



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: 29th September, 2021

Ref: SECY/SE/AGM/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**

Scrip Code: **523319**

Dear Sir(s)/Madam(s),

Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings of the 104th Annual General Meeting of Balmer Lawrie & Co. Ltd.

In furtherance to our letter dated 2nd September, 2021 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III thereof, please find enclosed summary of the proceedings of the 104th Annual General Meeting of the Company held on Tuesday, 28th September, 2021 through Two-way Video Conferencing ("VC") at 12:00 noon (IST).

Kindly take the above intimation on your record.

Thanking You,

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


Kaustav Sen
Compliance Officer

Enclosed: As above

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Proceedings of the 104th Annual General Meeting of Balmer Lawrie & Co. Ltd. held on Tuesday, 28th September, 2021 at 12:00 noon through Video Conferencing (“VC”)

The 104th 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 Tuesday, 28th September, 2021 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 norm to be followed. Ministry of Corporate Affairs through its circular 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.

The Company Secretary informed the members that the facility of e-voting including remote e-voting was provided by the National Securities Depository Limited (“NSDL”).

Shri Adika Ratna Sekhar, Chairman & Managing Director (Additional Charge), Director (Human Resource & Corporate Affairs) and Director Manufacturing Businesses (Additional Charge) chaired the AGM (except for Resolution 5) as per the provisions of the Articles of Association of the Company, the Companies Act, 2013 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India. He welcomed all the Directors and Shareholders at the 104th AGM of the company, being held through VC. The Company Secretary confirmed that the requisite quorum was present. The requisite quorum being present, the Chairman called the meeting in order.

Thereafter, Chairman introduced the other Directors and Company Secretary attending the 104th AGM of the Company from registered office of the Company at Kolkata and remotely from other locations through VC.

The Chairman & Managing Director welcomed the members at the AGM of the company and delivered his speech to the members of the company about the financial performance of the Company for the year ended 31st March, 2021. He briefed the members about the future outlook of the Company.

Then the Chairman placed before the meeting eight (8) resolutions as set out in the Notice of the AGM for the Members’ approval.

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



including remote e-voting to its Members. The remote e-voting commenced on Friday, 24th September, 2021 (9:00 a.m.) and ended on Monday, 27th September, 2021 (5.00 p.m.).

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 (8) as stated in the Notice of 104th AGM and would also allow voting by use of e-voting system for all those members who are present at the AGM through VC but have not cast their votes by availing the remote e-voting facility. The members who have casted their 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.

The Chairman & Managing Director informed that the Board of Directors of the Company had appointed Ms. Binita Pandey, partner of M/s. T. Chatterjee & Associates, Company Secretary in Whole-time Practice (Membership No. A41594 & CP No. 19730) as Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and also for e-voting at the AGM to scrutinize in a fair and transparent manner and she would submit the Consolidated Report on remote e- voting and e-voting within the stipulated time. Thereafter, he informed that the result of the remote e-voting and e-voting at the AGM shall be notified to the Stock Exchange(s) where the securities of the company are listed i.e. Bombay Stock Exchange and National Stock Exchange of India Limited and will be uploaded on the website of the Company and NSDL, (the agency providing e-voting facility) within 2 working days of conclusion of the AGM

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 Audited Annual Accounts, Board's Report and the Agenda of the Annual General Meeting. Necessary clarifications/ responses were given by the Chairman & Managing Director to the queries, observations and clarifications sought by the members who had registered themselves as speaker.

The following items of Ordinary and Special businesses as set out in the Notice of the 104th 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, 2021 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2021 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, 2021.
3. To appoint a director in place of Shri Adhip Nath Palchaudhuri (DIN 08695322), 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 2021-22.

SPECIAL BUSINESS

(As Ordinary Resolutions)

5. Appointment of Shri Adika Ratna Sekhar (DIN 08053637) as Chairman and Managing Director (additional charge).
6. Appointment of Shri Kushagra Mittal (DIN 09026246) as Government Nominee Director.
7. Appointment of Smt. Perin Devi Rao (DIN 07145051) as Government Nominee Director.
8. Ratification of remuneration of Cost Auditor for the Financial Year 2021-22.

The Chairman & Managing Director thereafter ended the discussions on the resolutions and thanked all the members for their participation at the AGM and for their constructive suggestions and observations.

The 104th AGM was concluded with vote of thanks to the Chair by Shri Abhishek Lahoti, 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).

