



NOTICE TO THE MEMBERS

Notice is hereby given that the 62nd Annual General Meeting of Balmer Lawrie-Van Leer Limited will be held at the Registered office of the Company at D-195/2, TTC Industrial area, MIDC Turbhe, Near Turbhe Telephone Exchange, Navi Mumbai- 400 705 on Tuesday, September 06, 2022 at 04.00 P.M.(IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Board of the Directors and Auditors thereon.
2. To declare dividend of Rs. 6.00/- per equity share (i.e. 60% on the face value of Rs. 10/- per equity share) for the financial year 2021-22 on Equity Shares.
3. To appoint a Director in place of Mr. Adika Ratna Sekhar (Din No. **08053637**) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sandip Das (Din No. **08217697**) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Designation of Mr. Balaji Venkatesh Sathyanarayanan (DIN: 08673086), Director as Chairman.**

To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in partial modification to earlier resolution approved by the Shareholders at the 60th Annual General Meeting of the Company held on September 29, 2020, and pursuant to the provisions Article of Associations, Sections 196, 197, 203 of Companies Act 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications or re-enactment thereof, for the time being in force, and the relevant provision of the Articles of Association of the Company, consent of the Company be and is hereby accorded for the appointment of Mr. Balaji Venkatesh Sathyanarayanan (DIN : 08673086) as a Director designated as Chairman of the Company not liable to retire by rotation with effect from March 28, 2022.

RESOLVED FUTHER THAT, except for the change in designation mentioned above, all other terms and conditions of his appointment approved by shareholders shall remain unchanged.”

6. **Re-appointment of Mr. Girish Pundlik (DIN 08099591) as Managing Director.**

To consider and if though fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:



“RESOLVED THAT pursuant to the provisions of Sections 161(3),196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications, amendments or re-enactments thereto for the time being in force, and the relevant provision of the Articles of Association of the Company, and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Girish Pundlik (DIN No. 08099591) as Managing Director of the Company for a period of two years commencing from 1st April, 2022 to 31st March, 2024 (both days inclusive) on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Girish Pundlik, Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr. Girish Pundlik, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit during the tenure of his appointment (including extension thereof) the remuneration as agreed between the Company and Managing Director shall be considered as minimum remuneration payable to the Managing Director.

RESOLVED FURTHER THAT as Managing Director of the Company, Mr. Girish Pundlik shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.”

7. **Appointment of Mr. Jaime Moreno Marin (DIN: 08214953) as Director**

To consider and if though fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification’s or re-enactment thereof for the time being in force, as amended, Mr. Jaime Moreno Marin (DIN: 08214953) who was appointed as Additional Director with effect from March 28, 2022 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director be and is hereby appointed as Director on the Board of the Company liable to retire by rotation”



a. Appointment of Mrs. Wanda Hendrika Van Engelen (DIN: 09604817) as Director

To consider and if though fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification's or re-enactment thereof for the time being in force as amended, Mrs. Wanda Hendrika Van Engelen (DIN: 09604817) who was appointed as Additional Director with effect from May 12, 2022 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director be and is hereby appointed as Director on the Board of the Company liable to retire by rotation.”

By Order of the Board of Directors
For **Balmer Lawrie-Van Leer Limited**

Nilesh Shirke
Company Secretary

Registered office:

D-195/2, TTC Industrial area,
MIDC Turbhe, Near Turbhe Telephone Exchange,
Navi Mumbai- 400 705

CIN No: U99999MH1962PLC012424

Dated: 24th May, 2022.



EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 5 to 8

In respect of item No. 5

The Company had received a written communication from M/s Greif International holding B.V dated March 24, 2022 for withdrawal of nomination of Mr. Hari Krishna Kumar. Consent is received from Mr. Hari Krishna Kumar expressing his willingness and desire to step down as Chairman of the Company.

On recommendation of M/s Greif International Holdings B.V. and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have designated Mr. Balaji Venkatesh Sathyanarayanan, Director of the Company as Director, Chairman w.e.f March 28, 2022, not liable to retire by rotation, subjected to approval of the members at the ensuing AGM. Except the change in designation there is no change in terms and condition as approved by the shareholders on September 29, 2020.

The Board recommends the Resolution set forth at Item No. 5 of the Notice for approval of the members as a Special Resolution.

In respect of item No. 6

The Board of Directors of the Company at its meeting held on March 07, 2018 approved the appointment of Mr. Girish Pundlik as nominee Director of M/s. Balmer Lawrie & Co. Ltd with effect from April 01, 2018. Mr. Girish Pundlik was also appointed at the aforesaid Board meeting as Managing Director of the Company for three year commencing April 01, 2018 and ending on March 31, 2021. In the Board Meeting held on March 31, 2021, Mr. Girish Pundlik was appointed as Managing Director for a term of one year commencing from April 01, 2021 to March 31, 2022.

