



**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)  
फोन : (91)(033)2222-5329/5314/5209  
ई-मेल : bhavsar.k@balmerlawrie.com  
21, Netaji Subhas Road, Kolkata - 700 001, (India)  
Phone : (91)(033) 2222-5329/5314/5209  
E-mail : bhavsar.k@balmerlawrie.com  
CIN : L15492WB1924GOI004835

Date: 18<sup>th</sup> November, 2019

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

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

Company Code : **BALMLAWRIE**

Company Code : **523319**

Dear Sir,

Sub: **Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Issue of Bonus Shares through Postal Ballot**

Pursuant to Regulation 30 read with Schedule III Part A Para A (12) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and in continuation to our intimations dated 11<sup>th</sup> November, 2019 & 15<sup>th</sup> November, 2019 wherein we informed the Stock Exchanges that the Board of Directors of the Company has resolved to seek shareholders' approval through Postal Ballot for issuance of Bonus Shares, we are enclosing herewith a copy of the Postal Ballot Notice dated 14<sup>th</sup> November, 2019 along with the Postal Ballot Form circulated to the Shareholders of the Company through Post/ email for seeking their consent for issue of bonus shares and allied matters.

Kindly take the above information on record as per the requirements of the Listing Regulations.

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

**Kaustav Sen**  
Compliance Officer

Encl: As above



# Balmer Lawrie & Co. Ltd.

(A Government of India Enterprise)

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

CIN: L15492WB1924GOI004835

Telephone No: 033 22225314, Email: [bhavsar.k@balmerlawrie.com](mailto:bhavsar.k@balmerlawrie.com),

Website: [www.balmerlawrie.com](http://www.balmerlawrie.com)

## NOTICE OF THE POSTAL BALLOT

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

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) 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 / 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 the reason thereof are annexed with this notice for your consideration. The Postal Ballot Form and 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 duly completed Form in all respect, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than **5:00 p.m. (IST) on Wednesday, 18<sup>th</sup> December, 2019.**

Alternatively, Members desiring to opt for remote e-voting facilities, as arranged by the Company, are requested to read the instructions for e-voting given in the notes.

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

To consider the following Resolution as an Ordinary Resolution:

- I. **"RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other applicable statutory provisions, if any, including Rules notified there under as may be amended from time to time and Article 127 of the Articles of Association of the Company and in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the Regulations") and other applicable laws, rules, regulations, etc., if any, and subject to the 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 authorized to exercise powers) be and is hereby authorized to capitalize a sum not exceeding Rs. 57,00,12,820 (Rupees Fifty Seven Crore twelve thousand eight hundred and twenty only) 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 31<sup>st</sup> March, 2019 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 57001282 equity shares of Rs.10/-each fully paid up, 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 of the Company on the Record date, i.e., Saturday, 28<sup>th</sup> December, 2019, as fixed by the Board for the purpose, in the proportion of 1 (one) new fully paid up equity share of Rs.10/- each for 2 (two) existing fully paid up equity shares 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 allotted and issued 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** in case of fractional shares, if any, arising out of the issue and allotment of the Bonus equity shares, the Board ("the Board" or "the Board of Directors" which term shall be deemed to include any Committee authorized to exercise powers) be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to any person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as practical, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.
- IV. **RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottee in respect of the Bonus shares.
- V. **RESOLVED FURTHER THAT** the allotment of the new equity Bonus shares to the extent that they relate to non-resident/foreign members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company, shall be subject to the approval if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or any other Regulatory Authority as may be deemed necessary.

- VI. **RESOLVED FURTHER THAT** the Board or such authority as approved by 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 and amendments thereto.
- VII. **RESOLVED FURTHER THAT** for the purpose of giving effect to aforesaid Resolution, the Board or the Committee authorized by the Board or other designated officers of the Company be and are hereby authorized jointly and 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 extent 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.  
Sd/-  
Kavita Bhavsar  
Company Secretary**

**Place: Kolkata  
Date: 14<sup>th</sup> November, 2019**

**NOTES:**

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form for casting Vote by the Members is also enclosed.
2. Documents referred in the accompanying Notice and Explanatory Statement thereto, are open for inspection by members, at the Registered Office of the Company during the business hours till 18 December 2019, on all working days, except on Saturday(s)/ Sunday(s)/ Holiday(s).
3. The Notice along with Postal Ballot Form/ e-voting credentials is being sent to all the Members, whose names appear in the Register of Members of the Company or Register of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 11<sup>th</sup> November, 2019. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Members the close of business hours on Monday, 11<sup>th</sup> November, 2019.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Notice along with Postal Ballot Form 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 along with Postal Ballot Form/ e-voting credentials 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. Resolution passed by the members through Postal Ballot or e-voting credentials are deemed to have been passed effectively at a general meeting of the Members.
6. Members may also note that the Notice of Postal Ballot will also be available on the Company's website: [www.balmerlawrie.com](http://www.balmerlawrie.com) & the website of Karvy Fintech Private Limited (Karvy) <https://evoting.karvy.com> and would also be reported to the BSE Ltd. and National Stock Exchange of India Ltd.
7. A Member cannot exercise his / her vote through proxy.
8. Shri Mohan Ram Goenka, Practicing Company Secretary (C.P. No. 2551) a Partner of M R & Associates has been appointed as the Scrutinizer to scrutinize the Postal Ballot and the e-voting process in a fair and transparent manner.
9. In compliance with the provisions of section 108 and Section 110 of the Act read with Rule 20 & 22 of 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') and Secretarial Standard-2, 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 Karvy 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.  
  
