



SINCE 1867

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

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

सचिव विभाग

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)
फोन : (91) (33) 2222 5329 / 5314 / 5209

SECRETARY'S DEPARTMENT

21, Netaji Subhas Road, Kolkata - 700 001 (INDIA)
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CIN : L15492WB1924GOI004835

Ref: SECY/StockExchange/AGM2016/

Date: 23rd September, 2016

The Secretary,
National Stock Exchange of India Ltd.
Exchange Place
Bandra-Kurla Complex
Bandra (E),
Mumbai - 400 051
Company Code : **BALMLAWRIE**

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Company Code : **523319**

Dear Sir(s),

Sub.: Summary of the Proceedings of the 99th Annual General Meeting of Balmer Lawrie & Co. Ltd.

Pursuant to our letter dated 29th August, 2016 and in terms of **Regulation 30** of the **SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)** read with sub-para 13 of Part A of Schedule III, we are hereby appending a summary of the proceedings of the **99th Annual General Meeting (AGM)** of the Company held on Thursday, 22nd September, 2016 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata - 700 019 at 10:30 a.m.

Kindly acknowledge receipt of the same.

Thanking You,

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

Kaustav Sen
Compliance Officer
Enclosed: As above

Summary of the Proceedings of the 99th Annual General Meeting of Balmer Lawrie & Co. Ltd. held on 22nd September, 2016

The 99th Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. was convened on Thursday, 22nd September, 2016 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 at 10:30 a.m.

Shri Prabal Basu, Chairman & Managing Director (C&MD) chaired the proceedings of the meeting as per the provisions of the Articles of Association and applicable Secretarial Standards. The Company Secretary confirmed that the quorum is present. The requisite quorum being present, the Chairman called the meeting in order. **2910 members** were present in person or through proxy at the meeting.

The C&MD welcomed the members stating that the year 2016 is a landmark year for the Company as it has stepped into its 150th year of Foundation. He further addressed the members about the financial performance of the Company for the year ended 31st March, 2016 and briefed about the future outlook of the Company.

The Chairman informed the members that pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI LODR, the Company had offered e-voting facility to its Members, which commenced on 18th September, 2016 (9:00 a.m.) and ended on 21st September, 2016 (5.00 p.m.). The Company had engaged the services of National Securities Depository Limited (NSDL) for the remote e-voting procedure.

Further, the facility to vote at the AGM by means of ballot paper was provided to the members who had not exercised their vote through e-voting procedure. The Company had appointed Shri Mohan Ram Goenka, a Company Secretary in whole-time practice (Membership No.: 4515) and a Partner of M R & Associates, Company Secretaries, for acting as the scrutinizer of the said procedure.

The C&MD then addressed the queries, observations and clarifications sought by the members and informed that the result of the remote e-voting and physical voting at the AGM shall be notified to the Stock Exchange(s) and uploaded on the website of the Company and NSDL, the agency providing e-voting facility within Forty Eight (48) hours of conclusion of the AGM.

The following items of Ordinary and Special business as listed in the Notice of the 99th AGM were transacted:

ORDINARY BUSINESS

- a. To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial year ended 31st March, 2016 and the



Reports of the Board of Directors and Auditors thereon for the Financial year ended 31st March, 2016 and the comments of Comptroller and Auditor General of India (CAG) thereon.

- b. To declare dividend for the financial year ended 31st March, 2016.
- c. To appoint a Director in place of Ms. Manjusha Bhatnagar (DIN 07059799), a Director who retires by rotation and, being eligible, offers herself for reappointment.
- d. To appoint a Director in place of Shri Dhandapani Sothi Selvam (DIN 07038156), a Director who retires by rotation and being eligible, offers himself for reappointment.
- e. To fix remuneration of the Statutory Auditors (including Branch Auditors) for the financial year 2016-17.

SPECIAL BUSINESS

- a. Appointment of Shri Shyam Sundar Khuntia (DIN 07475677) as Director (Finance) of the Company.
- b. Ratification of Remuneration of Cost Auditor for the Financial Year 2016-17.
- c. Increase in Authorized Share Capital and consequent amendment in Memorandum of Association.
- d. Alteration of Articles of Association relating to increase of Authorized Share Capital.

The C&MD thereafter at the end of discussion on the resolutions, allowed voting with the assistance of the Scrutinizer by the use of ballot paper for all the members who were present at the AGM but have not cast their votes by availing the remote e-voting facility.

The 99th AGM concluded at 2:00 P.M (IST) with vote of thanks.

It is hereby confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules notified thereunder, the SEBI (LODR) and the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

For Balmer Lawrie & Co. Ltd.



Kaustav Sen
Compliance Officer

