

Notice of 96th Annual General Meeting to the Members

NOTICE is hereby given that the 96th 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 Tuesday, 24 September, 2013, 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 2013 and the Profit and Loss Account for the financial year ended 31 March 2013 and the reports of the Auditors and the Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri P P Sahoo, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Virendra Sinha, who retires by rotation and being eligible, offers himself for reappointment.
5. To fix remuneration of the Auditors for the financial year 2013-14 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 2013-14 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 VLVSS Subba Rao, 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.”

7. As an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956, Shri Prabal Basu, 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.”

8. As a Special Resolution:

“RESOLVED THAT pursuant to Section 94(1)(a) and other applicable provisions of the Companies Act, 1956 (“the Act”), the Authorised Share Capital of the Company be increased from the present level of ` 30,00,00,000 (Rupees thirty crore only) – divided into such number of Equity and Preference Shares of ` 10/- each as would not exceed the total capital amount of ` 30,00,00,000 (Rupees thirty crore only) – to ` 60,00,00,000 (Rupees sixty crore only) divided into such number of Equity and Preference Shares of ` 10/- each as would not exceed the total capital amount of ` 60,00,00,000 (Rupees sixty crore only) of the Company, by creation of 3,00,00,000 shares of ` 10/- each in the Authorised Share Capital of the Company.

“RESOLVED FURTHER THAT pursuant to the provision of Section 94(1) read with Section 31 of the Act, Clause 5 being the Capital Clause of the Memorandum of Association and Article 3 of the Articles of Association of the Company be consequentially amended to increase the Authorised Share Capital stated therein to ` 60,00,00,000 (Rupees sixty crore only) divided into such number of Equity and Preference Shares of ` 10/- each as would not exceed the total capital amount of ` 60,00,00,000 (Rupees sixty crore only) of the Company.”

Registered Office:
Balmer Lawrie House
21, Netaji Subhas Road
Kolkata 700 001
12 August 2013.

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 2013, 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 10 September 2013 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 10 September 2013. Such payment would be made on or before 23 October 2013.

4. The Company will be providing National Electronic Clearing Services (NECS) facility to the Shareholders — as per advice contained in Circular no. CIR/MRD/DP/10/2013 dated 21 March 2013 from the Securities and Exchange Board of India — whereby Members would 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 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 in case they have earlier not furnished full details of their Bank account or have changed their Bank account. 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 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.
6. Additional information relating to the Directors retiring by rotation and seeking re-appointment / appointment at this Meeting, as required under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.
7. Members are requested to:
- I. Intimate on or before 20 September 2013, 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 & other details mentioned in the NECS mandate form;

(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 shall remain closed from 11 September 2013 to 24 September, 2013 (both days inclusive)**. Share transfers received in order by the Company or its Registrar & Transfer Agent till 10 September 2013 would be processed for payment of dividend, if declared at the Meeting, to the transferees or their mandatees.
- V. Note that unclaimed dividend relating to dividend paid on 29 September 2005 has been transferred to the Investor Education and Protection Fund on 1 December 2012. Further, the amount of unclaimed final dividend relating to the dividend paid on 25 September 2006 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 25 September 2013.
- 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, 2012 duly updated till the date of the last Annual General Meeting namely 26 September, 2012. 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.4 under the ordinary business has been included accordingly as an Ordinary Resolution.
- VIII. The attention of the Members is invited to Page 119 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 VLVSS Subba Rao, who holds a Master Degree in Economics and is a member of Indian Economic Services, was appointed on 26 September 2012 as a Government Nominee Director on the Board, based on direction from the Ministry of Petroleum & Natural Gas, Government of India ["the Government"].

Pursuant to Section 260 of the Companies Act, 1956 ["the Act"] and Article 9 of the Articles of Association of the Company, Shri Subba Rao 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 Subba Rao 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 31 August 2012 received in this regard for the appointment of Shri Subba Rao, 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 Subba Rao would remain a Government Nominee of the Company.

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

Item No. 7

Shri Prabal Basu, who is a Bachelor of Commerce, qualified Chartered Accountant (ACA), qualified Company Secretary (ACS) and a qualified Cost & Management Accountant (ACMA), was appointed as a Wholetime Director designated Director [Finance], based on direction from the Ministry of Petroleum & Natural Gas, Government of India ["the Government"] – and he assumed office on 1 December 2012.

Pursuant to Section 260 of the Companies Act, 1956 ["the Act"] and Article 9 of the Articles of Association of the Company, Shri Prabal Basu 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 Basu 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 October, 2012 received in this regard for the appointment of Shri Prabal Basu, 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 Basu would remain a Whole-time Director designated Director [Finance] of the Company.