Members who have received the Postal Ballot Notice along with e-voting credentials by e-mail and who wish to vote through Physical Postal Ballot Form or Members who are desirous of obtaining duplicate Postal Ballot Form may write to the Karvy for getting the Physical Postal Ballot Form at contact details provided in Serial 11 hereunder.
10. The Members are requested to note that:
  - a) The voting including, e-voting period will commence from **9:00 a.m. (IST) on Tuesday, 19<sup>th</sup> November, 2019** and will end at **5:00 p.m. (IST) on Wednesday, 18<sup>th</sup> December, 2019**. 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, i.e. at the close of business hours on **Monday, 11<sup>th</sup> November, 2019** may cast their votes electronically.
  - b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before **5:00 p.m. (IST), on Wednesday, 18<sup>th</sup> December, 2019** 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, Monday, 11<sup>th</sup> November, 2019(EOD) should treat this notice for information purpose only.

11. Any Member who has not received the Postal Ballot Form may write for obtaining a duplicate / additional form to the Company or Registrar & Share Transfer Agent of the Company i.e. Karvy Fintech Private Limited, Unit - Balmer Lawrie & Co. Ltd., at:
  - Apeejay House, 15, Park Street, C-Block, 3<sup>rd</sup> Floor, Kolkata – 700016; or
  - Karvy Selenium, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad – 500032.
  - Toll free No. 18003454001; email: einward.ris@karvy.com.
- Alternatively, the Member can download the same from the Company's website at [www.balmerlawrie.com](http://www.balmerlawrie.com).
12. 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 votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
13. Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman & Managing Director of the Company or in his absence, to any Person authorized by the Chairman. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot.
14. 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.
15. 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 on Thursday, 19<sup>th</sup> December, 2019 by 5:00 p.m. (IST) at 21, Netaji Subhas Road, Kolkata-700001 as well as the Corporate Offices(s) and the same would be available on the website of the Company at [www.balmerlawrie.com](http://www.balmerlawrie.com) and that of RTA at [www.karvyfintech.com](http://www.karvyfintech.com) and the same will also be intimated to the Stock Exchanges simultaneously.
16. 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, email: [sen.k@balmerlawrie.com](mailto:sen.k@balmerlawrie.com).

#### Instructions for E-Voting:

##### 1. Voting through electronic means (Electronic Voting)

- I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e- voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants(s)]:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case(a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Balmer Lawrie & Co. Limited'.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for item(s) of the notice separately. In case you do not desire to cast your vote on item(s), it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Balmer Lawrie & Co. Limited".
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants(s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Postal Ballot Form.
  - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

**II. Other Instructions:**

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E- voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S. V. Raju, Deputy General Manager (Unit: Balmer Lawrie & Co. Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- a. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b. The remote e-voting period commences on **Tuesday, 19<sup>th</sup> November, 2019 (9.00 a.m. IST)** and ends on **Wednesday, 18<sup>th</sup> December, 2019 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, 11<sup>th</sup> November, 2019** may cast their votes electronically through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change its subsequently.
- c. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. **11<sup>th</sup> November, 2019**.
- d. If e-mail address or mobile number of the Member is not registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
- e. Member may call Karvy's toll free number 1800-3454-001.

**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 & 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 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 inter-alia provides for the criteria for payment of dividend, buyback of shares, issue of Bonus shares and splitting of shares. These Guidelines were applicable 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 is available on its website – [www.dipam.gov.in](http://www.dipam.gov.in).

As on 31<sup>st</sup> March 2019, the defined Reserves and Surplus of the Company was Rs.1189.81 crore with a paid-up share capital of Rs.114.00 crore. Since the defined Reserves and Surplus of the Company is more than 10 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 decided to issue Bonus shares after taking into account various parameters and compliance of regulatory requirements. The Board at its meeting dated 11<sup>th</sup> November, 2019 had recommended the issue of Bonus Shares in the proportion of 1:2 i.e. one new equity Bonus share of Rs.10/- each of the Company for every two existing equity share of Rs.10/- each fully paid up of the Company held by the shareholders on the Record Date. The record date for the purpose shall be 28<sup>th</sup> December, 2019.