The Company received a written communication from M/s Balmer Lawrie & Co. Ltd recommending extension of term of Mr. Girish Pundlik, Managing Director for two years commencing from April 01, 2022 to March 31, 2024. The Board at the meeting held on March 28, 2022 approved re-appointment of Mr. Girish Pundlik as Managing Director. The Company has considered the Contribution of Mr. Girish Pundlik and growth sustained by the Company under his leadership and guidance. The Nomination and Remuneration Committee recommended and the Board approved re-appointment of Mr. Girish Pundlik as Managing Director for a term of two years commencing from April 01, 2022 and ending on March 31,



2024.

Pursuant to Section 161(3) of the Companies Act, 2013 (“the Act”) and Article 126 of the Articles of Association of the Company the Managing Director so appointed/ nominated shall not be liable to retire by rotation but shall be entitled to hold the office until removal or fresh appointment/ nomination.

The Board of Directors at its meeting held on March 28, 2022 also approved the remuneration and perquisites to be paid and facilities to be granted to Mr. Girish Pundlik as Managing Director as set out in the draft agreement to be entered into between the Company and Mr. Girish Pundlik referred to in the resolution at item no.6 of the Notice.

The appointment of Mr. Girish Pundlik as Managing Director and the remuneration proposed to be paid are in conformity with the provisions and requirements of Schedule V of the Act and accordingly approval of central government is not required. However the appointment and remuneration proposed is subject to the approval of shareholders in general meeting pursuant to the Section 196 of the Act.

Mr. Girish Pundlik, aged 56 years, B E (Polymer Engineering) and MBA (Finance) Pune University has varied experience of 30 years and above at various levels working with in domestic and overseas companies. Mr. Girish Pundlik had joined the Company on July 07, 2016 as ‘Chief Executive Officer’ and in the 58th Annual General Meeting held on September 07, 2018 was appointed for as Managing Director for a term of three years beginning from April 01, 2018, followed by re-appointment for a term of one year beginning April 01, 2021 to March 31, 2022.

The material terms of the draft agreement referred to in the resolution at item no. 6 are as follows:

1. The appointment of Mr. Girish Pundlik as Managing Director shall be for a period of 2 years commencing from April 01, 2022 and ending on March 31, 2024.
2. Mr. Girish Pundlik shall be responsible for and in charge of day to day management of the Company and shall exercise powers and perform such duties as may be entrusted by the Board from time to time more particularly under authority granted to him.
3. Mr. Girish Pundlik shall devote his whole time, attention and abilities during the business hours to the business of the Company and use his best endeavors to promote interest and welfare of the Company.
4. Mr. Girish Pundlik shall be entitled to the following emoluments, benefits and perquisites subject to limits laid down under Section 197, 198 and Schedule V of the Companies Act, 2013
 - (a) Salary: Rs. 163250/- per month Annual increment with consequential increase in other allowances and benefits as may be approved by the Board each year based on merit and Company’s performance.



- (b) Allowances Reimbursements & Perquisites: Mr. Girish Pundlik shall be entitled to following allowances, reimbursement of expenses and perquisites in accordance with the rules of the Company, applicable from time to time and shall be subject to limits as may be approved by the Board of Directors or its Committee:
- (1) Allowances like house rent Allowance, cost of living allowance, children education allowance, variable performance bonus, leave travel allowance;
 - (2) Reimbursements towards books and periodicals, soft furnishing, uniform, medical expenses, repairs;
 - (3) Perquisite like reimbursement of gas, electricity, Company owned AC car with driver, reimbursement of expense towards running and maintenance of car, reimbursement of insurance premium for hospitalization policy for self, spouse and dependent children, Payment for Corporate club membership fees including entrance fees (maximum two clubs)
- (c) Commission: Subject to the overall ceiling as per Section 197 of the Companies Act, 2013, the Company shall pay commission @ 2% of the incremental Profit after Tax ("PAT") of the Company over previous financial year subject to a minimum of Rs. 4,00,000/- per year.
- (d) Retirement Benefits: Company shall contribute to Provident Fund @ 12% of basic salary plus cost of living allowance to provident fund and 15% of basic salary to Superannuation Fund. However Company's total contribution to Provident Fund and Superannuation Fund shall be up to a limit exempt from taxation under the Income-tax Act, as amended from time to time.

Gratuity as per rules of the Company subject to a maximum limits as per the Payment of Gratuity Act as applicable at the time of retirement, resignation or termination.

Encashment of leave during the tenure and /or at the end of tenure shall be in accordance with the rules of the Company.

