

NOTICE OF THE 98TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 98th Annual General Meeting of the Members of Balmer Lawrie & Co. Ltd. will be held on **Tuesday, 22nd September, 2015, at 10:30 a.m. at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhury Avenue, Kolkata – 700 019** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company, both Standalone and Consolidated, for the financial year ended 31st March, 2015 and the reports of the Auditors and the Directors thereon and in this connection to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited financial statements, both Standalone and Consolidated, for the financial year ended 31st March, 2015 together with Reports of the Board of Directors and Auditors thereon along with the comments of the Comptroller & Auditor General of India on the Accounts of the Company, duly circulated to the members, be and are hereby considered and adopted.”

2. To declare dividend for the financial year ended 31st March, 2015 and in this connection to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the recommendation of the Board of Directors a dividend at the rate of ₹ 18.00 (Rupees Eighteen only) per equity share for the financial year ended 31st March, 2015 be and is hereby declared on 2,85,00,641 Equity shares of ₹ 10/- (Rupees Ten) each of the Company and

be paid out of the distributable profits of the Company for the financial year 2014-15.”

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 and in this connection to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Prabal Basu (DIN 06414341), 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 appoint a Director in place of Shri Alok Chandra (DIN 06929789), director who retires by rotation and being eligible, offers himself for reappointment and in this connection to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Alok Chandra (DIN 06929789), 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.”

5. To fix remuneration of the Statutory Auditors for the financial year 2015-16 and to pass the following Resolution as an 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 appointed under Section 139(5) of the Act by the Comptroller & Auditor General of India including the cost of reimbursement of out-of-pocket expenses incurred in connection with

the audit of accounts of the Company for the financial year 2015-16 by the said Statutory Auditors.”

SPECIAL BUSINESS:

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

6. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Ms. Manjusha Bhatnagar (DIN 07059799), be and is hereby appointed a Wholetime Director as well as a Functional Director to the post of Director (HR & CA), in the scale of pay of ₹ 65,000 – 75,000/- for a period of five years from the date of her assumption of charge of the post, or till the date of her superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation.”

7. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Dhandapani Sothi Selvam (DIN 07038156), be and is hereby appointed a Wholetime Director as well as a Functional Director to the post of Director (Manufacturing Businesses), in the scale of pay of ₹ 65,000 – 75,000/- for a period of five years from the date of his assumption of charge of the post on or after 1st January, 2015 or till the date of his superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation.”

8. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Kalyan Swaminathan (DIN 06912345), be and is

hereby appointed a Wholetime Director as well as a Functional Director to the post of Director (Service Businesses), in the scale of pay of ₹ 65,000 – 75,000/- for a period of five years from the date of his assumption of charge of the post on or after 1st August, 2015 or till the date of his superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation.”

9. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Prashant Sitaram Lokhande (DIN 06966587), who is acting as Deputy Secretary (E-I), Ministry of Petroleum & Natural Gas (MoP&NG), be and is hereby appointed a Non-Executive, Government Nominee Director of the Company, on co-terminus basis or until further order from MoP&NG - whichever is earlier and whose period of office shall be subject to retirement of directors by rotation.”

10. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Prabal Basu be and is hereby appointed as the Chairman & Managing Director of the Company in the scale of pay of ₹ 75,000 - 90,000/- for a period of five years from the date of his assumption of charge of the post on or after 1st August, 2015 or till the date of his superannuation or until further orders from Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation.”

11. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions,

if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of M/s. Musib & Co., Cost Accountants, who have been appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the Cost Records of the Company for the financial year ending on 31st March, 2016 at a remuneration of ₹ 2,25,000/- (Rupees Two Lakh Twenty-five Thousand only) excluding reimbursement of

service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

Registered Office:
Balmer Lawrie House
21, Netaji Subhas Road
Kolkata 700 001
Date : 12th August, 2015

