



Balmer Lawrie & Co. Ltd.

(A Government of India Enterprise)

Registered Office: 21, Netaji Subhas Road, Kolkata – 700001

CIN: L15492WB1924GOI004835

Telephone No: 033 22225218, Email: sen.k@balmerlawrie.com,

Website: www.balmerlawrie.com

NOTICE OF THE POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

To,

The Members of the Company

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”) if any, read with the Companies (Management and Administration) Rules, 2014 (as amended) and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended below for the issue of Bonus Shares is proposed to be passed as an Ordinary Resolution by way of postal ballot through physical ballots and e-voting. The proposed Ordinary Resolution and the Explanatory Statement under Section 102 of the Act setting out all material facts concerning the Resolution and to the reason thereof are annexed to this notice for your consideration. The Postal Ballot Form and e-voting instructions are also enclosed to enable you to vote on the proposed Ordinary Resolution.

The Members are requested to read carefully the instructions printed in the Postal Ballot Form, record their assent (for) or dissent (against) therein and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than **5:00 p.m. (IST) on Tuesday, 20th December, 2016.**

Alternatively, Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions for e-voting given in the notes and cast their votes not later than 5:00 P.M. (IST) on Tuesday, 20th December, 2016

Item 1: Issue of Bonus shares by way of Capitalization of Reserves

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as an **Ordinary Resolution**:

- I. **“RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other provisions, if any, including rules notified thereunder as may be amended from time to time and Article 127 of the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”) and subject to provision of Foreign Exchange Management Act, 1999 and consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors of the Company (“the Board or the Board of Directors” which term shall be deemed to include any Committee authorised to exercise powers) be and is hereby authorised to capitalize a sum not exceeding Rs.85,50,19,230 out of the Company’s free reserves or Securities Premium Account or the Capital Redemption Reserve Account in full or in part as may be deemed fit for utilization for the purpose, as per the audited accounts of the Company for the Financial year ended 31st March, 2016 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 8,55,01,923 equity shares of Rs.10/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding fully paid equity shares of Rs.10/- each whose names appear in the Register of Members / Beneficial Owners’ position of the Company on the Record date, **Tuesday, 27th December, 2016**, End of Day (EOD) in the proportion of Three new fully paid up equity shares of Rs.10/- each for one existing fully paid up equity share of Rs.10/- each held by the said member and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the company held by each such members and not as income.
- II. **RESOLVED FURTHER THAT** the new equity shares of Rs.10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu to the existing fully paid equity shares of the Company in all respects and shall carry the same rights as the existing fully paid equity shares of the Company as attributable to the shares as on the Record date.
- III. **RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus shares and the

share certificate(s) for bonus shares be issued / dispatched to the shareholders who hold the existing shares in physical form or opt to receive as such and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.

- IV. RESOLVED FURTHER THAT** the allotment of the bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.
- V. RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations.
- VI. RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or the Committee authorized by the Board or other designated officers of the Company be and is hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval 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 herewith or incidental hereto expressly by the authority of this resolution."

**By order of the Board of Directors
For and on behalf of
Balmer Lawrie & Co. Ltd.
Kavita Bhavsar
Company Secretary**

Place: Kolkata

Date: 10th November, 2016

Notes:

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as well as members holding shares physically as on the close of business hours on Tuesday, 15th November, 2016. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Tuesday, 15th November, 2016 (EOD).
3. Resolution passed by the members through Postal Ballot and e-Voting are deemed to have been passed effectively at a general meeting of the Members.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Notice of Postal Ballot may be served to the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal ballot along with physical form through permitted means. The details of dispatch will be published in the newspaper.
5. Members may also note that the Notice of Postal Ballot will also be available on the Company's website: www.balmerlawrie.com & the website of NSDL : www.evoting.nsdl.com.
6. A Member cannot exercise his / her vote through proxy .
7. Shri Mohan Ram Goenka, Practicing Company Secretary (C.P. No. 2551) Partner of M R & Associates has been appointed as the Scrutinizer to scrutinize the Physical Ballot and the e-voting process in a fair and transparent manner.
8. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and any amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members are informed that the Company is offering 'e-voting' facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with NSDL to facilitate

e-voting. E-voting is optional and Members shall have the option to vote either through e-voting or through Postal Ballot Form. The detailed procedure with respect to e-voting is mentioned below.

9. The voting will commence on **Monday, 21st November, 2016 at 9:00 a.m. (IST)**. The Members are requested to note that:
- a) the e-voting period will commence from **9:00 a.m. (IST) on Monday, 21st November, 2016** and end at **5:00 p.m. (IST) on Tuesday, 20th December, 2016**. Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, Tuesday, 15th November, 2016 (EOD) may cast their votes electronically.
 - b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before **5:00 p.m. (IST) on Tuesday, 20th December, 2016**. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.

Further please note that a person who is not a member of the Company as on the cut off date i.e. Tuesday, 15th November, 2016 (EOD) should treat this notice for information purpose only.