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: 14<sup>th</sup> November, 2019

**By Order of the Board of Directors  
For and behalf of  
Balmer Lawrie & Co. Ltd.  
Sd/-  
Kavita Bhavsar  
Company Secretary**



# Balmer Lawrie & Co. Ltd.

(A Government of India Enterprise)

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

CIN: L15492WB1924GOI004835

Telephone No: 033 22225314, Email: [bhavsar.k@balmerlawrie.com](mailto:bhavsar.k@balmerlawrie.com),

Website: [www.balmerlawrie.com](http://www.balmerlawrie.com)

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name of Sole/ First named Shareholder :
2. Registered Address of Sole/First named Shareholder
3. Name(s) of the Joint Holder(s), if any :
4. Registered Folio No./ DP ID No. & Client ID No.\* :  
(\*Applicable to investors holding shares in Dematerialized form)
5. Number of Shares Held (as on 11<sup>th</sup> November, 2019):

I / We hereby exercise my/ our vote in respect of the following Ordinary Resolution to be passed through Postal Ballot for the business as stated in the Postal Ballot Notice of the Company dated 11<sup>th</sup> November, 2019, by conveying my/ our Assent (For) or Dissent (Against) to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Serial No.	Description of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	<b><u>ORDINARY RESOLUTION</u></b> Authorizations for declaration of Bonus Shares in the ratio of 1:2, i.e. one new equity share of Rs.10 each fully paid up for every two existing equity shares of Rs. 10 each fully paid up by Capitalization of a sum of Rs.57,00,12,820 (Rupees Fifty Seven Crores, twelve thousand eight hundred and twenty only) out of the Company's Free Reserves/ Securities Premium Account/ Capital Redemption Reserve Account in full or in part and connected matters.			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder(s)

The Company has engaged the services of Karvy Fintech Private Limited as the Authorized Agency to provide e-voting facility. The e-voting particulars are set out as follows:

**E-voting User ID and Particulars (Please visit <https://evoting.karvy.com> to cast your vote online)**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**The e-voting facility will be available during the following voting period:**

Commencement of e-voting	End of e-voting
<b>Tuesday, 19<sup>th</sup> November, 2019 at 9:00 a.m.(IST)</b>	<b>Wednesday, 18<sup>th</sup> December, 2019 at 5:00 p.m. (IST)</b>

**IMPORTANT INSTRUCTIONS**

1. The form may kindly be filled in capital letters and should be complete in all respects.
2. The number of shares for which the shareholder wishes to signify his/her assent/dissent should be indicated clearly.
3. To indicate assent/dissent a ✓ (tick mark) should be made in the relevant column. A Form bearing tick mark in both the columns shall be treated invalid.
4. The signature of the shareholder should match with the specimen signature in the records of the Company or Registrar & Share Transfer Agent of the Company or as per the records furnished by NSDL/ CDSL as the case may be.
5. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
6. In case of joint holding the form should be completed and signed by the first named shareholder and in his absence by the next named shareholder.
7. A Shareholder desiring to exercise vote by postal Ballot may complete this Postal Ballot Form and send it to "The Scrutinizer, Balmer Lawrie & Co. Ltd., 21, Netaji Subhas Road, 3<sup>rd</sup> Floor, Kolkata 700001, in the attached postage prepaid self-addressed Business Reply Envelope which bears the name of the aforesaid Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier / speed post/registered post at the expense of the shareholder, will also be accepted.
8. Duly completed Postal Ballot form should reach the Scrutinizer not later than **5:00 p.m. (IST) on Wednesday, 18<sup>th</sup> December, 2019**. Postal Ballot form received after this date will be strictly treated as if the reply from the shareholder has not been received.
9. Shareholders are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Alternatively, a Shareholder may opt for e-voting as per the instructions provided for e-voting in the postal Ballot notice.
11. A Shareholder can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Shareholder casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
12. In case shares are held by Companies, trusts, societies etc. the duly completed Postal Ballot form should be accompanied by certified true copy of the Board Resolution / authority letter. Postal Ballot Form signed by the holder of power of attorney for and on behalf of the shareholder of the company must be accompanied by the attested true copy of power of attorney.
13. There will be only one postal Ballot form for every folio irrespective of the number of joint shareholder(s).
14. Shareholders are entitled to cast their votes differently i.e. all the votes either in favor or against or partly in favor or against.
15. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on **Monday, 11<sup>th</sup> November, 2019**. Only a Shareholder entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an information only.
16. A Shareholder may request for a duplicate Postal Ballot Form, if so required from the Registrar and Share Transfer Agent of the Company, i.e., Karvy Fintech Private Limited or from the Company or download the same from the Company's website at [www.balmerlawrie.com](http://www.balmerlawrie.com). However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (8) above.
17. The Scrutinizer's decision on the validity on the Postal Ballot will be final.
18. The instances in which the form shall be treated as invalid or rejected are as follows:
  - a. A form other than one issued by the Company has been used;
  - b. It has not been signed by or on behalf of the Shareholder;
  - c. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company;
  - d. It is not possible to determine without any doubt the assent or dissent of the Shareholder;
  - e. Neither assent nor dissent is mentioned;
  - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Shareholder;
  - g. The envelope containing the Postal Ballot Form is received after the last date prescribed;
  - h. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i. It is received from a Shareholder who is in arrears of payment of calls;
  - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - k. Shareholder has made any amendment to the Resolution or imposed any condition while exercising his vote.
19. The result of voting on the Resolution will be declared on or before Friday, 20<sup>th</sup> December, 2019 at the Registered Office of the Company and will also be displayed on the website of the Company [www.balmerlawrie.com](http://www.balmerlawrie.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent of the Company.