

Notice of 95th Annual General Meeting to the Members

NOTICE is hereby given that the 95th Annual General Meeting of the Members of Balmer Lawrie & Co. Ltd. will be held at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhury Avenue, Kolkata – 700 019, on Wednesday, 26 September, 2012, at 10:30 a.m. to transact the following: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31 March 2012 and the Profit and Loss Account for the financial year ended 31 March 2012 and the reports of the Auditors and the Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri P K Bora, who retires by rotation and being eligible, offers himself for reappointment
4. To appoint a Director in place of Shri Asish K Bhattacharyya, who retires by rotation and being eligible, offers himself for reappointment.
5. To fix remuneration of the Auditors for the financial year 2012-13 and to pass, with or without modification(s), the following Resolution:

As an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 619, read with Section 224(8)(aa) of the Companies Act, 1956 (“the Act”), the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Auditors appointed under Section 619 of the Act, by the Comptroller and Auditor General of India including the cost of reimbursement of out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the financial year 2012-13 by the said Auditors.”

SPECIAL BUSINESS:

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions:

6. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of

Section 257 of the Companies Act, 1956, Shri P P Sahoo, Wholetime Director be and is hereby appointed a Director, whose period of office as such Director shall be subject to determination by retirement of directors by rotation.”

7. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri Virendra Sinha, Wholetime Director designated Chairman & Managing Director, be and is hereby appointed a Director, whose period of office as such Director shall be subject to determination by retirement of directors by rotation.”

8. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri Niraj Gupta, Wholetime Director be and is hereby appointed a Director, whose period of office as such Director shall be subject to determination by retirement of directors by rotation.”

9. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri Anand Dayal, Wholetime Director be and is hereby appointed a Director, whose period of office as such Director shall be subject to determination by retirement of directors by rotation.”

10. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri Partha S. Das, Government Nominee Director be and is hereby appointed a Director, whose period of office as such Director shall be subject to determination by retirement of directors by rotation.”

Registered Office:
Balmer Lawrie House
21, Netaji Subhas Road
Kolkata 700 001
14 August 2012.

By Order of the Board
Balmer Lawrie & Co. Ltd
Amit Ghosh
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN HIS STEAD, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. **Proxies, in order to be effective, must be received at the Registered Office, not less than 48 hours before the Meeting.**

3. Dividend on equity shares as recommended by the Board of Directors for the financial year ended 31 March 2012, when declared at the meeting, will be paid to those Members, whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company / Registrar & Share Transfer Agent, on or before the close of business hours on 11 September 2012 and in respect of shares held in electronic form, to those 'Deemed Members', whose names appear in the statement of Beneficial Ownership to be furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the end of business hours on 11 September 2012. Such payment would be made on or before 25 October 2012.

4. The Company will be providing National Electronic Clearing Services (NECS) facility to the Shareholders whereby they will be able to receive their dividend by direct electronic credit to their bank account(s). In the absence of availing of the NECS option by the Shareholders, the Company would send the dividend warrants by post in the normal manner.

Shareholders holding shares in physical form, who have earlier not furnished their Bank details or have changed their Bank account, are requested to fill in the "NECS Mandate Form" provided along with this Annual Report and send it to the Company's Registrars and Share Transfer Agents. Shareholders holding shares in dematerialized form are required to furnish such details to their respective Depository Participants, if not furnished earlier.

5. Members who hold shares in the certificate form and wish to make any nomination / change nomination

6. made earlier in respect of their shareholding in the Company as permitted under Section 109A of the Companies Act, 1956, may submit the prescribed Form 2B to the Registrar & Share Transfer Agent of the Company. The Form can be downloaded from the website of the Company www.balmerlawrie.com under the section 'Investor Relations' or may be obtained from the Registrar & Share Transfer Agent on request. If they hold the shares in dematerialized form, they may contact their respective Depository Participant for such nomination.

7. Additional information relating to the Directors retiring by rotation and seeking re-appointment at this Meeting, as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.

8. Members are requested to:

I. Intimate on or before 20 September 2012, to the Registrar & Share Transfer Agent of the Company viz.,

Link Intime India Pvt. Ltd.

59C, Chowringhee Road, 3rd floor,
Kolkata- 700 020,
(Telefax no. 033-2289 0539,
e-mail: kolkata@linkintime.co.in):-

(a) Change in their address (including PIN Code), mandate, etc. with requisite documentary proof;

(b) Bank account number, name and address of the bank;

(c) Contact phone number(s) and e-mail ID.

II. Quote the ledger folio or Client ID and DP ID numbers in all communications with the Company.

III. Bring their copies of Annual Report and show Attendance Slip and Entry Pass at the entrance of the venue of the Meeting. Annual Report shall not be distributed at the venue of the Meeting.