10. Any Member who has not received the Postal Ballot Form may write to the Registrar & Share Transfer Agents (RTA) of the Company i.e. Link Intime India Pvt. Limited, at 59C, Chowringhee Road, 3rd Floor, Kolkata- 700020, Telefax no.: 033 22890539/40, E-mail: kolkata@linkintime.co.in for obtaining a duplicate / additional form.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both the modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
12. The Scrutinizer shall within two days of conclusion of Postal Ballot process i.e. within **Thursday, 22nd December, 2016**, submit the Consolidated Scrutinizer's Report to the Chairman & Managing Director of the Company or in his absence, to any one of the Whole- Time Directors of the Company authorized by the Board.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed Postal Ballot forms or e-voting.
14. Based on the Scrutinizer's Report, the results of the voting by Postal Ballot along with requisite details shall be announced forthwith at the Registered Office of the Company at 21, Netaji Subhas Road, Kolkata-700001 and the same would be available on the website of the Company www.balmerlawrie.com and that of NSDL: www.evoting.nsdl.com and the same will also be intimated to the Stock Exchanges.
15. For any grievances connected to the Postal Ballot including voting by electronic means, members may please contact Mr. Kaustav Sen, Compliance Officer at 21, Netaji Subhas Road, Kolkata – 700001, Telephone No: 033 2222 5329.

Instructions for E-Voting:

The Company is pleased to offer e-voting facility to its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- (A) In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]:
- (i) Open the e-mail and open the PDF file viz, "postalballot.pdf" with your Client ID / Folio No. as password. The said PDF file contains your User ID and Password / PIN for e-voting. Please note that the Password provided in PDF is the 'Initial Password'.
 - (ii) Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com> .
 - (iii) Click on Shareholder – Login.
 - (iv) Put your User ID and Password as Initial Password / PIN noted in step (i) above. Click on 'Login'.
 - (v) The Password change menu appears. Change the Password / PIN with a new Password of your choice with minimum 8 digits / characters or combination thereof. Note the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential.
 - (vi) The Home page of e-voting opens. Click on e-voting: Active Voting cycles.
 - (vii) Select EVEN (E-voting Event Number) of Balmer Lawrie & Co. Ltd.

- (viii) Now you are ready for e-voting as the “Cast Vote” page opens.
 - (ix) Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your votes.
 - (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to goenkamohan@hotmail.com with a copy marked to evoting@nsdl.co.in.
- (B) In case a Member receives a physical copy of the Notice of Postal Ballot [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting a physical copy]:
- (i) EVEN (E-voting Event Number), User ID & Initial Password / PIN provided in the enclosed Postal Ballot Form.
 - (ii) Please follow all the steps from Sr. No. A(ii) to Sr. No. A(xii) above to cast your vote.
- (C) If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password / PIN for casting your vote.

In case of any queries, please refer to the Frequently Asked Questions (FAQs) and the e-voting user manual for Members available in the ‘Downloads’ section of <https://www.evoting.nsdl.com>. You can also contact NSDL via e-mail at evoting@nsdl.co.in or call on the toll free number: 1800-222-990.

ANNEXURE TO THE NOTICE OF POSTAL BALLOT
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 1: Issue of Bonus shares by way of Capitalization of Reserves

Department of Investment and Public Asset Management (DIPAM) of the Ministry of Finance, Government of India (GOI), has issued an office memorandum dated 27th May, 2016 on the subject of “Guidelines on Capital Restructuring of CPSEs”. These guidelines deal with adopting a comprehensive approach for efficient management of investment in CPSEs by the GOI. It is applicable to all corporate bodies where the GOI has a controlling interest. The guidelines on capital restructuring of the CPSEs provides for the criteria for payment of dividend, buyback of shares, issue of bonus shares and splitting of shares. These guidelines in respect of issue of bonus shares are applicable for the Financial year starting from 1st April, 2016. The aforesaid Office Memorandum of DIPAM is available on its website – www.dipam.gov.in .

As on 31st March 2016, the defined reserves and surplus of the Company was Rs.969 crore with a paid up share capital of Rs.28.50 crore. Since the defined reserves and surplus of the company is 34 times of its paid up share capital, the Company is required to consider issue of bonus shares in order to comply with the DIPAM guidelines. Based on the above analysis, the Board recommended the issue of bonus shares after taking into account its performance for the half year ending 30th September, 2016 as well as in compliance with other regulatory requirements. The Board at its meeting dated 10th November, 2016 have recommended the issue of Bonus Shares in the proportion of 3:1 i.e. 3 (Three) new equity bonus shares of Rs.10/- each of the Company for every 1 (one) existing equity share of Rs.10/- each fully paid up of the Company held by the shareholders on the Record Date.

The Directors recommend the adoption of the Resolution. None of the Directors / Key Managerial Personnel of the Company or their respective relatives are interested in the Resolution except to the extent that they would be entitled for bonus shares in relation to their respective holding of equity shares, if any, in the Company.

Place: Kolkata
Date: 10th November, 2016

By order of the Board of Directors
For and on behalf of
Balmer Lawrie & Co. Ltd.
Kavita Bhavsar
Company Secretary