- (e) Post Retirement Benefits: In the event of tenure extending till the age of retirement as per the rules of the Company or thereafter, Mr. Girish Pundlik shall be eligible for following additional benefits/ re-imbursements:
- i. Travelling expenses for self and family from Mumbai to Home town by Air or 1st Class AC train
 - ii. Expenses for transfer of personal household items including packing, transit insurance, and local levy, if any.
 - iii. House Rent, telephone expenses and car expenses including driver's salary as per last eligibility limits for maximum of two months
 - iv. Sale of fixed assets provided under Company's Furniture scheme at written down value or price as per rules of the Company

Minimum Remuneration: In the event of loss or inadequacy of profits during any financial year during the aforesaid period, the Company will pay remuneration by way of salary, allowance, reimbursement and perquisites as specified above, not exceeding the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013, subject to requisite approval being obtained, if required.



5. Mr. Girish Pundlik shall not be paid any sitting fees for attending the meeting of the Board or of any Committee thereof.
6. Mr. Girish Pundlik shall be entitled to Privilege Leave, Sick Leave and Casual Leave as per the rules of the Company.
7. Mr. Girish Pundlik shall not during the terms of his appointment and at any time thereafter, divulge or disclose any information or knowledge obtained by him during his employment as to the business or affairs of the Company or any trade secrets or confidential information including technical processes of the Company.
8. Mr. Girish Pundlik shall not during the terms of his appointment or thereafter directly or indirectly engage himself in any business activity substantially similar to or competing with the business or activity of the Company or do any deed, matter or things so as to solicit the customer of the Company or offer to provide any service to any of the Customer otherwise than through the Company. Mr. Girish Pundlik shall not hold directorship in other Company without the previous written permission of the Company. However holding or making investment in shares of other Companies shall not be deemed a contravention of this clause.
9. In the event of Mr. Girish Pundlik is not in position to discharge his official duties due to any physical or mental incapacity or disqualifies himself to act as a Director for reasons stated in Section 164 Companies Act, 2013 or breach of Section 167 of the Companies Act, 2013, the Board of Directors shall have right to terminate this agreement on such terms as the Board of Directors may consider appropriate in the circumstances.
10. All personnel policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to Mr. Girish Pundlik, unless specifically provided otherwise.

The draft agreement between the Company and Mr. Girish Pundlik referred to in the resolution at item no. 6 will be open for inspection by the members at the registered office of the Company during business hours on any working day except Saturday till the conclusion of this meeting.

The Directors consider the aforesaid remuneration to be commensurate with the duties and responsibilities of Mr. Girish Pundlik as Managing Director and recommend the Resolution at item no. 6 for approval by the members.

Mr. Girish Pundlik is interested in this resolution since it relates to his own appointment. None of the other Directors or Key Managerial Persons of the Company is in any way concerned or interested, financial or otherwise in the resolution

The Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as a Special Resolution.

In respect of item No. 7

The Company had received written intimation from M/s Greif International Holding B.V. dated March 24, 2022, proposing, the withdrawal of nomination of Mr. Hari Krishna Kumar (DIN No. 06508909) from the Board of the Company and appointment of Mr. Jaime Moreno Marin (DIN No. 07168391) as Director on Board of the Company. Pursuant to recommendation of



Nomination and Remuneration Committee, Board of Directors at the meeting held on March 28, 2022 approved appointment of Mr. Jaime Moreno Marin as Additional Director, liable to retire by rotation, and subjected to approval of the members at the ensuing AGM

Pursuant to provisions of Section 161 of the Act and Article 126 of the Articles of Association of the Company, Mr. Jaime Moreno Marin will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Jaime Moreno Marin for the office of Director. Mr. Jaime Moreno Marin, once appointed will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors. The Company has received from Mr. Jaime Moreno Marin's (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Mr. Jaime Moreno Marin are provided as annexure to this Notice.

The Board recommends the Resolution set forth at Item No. 7 of the Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 7 of this Notice

In respect of item No .8

The Company had received written intimation from M/s Greif International Holding B.V. dated March 24, 2022, proposing, the withdrawal of nomination of Mrs. Donna McPherson (DIN No. 09817217) from the Board of the Company and appointment of Mrs. Wanda Hendrika Van Engelen (DIN No. 09604817) as Director on Board of the Company. Pursuant to recommendation of Nomination and Remuneration Committee, Board of Directors at the meeting held on May 24, 2022 approved appointment of Mrs. Wanda Hendrika Van Engelen as Additional Director effective from May 12, 2022, liable to retire by rotation, and subjected to approval of the members at the ensuing AGM

Pursuant to provisions of Section 161 of the Act and Article 126 of the Articles of Association of the Company, Mrs. Wanda Hendrika Van Engelen will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mrs. Wanda Hendrika Van Engelen for the office of Director. Mrs. Wanda Hendrika Van Engelen, once appointed will be liable to retire by rotation and will be subject to the Company's Policy on Retirement of Directors. The Company has received from Mrs. Wanda Hendrika Van Engelen's (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Mrs. Wanda Hendrika Van



Engelen are provided as annexure to this Notice.

