



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)
Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)
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CIN : L15492WB1924GOI004835

Date: 28th September, 2022

Ref: SECY/SE/AGM/2022

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

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

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir(s)/Madam(s),

Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Proceedings of the 105th Annual General Meeting of Balmer Lawrie & Co. Ltd.

In furtherance to our intimation dated 3rd September, 2022 and in terms of Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III thereof, please find enclosed the Summary of the Proceedings of the 105th Annual General Meeting of the Company held on Tuesday, 27th September, 2022 through Two-way Video Conferencing (“VC”)/Other Audio-Visual Means (OAVM) at 12:00 Noon IST.

Kindly take the above intimation on your record.

Thanking You,

Yours faithfully,
For Balmer Lawrie & Co. Ltd.

Kaustav Sen
Compliance Officer

Enclosed: As above

Page 1 of 5

Proceedings of the 105th Annual General Meeting of Balmer Lawrie & Co. Ltd. held on Tuesday, 27th September, 2022 at 12:00 Noon through Two-way Video Conferencing (“VC”)/Other Audio-Visual Means (OAVM)

The 105th Annual General Meeting (“AGM”) of the Members of Balmer Lawrie & Co. Ltd. was convened and held through Two-way Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) on Tuesday, 27th September, 2022 at 12:00 Noon IST.

The Company Secretary informed that in view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs through its Circulars has permitted the holding of the AGM through VC/OAVM, without the physical attendance of the Members at a common venue. In compliance with the MCA Circulars, the 105th AGM was held through VC/OAVM.

The Company Secretary further informed the Members that the facility of e-voting including remote e-voting was provided by the National Securities Depository Limited (“NSDL”).

Shri Adika Ratna Sekhar, Chairman and Managing Director, Director (Human Resource and Corporate Affairs) – (additional charge) chaired the AGM (except for Resolution 5) as per the provisions of the Articles of Association of the Company, the Companies Act, 2013 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India. He welcomed all the Directors and Shareholders at the 105th AGM of the Company, being held through VC/OAVM. The Company Secretary confirmed that the requisite quorum was present at the AGM. The requisite quorum being present, the Chairman called the Meeting in order.

The Chairman informed the Members that the Statutory Registers as per the applicable provisions of the Companies Act, 2013 and any other document referred to in the Notice of the AGM along with the Explanatory Statement were available electronically for inspection by the Members during the continuance of the Meeting.

Thereafter, the Chairman introduced the other Directors and Company Secretary attending the 105th AGM of the Company from the Registered Office of the Company at Kolkata and remotely from other locations through VC/OAVM which included the Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholder’s Relationship Committee and Corporate Social Responsibility Committee.

The Chairman welcomed the Members at the 105th AGM of the Company and addressed the Members of the Company. He briefed the Members about the financial performance of the Company for the Financial Year ended on 31st March, 2022, future outlook of the Company, the endeavours of the Company for compliance with the Corporate Governance requirements and Corporate Social Responsibility initiatives taken by the Company.

Thereafter, the Chairman placed before the Meeting, the nine (9) resolutions as set out in the Notice of the 105th AGM for the Members' approval.

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 Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in compliance with the applicable MCA Circulars, the Company had offered e-voting facility including remote e-voting to its Members. The remote e-voting commenced on Friday, 23rd September, 2022 at 09:00 a.m. and concluded on Monday, 26th September, 2022 at 05.00 p.m.

The Chairman further informed the Members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the remote e-voting had already been carried out with respect to the items of business numbered (1) to (9) as stated in the Notice of 105th AGM. Further, those Members who were present at the AGM through VC/OAVM but had not cast their votes by availing the remote e-voting facility could vote by using the e-voting system provided during the Meeting. He further stated that the Members who had cast their vote by remote e-voting prior to the 105th AGM were entitled to attend the 105th AGM only but would not be entitled to cast their vote again during the 105th AGM.

The Chairman informed that the Board of Directors of the Company had appointed Ms. Binita Pandey, (Membership No. A41594 & COP No. 19730), a partner of M/s. T. Chatterjee & Associates, Company Secretary in Whole-time Practice as Scrutinizer for scrutiny of the votes cast through the remote e-voting facility and e-voting facility provided during the AGM, in a fair and transparent manner and that she would submit the Consolidated Scrutinizer's Report within the stipulated time. Thereafter, the Chairman informed that the Result of the remote e-voting and e-voting during the AGM shall be notified to the Stock Exchange(s), where the Equity Shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited and will be uploaded on the website of the Company and on the website of NSDL, (the agency providing e-voting facility) within 2 working days from the conclusion of the 105th AGM.

The Chairman then invited the Members who had registered themselves as speakers to raise any query or issue arising out of the Board's Report and the Audited Accounts of the Company for the Financial Year 2021-2022. Necessary clarifications/ responses were given by the Chairman with respect to the queries, observations and clarifications sought by the Members who had registered themselves as speaker.

The following items of Ordinary and Special Businesses as set out in the Notice of the 105th AGM were proposed for the consideration of the Members:

ORDINARY BUSINESS

(as Ordinary Resolutions):

1. To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon and other statements attached thereto along with the comments of Comptroller & Auditor General of India thereon.
2. To declare dividend for the Financial Year ended 31st March, 2022.
3. To appoint a director in place of Shri Sandip Das (DIN 08217697), a director who retires by rotation and being eligible, offers himself for reappointment.
4. To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2022-23.

SPECIAL BUSINESS

(as Ordinary Resolutions)

5. Appointment of Shri Adika Ratna Sekhar (DIN 08053637) as Chairman and Managing Director and fixation of terms of appointment.
6. Appointment of Dr. Vandana Minda Heda (DIN 09402294) as Non-Executive Independent Director and fixation of terms of appointment.
7. Appointment of Shri Rajeev Kumar (DIN 09402066) as Non-Executive Independent Director and fixation of terms of appointment.
8. Appointment of Shri R. M. Uthayaraja (DIN: 09678056) as Director (Manufacturing Businesses) and fixation of terms of appointment.
9. Ratification of remuneration of Cost Auditor for the Financial Year 2022-23.

The Chairman thereafter concluded the discussions on the resolutions as set out in the Notice of the 105th AGM and thanked all the Members for their participation at the AGM and for their constructive suggestions and observations.

The 105th AGM was concluded with vote of thanks to the Chair.

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 MCA Circular, Listing Regulations and the Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India (ICSI). The Meeting concluded at 01:39 p.m.