo.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘XXXX_EVENT No.’.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com> or contact Shri G. Ramdas of KFin Technologies Limited or call KFin Technologies Limited on 1800 309 4001 (toll free) or e-mail at einward.ris@kfintech.com.

B. Login method for remote e-voting for Individual shareholders holding securities in demat mode:


Pursuant to SEBI Circular dated 9th December, 2020 on ‘e-voting Facility Provided by Listed Entities’, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ website of Depositories/Depository Participants (‘DPs’) to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Instructions for remote e-voting by Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated 9th December, 2020 on e-Voting facility provided by Listed Entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting.

Type of shareholders	Login Method
	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting.</p> <div data-bbox="810 966 1152 1172" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KFINTECH, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

1. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
2. The Company has appointed Shri Navin Kothari, Proprietor of M/s. N. K & Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner.
3. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.
4. The Results on resolutions shall be declared within 2 working days of the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite majority votes in favour of the Resolutions.
5. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.balmerlawrie.com and on the website of KFin Technologies Limited <https://www.evoting.kfintech.com>. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the Equity shares of the Company are listed.

6. Process for registration of email address for obtaining Annual Report for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, all holders of physical securities in listed companies are required to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.</p> <p>Accordingly, all holders of physical securities in listed companies are requested to <i>inter-alia</i> register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes:</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <table border="1" data-bbox="376 1064 1437 1202"> <tr> <td data-bbox="376 1064 491 1098">Name</td> <td data-bbox="499 1064 1437 1098">KFin Technologies Limited</td> </tr> <tr> <td data-bbox="376 1102 491 1202">Address</td> <td data-bbox="499 1102 1437 1202">Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</td> </tr> </table> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#</p> <p>Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html</p> <p>Bank account details (Bank and Branch name, bank account number, IFS code)</p> <p>All holders of physical securities in listed companies shall register the bank account details for their corresponding folio numbers. Upon processing of request for registration/updation of bank details through Form ISR – 1, the RTA shall, suo-moto, generate request to the company's bankers to pay electronically, all the moneys of / payments to the holder that were previously unclaimed / unsuccessful.</p>	Name	KFin Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Name	KFin Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.				
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>				

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 [Forming Part of the Notice to the Members] and additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of (SS-2)

Item No. 5: Appointment of Shri Saurav Dutta (DIN: 10042140) as Director (Finance) and fixation of terms of his appointment

Further to the direction of the Ministry of Petroleum and Natural Gas, Government of India ('Administrative Ministry') vide letter bearing reference no. CA-31024/1/2021-PNG (36607) dated 31st January, 2023 ('Nomination Letter') and in line with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Saurav Dutta (DIN: 10042140) as an Executive, Additional Director, with the designation of Director (Finance) of the Company with effect from 2nd February, 2023 upto the date of this Annual General Meeting as per the provisions of the Companies Act, 2013 and allied Rules, the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable statutes and the Articles of Association of the Company on such terms and conditions as mentioned in the Nomination Letter.

Further, the Board of Directors of the Company had also appointed Shri Saurav Dutta (DIN: 10042140) as the Chief Financial Officer of the Company with effect from 10th February, 2023 in compliance with Section 203 of the Companies Act, 2013 read with allied Rules and pursuant to the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutes.

The Company has received from Shri Saurav Dutta (DIN: 10042140), 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 Company has received a declaration from the Director stating that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other such authority. Further, the Company and its Nomination and Remuneration Committee has verified that Shri Saurav Dutta (DIN: 10042140) is not debarred from holding office of Director by any order of SEBI or any other 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 Saurav Dutta (DIN: 10042140) as a Director of the Company whose period of office as Director shall be subject to determination by retirement of directors by rotation.

Except Shri Saurav Dutta (DIN: 10042140), 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 Saurav Dutta (DIN: 10042140), Disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. The brief resume of the Director is given in the Corporate Governance Report.

