



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)

Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

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सीआईएन/ CIN : L15492WB1924GOI004835

Date: 28th November, 2025

Ref: SECY/Stock Exchange/2025

The Secretary,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E),
Mumbai - 400 051

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

Company Code: **BALMLAWRIE**

Company Code: **523319**

Dear Sir/Madam,

Subject: **Disclosure under Regulation 30 read with Point 20 (b) of Para A of Part A of Schedule III of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations") – Fines imposed by BSE Limited and National Stock Exchange of India Limited on the Company for the quarter ended on 30th September, 2025**

In terms of Regulation 30 read with Point 20 (b) of Para A of Part A of Schedule III of the Listing Regulations read with SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 as amended by SEBI Circular bearing reference no. - SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 and SEBI Circular bearing reference no. - SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/25 dated 25th February, 2025 on the subject, 'Industry Standards on Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015', this is to hereby inform that fines as enumerated hereunder have been imposed on the Company:

- i. Name of the authority: BSE Limited and National Stock Exchange of India Limited
- ii. Nature and details of the action(s) taken or order(s) passed: Fines amounting to Rs. 5,45,160/- and Rs. 5,45,160/- (inclusive of GST) is imposed on the Company by BSE Limited and National Stock Exchange of India Limited, respectively vide e-mails dated 28th November, 2025 for non-compliance of Regulation 17(1) and Regulation 19(1)/19(2) of the Listing Regulations for the quarter ended on 30th September, 2025.
- iii. Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority: 28th November, 2025.

- iv. Details of the violation(s)/contravention(s) committed or alleged to be committed: The fine with respect to non-compliance of Regulation 17(1) of the Listing Regulations was imposed since, during the quarter ended on 30th September, 2025, the Board of Directors of the Company did not comprise of at least 50% of Non-Executive Directors due to insufficient numbers of Independent Directors/Non-Executive Directors on the Board of the Company.

Further, the Stock Exchange(s) have also imposed fine with respect to Regulation 19(1)/19(2) of the Listing Regulations, whereas, pursuant to appointment of a Government Nominee Director with effect from 1st July, 2025, all the members of Nomination and Remuneration Committee were Non-Executive Directors and two-third of the members were Independent Directors during the period under review. Further, the Chairperson of the Nomination and Remuneration Committee was also an Independent Director during the whole quarter under the review. Thus, there was no non-compliance pertaining to Regulation 19(1)/19(2) of the Listing Regulations in respect of composition of the Nomination and Remuneration Committee during the quarter ended on 30th September, 2025.

- v. Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible: No immediate impact is expected except to the extent of the total amount of fines imposed i.e. Rs. 10,90,320/- (inclusive of GST).

In this regard, it would also be pertinent to mention that the Company is a Central Public Sector Enterprise under the administrative control of the Ministry of Petroleum & Natural Gas ('Administrative Ministry'). Further, the Article 7A of the Articles of Association of the Company states that so long as the Company remains a Government Company, the President of India shall, subject to provisions of the Companies Act be entitled to appoint one or more Directors on the Board of the Company which includes Wholetime Directors/Independent Director/Woman Independent Director/Woman Director/Government Nominee Director(s) to hold office for such period and upon such terms and condition as the President of India may from time to time decide. Hence, the composition of the Board of Directors/Committees thereof is dependent on direction by the Administrative Ministry and thus, the aforementioned non-compliances are for factors beyond the control of the Company and accordingly, the Company has made representation(s) with BSE Limited and National Stock Exchange of India for waiver of such fines.

For Balmer Lawrie & Co. Ltd.

Kavita Bhavsar
Company Secretary and Compliance Officer