



NOTICE OF POSTAL BALLOT THROUGH REMOTE E-VOTING

(pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and other applicable circulars issued by the Ministry of Corporate Affairs, Government of India)

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, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 03/2022, 11/2022 and 09/2023 issued by the Ministry of Corporate Affairs (“MCA”) dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively (“MCA Circulars”); 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(s) proposed to be passed as Ordinary / Special Resolution(s) 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 as on Friday, 31st May, 2024 (the “Cut-off date”). If a member’s e-mail address is not registered or updated with the Company or Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting. The communication of assent or dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e-voting system. In accordance with Regulation 44(1) of Listing Regulations and Sections 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 Resolutions 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 28th May 2024, 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 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 Bombay Stock Exchange Limited ("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 and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. The result of the Postal Ballot through remote e-voting, along with the Scrutinizer's Report will also be displayed at the Registered Office of the Company.

Accordingly, the Members are requested to consider and pass, if deemed fit, the following Resolutions:

SPECIAL BUSINESSES

Item No. 1 - As an Ordinary Resolution

Splitting/Sub-dividing of one (1) Equity Share from face value of Rs. 10/- each into ten (10) Equity shares of face value of Rs. 1/- each

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) read with Section 64 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Memorandum and Articles of Association of the Company, and subject to the consent and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for splitting/sub-division of equity shares of the Company such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be split/sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up, ranking pari-passu in all respects with the existing fully paid up equity shares of the Company, with effect from such date as may be fixed for this purpose ("Record Date") by the Board of the Company.

RESOLVED FURTHER THAT pursuant to the split/sub-division of equity shares of the Company, the authorised share capital of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand split/sub-divided as follows:



Type of Capital	Pre Splitting/sub-division			Post Splitting/sub-division		
	No. of Equity shares	Face Value (in Rs.)	Total share capital (in Rs.)	No. of Equity shares	Face Value (in Rs.)	Total share capital (in Rs.)
Authorised Share Capital	10,00,00,000	10	1,00,00,00,000	100,00,00,000	1	1,00,00,00,000

RESOLVED FURTHER THAT pursuant to the split/ sub-division of equity shares of the Company, all Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand splitted/sub-divided as follows:

Type of Capital	Pre Splitting/sub-division			Post Splitting/sub-division		
	No. of Equity shares	Face Value (in Rs.)	Total share capital (in Rs.)	No. of Equity shares	Face Value (in Rs.)	Total share capital (in Rs.)
Issued, Subscribed and Paid-up Share Capital	2,21,97,269	10	22,19,72,690	22,19,72,690	1	22,19,72,690

RESOLVED FURTHER THAT upon split/sub-division of equity shares as aforesaid and with effect from the Record Date:

- For the equity shares held in physical form, the existing share certificates shall be deemed to have been automatically cancelled. Post splitting/sub-division, equity shares in this regard shall be transferred to a demat escrow account opened for the purpose through corporate action under a new ISIN, and the concerned shareholders shall be entitled to claim the shares in electronic form from the Company by submission of requisite documents;
- For the equity shares held in dematerialized form, the split/sub-divided equity shares under a new ISIN shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).
- In case of failure of corporate action of demat shares under a new ISIN, the same shall be transferred through corporate action to the aforementioned demat escrow account.



d) The entire existing 2,21,97,269 equity shares of Rs. 10/- each shall be extinguished under the existing ISIN-INE525F01017 through corporate action.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the Record Date and to take such steps as may be considered necessary or expedient in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Company Secretary be and is hereby authorised to undertake all such acts, deeds, matters and things, to make appropriate adjustments on account of the split/ sub-division of equity shares, accepting and making any minor alterations, applying for requisite approvals, settling any questions, doubts or difficulties that may arise regarding the split/ sub-division of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

Item No. 2 – As a Special Resolution

Alteration of Capital Clause of Memorandum of Association (MOA) of the Company

“RESOLVED THAT pursuant to the provisions of Section 13, 61, and all other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed thereunder, the consent of Members of the Company be and is hereby accorded, for the alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorised Share Capital of the Company is ₹ 100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 Equity Shares of ₹ 1/- each with power to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Company Secretary, be and is hereby authorized to undertake all such acts, deeds, matters and things whatsoever, including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.



Item No. 3 – As a Special Resolution

Alteration of Articles of Association (AOA) of the Company

RESOLVED THAT consent of the Members of the Company be and is hereby accorded, in terms of Section 5, 14, and all other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed thereunder, for the alteration of Clause 4 of the Articles of Association of the Company to be amended and substituted to read as follows:

4. The Authorised Share Capital of the Company is ₹ 100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 Equity Shares of ₹ 1/- each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Company Secretary, be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including execution and filing of all relevant documents with the Registrar of Companies, Stock Exchanges and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.”

By order of the Board of Directors

Abhishek Lahoti

Company Secretary

Membership Number: A25141

Date: 28th May, 2024

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 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, 31st May, 2024 (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 Resolutions 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, at the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and also at the website of the CDSL at 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/Special Resolution(s) 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, 31st May, 2024 (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, 31st May, 2024 (end of day)**

Commencement of remote e- voting period: **Tuesday, 11th June, 2024 (09:00 a.m.)**

End of remote e-voting period: **Wednesday, 10th July, 2024 (05:00 p.m.)**

The remote e-voting module shall be disabled by CDSL after 05:00 p.m. on Wednesday, 10th July, 2024 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.