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

Item No. 6: Appointment of Shri Abhijit Ghosh, (DIN: 10042785) as Director (Human Resource and Corporate Affairs) and fixation of terms of his appointment

Further to the direction of the Ministry of Petroleum and Natural Gas, Government of India ('Administrative Ministry') vide Letter bearing reference no. CA-31024/4/2021-PNG (39793) dated 1st February, 2023 ('Nomination Letter') and in line with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Abhijit Ghosh, (DIN: 10042785) as an Executive, Additional Director with the designation of Director (Human Resource and Corporate Affairs) of the Company with effect from 4th February, 2023 upto the date of this Annual General Meeting as per the provisions of the Companies Act, 2013 and

allied Rules, the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable statutes and the Articles of Association of the Company on such terms and conditions as mentioned in the Nomination Letter .

The Company has received from Shri Abhijit Ghosh, (DIN: 10042785), 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 Company has received a declaration from the Director stating that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other such authority. Further, the Company and its Nomination and Remuneration Committee has verified that Shri Abhijit Ghosh, (DIN: 10042785) is not debarred from holding office of Director by any order of SEBI or any other 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 Abhijit Ghosh, (DIN: 10042785) as a Director of the Company whose period of office as Director shall be subject to determination by retirement of directors by rotation.

Except Shri Abhijit Ghosh, (DIN: 10042785), 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 Abhijit Ghosh, (DIN: 10042785), Disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. The brief resume of the Director is given in the Corporate Governance Report.

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

Item No. 7: Appointment of Shri Rajinder Kumar, (DIN: 09651096) as Government Nominee Director and fixation of terms of his appointment:

Further to the direction of the Ministry of Petroleum and Natural Gas, Government of India ('Administrative Ministry') vide Letter bearing reference no. CA-31032/1/2021-PNG-37493 dated 16th May, 2023 ('Nomination Letter') and in line with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Rajinder Kumar, (DIN: 09651096) as a Non-Executive, Additional Director with the designation of Government Nominee Director of the Company with effect from 16th May, 2023 upto the date of this Annual General Meeting as per the provisions of the Companies Act, 2013 and allied Rules, the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 other applicable statutes and the Articles of Association of the Company on such terms and conditions as mentioned in the Nomination Letter.

The Company has received from Shri Rajinder Kumar, (DIN: 09651096), 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 Company has received a declaration from the Director stating that he is not debarred from holding the office of Director pursuant to any order of SEBI or any other such authority. Further, the Company and its Nomination and Remuneration Committee has verified that Shri Rajinder Kumar, (DIN: 09651096) is not debarred from holding office of Director by any order of SEBI or any other 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 Rajinder Kumar, (DIN: 09651096) as a Director of the Company whose period of office as Director shall be subject to

determination by retirement of directors by rotation.

Except Shri Rajinder Kumar, (DIN: 09651096), 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 Rajinder Kumar, (DIN: 09651096), Disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. The brief resume of the Director is given in the Corporate Governance Report.

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

Item No. 8: Ratification of Remuneration of Cost Auditor for the Financial Year 2023-24

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of M/s. S. Dhal & Co., Cost Accountants in Practice, (Firm Registration No. 000197) having its head office at 400/4897, Baramunda Village, Bhubaneswar 751003 Odisha, as the Cost Auditor of the Company to conduct the audit of the Cost Records maintained by the Company for the Financial Year ending on 31st March, 2024 at a remuneration of Rs.1,20,000/- (Rupees One Lakh Twenty Thousand only) (all-inclusive fees) to be paid on completion of the Cost Audit.

In terms of Section 148(3) of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any of the Act, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration of the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending on 31st March, 2024.

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

The Board recommends ratification of remuneration of Cost Auditors, as set out in Resolution no. 8 of the Notice for approval by the Members as an Ordinary Resolution.

