



Balmer Lawrie Investments Limited

(A Government of India Enterprise)

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

CIN : L65999WB2001GOI093759

Telephone : (91) (033) 2222 5227

Email : lahoti.a@balmerlawrie.com, Website : www.blinv.com

NOTICE OF THE 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th (Sixteenth) Annual General Meeting (“AGM”) of the members of Balmer Lawrie Investments Ltd., will be held on Thursday, 14th September, 2017, at G D Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 at 2:30 p.m., to transact the following businesses:-

ORDINARY BUSINESS :

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2017, the report of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2017 and other statements attached thereto and the comments of the Comptroller & Auditor General of India, thereon by passing the following ordinary resolution;

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2017, and other statements attached thereto together with the reports of the Board of Directors and Auditors thereon for the financial year ended 31st March 2017 along with the Comments of the Comptroller & Auditor General of India be and are hereby considered and adopted.”

2. To declare dividend of Rs.17.00/- per share on the fully paid-up Equity Shares of the Company for the financial year ended 31st March, 2017 by passing the following ordinary resolution;

“RESOLVED THAT a dividend of Rs.17.00/- (Rupees Seventeen only), per Equity Share of the face value of Rs.10/- each, be and is hereby declared on 22197269 shares for the financial year ended 31st March, 2017 out of distributable Profit of the Company for the financial year ended 31st March 2017.

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

“RESOLVED THAT Ms. Perin Devi (DIN 07145051), a Director retiring by rotation be and is hereby reappointed as a Director of the Company whose period of office shall be subject to retirement by rotation.”

4. To fix remuneration of the Auditors for the financial year 2017-18 and to pass the following ordinary resolution:

“RESOLVED THAT pursuant to Section 142 and other applicable provisions of the Companies Act 2013, the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Auditors as and when (appointed under Section 139(5) and other applicable provisions of the Companies Act 2013, by the Comptroller & Auditor General of India), including the amount of reimbursement of out-of-pocket expenses, if incurred by the said Auditors, in connection with the audit of Annual Accounts of the Company for the financial year 2017-18.”

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

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

Date: 18th August 2017

Place: Kolkata

NOTES :

A. General

1. **PROXIES : A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly filled, stamped and signed, not less than 48 (forty-eight) hours before the scheduled time of the commencement of AGM (on or before Tuesday, 12th September, 2017, 2:30 p.m.). Proxies submitted on behalf of Bodies Corporate must be supported by an appropriate resolution / authority, as applicable.
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 proxy form has been attached to this notice.
4. 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.
5. The Board of Directors at its meeting held on 12th May 2017, has recommended a dividend of Rs.17.00 per Equity Share of the face value of Rs.10/- each, fully paid-up. Upon declaration by the members, dividend shall be paid to the shareholders of the Company those who are holding shares of the Company as on 7th September 2017 (End Of Day) within the statutory time limit of 30 days from the date of such declaration, i.e., by 14th October 2017.
6. The Registers of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM venue.
7. The Route Map showing directions to reach the venue of the AGM is annexed.
8. Shareholders may opt to receive dividend through electronic transfer of the dividend banker. In such an event, dividend will be credited to the bank account of the shareholders on the settlement date (to be provided by the Reserve Bank of India). In the absence of availing the electronic option by the shareholders, the Company would send the dividend warrants by post in the normal manner.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 8th September, 2017 to Thursday, 14th September, 2017 (both days inclusive).
10. Pursuant to applicable provisions of Companies Act 2013 and allied Rules, the dividend amount which remains unpaid/unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, are required to be transferred to the 'Investors Education & Protection Fund' of the Central Government ('IEPF'). Please note that the unclaimed dividend amount for the financial year 2009-10 (declared and paid in 2010) will be due for transfer to IEPF on 30 October 2017. Corporate Governance

Report provides a separate statement on unclaimed/unpaid dividend.

11. In view of the above regulation, the shareholders who are yet to encash the dividend are advised to claim their dividend, in case they have not received it for any of the financial years from 2009 to 2016 and/or send requests for revalidation of the un-encashed Dividend Warrants for the aforesaid years to the Registrars and Transfer Agents of the Company.

