



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: 25th September, 2020

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 Obligations and Disclosure Requirements) Regulation 2015 - Summary of the Proceedings of the 103rd Annual General Meeting of Balmer Lawrie & Co. Ltd.

In furtherance to our letter dated 2nd September, 2020 and in terms of **Regulation 30** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)** read with Schedule III thereof, please find enclosed summary of the proceedings of the **103rd Annual General Meeting** of the Company held on **Friday, 25th September, 2020** through Two-way Video Conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”) at 12:00 noon (IST) and the Meeting concluded at 2:01 p.m. (IST).

Kindly acknowledge receipt of the same.

Thanking You,

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


Kaustav Sen
Compliance Officer

Enclosed: As above

Summary of the Proceedings of the 103rd Annual General Meeting of Balmer Lawrie & Co. Ltd. held on Friday, 25th September, 2020 at 12:00 noon through Video Conference

The **103rd Annual General Meeting (AGM)** of the Members of Balmer Lawrie & Co. Ltd. was convened and held through Two-way Video Conferencing (“**VC**”) or Other Audio-Visual Means (“**OAVM**”) on Friday, 25th September, 2020 at 12:00 noon (IST).

The Company Secretary informed that in view of the massive outbreak of the COVID-19 pandemic, social distancing is a new norm to be followed. Ministry of Corporate Affairs has permitted the holding of the AGM through VC/OAVM, without the physical attendance of the members at a common venue. In compliance with the MCA circulars and Listing Regulations, this AGM is being held through VC/OAVM.

Shri Prabal Basu, Chairman & Managing Director 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 Chairman & Managing Director welcomed and addressed the members about the financial performance of the Company for the year ended 31st March, 2020. He briefed the members about the future outlook of the Company. There were 7 items in the Agenda.

Shri Prabal Basu, Chairman & Managing Director (C&MD) chaired the meeting for all the Item in the agenda.

The Chairman & Managing Director 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, and in compliance with the applicable MCA Circulars, the Company had offered e-voting facility to its Members. The remote e-voting commenced on Monday, 21st September, 2020 (9:00 a.m.) and ended on Thursday, 24th September, 2020 (5.00 p.m.). The Company had engaged the services of National Services Depository Limited (“NSDL”) for the e-voting and VC/OAVM facility.

The Chairman & Managing Director further informed that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, remote e-voting has already been carried out with respect to the items of business numbered (1) to (7) as stated in the Notice of



103rd AGM and would also 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. The members who have casted vote by remote e-voting prior to the AGM are entitled to attend the AGM only but shall not be entitled to cast their vote again at the AGM. Shri Mohan Ram Goenka, (Membership No.: 4515) and a Partner of M R & Associates, Company Secretary in Whole-time Practice appointed as Scrutinizer to scrutinize the voting process for the 103rd AGM in a fair and transparent manner.

The Chairman & Managing Director then invited the Members who have registered themselves as speakers, to raise any query or issue arising out of the Board's Report and the Audited Accounts and further requested them to confine their queries to the Annual Accounts, Board's Report and the Agenda of the Annual General Meeting.

The Chairman & Managing Director then addressed the queries, observations and clarifications sought by the members who have registered themselves as speaker and informed that the result of the remote e-voting and e-voting at the AGM shall be notified to the Stock Exchange(s) and will be uploaded on the website of the Company and NSDL, (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 set out in the Notice of the 103rd AGM were proposed for members considerations.

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, 2020 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2020 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, 2020.
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.
4. To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2020-21.

SPECIAL BUSINESS

(As Ordinary Resolutions)



5. Appointment of Shri Adhipnath Palchaudhuri (DIN 08695322) as Director (Service Businesses) and fixation of terms of appointment
6. Appointment of Shri Sandip Das (DIN 08217697) as Director (Finance) and fixation of terms of appointment.
7. Ratification of remuneration of Cost Auditor for the Financial Year 2020-21.

The Chairman & Managing Director thereafter ended the discussions on the resolutions.

The 103rd AGM was concluded at 2:01 P.M. (IST) with vote of thanks to the Chair by Shri Ajay Singhal, authorised representative of Balmer Lawrie Investments Limited

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).