By Order of the Board
Balmer Lawrie & Co. Ltd.
Kavita Bhavsar
Company Secretary

NOTES:**A. General**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, is attached. Documents referred in the said statement shall be available for inspection during the AGM at the venue.
2. **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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Rules framed thereunder 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 Member. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the AGM. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable. Corporate members are requested to send a certified copy of their Board resolution passed under Section 113 of the Companies Act, 2013, thereby authorizing their representative to attend and vote at the ensuing AGM. In case of joint holders attending the AGM, only such joint holder who is first holder will be entitled to vote. The proxy form has been attached to this notice.
4. The Board of Directors at its meeting held on 27th May, 2015, has recommended a dividend of ₹ 18.00 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 4th September, 2015 (End of Day) within the statutory time limit of 30 days from the date of such declaration, i.e., by 22nd October, 2015.
5. Shareholders may opt to receive dividend through National Electronic Clearing Services (NECS) of the dividend banker. In such an event, dividend will be credited to the bank account of the shareholders on the NECS settlement date (to be provided by the Reserve Bank of India). In the absence of availing of the NECS option by the shareholders, the Company would send the dividend warrants by post in the normal manner.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 5th September, 2015 till 22nd September, 2015 (both days inclusive).
7. Pursuant to Section 205C of the Companies Act, 1956 and applicable provisions of Companies Act 2013, the dividend amount which remains unpaid/unclaimed for a period of seven years from the date of such transfer, are required to be transferred to the 'Investors Education & Protection Fund' of the Central Government ('IEPF'). Please note that the unclaimed dividend amount for 2007-08 (declared and paid in 2008) will be due for transfer to IEPF on 1st November, 2015. Corporate Governance Report provides a separate statement on unclaimed/unpaid dividend.
8. Members are requested:
 - a) To notify on or before 15th September, 2015 (applicable for shareholders holding shares in physical mode) the following to Link Intime India Pvt. Ltd. (LIPL),

59C, Chowringhee Road, 3rd Floor,
Kolkata -700020, TeleFAXno.033-22890539,
Email : kolkata@linkintime.co.in:

- i. Any Change of address (including pin code), mandate, etc.
- ii. Particulars of Bank account number, name and address of the bank.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / despatch of dividend. The Company or its Registrar and Share Transfer Agents (R&STA) 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 Depository Participants. Any such changes effected by the Depository Participants 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 LIPL;
- c) To bring a copy of the Annual Report at the AGM venue. Please note that Annual Report(s) shall not be distributed at G D Birla Sabhagar;
- d) To submit Attendance Slip/show Entry Pass at the entrance of G D Birla Sabhagar;
- e) Submit National Electronic Clearing System (NECS) mandates on or before 15th September, 2015, to enable the Company to pay dividend through NECS mode. Members who are holding shares in physical form are requested to send their NECS mandates to the Company's R&STA, LIPL. Those holding shares in electronic form are requested to send NECS mandates directly to their respective Depository Participants (DPs).

9. Nomination by securities holders — Any holder of securities of the company may, at any time, nominate, in Form No. SH.13, any person as his nominee in whom the securities shall vest in the event of his 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.
10. In terms of Section 142 and other applicable provisions of the Companies Act 2013, though the Auditors of a Government Company are appointed by the Comptroller and 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 98th AGM under item no. 5 of the Ordinary Business, which requires passing of resolution by simple majority.
11. Members are requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members are encouraged to use the National Electronic Clearing Services (NECS) for receiving dividends. Members desirous of availing NECS facility for payment of dividend may download the required NECS mandate form from the website of the Company, www.balmerlawrie.com.
12. 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 R&STA, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's R&STA.
14. In accordance with the provisions of Section 136 of the Companies Act, 2013, 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 to the Company Secretary at the registered office of the Company or at the office of Company's R&STA.

B. Voting by Electronic means:

1. In accordance with the provisions of Section 108 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the stated items of business (1) to (11) shall be transacted through electronic voting system and the Company is providing facility for voting by electronic means (e-voting) to its Members. The Company has engaged the services of National Securities Depository Limited ("NSDL") 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 casted their vote by remote e-voting facility shall be able to exercise their right at the AGM.
3. The members who have casted vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
4. The process and manner for voting by electronic means; the details about the login ID; the process and manner for generating or receiving the password and for casting of vote in a secure manner is provided separately hereinbelow.
5. The time schedule including the time period during which the votes may be cast by remote e-voting –
 - a. The e-voting period shall commence on 16th September, 2015 (9 p.m.) and ends on 21st September, 2015 (5 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date ("Cut-off Date") of 15th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - b. Vote on a resolution, once cast, cannot be changed subsequently.
 - c. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date i.e. 15th September, 2015.
6. Mr. Mohan Ram Goenka, a Company Secretary in whole-time practice, will act as a scrutinizer to the e-voting process to ensure the same is conducted in a fair and transparent manner.
7. At the AGM at the end of discussion on the resolutions on which voting is to be held, voting shall be allowed through ballot paper for all those members who will be present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Results shall be declared on the website of the Company (www.balmerlawrie.com) and on the website of NSDL within three (3) days of conclusion of the AGM. The Company shall

also submit to the stock exchange(s), within 48 Hours of conclusion of the AGM details regarding voting results.