The particulars of Directors who are proposed to be re-appointed/appointed at the 106th Annual General Meeting to be held on Wednesday, 27th September, 2023 as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Particulars	Name of the Director, Designation and DIN			
	*Shri Adika Ratna Sekhar Chairman and Managing Director	Shri Saurav Dutta Director (Finance) and Chief Financial Officer	Shri Abhijit Ghosh Director (Human Resource and Corporate Affairs)	Shri Rajinder Kumar Government Nominee Director
	(DIN: 08053637)	(DIN: 10042140)	(DIN: 10042785)	(DIN: 09651096)
Date of Birth	10 th June 1964	7 th March, 1968	9 th November, 1967	3 rd May, 1975
Date of First Appointment on the Board of Balmer Lawrie & Co. Ltd	3 rd November, 2021 [The date of first appointment as the Chairman and Managing Director] 1 st November, 2020 [The date of first appointment as Chairman and Managing Director - (additional charge)] 29 th May, 2018 [The date of first appointment as Director (Human Resource and Corporate Affairs)]	2 nd February, 2023	4 th February, 2023	16 th May, 2023

Particulars	Name of the Director, Designation and DIN			
	*Shri Adika Ratna Sekhar Chairman and Managing Director	Shri Saurav Dutta Director (Finance) and Chief Financial Officer	Shri Abhijit Ghosh Director (Human Resource and Corporate Affairs)	Shri Rajinder Kumar Government Nominee Director
	(DIN: 08053637)	(DIN: 10042140)	(DIN: 10042785)	(DIN: 09651096)
Date of appointment/ last reappointment at the AGM	27 th September, 2022	Not Applicable	Not Applicable	Not Applicable
Qualifications	Master of Social Work with specialization in Personnel Management, Industrial Relations and Labour Welfare from Osmania University.	Qualified Chartered Accountant and Company Secretary	Shri Abhijit Ghosh is having a Post Graduate Diploma in Personnel Management from Xavier Institute of Social Service, Ranchi [1990], prior to which Shri Abhijit Ghosh had completed his Bachelor of Commerce (Honours) from Ranchi University [1988]. Shri Abhijit Ghosh has also pursued Master of Business Administration from Calcutta University and PGCHRM from XLRI, Jamshedpur.	<ul style="list-style-type: none"> • M. Sc. (Hons.) Economics • M. Phil (Public Policy) IIPA, Delhi • Post Graduate Diploma in Management, IGNOU, New Delhi • Post Graduate Diploma in International Law and Diplomacy, Indian Society of International Law (ISIL), New Delhi • Regional Trade Policy Course Diploma, National University of Singapore (Singapore) • Post Graduate Diploma in Theology, DEI, Agra • WTO E-Course on Agreement on Sanitary and Phyto-sanitary, WTO, Geneva, Switzerland • WTO E-Course on Agreement on Technical Barriers to Trade WTO, Geneva, Switzerland • Masters Diploma in Public Administration from IIPA, New Delhi.
Expertise in Specific Functional areas (including experience)	Shri Adika Ratna Sekhar has over 35 years of experience in leading multicultural organizations in Human Resources Management, Industrial Relations and Administration with hands on experience in Talent Acquisition, Talent Management, Organisational Development, Learning and Development and Change Management initiatives, 360 degree leadership development program, Career and Performance Management systems and Performance counselling. He has lead employee engagement programs, employee welfare and loyalty programs and trade union negotiations in progressive organisations of repute.	Prior to taking over as a Director of the Company, Shri Saurav Dutta was holding the position of Vice President [Accounts and Finance] of Balmer Lawrie & Co. Ltd. A seasoned professional with nearly 30 years of experience, Shri Saurav Dutta has worked in core business areas in both manufacturing and services, Corporate Finance and Taxation function and has headed the Finance function of a Joint Venture during his tenure at Balmer Lawrie & Co. Ltd.	Shri Abhijit Ghosh has over 30 years of Professional experience in 4 (four) Public Sector Undertakings (PSUs) of repute. Shri Abhijit Ghosh is a seasoned Professional who has worked in various HR role spanning Employee Relations, Talent Management, Organisation Change and Development, Learning and Development, HR Operations, Performance Management, Employee Engagement, etc.	Shri Rajinder Kumar has overall 20 years working experience with Government of India in various Ministries/ Department including, Director (Finance) in M/o MSME; Financial Adviser and Chief Accounts Officers (FA&CAO) in Bhakra Beas Management Board, M/o Power; Director in Ministry of Defence; Deputy Economic Adviser in Ministry of Finance; Deputy Director in Department of Commerce, Trade Policy Division and Assistant Director in Ministry of Agriculture.

