



Balmer Lawrie & Co. Ltd.

Registered Office : 21, Netaji Subhas Road, Kolkata - 700 001

POSTAL BALLOT NOTICE

TO
THE MEMBERS OF THE COMPANY,

Notice pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Balmer Lawrie & Co. Ltd. (the Company) proposes to issue Bonus shares on the terms & conditions set out in the Resolution appended below by capitalization of its Reserves. The Company is, therefore, seeking approval of the Members by means of a Postal Ballot.

Accordingly, the proposed Ordinary Resolution and Explanatory Statement stating material facts and the reasons for the proposal are being sent to the Members along with a Postal Ballot form for consideration.

The Company has appointed Shri P V Subramanian, a Practicing Company Secretary having a long standing, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 6th day of May 2013. The Scrutinizer, after completion of the scrutiny, would submit his report to the Chairman & Managing Director [C&MD] of the Company. The results of the Postal Ballot would be declared by the C&MD or in his absence, by one of the whole time Functional Directors or any Officer authorized by the C&MD on 9th day of May, 2013 at 11 a.m. at the Registered Office of the Company. The results would additionally be put up on the Company's website www.balmerlawrie.com and also intimated through press advertisement issued in newspapers. The Resolution, if approved, will be taken as passed effectively on the date of declaration of the results.

ORDINARY RESOLUTION "RESOLVED THAT

- i. In accordance with the applicable provisions of the Companies Act, 1956 [including any amendment thereof or re-enactment thereof for the time being in force] and Securities and Exchange Board of India [Issue of Capital and Disclosure Requirements] Regulations, 2009 and pursuant to Article 127 of the Articles of Association of the Company and recommendation of Board of Directors and subject to such other approvals, consents, permissions and sanctions as may be required from the appropriate authorities, **consent of the Members be and is hereby accorded** to capitalize a sum of ₹ 12.215 crore out of the General Reserves Account -- or such other account of the Company as is permissible under law -- and to issue from the sum so capitalized, 1,22,14,560 new Shares of ₹ 10 each credited as fully paid-up to the holders of existing fully paid Equity Shares of ₹ 10/- each of the Company, whose names will appear in the Register of Members and / or Statement of Beneficial Ownership to be furnished by National Securities Depositories Limited [NSDL] and Central Depository Services [India] Limited [CDSL] on a date ("**the Record Date**") to be decided by the Board of Directors (which expression shall also include a Committee thereof), the issue being made as an increase of the amount of the share capital of the Company held by each such member, and not as income or in lieu of dividend, the bonus shares being issued in the proportion of three new Equity bonus share of ₹ 10/- each for every four existing fully paid Equity share of ₹ 10/- each held in the capital of the Company.
- ii. The Equity shares of ₹ 10/- each to be allotted as Bonus Shares shall be subject to the terms of the Memorandum & Articles of Association of the Company and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the Bonus Shares are allotted
- iii. No letter of allotment shall be issued to the allottees of the new Equity shares allotted as Bonus Shares and that Share Certificates in respect of the said new shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, with the proviso that in respect of the Shareholders whose names will appear in the Register of Members and / or Statement of Beneficial Ownership to be furnished by NSDL and CDSL the new Equity shares will be credited as Bonus Shares to the dematerialized account of such allottees holding their existing equity shares in electronic form.
- iv. Allotment of the new equity bonus shares to the extent that they relate to Non-resident Members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India, as may be deemed necessary.
- v. For the purpose of giving effect to the aforesaid resolutions, the Board or Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the Bonus Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard if any, prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its absolute discretion thinks fit and proper to accept."

By Order of the Board
Balmer Lawrie & Co. Ltd

Amit Ghosh
Company Secretary

Date : 3rd April 2013
Place : Kolkata

(P.T.O)

EXPLANATORY STATEMENT
[Pursuant To Section 173 Of The Companies Act, 1956]

The present Authorised Share Capital of the Company is ₹ 30 crore and the Paid-up Share Capital is ₹16.28 crore. The Reserves as per the audited accounts as on 31 March, 2012 is ₹ 602.63 crore. The Board of Directors at its Meeting held on 26 March 2013 has recommended an issue of Bonus Shares in the proportion of **three** new Equity Shares of ₹ 10/- each in the Company for every **four** existing Equity shares of ₹10/- each held by the Members in the paid-up capital of the Company on a date ("the Record Date") to be hereafter fixed by the Board / Committee of the Board, by capitalization of a sum of ₹ 12.215 crore from the Reserves. The same is proposed to be applied in full by issuing at par 1,22,14,560 new Equity Shares of ₹ 10/- each credited as fully paid up bonus shares.