Instructions on e-voting

I. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Balmer Lawrie & Co. Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Balmer Lawrie & Co. Ltd.

CIN: L15492WB1924GOI004835

- V.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th September, 2015.
- VI.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to kolkata@linkintime.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII.** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

**Explanatory Statement
Under Section 102 of the Companies Act, 2013
[Forming Part of the Notice to the Members]**

Item No. 6

Ms. Manjusha Bhatnagar (DIN 07059799), was appointed as Wholetime Director designated as Director [Human Resource & Corporate Affairs] – based on direction from the Ministry of Petroleum & Natural Gas, Government of India- on 2nd January, 2015.

She is a Bachelor in Science and holds a Master's Degree in Business Administration with specialization in Personnel. She has a working experience of about 35 years during which she has developed expertise in functional areas of talent acquisition and retention, human capital management and compensation, policy making & IR, negotiations and finalization of long term settlements, audit of HR activities and long term planning, performance & rewards management, HR maintenance & employee welfare, day to day HR affairs including industrial relations & labour matters and Learning and Development.

Pursuant to Article 9 of the Articles of Association of the Company, Ms. Bhatnagar holds her office up to the date of the forthcoming Annual General Meeting.

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

Except Ms. Bhatnagar, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

Item No. 7

Shri D Sothi Selvam (DIN 07038156), was appointed as Wholetime Director designated as Director [Manufacturing Businesses] – based on

direction from the Ministry of Petroleum & Natural Gas, Government of India- on 2nd January, 2015.

Shri Sothi Selvam is a Graduate in Chemical Engineering from the University of Madras. He holds a degree in MBA with specialization in Marketing and a Post graduate Diploma in Journalism & Mass Communication.

With more than 32 years of National and International experience in the Oil & Gas sector, he has been in leadership and strategy formulation positions while serving in Indian Oil Corporation Ltd and Lanka IOC PLC, Sri Lanka. He also served as the Director in the Board of Ceylon Petroleum Storage Terminals Ltd. During his vast experience, he headed teams for driving Revenue Generation, Productivity and Profitability through Sales & Marketing, Production Management, Supply Chain Management, Business Process Re-engineering, Material Management, Strategic Planning, Business Development, Human Resource Management and Brand Management.

Pursuant to Article 9 of the Articles of Association of the Company, Shri Sothi Selvam holds his office up to the date of the forthcoming Annual General Meeting.

The Company has received a valid notice of candidature from a member as per provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Sothi Selvam 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 Sothi Selvam, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

Item No. 8

Shri Kalyan Swaminathan (DIN 06912345), Chief Operating Officer (Logistics Infrastructure) of the Company was appointed as Wholetime Director

designated as Director (Service Businesses) – based on direction from the Ministry of Petroleum & Natural Gas, Government of India- on 30th July, 2015. He assumed office with effect from 1st August, 2015.

He is a Bachelor of Commerce, a qualified Cost & Management Accountant (ACMA) and a qualified Company Secretary (ACS). He has a working experience of 32 years during which he has developed expertise in the functional areas of accounts, finance, Treasury, Costing, Project Management, ERP Implementation, Providing Logistics infrastructure solutions and general management.

Pursuant to Article 9 of the Articles of Association of the Company, Shri Swaminathan hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a valid notice of candidature from a member as per provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Swaminathan 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 Swaminathan, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

Item No. 9

Shri Prashant Sitaram Lokhande (DIN 06966587) was appointed as Government Nominee Director– based on direction from the Ministry of Petroleum & Natural Gas, Government of India- on 20th July 2015.

He holds Bachelor degree in Mechanical Engineering and Post-Graduate Diploma in Industrial Engineering. He joined the Indian Administrative Service (IAS) in the year 2001 and was allotted to AGMU Cadre. As an Indian Administrative Service (IAS) officer, he served as Sub-divisional Magistrate and Deputy Commissioner in the state of Arunachal Pradesh. He also served as Secretary to the Governor

and Secretary, Planning in Arunachal Pradesh. Subsequently, in Delhi he served as Deputy Commissioner in Municipal Corporation of Delhi. He also served as Private Secretary to the Union Minister for Agriculture and Food Processing Industries. Currently, as Director, Ministry of Petroleum and Natural Gas, he is looking after the Exploration Division which includes the administration of ONGC/OIL and the DGH.

Pursuant to Article 9 of the Articles of Association of the Company, Shri Lokhande holds his office up to the date of the forthcoming Annual General Meeting.