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. Wednesday, 10th July, 2024.

14. The queries pertaining to remote e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) at A Wing, 25th 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 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 Tuesday, 11th June, 2024 (09:00 a.m.) and ends on Wednesday, 10th July, 2024 (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, 31st May, 2024 (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 9th 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 9th 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 CDSL Depository	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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 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 redirected to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.



Dividend Bank Details OR 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 remote 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 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.
- 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; kotharinavin1970@gmail.com and to the Company at the 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 remote e-voting 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 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, 25th 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 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of (SS-2)

Splitting/Sub-dividing of one (1) Equity Share from face value of Rs. 10/- each into ten (10) Equity shares of face value of Rs. 1/- each

Department of Investment & Public Asset Management (DIPAM), of the Ministry of Finance, Government of India (GOI), had issued an office memorandum dated May 27, 2016 on the subject of “Guidelines on Capital Restructuring of CPSEs” (Guidelines). These Guidelines address adopting a comprehensive approach for efficient management of investment in CPSEs by the GOI. They are applicable to all corporate bodies where the GOI has a controlling interest. The Guidelines *inter-alia* provides for the criteria for payment of dividend, buyback of shares, issue of Bonus shares and splitting of shares. These Guidelines became effective from the Financial Year ending on or after March 31, 2016, in respect of dividend and the Guidelines for buyback of shares, issue of Bonus shares and splitting of shares were applicable for the Financial Year starting April 1, 2016. The aforesaid Office Memorandum of DIPAM can be accessed via the following link <https://dpe.gov.in/sites/default/files/R-77.pdf>

The Book value of the shares was Rs. 70.70 per share as on March 31, 2024 (net worth ÷ number of shares) which is approximately 7 times of its face value. Further, as per the data from BSE Ltd., the recognised stock exchange on which the shares of the Company are listed, the closing Market Price as on March 28, 2024 (being the last trading day of the FY) and May 16, 2024 were Rs. 611.15/- and Rs. 837.05/-, respectively which is more than 50 times of the face value of the equity share capital of the Company, hence the Company is required to consider to split the equity shares capital of the Company in order to comply with the DIPAM Guidelines. Based on the above analysis, the Board decided to split/ sub-divide the equity shares capital of the Company after taking into account various parameters and compliance of regulatory requirements.

The Board at its Meeting dated May 28, 2024 considered and approved, subject to the approval of the Members of the Company and Statutory Authorities, if any, the proposal of restructuring the Share Capital of the Company by splitting/ sub-dividing the existing equity shares such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up in terms of the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the applicable law(s) & the Rules, Circulars, Notifications framed or issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in



force). The new equity shares to be issued and allotted upon splitting/ sub-division shall rank pari passu with the then existing equity shares of the Company in all respects.

The split/ sub-division of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association and clause 4 of the Articles of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of split/sub-division of the equity shares. Further, such split/sub-division shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors, recommends the Ordinary Resolution as set in Item No. 1 seeking approval of the Members for restructuring the Share Capital of the Company by splitting/ sub-dividing the existing equity shares such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Rs. 1/- (Rupee one only) each, fully paid-up.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

Item No. 2 – Alteration of Capital clause of Memorandum of Association (MOA) of the Company

The Board at its Meeting held on May 28, 2024 considered and approved, subject to the approval of the Members of the Company and Statutory Authorities, if any, the proposal of restructuring the Share Capital of the Company by splitting/ sub-division the existing equity shares such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Rs. 1/- (Rupee one only) each, fully paid-up which necessitates the alteration of Capital Clause i.e., Clause V of the Memorandum of Association and clause 4 of the Articles of Association of the Company.

Accordingly, pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the Members is required for substitution of the Capital Clause No. V of the Memorandum of Association of the Company with the following new clause:

V. The Authorised Share Capital of the Company is ₹ 100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 Equity Shares of ₹ 1/- each with power to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

Accordingly, the Board recommends the Special Resolution set out at Item No. 2 seeking approval of the Members for alteration of the Capital Clause No. V of the Memorandum of Association of the Company.



None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

Item No. 3 – Alteration of Articles of Association (AOA) of the Company

The Board at its Meeting held on May 28, 2024 considered and approved, subject to the approval of the Members of the Company and Statutory Authorities, if any, the proposal of restructuring the Share Capital of the Company by splitting/ sub-dividing the existing equity shares such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Rs. 1/- (Rupee one only) each, fully paid-up which necessitate the alteration of Capital Clause i.e., Clause V of the Memorandum of Association and clause 4 of the Articles of Association of the Company.

Accordingly, pursuant to the provisions of Section 14 of the Companies Act, 2013, approval of the Members is required for alteration of the Capital clause 4 of the Articles of Association of the Company with the following new clause:

4. The Authorised Share Capital of the Company is ₹ 100,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 Equity Shares of ₹ 1/- each.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 seeking approval of the Members for alteration of the Capital clause 4 of the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

By order of the Board of the Directors

Abhishek Lahoti

Company Secretary

Membership Number: A25141

Date: 28th May, 2024

Place: Kolkata