



# बामर लॉरी इनवेस्टमेंट्स लिमिटेड

(भारत सरकार का एक उद्यम)

## Balmer Lawrie Investments Ltd.

(A Government of India Enterprise)

पंजीकृत कार्यालय :  
21, नेताजी सुभाष रोड  
कोलकाता - 700 001  
फोन : (91) (033) 2222 5227  
**Regd. Office :**  
21, Netaji Subhas Road  
Kolkata - 700 001  
Phone : (91)(033) 2222 5227  
CIN : L65999WB2001GOI093759

Ref: BLIL/SE/2023

Date: 21<sup>st</sup> February, 2023

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

Scrip Code – 532485

Dear Sir/Madam,

**Subject: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Postal Ballot through remote e-voting for appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as a Director in the category of Non-Executive Director (Ex-officio) of Balmer Lawrie Investments Limited**

In terms of Regulation 30 of the Listing Regulations, we are enclosing herewith the **Notice of Postal Ballot** dated **14<sup>th</sup> February, 2023** to be carried out through remote e-voting as sent today to through electronic means to the Members of the Company whose names appeared in the Register of Members/List of beneficial owners as received from Depositories as on the **cut-off date i.e. Friday, 17<sup>th</sup> February, 2023 (end of day)** for seeking the approval of the Members of the Company by way of an **Ordinary Resolution** for **Appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as a Director in the category of Non-Executive Director (Ex-officio) of the Company.**

The facility for remote e-voting will commence from **Wednesday, 22<sup>nd</sup> February, 2023 (09:00 a.m.)** and will end on **Thursday, 23<sup>rd</sup> March, 2023 (05:00 p.m.)**. Remote e-voting shall not be allowed beyond the said period.

The said Notice is also available on the website of the Company at [www.blinv.com](http://www.blinv.com).

Yours faithfully,  
For **Balmer Lawrie Investments Limited**

**Abhishek Lahoti**  
Company Secretary and Compliance Officer

Enclosed: as above



## **NOTICE OF POSTAL BALLOT THROUGH REMOTE E-VOTING**

**To,**

### **The Members of the Company**

Notice is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the "Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") and other applicable provisions of the Companies Act, 2013 & the Rules, Circulars, Notifications framed or issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 17(1C) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and other applicable provisions, if any, for seeking the approval of the Members of Balmer Lawrie Investments Limited ("the Company") by Postal Ballot through remote e-voting on the resolution proposed to be passed as Ordinary Resolution set out hereinafter.

In compliance with the aforesaid provisions and the MCA Circulars, this Notice of Postal Ballot is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company/Depository Participants/Depositories. The communication of assent/dissent of the Members on the resolution proposed in this Notice will only take place through the remote e-voting system. In accordance with Regulation 44(1) of Listing Regulations and Section 110 and 108 of the Act read with Rule 22 and Rule 20 of the Management Rules, the Company is pleased to offer the facility of remote e-voting to its Members to enable them to cast their votes on the Resolution proposed in this Notice of Postal Ballot.

Further, pursuant to Rule 22(5) read with Rule 20 (ix) of the Management Rules, the Board of Directors at its Meeting held on 14<sup>th</sup> February, 2023 had appointed Shri Navin Kothari, Practicing Company Secretary, (Membership No. FCS – 5935, Certificate of Practice No. 3725) as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.

The Members of the Company are requested to follow the procedure as stated in the Notes and the instructions provided herein for casting their votes by remote e-voting. The Result of the Postal Ballot through remote e-voting along with the Scrutinizer's Report shall be submitted to BSE Limited (the "BSE Ltd.") within 2 working days from the conclusion of the remote e-voting. The Result of the Postal Ballot through remote e-voting along with the Scrutinizer's Report will also be displayed on the Company's website at [www.blinv.com](http://www.blinv.com) and on the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com). The Result of the Postal Ballot through remote e-voting along with the Scrutinizer's Report would also be displayed at the Registered Office of the Company.



