



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)  
फोन : (91)(033) 2222-5329/5314/5209  
ई-मेल : bhavsar.k@balmerlawrie.com  
21, Netaji Subhas Road, Kolkata - 700 001 (India)  
Phone : (91)(033) 2222-5329/5314/5209  
E-mail : bhavsar.k@balmerlawrie.com  
CIN : L15492WB1924GOI004835

Ref: BL/SE/2021

Date: 30<sup>th</sup> June, 2021

The Secretary,  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex  
Bandra (E),  
Mumbai – 400 051

The Secretary,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Company Code : **BALMLAWRIE**

Company Code: **523319**

Dear Sir,

Sub: **Annual Secretarial Compliance Report for the Financial Year ended on 31<sup>st</sup> March, 2021**

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference no. CIR/CFD/CMD1/27 /2019 dated 8<sup>th</sup> February, 2019, the Annual Secretarial Compliance Report dated 25<sup>th</sup> June, 2021 for the Financial Year ended on 31<sup>st</sup> March, 2021 issued by M/s. M R & Associates, Practicing Company Secretaries is attached as Annexure-1.

Request you to take the above information on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

**For Balmer Lawrie & Co. Ltd.**

  
**Kaustav Sen**  
**Compliance Officer**

Enclosed: As above

*MR & Associates*  
Company Secretaries  
46, B. B. Ganguly Street,  
Kolkata-700012  
Mobile No: 9831074332  
Email :[goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)

SECRETARIAL COMPLIANCE REPORT  
OF  
BALMER LAWRIE & CO.LTD.  
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021  
[Pursuant to Circular No. CIR/CFD/CMD 1/27/2019 dated 08/02/2019 issued by  
Securities and Exchange Board of India]

To,  
The Members,  
BALMER LAWRIE & CO.LTD.  
21, Netaji Subhas Road,  
Kolkata 700001

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **BALMER LAWRIE & CO.LTD.** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2021 ("Review Period") in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable for the review period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Not Applicable for the review period**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -**Not Applicable for the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable for the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable for the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; -**Not Applicable for the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

Based on the above examination, and considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India and the Ministry of Corporate Affairs, in view of spread of COVID-19 pandemic, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Requirement of at least one independent woman director by April 1, 2020 as per Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	The Company does not have one Woman Independent Director on its Board, however it being a government Company, the deviation is for reasons beyond its control.	The Company being a government company, the Composition of the Board of Directors is dependent on the direction of administrative ministry and thus, the direction in this regard is still awaited.



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(C) The following are the details of actions taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for quarter ended on 31 <sup>st</sup> December, 2020 due to the non-appointment of Woman Independent Director on the board of the Company.	Fine imposed vide e-mail dated 15 <sup>th</sup> February, 2021	The Company being a government company, the Composition of the Board of Directors is dependent on the direction of administrative ministry and thus, the direction in this regard is still awaited.
2.	NSE Limited	Non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for quarter ended on 31 <sup>st</sup> December, 2020 due to the non-appointment of Woman Independent Director on the Board of the Company	Fine imposed vide e-mail dated 16 <sup>th</sup> February, 2021	The Company being a government company, the Composition of the Board of Directors is dependent on the direction of administrative ministry and thus, the direction in this regard is still awaited. However, the Company has filed an application to the Stock Exchange for waiver of fine been imposed.
3.	BSE Limited	Non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for quarter ended on 31 <sup>st</sup> March, 2021 due to the non- appointment of Woman Independent Director on the board of the Company.	Fine imposed vide e-mail dated 17 <sup>th</sup> May, 2021	The Company being a government company, the Composition of the Board of Directors is dependent on the direction of administrative ministry and thus, the direction in this regard is still awaited. However, the Company has filed an application to the Stock Exchange for waiver of fine been imposed.

4.	NSE Limited	Non-compliance with the provisions of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for quarter ended on 31 <sup>st</sup> March, 2021 due to the non-appointment of Woman Independent Director on the Board of the Company.	Fine imposed vide e-mail dated 17 <sup>th</sup> May, 2021	The Company being a government company, the Composition of the Board of Directors is dependent on the direction of administrative ministry and thus, the direction in this regard is still awaited. However, the Company has filed an application to the Stock Exchange for waiver of fine been imposed.
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(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company secretary on the actions taken by the listed entity
1.	<i>The Company having an Executive Chairperson, at least half of the Board of Directors did not comprise of Independent Directors for the period from 01.04.2019 to 17.07.2019 contrary to the requirements of Regulation 17(1) of the Listing Regulations. Requisite number of Independent Directors were appointed on 18th July, 2019 by the administrative Ministry. Subject to above, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors [Government Nominee Directors] and</i>	<i>The Company having an Executive Chairperson, at least half of the Board of Directors did not comprise of Independent Directors for the period from 01.04.2019 to 17.07.2019 contrary to the requirements of Regulation 17(1) of the Listing Regulations. Requisite number of Independent Directors were appointed on 18th July, 2019 by the administrative Ministry. Subject to above, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors [Government Nominee Directors] and</i>	Representations were made to the administrative ministry for appointment of adequate numbers of Independent Directors. Requisite number of Independent directors were appointed on 18 <sup>th</sup> July, 2019 by the administrative ministry.	The Company being a government company, the compliance regarding composition of Board is not within its control and the same is dependent on the direction of administrative ministry .

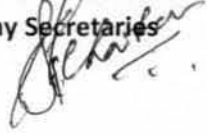


<p>Independent Directors [appointed by the administrative ministry i.e. Ministry of Petroleum and Natural Gas, Government of India]. The changes in the composition of the Board of Directors that took placed during the financial year under review were carried out in compliance with the provisions of the Act.</p>	<p>Independent Directors [appointed by the administrative ministry i.e. Ministry of Petroleum and Natural Gas, Government of India]. The changes in the composition of the Board of Directors that took placed during the financial year under review were carried out in compliance with the provisions of the Act.</p>		
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(e) The listed entity had suitably modified the terms of appointment of statutory auditors in terms of Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019.- Not Applicable

Place: Kolkata  
 Date : 25<sup>th</sup> June, 2021

For MR & Associates  
 Company Secretaries




[CS Sneha khaitan]  
 Partner  
 C P No.: 14929  
 UDIN : A034458C000518436

*Note : The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended across the country to contain the spread of the virus. Due to COVID-19 pandemic impact, the documents were obtained through electronic mode and verified with requirements. It is further stated that due to the pandemic situation cause by COVID-19, few intimations to Stock Exchanges under relevant SEBI Regulations were done, which were within the extension period granted by such regulatory authorities.*