The Company has received a valid notice of candidature from a member as per provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Lokhande 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 Lokhande, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

Item No. 10

Shri Prabal Basu (DIN 06414341) was appointed as Whole-time Director and he assumed office as Director [Finance] on 1st December, 2012 based on direction by the Government of India. Pursuant to Section 257 of the Companies Act 1956, he was further appointed by the members at the 96th Annual General Meeting held on 24th September, 2013. Subsequently, upon direction of the Government of India, Shri Basu was appointed as Chairman & Managing Director of the Company by the Board of Directors of the Company on 30th July, 2015 and he assumed office on 1st August, 2015.

He is a Bachelor of Commerce, a qualified Chartered Accountant (ACA), a qualified Company Secretary (ACS) and a qualified Cost & Management Accountant (ACMA). He has a working experience of 29 years during which he has developed expertise in the functional areas of Accounts & Finance, Taxation, Information Technology, ERP Implementation and in General Management.

Except Shri Basu, no other Director or Key Managerial Personnel of the Company or their relatives are interested or concerned in the Resolution.

Item No. 11

In accordance with the provisions of Section 148 of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company. On the recommendation of the Audit Committee at its meeting held on 28th March, 2015, the Board has approved the appointment of M/s. Musib &

Co., Cost Accountants as the Cost Auditor of the Company for the financial year ending 31st March 2016 at a remuneration of ₹ 2,25,000/- (Rupees Two Lakh Twenty-five Thousand only) exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the said Rules.

Your Directors recommend the Ordinary Resolution for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned in the Resolution.

BRIEF DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE 98th ANNUAL GENERAL MEETING TO BE HELD ON 22nd SEPTEMBER 2015

Name	Shri Prabal Basu	Shri Alok Chandra	Ms. Manjusha Bhatnagar
Date of Birth	18 th October, 1963	24 th April, 1968	24 th January, 1958
Date of Appointment on the Board / assumption of office	1 st December, 2012	8 th August, 2014	2 nd January, 2015
Date of appointment / last re-appointment at the Annual General Meeting	24 th September, 2013	25 th September, 2014	NA
Qualification	Bachelor of Commerce	Post Graduate in Economics with specialization in Econometrics	Bachelor in Science
	Member of the Institute of Chartered Accountants of India	Indian Economic Service (IES)	MBA (Personnel)
	Member of the Institute of Company Secretaries of India		
	Member of the Institute of Cost Accountants of India		
Expertise in Specific Functional areas	He has a working experience of 29 years during which he has developed expertise in the functional areas of Accounts & Finance, Taxation, Information Technology, ERP implementation and in General Management.	He has a working experience of about 22 years during which he has developed expertise in the finance functions having worked in the Department of Expenditure, Department of Economic Affairs, (Capital Markets Division) and Foreign Trade Division of the Ministry of Finance. He has also worked in the Department of Consumer Affairs, Government of India. He is currently Adviser (Finance) in the Ministry of Petroleum & Natural Gas, Government of India.	She has a working experience of about 35 years during which she has developed expertise in functional areas of talent acquisition and retention, human capital management and compensation, policy making & IR, negotiations and finalization of long term settlements, audit of HR activities and long term planning, performance & rewards management, HR maintenance & employee welfare, day to day HR affairs including industrial relations & labour matters and Learning and Development.
Shareholding of Director	110	Nil	Nil
Directorship / Chairmanship on the Board of other Companies	Balmer Lawrie Hind Terminals Pvt Ltd (Non-executive Director)	Balmer Lawrie Investments Ltd. (Government Nominee Director)	Nil
	Visakhapatnam Port Logistics Park Ltd (Non-executive Director)		
	Balmer Lawrie-Van Leer Limited (Non-executive Director)		
	Balmer Lawrie (UK) Ltd. (Non-executive Director)		
	Balmer Lawrie (UAE) LLC (Non-executive Director)		
	Balmer Lawrie Investments Limited (Ex-Officio, Non-Executive Director)		
Membership / Chairmanship of Committee(s) of the Board in the Companies	Audit Committee Member: Balmer Lawrie & Co. Ltd. Balmer Lawrie Investments Ltd. Balmer Lawrie-Van Leer Ltd.	Audit Committee Chairman: Balmer Lawrie & Co. Ltd. Balmer Lawrie Investments Ltd.	Nil
	Stakeholders' Relationship Committee Member: Balmer Lawrie & Co. Ltd. Balmer Lawrie Investments Ltd.	Stakeholders' Relationship Committee Member: Balmer Lawrie & Co. Ltd. Balmer Lawrie Investments Ltd.	