IV. Note that the Register of Members and Share Transfer Books shall remain closed from **12**

September 2012 to 26 September, 2012 (both days inclusive)

- V. Note that unclaimed dividend relating to dividend paid on 1 October 2004 has been transferred to the Investor Education and Protection Fund on 3 December 2011. Further, the amount of unclaimed final dividend relating to the dividend paid on 29 September 2005 will become due for transfer to the Investor Education and Protection Fund of the Central Government pursuant to Section 205C of the Companies Act, 1956 on 29 September 2012.
- VI. Note that in compliance with Rule 3 of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 the requisite return has been filed by the Company in Form 5 INV with the Ministry of Corporate Affairs disclosing the balance of unclaimed and unpaid amounts for the financial year ended 31 March, 2011 duly updated till the date of the last Annual General Meeting namely 23 September, 2011. As mandated under the said rules, the shareholder-wise information as to the unclaimed/unpaid dividend has also been placed on the website of the Company.
- VII. Note that though in terms of Sections 224(8)(aa) and 619 of the Act, in case of a Government Company, the Comptroller and Auditor General of India is to appoint the Auditor(s), the remuneration payable to the Auditors is required to be fixed by the Company at a general meeting. Item no.5 under the ordinary business has been included accordingly as an Ordinary Resolution.
- VIII. The attention of the Members is invited to Page 111 of this Report, which seeks confirmation from the Members as to their e-mail ID for receiving documents from the Company through electronic mode should they opt for the said mode. This is intended as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.

**Explanatory Statement Under Section 173 (2) of the Companies Act, 1956
[Forming Part of the Notice to the Members]**

Item No. 6

Shri P P Sahoo, who is a Bachelor of Arts, Bachelor of Law and holds a Masters Degree in Personnel Management & Industrial Relations, was appointed as a Wholetime Director -- based on direction from the Ministry of Petroleum & Natural Gas, Government of India ["the Government"] -- and assumed office on 14 December 2011.

Pursuant to Section 260 of the Companies Act, 1956 ["the Act"] and Article 9 of the Articles of Association of the Company, Shri P P Sahoo shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Sahoo as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The direction from the Government as contained in its letter dated 14 December, 2011 received in this regard for the appointment of Shri P.P.Sahoo, as Wholetime Director and the Articles of Association of the Company are open

for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Sahoo would remain a Whole-time Director of the Company.

Except Shri Sahoo, no other Director is interested or concerned in the Resolution.

Item No. 7

Shri Virendra Sinha, Bachelor of Arts and MBA, was appointed as Whole-time Director --under the designation of Chairman & Managing Director, based on direction from the Ministry of Petroleum & Natural Gas, Government of India ["the Government"] -- and assumed office on 1 January 2012.

Pursuant to Section 260 of the Companies Act, 1956 ["the Act"] and Article 9 of the Articles of Association of the Company, Shri Virendra Sinha shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Sinha as a Director of the Company whose office shall be subject to determination by retirement of directors by rotation.

The direction from the Government as contained in letter dated 7 October 2011 received in this regard for the appointment of Shri Sinha as Wholetime Director under the designation of Chairman & Managing Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Sinha would remain a Whole-time Director of the Company under the designation of Chairman & Managing Director.

Except Shri Sinha, no other Director is interested or concerned in the Resolution.

Item No. 8

Shri Niraj Gupta, who is a Bachelor of Commerce and a member of The Institute of Chartered Accountants of India, was appointed as a Wholetime Director -- based on direction from the Ministry of Petroleum & Natural Gas, Government of India ["the Government"] – and assumed office on 27 July 2012.

Pursuant to Section 260 of the Companies Act, 1956 ["the Act"] and Article 9 of the Articles of Association of the Company, Shri Niraj Gupta shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Gupta as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The direction from the Government as contained in its letter dated 27 July, 2012 received in this regard for the appointment of Shri Gupta, as Wholetime Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Gupta would remain a Whole-time Director of the Company.

Except Shri Gupta, no other Director is interested or concerned in the Resolution

Item No. 9

Shri Anand Dayal, who is a Bachelor of Arts and holds a Post-Graduate Diploma in Marketing Management, was

appointed as a Wholetime Director -- based on direction from the Ministry of Petroleum & Natural Gas, Government of India ["the Government"] – and assumed office on 1 August 2012.

Pursuant to Section 260 of the Companies Act, 1956 ["the Act"] and Article 9 of the Articles of Association of the Company, Shri Anand Dayal shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Dayal as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The direction from the Government as contained in its letter dated 3 May, 2012 received in this regard for the appointment of Shri Dayal, as Wholetime Director and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Dayal would remain a Whole-time Director of the Company.

Except Shri Dayal, no other Director is interested or concerned in the Resolution

Item No. 10

Shri Partha S. Das, who is a Bachelor of Technology from Indian Institute of Technology Kharagpur and also possesses the qualification of Certified Internal Auditor and Certified Information System Auditor, was appointed as a Government Nominee Director -- based on direction from the Ministry of Petroleum & Natural Gas, Government of India ["the Government"] – effective 14 August 2012.

Pursuant to Section 260 of the Companies Act, 1956 ["the Act"] and Article 9 of the Articles of Association of the Company, Shri Das shall hold his office up to the date of the forthcoming Annual General Meeting.

The Company has received a notice under Section 257 of the Act, proposing the appointment of Shri Das as a Director of the Company, whose office shall be subject to determination by retirement of directors by rotation.

The direction from the Government -- as contained in its letter dated 3 August 2012 received in this regard for the appointment of Shri Das, as Government Nominee Director -- and the Articles of Association of the Company are open for inspection at the Registered Office on all working days (except Saturdays) during 11 a.m. to 1 p.m.

Your Directors recommend the Ordinary Resolution for your approval. If approved, Shri Das would remain a Government Nominee Director of the Company.