## SPECIAL BUSINESS

### Item No. 1

**Appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as a Director in the category of Non-Executive Director (Ex-officio) of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 & the Rules framed thereunder, in line with the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors and in furtherance to letters bearing reference Nos.- P-21014/1/2006-Mkt dated 16<sup>th</sup> April, 2010, CA-31024/2/2022-PNG (44948) dated 30<sup>th</sup> December, 2022 and CA-31024/1/2021-PNG (36607) dated 31<sup>st</sup> January, 2023 received from the Ministry of Petroleum and Natural Gas, Government of India (Administrative Ministry) and the Company having received a Notice in writing from a Member proposing his candidature for the office of Director, approval be and is hereby accorded for appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as a Director of the Company in the category of Non-Executive Director (Ex-officio) of the Company with effect from 1<sup>st</sup> January, 2023 till 13<sup>th</sup> February, 2023 (end of day) owing to appointment of regular incumbent to the post by the Administrative Ministry.”

**By order of the Board of Directors**

**Abhishek Lahoti**  
**Company Secretary**  
**Membership Number: A25141**

**Date: 14<sup>th</sup> February, 2023**  
**Place: Kolkata**



**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules framed thereunder stating material facts with respect to the proposed resolution pertaining to Special Business is annexed hereto for the consideration of the Members.

2. In view of the relaxation provided vide the MCA Circulars owing to the COVID-19 pandemic, the Company shall send this Postal Ballot Notice through e-mail only to all the eligible Members whose e-mail addresses are registered with Company/Depository Participants/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Friday, 17<sup>th</sup> February, 2023 (end of day) ("cut-off date")**. A person who is not a Member on the relevant cut-off date should treat this Notice of Postal Ballot for information purpose only.

3. Members holding shares in physical form and the Members who have not yet registered their e-mail addresses and Mobile Number with Company/Depository Participants/Depositories are requested to register the same. The Members whose e-mail addresses are not registered with Company/Depository Participants/Depositories, may request for registration of e-mail address and mobile number for procuring user id and password for the remote e-voting on the aforesaid Ordinary Resolution as per the process stated hereunder:

- In case shares are held in physical mode, the Members are requested to update KYC through duly signed original hard copy of Form ISR-1 and Form ISR-2 to CB Management Service Private Limited, the Registrar and Share Transfer Agent Company at its office situated at P-22 Bondel Road, Kolkata 700019 before the cut-off date.
- In case shares are held in demat mode, the Members are requested to contact the Depository Participant and carry out registration before the cut-off date.

4. It is hereby clarified that if a Member fails to get the relevant e-mail address and mobile number registered with the Company, the Registrars and Transfer Agents or the Depositories/Depository Participants, as the case may be within the stipulated time, the Company will not be in default for not delivering the notice via e-mail to the Member.

5. The Notice of Postal Ballot will be also available on the Company's website at [www.blinv.com](http://www.blinv.com), at the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also at the website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com).

6. Dispatch of the Notice of Postal Ballot and the Explanatory Statement shall be announced through a Newspaper Advertisement published in one Vernacular Newspaper, widely circulated in West Bengal (in principal vernacular language of West Bengal i.e. Bengali) and one English Newspaper circulated throughout India (in English Language).

7. In compliance with the MCA Circulars, the communication of the assent or dissent by the Members would take place through remote e-voting system only. In compliance with the provisions of Sections 110 and 108 of the Act read with Rule 22 and Rule 20 of the



Management Rules, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide facility for remote e-voting to the Members, to enable them to cast their votes electronically on the Ordinary Resolution mentioned in the Notice. The Company has engaged the services of CDSL to provide the remote e-voting facility to its Members.

8. The voting rights of Members for remote e-voting shall be in proportion to the paid up value of their shares in the Equity Share Capital of the Company as on the cut-off date i.e. **Friday, 17<sup>th</sup> February, 2023 (end of day)**. Members are also requested to note that the Voting Rights in the Postal Ballot cannot be exercised by a proxy and the Member would be entitled for only one e-vote for every Folio/Client ID irrespective of the number of joint holders.

9. Cut-off date for determining the Members entitled to vote: **Friday, 17<sup>th</sup> February, 2023 (end of day)**

Commencement of remote e- voting period: **Wednesday, 22<sup>nd</sup> February, 2023 (09:00 a.m.)**

End of remote e-voting period: **Thursday, 23<sup>rd</sup> March, 2023 (05:00 p.m.)**

The remote e-voting module shall be disabled by CDSL after 05:00 p.m. on Thursday, 23<sup>rd</sup> March, 2023 for voting thereafter.

10. Once the vote on resolutions is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

11. Shri Abhishek Lahoti, Company Secretary of the Company shall be responsible for addressing the grievances of Members connected with the remote e-voting for the Postal Ballot.