Particulars	Name of the Director, Designation and DIN			
	*Shri Adika Ratna Sekhar Chairman and Managing Director	Shri Saurav Dutta Director (Finance) and Chief Financial Officer	Shri Abhijit Ghosh Director (Human Resource and Corporate Affairs)	Shri Rajinder Kumar Government Nominee Director
	(DIN: 08053637)	(DIN: 10042140)	(DIN: 10042785)	(DIN: 09651096)
Expertise in Specific Functional areas (including experience)	A keen strategist with a flair for designing and implementing innovative strategies. He is credited for HR interventions in line with industry standards.			
Terms and conditions of reappointment/ appointment	As contained in Letters received from the Ministry of Petroleum and Natural Gas, Government of India, bearing the following reference nos.: CA-31024/5/2021-PNG (40259) dated 1 st November, 2022 CA-31024/4/2019-PNG (32795) dated 24 th March, 2022 CA-31024/5/2021 - PNG (40259) dated 4 th February, 2022 CA-31024/2/2020 - PNG (36125) dated 29 th December, 2021 CA-31024/5/2021 - PNG (40259) dated 23 rd November, 2021 CA-31024/2/2020 - PNG (36125) dated 3 rd November, 2021 CA-31024/4/2019 - PNG (32795) dated 26 th July, 2021 CA-31024/1/2020 - PNG (35641) dated 20 th April, 2021 CA-31024/4/2019 - PNG (32795) dated 6 th April 2021 CA-31024/4/2019 - PNG (36036) dated 28 th January, 2021 CA-31024/1/2020 - PNG (35641) dated 6 th January, 2021 CA-31024/4/2019 - PNG (32795) dated 19 th November, 2020 CA-31024/4/2017 - PNG (17426) dated 11 th November, 2020 CA-31024/2/2017 - PNG (49) dated 4 th January, 2019 CA-31024/2/2017-PNG (49) dated 2 nd May, 2018	As contained in Letter received from the Ministry of Petroleum and Natural Gas, Government of India, bearing the reference no. CA-31024/1/2021-PNG (36607) dated 31 st January, 2023	As contained in Letter received from the Ministry of Petroleum and Natural Gas, Government of India, bearing the reference no. CA-31024/4/2021-PNG (39793) dated 1 st February, 2023	As contained in Letter received from the Ministry of Petroleum and Natural Gas, Government of India, bearing the reference no. CA-31032/1/2021-PNG-37493 dated 16 th May, 2023
Details of remuneration last drawn	Rs.58,80,544.90 (from 1 st April, 2022 to 31 st March, 2023)	Rs.10,26,811.74 [from 2 nd February, 2023 to 31 st March, 2023 as Director (Finance)]. No additional remuneration was paid to him for acting as CFO of the Company.	Rs. 8,17,304.11 [from 4 th February, 2023 to 31 st March, 2023 as Director (Human Resource and Corporate Affairs)]	Since, Shri Rajinder Kumar has been appointed as Director w.e.f. 16 th May, 2023, the details pertaining to remuneration is not applicable. Further, no remuneration/sitting fee is paid by the Company to Government Nominee Directors.