12. MEMBERS ARE REQUESTED

- a) To notify on or before 7th September, 2017 (applicable for shareholders holding shares in physical mode) the following to CB Management Services (P) Ltd. ('CB'), at P-22, Bondel Road, Kolkata – 700 019 :
- 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 (RTA) 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 CB;
 - c) To bring a copy of the Annual Report at the AGM venue. Please note that Annual Report(s) shall not be distributed at the AGM Venue;
 - d) To submit Attendance Slip/show Entry Pass at the entrance of the AGM Venue;
 - e) Submit mandates on or before 7 September 2017, to enable the Company to pay dividend through electronic mode. Members who are holding shares in physical form are requested to send their mandates to the Company's RSTA, CB. Those holding shares in electronic form are requested to send mandates directly to their respective Depository Participants (DPs).
13. 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 nominee upon 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.
14. In terms of Sections 139, 142 and other applicable provisions of the Companies Act 2013, though the Auditors of a Government Company are appointed by the Comptroller 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 16th AGM under item no. 4 of the Ordinary Business, which requires passing of resolution by simple majority. 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.

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15. 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 Registrar and Share Transfer Agents, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio.
16. 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 Registrar and Share Transfer Agents,
17. In accordance with the provisions of Section 136 of the Companies Act, 2013, the audited accounts of subsidiaries are placed on the website of the Company (www.blinv.com) additionally the Company will provide a copy of separate audited financial statements in respect of its subsidiary companies, to any shareholder of the Company on making requisition to the Company Secretary at the registered office of the Company or at the office of Company's Registrar and Share Transfer Agents,

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

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, [as amended] and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the stated items of business (1) to (4) may 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. Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again. The cut-off date for the purpose of reckoning the right of members to vote is 7th September 2017 (End of Day). Persons who are not Members as on cut-off date should treat this notice for information purpose only.
3. The time schedule including the time period during which the votes may be cast by remote e-voting –
 - a. The remote e-voting period shall commence on 10th September 2017 (9:00 a.m) and end on 13th September 2017 (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 of 7th September 2017 End of Day (EOD) ("Cut-off Date"), may cast their vote electronically. The remote 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.
4. **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.nsdl.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 Investments 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 debabrata@ddc.org.in 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.nsdl.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 may be used for sending future communication(s).
- 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 7th September 2017, EOD.
- 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. 7 September 2017, EOD may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the rt@cbmsl.com.

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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. 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.
- VIII. 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).
- IX. 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.
- X. 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.
- XI. Mr. Debabrata Dutt, a Company Secretary in whole-time practice (Membership No. FCS-5401), has been appointed for as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer by the use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.blinv.com) and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to BSE Ltd. and The Calcutta Stock Exchange Ltd.

Details of the Director proposed for re-appointment at 16th Annual General Meeting scheduled on 14th September, 2017	
Name of the Director	Smt. Perin Devi
Date of Birth	13-10-1965
Date of first Appointment on the Board	25-01-2016
Qualification	Director(IFD), Ministry of Petroleum & Natural Gas
Expertise in specific functional area	
Shareholding of the Non- Executive Director	Nil
Particulars of offices held	– Mangalore Refinery and Petrochemicals Limited- Director
Membership/Chairmanship of any Committee	1) Chairperson of the following Committees of Balmer Lawrie Investments Ltd.:
	– Audit Committee
	– Nomination and Remuneration Committee
	2) Member of the following Committees of Balmer Lawrie Investments Ltd.:
	– Stakeholder Relationship Committee
	– Committee of Directors for Share Transfer, Transmission etc.
	– Corporate Social Responsibility Committee
No. of meetings of the Board attended during the year	5
Terms and Conditions of appointment	As contained in letter bearing reference no. C-31033/1/2012-CA/FTS : 18688 dated 2nd January, 2016 from Ministry of Petroleum & Natural Gas (MoPNG)
Remuneration	No remuneration or sitting fee is paid to the Director.
Relationship with other Directors, Managers and other Key Managerial Personnel	NIL