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

Item No. 8

After the allotment of 1,22,14,560 Bonus Shares on 25th May, 2013 to the shareholders in the proportion of 3 new Bonus shares of ` 10/- each for every existing 4 equity shares held, the Paid-up Capital of the Company stands at ` 28.50 crore, which is almost equal to the Authorized Capital. It, is therefore, felt essential to increase the present Authorised Share Capital from ` 30 crore to ` 60 crore.

The Company proposes to increase its Authorised Capital as it would enable the Company to raise resources in the form of share capital as and when operationally necessary for financing its expansion programmes as also to permit future capitalization of reserves.

Section 94 of the Companies Act, 1956 ("the Act") provides that a limited company having a share capital, may, if so authorised by its articles, increase its share capital by such amount as it thinks expedient by issuing new shares and by altering the conditions of Memorandum of Association [MoA]. Article 4 of the Articles of Association [AoA] of the Company authorises the Company to alter the conditions of MoA to increase the Authorised Capital by creation of new shares as may be deemed expedient.

Increase of Authorised Share Capital necessitates alteration of Clause 5 viz, the Capital Clause of MOA and Article 3 of the AOA. Section 94(2) enjoins that alteration of authorised share capital shall be made by a company at a General Meeting. Since the alteration involves amendment of Clause 3 of Articles of Association, the consent of the Members has to be obtained by a Special Resolution in terms of Section 31 of the Act.

Approval of the shareholders is accordingly being sought in accordance with Section 31 read with Section 94(2) of the Act for increase in the Authorised Share Capital from ` 30 crore to ` 60 crore and for alteration of Clause 5 viz., the Capital Clause of MoA and Article 3 of the AoA.

Your Directors recommend the Special Resolution for your approval. None of the Directors are interested or concerned in the Resolution.

**Brief details of the Directors seeking Re-appointment / Appointment at the
96th Annual General Meeting to be held on 24 September 2013**

Name	Shri P P Sahoo	Shri Virendra Sinha	Shri Prabal Basu	Shri VLVSS Subba Rao
Date of Birth	7 May, 1954	13 July, 1955	18 October, 1963	9 June, 1961
Date of Appointment on the Board / assumption of office	14 December, 2011	1 January, 2012 [on 14 June 2010 as Director (Service Businesses)]	1 December, 2012	26 September, 2012
Date of appointment /last re-appointment at the Annual General Meeting	26 September, 2012	26 September, 2012	NA	NA
Qualification	<ul style="list-style-type: none"> • Bachelor of Arts. • Bachelor of Law • Masters Degree in Personnel & Management Industrial Relations 	<ul style="list-style-type: none"> • Bachelor of Arts. • Masters Degree in Business Administration 	<ul style="list-style-type: none"> • Bachelor of Commerce • Member of the Institute of Chartered Accountants of India. • Member of the Institute of Company Secretaries of India. • Member of the Institute of Cost Accountants of India. 	<ul style="list-style-type: none"> • Masters Degree in Economics. • Member of Indian Economic Services.
Expertise in Specific Functional areas	He has a working experience of 35 years during which he has developed expertise in the functional areas of General Management and Human Resource Management.	He has a working experience of 35 years during which he has developed expertise in Marketing, International Trade especially in understanding operation of multi-modal logistics hubs and container freight stations and in General Management.	Has a working experience of 27 years during which he has developed expertise in the functional areas of Accounts & Finance.	Has a working experience of 26 years during which he has gained expertise in the areas of Finance, Project Appraisal, Trade Logistics, Training and economic administration.
Shareholding of Non-Executive Director	Not Applicable being a Whole-time Director	Not Applicable being a Whole-time Director	Not Applicable a Whole-time Director	Nil
Directorship / Chairmanship on the Board of other companies	Nil	Director <ul style="list-style-type: none"> • Balmer Lawrie (UK) Ltd. • Balmer Lawrie (UAE) LLC • Balmer Lawrie Van Leer Ltd. • PT Balmer Lawrie Indonesia (Commissioner) 	Director <ul style="list-style-type: none"> • Balmer Lawrie (UK) Ltd. • Balmer Lawrie Investments Ltd. • Balmer Lawrie Hind Terminals Pvt. Ltd. 	Nil
Membership / Chairmanship of Committee(s) of the Board in various companies.	Nil	<i>Audit Committee Member:</i> Balmer Lawrie Van Leer Ltd. Balmer Lawrie & Co. Ltd. <i>Shareholders'/Investors' Grievance Committee Member:</i> Balmer Lawrie & Co. Ltd.	<i>Audit Committee Member:</i> Balmer Lawrie Investments Ltd. [Chairman] <i>Shareholders'/Investors' Grievance Committee Member:</i> Balmer Lawrie & Co. Ltd. Balmer Lawrie Investments Ltd.	<i>Audit Committee Member:</i> Balmer Lawrie & Co. Ltd. <i>Shareholders'/Investors' Grievance Committee Member:</i> Balmer Lawrie & Co. Ltd. [Chairman]