12. The relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection via electronic mode from the date of circulation of the Notice upto the last date of remote e-voting. The Members may write an e-mail to [lahoti.a@balmerlawrie.com](mailto:lahoti.a@balmerlawrie.com).

13. The Resolution, if passed by the Members through Postal Ballot shall be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Thursday, 23<sup>rd</sup> March, 2023.

14. The queries pertaining to remote e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) at A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or at the designated e-mail address - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at telephone no. 1800 22 55 33.

## **15. Voting through electronic means**

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual Shareholders holding shares in demat mode.





**Step 2:** Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and non-individual Shareholders in demat mode.

- (i) The remote e-voting period begins on Wednesday, 22<sup>nd</sup> February, 2023 (09:00 a.m.) and ends on Thursday, 23<sup>rd</sup> March, 2023 (05:00 p.m.). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 17<sup>th</sup> February, 2023 (end of day) may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listed Entities are required to provide remote e-voting facility to its Shareholders, in respect of all Shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to Listed Entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After</li></ol>



	<p>successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on Company Name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company Name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**





Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>



Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein, they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Balmer Lawrie Investments Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.



(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution/Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer Shri Navin Kothari, Practising Company Secretary at [kothari.navin@yahoo.com](mailto:kothari.navin@yahoo.com); [kotharinavin1970@gmail.com](mailto:kotharinavin1970@gmail.com) and to the Company at the [lahoti.a@balmerlawrie.com](mailto:lahoti.a@balmerlawrie.com), if they have voted from individual tab and have not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. In case shares are held in physical mode, the Members are requested to update KYC through duly signed original hard copy of Form ISR-1 and Form ISR-2 to CB Management Service Private Limited, the Registrar and Share Transfer Agent Company at its office situated at P-22 Bondel Road, Kolkata 700019 before the cut-off date.
2. For Demat shareholders -, Please update your e-mail id and mobile number with your respective Depository Participant (DP)



3. For Individual Demat shareholders – Please update your e-mail address and mobile number with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) at A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or at the designated e-mail address - [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at telephone no. 1800 22 55 33.



## Annexure to the Notice

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 [Forming Part of the Notice to the Members] and additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of (SS-2)**

**Item No. 1- Appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as a Director in the category of Non-Executive Director (Ex-officio) of the Company**

The Ministry of Petroleum and Natural Gas, Government of India (Administrative Ministry) had vide its letter bearing reference No.- P-21014/1/2006-Mkt dated 16<sup>th</sup> April, 2010 had directed the Company that the Director (Finance) of Balmer Lawrie and Company Limited shall act as an Ex-officio Director of the Company. Further, the Administrative Ministry vide its letter bearing reference No.- CA-31024/2/2022-PNG (44948) dated 30<sup>th</sup> December, 2022 had entrusted the additional charge of Director (Finance) of Balmer Lawrie and Company Limited upon Shri Adhip Nath Palchaudhuri, (DIN: 08695322) for a period of three months with effect from 1<sup>st</sup> January, 2023 or till the appointment of regular incumbent to the post, or until further orders, whichever is the earliest.

In furtherance to the direction received from the Ministry of Petroleum and Natural Gas, Government of India (Administrative Ministry) vide its letters bearing reference Nos.- P-21014/1/2006-Mkt dated 16<sup>th</sup> April, 2010 and CA-31024/2/2022-PNG (44948) dated 30<sup>th</sup> December, 2022, in line with the recommendation of the Nomination and Remuneration Committee, pursuant to the applicable provisions of the Companies Act, 2013 read with the allied Rules & the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Articles of Association of the Company, the Board of Directors of the Company had appointed Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as an Additional Director in the category of Non-Executive Director (Ex-officio) of the Company for a period of three months with effect from 1<sup>st</sup> January, 2023 or till the appointment of regular incumbent to the post, or until further orders, whichever is the earliest.

The Company has received from Shri Adhip Nath Palchaudhuri, (DIN: 08695322), Form No. DIR-2, consent to act as a Director and also Form No. DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has also received a Declaration from the Director that that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Further, the Company and its Nomination and Remuneration Committee had also verified that Shri Adhip Nath Palchaudhuri, (DIN: 08695322) is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.





Shri Adhip Nath Palchaudhuri, (DIN: 08695322) has also disclosed his concern or interest including shareholding interest in any other organization in Form MBP-1.

The Company has received a valid notice of candidature from a Member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) a Director of the Company in the category of Non-Executive Director (Ex-officio) of the Company.