The proposed issue of Bonus Shares will be made in line with the Guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if any, as may be required from the statutory authorities. Pursuant to Article 127 of the Articles of Association of the Company, it is necessary to seek the approval of the Members for issue of Bonus Shares by capitalization of reserves. Hence, this proposal along with requisite documentation seeking approval by passing Resolution under Postal Ballot in terms of Section 192A of the Companies Act, 1956.

The Company is pleased to offer E-Voting facility as an alternative for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form with their vote(s). The instructions for the same appear on a separate sheet attached. Please note E-Voting is OPTIONAL.

By Order of the Board
Balmer Lawrie & Co. Ltd

Date : 3rd April 2013

Amit Ghosh

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form in all respects and send it to the scrutinizer in the attached self addressed postage prepaid envelope. However, envelopes containing postal ballot forms, if deposited in person or sent by courier at the expense of the members will also be accepted. Voting through any other form or photocopy of the postal ballot form will not be considered valid.
2. The self-addressed envelope bears the name and address of the scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
5. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for each of the resolution, as the case may be, before mailing the Postal Ballot Form.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. Members are entitled to cast their votes differently i.e. all the votes either in favour or against or partly in favour or against.
9. Duly completed postal ballot form should reach the Scrutinizer not later than the close of working hours on 6th day of May 2013. Postal Ballot Form received after this date will strictly be treated as if the reply from the member has NOT been received.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on 28th March 2013 being the cut off date for the exercise of vote by postal ballot.
11. Votes will be considered invalid *inter alia* on the following grounds:
 - a. if the Member's signature does not tally
 - b. if the Member has marked all his shares both in favour and also against the resolution.
 - c. If the Postal Ballot is unsigned
 - d. if the Ballot Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against the Resolution or on one or more of the above grounds.
12. The date of declaration of the result of voting on the Postal Ballot shall be deemed to be the date of passing or otherwise of the Resolution.
13. The Scrutinizer's decision on the validity of the postal ballot will be final.

E-Voting

The Company is pleased to offer E-Voting facility as an alternative, for its Members to enable them to cast their votes electronically instead of despatching Postal Ballot Form with their votes. **E-Voting is optional.** The procedure and instructions for the same are as follows:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii. Now click on "Shareholders" tab to cast your votes.
- iii. Now, select the Electronic Voting Sequence Number – (EVSN) alongwith "Balmer Lawrie & Co. Ltd." from the drop down menu and click on "SUBMIT".
- iv. Now fill up the following details in the appropriate boxes :

User-ID	For Members holding shares in Demat Form : a) For NSDL : 8 Character DP ID followed by 8 Digit Client ID b) For CDSL : 16 digit Beneficial Owner ID For Members holding shares in Physical Form: ● Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form
PAN	*Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

*Members who have not updated their PAN with the Company / Depository Participant are requested to use "DEFAULT NUMBER" in the PAN field or use physical Postal Ballot Form for voting.

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. 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 communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same need to be reset.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any other company, then your existing login id and password are to be used.
- x. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO but the total number in YES and NO taken together should not exceed your total shareholding.
- xii. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote click on "CANCEL" and accordingly modify your vote.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at pvs17@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.
- xvii. Members have option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.



Balmer Lawrie & Co. Ltd.

Registered Office : 21, Netaji Subhas Road, Kolkata - 700 001

POSTAL BALLOT FORM

Serial No.

1. Name and Registered Address
of the Sole/First named Member
(in block letters)

2. Name(s) of the Joint Member(s)
if any (in block letters)

3. Registered Folio No. / Client ID No.*
(*Applicable to members holding Shares in
demat form)

4. No. of shares held

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business as stated in the Notice of the Company dated 3rd April 2013, by conveying my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Sl No.	Description	Total No. of Shares	I/We assent to the resolution (VOTES FOR)		I/We dissent to the resolution (VOTES AGAINST)	
			Tick (✓) here	No. of Shares	Tick (✓) here	No. of Shares
1.	Ordinary Resolution for issue of Bonus Shares.					

Place :

Date :

Signature of the Member

NOTE: Last Date for receipt of Postal Ballot Form by the Scrutinizer: **6 May 2013.**

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD/PIN	PAN/DEFAULT NUMBER

Notes: (i) If the voting rights are exercised electronically, there is no need to use this form
(ii) Please read carefully the instructions overleaf before exercising your vote.