



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)
Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

21, नेताजी सुभाष रोड, कोलकाता - 700 001, (भारत)
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CIN : L15492WB1924GOI004835

Date: 19th September, 2019

The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra (E),
Mumbai – 400 051
Company Code: **BALMLAWRIE**

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Company Code: **523319**

Dear Sir(s),

Sub.: Disclosure under Regulation 30 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 of Summary of the Proceedings of the 102nd Annual General Meeting of Balmer Lawrie & Co. Ltd.

In furtherance to our letter dated 22nd August, 2019 and in terms of **Regulation 30** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)** read with Schedule III, please find enclosed summary of the proceedings of the **102nd Annual General Meeting** of the Company held on Wednesday, 18th September, 2019 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhry Avenue, Kolkata – 700 019 at 10:30 a.m.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,
For **Balmer Lawrie & Co. Ltd.**


Kaustav Sen
Compliance Officer

Enclosed: As above

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Summary of the Proceedings of the 102nd Annual General Meeting of Balmer Lawrie & Co. Ltd. held on Wednesday, 18th September, 2019

The 102nd Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. was convened on Wednesday, 18th September, 2019 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhry Avenue, Kolkata – 700 019 at 10:30 a.m.

Shri Prabal Basu, Chairman & Managing Director (C&MD) chaired the AGM as per the provisions of the Articles of Association, the Companies Act, 2013 and applicable Secretarial Standards. The Company Secretary confirmed that the requisite quorum was present. The requisite quorum being present, the Chairman called the meeting in order.

The C&MD welcomed and addressed the members about the financial performance of the Company for the year ended 31st March, 2019. He briefed the members about the future outlook of the Company. There were 10 items in the Agenda.

Since Item No. 3 pertained to re-appointment of Mr. Prabal Basu, Chairman & Managing Director (C&MD), upon consent of members Mr. D. Sothi Selvam, Director (Manufacturing Businesses) chaired the meeting for Item 3 only.

The Chairman informed the members that pursuant to 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 LODR, the Company had offered e-voting facility to its Members, which commenced on Saturday, 14th September, 2019 (9:00 a.m.) and ended on Tuesday, 17th September, 2019 (5.00 p.m.). The Company had engaged the services of Central Depository Services (India) Limited ("CDSL") for the remote e-voting procedure.

Further, the facility to vote at the AGM by means of ballot paper was provided to the members who had not exercised their vote through e-voting procedure. The Company had appointed Shri Mohan Ram Goenka, a Company Secretary in whole-time practice (Membership No.: 4515) and a Partner of M R & Associates, a firm of Practicing Company Secretaries, for acting as the scrutinizer of the said procedure.

The C&MD then addressed the queries, observations and clarifications sought by the members and informed that the result of the remote e-voting and physical voting at the AGM shall be notified to the Stock Exchange(s) and will be uploaded on the website of



the Company and CDSL, the agency providing e-voting facility within Forty Eight (48) hours of conclusion of the AGM.

The following items of Ordinary and Special businesses as listed in the Notice of the 102nd AGM were transacted:

ORDINARY BUSINESS

(As Ordinary Resolutions):

1. To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2019 and other statements attached thereto along with the comments of Comptroller & Auditor General of India thereon.
2. To declare dividend for the Financial Year ended 31st March, 2019.
3. To appoint a Director in place of Shri Prabal Basu (DIN 06414341), a Director who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Kalyan Swaminathan (DIN 06912345), a Director who retires by rotation and, being eligible, offers himself for reappointment.
5. To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2019-20.

SPECIAL BUSINESS

(As Ordinary Resolutions)

6. Appointment of Shri Arun Tandon (DIN 08210607) as an Independent Director.
7. Appointment of Shri Arun Kumar (DIN 03570776) as an Independent Director.
8. Appointment of Shri Anil Kumar Upadhyay (DIN 07724769) as an Independent Director.
9. Appointment of Shri Bhagawan Das Shivahare (DIN 08514350) as an Independent Director.
10. Ratification of remuneration of Cost Auditor for the Financial Year 2019-20.



The C&MD thereafter at the end of discussion on the resolutions, allowed voting with the assistance of the Scrutinizer by the use of ballot paper for all the members who were present at the AGM but had not casted their votes by availing the remote e-voting facility.

The 102nd AGM was concluded at 1.00 P.M (IST) with vote of thanks to the Chair.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules notified thereunder, the SEBI (LODR) and the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