Particulars	Name of the Director, Designation and DIN			
	*Shri Adika Ratna Sekhar	Shri Saurav Dutta	Shri Abhijit Ghosh	Shri Rajinder Kumar
	Chairman and Managing Director	Director (Finance) and Chief Financial Officer	Director (Human Resource and Corporate Affairs)	Government Nominee Director
	(DIN: 08053637)	(DIN: 10042140)	(DIN: 10042785)	(DIN: 09651096)
Details of remuneration sought to be paid	In the scale of pay of Rs. 1,80,000-3,20,000/- as detailed in Letter bearing no. CA-31024/2/2020-PNG (36125) dated 29 th December, 2021 containing the terms and conditions of his appointment as the Chairman and Managing Director	In the scale of pay of Rs.1,60,000 – 2,90,000/- (IDA) as stated in Letter received from the Ministry of Petroleum and Natural Gas, Government of India, bearing the reference no. CA-31024/1/2021-PNG (36607) dated 31 st January, 2023	In the scale of pay of Rs.1,60,000 – 2,90,000/- (IDA) as stated in Letter received from the Ministry of Petroleum and Natural Gas, Government of India, bearing the reference no. CA-31024/4/2021-PNG (39793) dated 1 st February, 2023	NIL
Number of Meetings of the Board attended during the Financial Year 2022-2023	7	2	2	Not Applicable. Shri Rajinder Kumar was appointed as a director w.e.f 16 th May, 2023.
Shareholding of the Director in Balmer Lawrie & Co. Ltd.	NIL	NIL		
Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	None	Shri Saurav Dutta has also been appointed as the Chief Financial Officer of the Company.	None	None
Directorship on the Board of other Companies	1. Biecco Lawrie Limited, Managing Director 2. Balmer Lawrie - Van Leer Limited, Nominee Director 3. Avi-Oil India Private Limited, Nominee Director	1. Balmer Lawrie Investments Limited, Non-Executive Director (Ex-officio) 2. Visakhapatnam Port Logistics Park Limited, Non Executive Director	NIL	NIL
Membership/ Chairmanship of Committee(s) of Balmer Lawrie & Co. Ltd.	1. Corporate Social Responsibility Committee - Chairman 2. Risk Management Committee - Member	1. Audit Committee- Member 2. Stakeholders Relationship Committee – Member 3. Risk Management Committee - Member	Corporate Social Responsibility Committee – Member	Nomination and Remuneration Committee – Member
Membership/ Chairmanship of Committee(s) of the Board of other Companies	1. Balmer Lawrie - Van Leer Limited: a. Audit Committee – Member b. Nomination and Remuneration Committee – Chairman c. Stakeholders' Relationship Committee – Chairman d. Corporate Social Responsibility Committee – Member 2. Avi-Oil India Pvt. Limited: Corporate Social Responsibility Committee - Chairman	1. Balmer Lawrie Investments Limited: a. Audit Committee– Member b. Stakeholders' Relationship Committee – Chairman c. Corporate Social Responsibility Committee – Chairman d. Nomination and Remuneration Committee – Member	NIL	NIL

Balmer Lawrie & Co. Ltd.

Particulars	Name of the Director, Designation and DIN			
	*Shri Adika Ratna Sekhar Chairman and Managing Director	Shri Saurav Dutta Director (Finance) and Chief Financial Officer	Shri Abhijit Ghosh Director (Human Resource and Corporate Affairs)	Shri Rajinder Kumar Government Nominee Director
	(DIN: 08053637)	(DIN: 10042140)	(DIN: 10042785)	(DIN: 09651096)
		2. Visakhapatnam Port Logistics Park Limited: Audit Committee – Chairman		
Name of listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL

Note: *Shri Adika Ratna Sekhar, (DIN: 08053637) retires by rotation and being eligible offers himself for re-appointment.

Balmer Lawrie & Co. Limited

Registered Office:

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

By Order of the Board of Directors

Kavita Bhavsar
Company Secretary
FCS No: 4767

Date: 7th August, 2023

Place: Kolkata