It may be noted that the Administrative Ministry vide its letter bearing reference no. - CA-31024/1/2021-PNG (36607) dated 31<sup>st</sup> January, 2023 nominated Shri Saurav Dutta as Director (Finance) of Balmer Lawrie & Co. Ltd. Accordingly, Balmer Lawrie & Co. Ltd. reported on 10<sup>th</sup> February, 2023 about the extinguishment of additional charge of Director (Finance) entrusted upon Shri Adhip Nath Palchaudhuri with effect from 2<sup>nd</sup> February, 2023. The Company at its Meeting held on 14<sup>th</sup> February, 2023 noted cessation of the directorship of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) with immediate effect owing to appointment of regular incumbent to the post by the Administrative Ministry.

Except Shri Adhip Nath Palchaudhuri, (DIN: 08695322), being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution.

The brief resume and other Particulars of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) is annexed with this Explanatory Statement.

Disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India are also annexed to this Notice.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next General Meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, the Board of Directors recommends this Ordinary Resolution for the approval of Members for Postal Ballot carried out through remote e-voting.

**By order of the Board of the Directors**

**Abhishek Lahoti**  
**Company Secretary**  
**Membership Number: A25141**

**Date: 14<sup>th</sup> February, 2023**  
**Place: Kolkata**



The particulars of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) who is proposed to be appointed as a Director in the category of Non-Executive Director (Ex-officio) of the Company as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of (SS-2) are given below:

Particulars	Name of the Director, Designation and DIN
	Shri Adhip Nath Palchaudhuri Non-Executive Director (Ex-officio) (DIN 08695322)
Date of Birth	18 <sup>th</sup> March, 1969
Date of First Appointment on the Board of Balmer Lawrie Investments Limited	1 <sup>st</sup> January, 2023
Date of appointment / last re-appointment at the Annual General Meeting	Not Applicable
Qualifications	a) B.E (E&C) degree from University of Roorkee, (now IIT Roorkee) b) PGDM from IIM Lucknow
Brief Resume and Expertise in Specific Functional areas (including experience)	Shri Adhip Nath Palchaudhuri holds a B.E (E&C) degree from University of Roorkee (now IIT Roorkee) and a PGDM from IIM Lucknow. Shri Adhip Nath Palchaudhuri holds the designation of Director (Services Businesses) of Balmer Lawrie and Company Limited and has professional work experience of 28 years. Shri Adhip Nath Palchaudhuri had worked with a wide variety of organizations in the IT Services/Consulting field in India and abroad.
Terms and conditions of appointment	As contained in letters bearing reference Nos.- P-21014/1/2006-Mkt dated 16 <sup>th</sup> April, 2010 and CA-31024/2/2022-PNG (44948) dated 30 <sup>th</sup> December, 2022 received from the Ministry of Petroleum and Natural Gas, Government of India, (Administrative Ministry) and also letter bearing reference no. - CA-31024/1/2021-PNG (36607) dated 31 <sup>st</sup> January, 2023
Details of remuneration last drawn	Not Applicable
Details of remuneration sought to be paid	No Remuneration or Sitting Fees is paid to the Director
Number of Meetings of the Board attended during the Financial Year 2022-23	Not Applicable
Shareholding of the Director in Balmer Lawrie Investments Limited	Nil



Particulars	Name of the Director, Designation and DIN
	<b>Shri Adhip Nath Palchaudhuri</b> <b>Non-Executive Director (Ex-officio)</b> <b>(DIN 08695322)</b>
Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	None
Directorship on the Board of other Companies/offices held in other companies	1. Balmer Lawrie and Company Limited, Director (Service Businesses)  2. Visakhapatnam Port Logistics Park Limited, Director
Membership/Chairmanship of Committee(s) of Balmer Lawrie Investments Limited	Nil
Membership/Chairmanship of Committee(s) of the Board of other Companies	1. Balmer Lawrie and Company Limited- a. Risk Management Committee- Member b. Corporate Social Responsibility Committee- Member  2. Visakhapatnam Port Logistics Park Limited, Director  a. Audit Committee- Member
Names of Listed entities from which the Director has resigned in the past three years	Nil

**By order of the Board of the Directors**

**Abhishek Lahoti**  
**Company Secretary**  
**Membership Number: A25141**

**Date: 14<sup>th</sup> February, 2023**  
**Place: Kolkata**