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

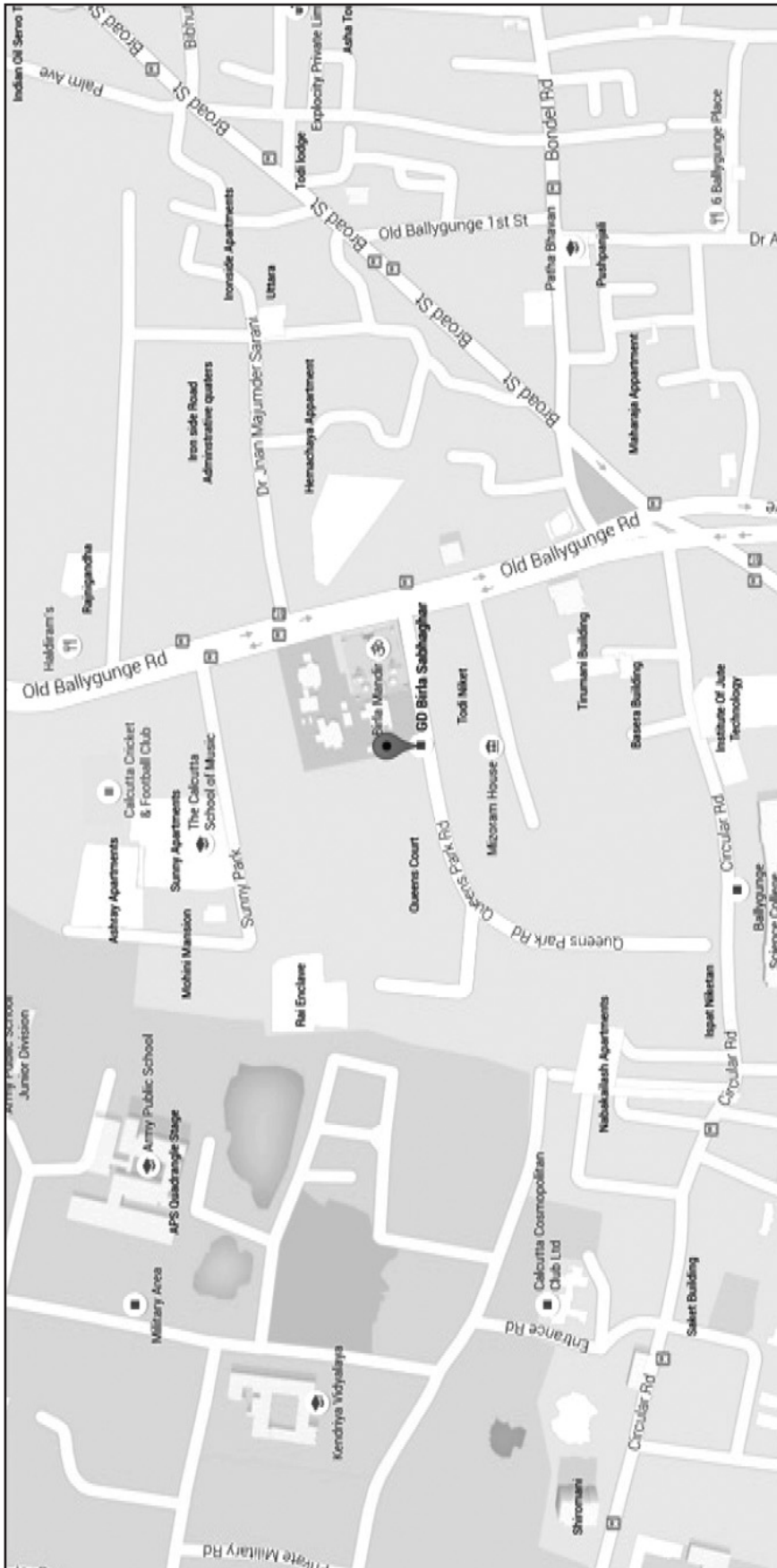
By Order of the Board
Balmer Lawrie Investments Limited
Abhishek Lahoti
Company Secretary
ACS 25141

Date : 18th August 2017
Place : Kolkata

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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 (as amended)]

CIN: L65999WB2001GOI093759

Name of the Company: Balmer Lawrie Investments 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 16th Annual General Meeting of the company, to be held on the 14th day of September 2017 at 2:30 p.m. at G D Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. To consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2017, the report of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2017 and the comments of the Comptroller & Auditor General of India ;
2. To declare dividend for the financial year ended 31st March, 2017;
3. To re-appoint Smt. Perin Devi as Non-Executive Government Nominee Director;
4. To fix remuneration of the Auditors for financial year 2017-18;

Signed this _____ day of _____ 20_____

Signature of shareholder _____

Signature of Proxy holder(s) _____

**AFFIX
REVENUE
STAMP
HERE**

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.