BRIEF DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AT THE 98th ANNUAL GENERAL MEETING TO BE HELD ON 22nd SEPTEMBER 2015

Name	Shri D. Sothi Selvam	Shri K. Swaminathan	Shri Prashant Lokhande
Date of Birth	31 st July, 1960	15 th February, 1960	29 th November, 1973
Date of Appointment on the Board / assumption of office	2 nd January, 2015	1 st August, 2015	20 th July, 2015
Date of appointment / last re-appointment at the Annual General Meeting	NA	NA	NA
Qualification	Graduate in Chemical Engineering	Bachelor of Commerce	Bachelor Degree in Mechanical Engineering
	MBA (Marketing)	Member of the Institute of Cost Accountants of India	Post-Graduate Diploma in Industrial Engineering
	Post graduate Diploma in Journalism & Mass Communication	Member of the Institute of Company Secretaries of India	Indian Administrative Service (IAS)
Expertise in Specific Functional areas	He has a working experience of 32 years during which he has headed teams for driving Revenue Generation, Productivity and Profitability through Sales & Marketing, Production Management, Supply Chain Management, Business Process Re-engineering, Material Management, Strategic Planning, Business Development, Human Resource Management and Brand Management.	He has a working experience of 32 years during which he has developed expertise in the functional areas of accounts, finance, ERP Implementation, logistics infrastructure and general management.	He has a total working experience of 14 years as an Indian Administrative Service (IAS) Officer. He served as Sub-divisional magistrate and Deputy Commissioner in the state of Arunachal Pradesh. He also served as Secretary to the Governor and Secretary, Planning in Arunachal Pradesh. Subsequently, in Delhi he served as Deputy Commissioner in Municipal Corporation of Delhi. He also served as Private Secretary to the Union Minister for Agriculture and Food Processing Industries. Currently, as Director, Ministry of Petroleum and Natural Gas, he is looking after the Exploration Division which includes the administration of ONGC/OIL and DGH.
Shareholding of Director	Nil	Nil	Nil
Directorship / Chairmanship on the Board of other Companies	Avi-Oil India (Pvt.) Ltd. (Non-executive Director)	Visakhapatnam Port Logistics Park Limited (Non-executive Director)	Brahmaputra Cracker & Polymer Ltd. (Government Nominee Director)
	PT Balmer Lawrie Indonesia (Commissioner)		GAIL Gas Ltd. (Government Nominee Director)
	Pro-seal Closures Ltd. (Non-executive Director)		
	Balmer Lawrie - Van Leer Limited (Non-executive Director)		
	Balmer Lawrie (UAE) LLC (Non-executive Director)		
Membership / Chairmanship of Committee(s) of the Board in the Companies	Nil	Audit Committee Member : Balmer Lawrie & Co. Ltd.	Audit Committee Member : Balmer Lawrie & Co. Ltd.
		Stakeholders' Relationship Committee Member : Balmer Lawrie & Co. Ltd.	

AGM Venue Route Map



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:	L15492WB1924GOI004835
Name of the Company:	Balmer Lawrie & Co. Ltd.
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, hereby 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 98th Annual General Meeting of the Company, to be held on the 22nd day of September, 2015 at 10.30 a.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.

- To consider and adopt the financial statements of the Company, both Standalone and Consolidated, for the financial year ended 31st March, 2015 and the reports of the Auditors and the Directors thereon.
- To declare dividend for the financial year ended 31st March, 2015.
- To appoint a Director in place of Shri Prabal Basu (DIN 06414341), a Director.
- To appoint a Director in place of Shri Alok Chandra (DIN 06929789), a Director.
- To fix remuneration of the Statutory Auditors for the financial year 2015-16.
- Appointment of Ms. Manjusha Bhatnagar (DIN 07059799), a Wholetime Director as well as a Functional Director to the post of Director (HR & CA)
- Appointment of Shri Dhandapani Sothi Selvam (DIN 07038156) a Wholetime Director as well as a Functional Director to the post of Director (Manufacturing Businesses).
- Appointment of Shri Kalyan Swaminathan (DIN 06912345), a Wholetime Director as well as a Functional Director to the post of Director (Service Businesses).
- Appointment of Shri Prashant Sitaram Lokhande (DIN 06966587), a Non-Executive, Government Nominee Director.
- Appointment of Shri Prabal Basu as the Chairman & Managing Director of the Company.
- Remuneration of Cost Auditors of the Company for the financial year ending on 31st March, 2016.

Signed this _____ day of _____ 2015

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

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.