The Board recommends the Resolution set forth at Item No. 8 of the Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 8 of this Notice

NOTES

1. In accordance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and General Circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA circulars") applicable provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company would be providing a two-way Video Conference (VC) facility in order to provide an opportunity to all its Members to participate virtually at this AGM through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company which shall be deemed to be venue of the Meeting.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate in the AGM and vote through remote voting during AGM are requested to send a certified board resolution to the scrutinizer through email to bhaskar@nlba.in with a copy to rnt.helpdesk@linkintime.co.in
3. A statement giving the details of the Director seeking appointment/re-appointment under Item No. 5 to 8 of the accompanying Notice and other requisite information as per Secretarial Standard-2 on General Meetings, are provided in annexure attached herewith.
4. Relevant Documents referred in the proposed resolution may be inspected at the Registered Office of the Company during the business hours on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
5. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, members are requested to take action to dematerialize their Equity Shares in the Company, promptly.



6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 5 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
7. The Board of Directors in its meeting held on May 24, 2022 declared Dividend of Rs.6.00/- (60%) per Equity Share of Rs.10/- each for the Financial Year 2021-22 payable to those Members whose name appears in the Register of Members/ Depository Participant as on August 30, 2022.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 31, 2022 to Tuesday, September 06, 2022 (both days inclusive) for the purpose of determining Members eligible for dividend on Equity Shares, if approved by the Members.
9. The dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or before October 06, 2022 to Members whose names appear on the record of Depositories on Tuesday, August 30, 2022, close of business hours (for shares held in demat mode) and in the Register of Members of the Company (for shares held in physical mode) updated as on close hours of August 30, 2022. The dividend will be paid to the Members within the stipulated time.
10. Members are requested to immediately notify any change in their name, registered address, email id, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank mandate viz. name and address of the branch of the bank, MICR code of the branch, account number with blank cancelled cheque to their Depository Participant (DP) quoting their Client IDs in case of shares held in demat form and to the Registrars and Share Transfer Agents M/s. Link Intime India Private Limited, C 101, 247 Park LBS Marg, Vikhroli (West), Mumbai- 400 083, Tel No: +91 22 49186000 Fax No: +91 22 49186060, Website: www.linkintime.co.in, Email id: rnt.helpdesk@linkintime.co.in of the Company quoting their Folio Number in case of shares held in physical form.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least 7 days before the Annual General Meeting through email on investors@blvlindia.com the same will be replied by the Company suitably.
12. Unclaimed dividends for the financial year ended March 31, 2015 shall be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government in terms of the provisions of Section 124 of the Companies Act 2013. Those members who have so far not encashed the dividend(s) from the year ended March 31, 2015 till the year ended March 31, 2022 are requested to approach the Registrars and Share Transfer Agents of the Company for payment.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the information in respect of the unclaimed dividends as on March 31, 2022, on the website of the IEPF viz. www.iepf.gov.in and also under the "Investors Section" on the website of the Company



viz. www.blvlindia.com.

13. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares singly are advised to avail of nomination facility in their own interest. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
14. In compliance with the aforesaid MCA Circulars 20/ 2020 date May 31, 2020 read with 2/2022 dated May 05, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Depository Participant (DP)/Registrar & Share Transfer Agents. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.blvlindia.com. Members who have not registered their email address so far are requested to register their e-mail address with the Depository Participant (DP)/Registrar & Share Transfer Agents of the Company for receiving all communications from the Company electronically. In case you have not registered your email id with the DP / RTA please access the link https://linkintime.co.in/EmailReg/Email_Register.html to temporarily register your email id for obtaining Annual Report 2021-22 and e-voting login details therein.
15. Members attending the AGM in person or through registered proxies shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Registrar and Share Transfer Agents (in case of shares held in physical mode) and with Depository Participant (in case of shares held in demat mode).
17. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by August 30, 2022 by accessing the link https://linkintime.co.in/EmailReg/Email_Register.html. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by Tuesday, August 30, 2022 by accessing the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
18. The AGM will be held through VC/ OAVM, a Route Map of the venue of meeting is not annexed to this Notice.
19. Pursuant to the provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company



is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by Members using remote e-voting system along with e-voting at AGM will be provided by M/s Link Intime India P.Ltd.

20. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. The remote e-voting period commences on Saturday, September 03, 2022 (9:00 a.m. IST) and ends on Monday, September 05, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday August 30, 2022 i.e. cut-off date, may cast their vote electronically.
22. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday , August 30, 2022.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as attending and e-voting at the AGM.
24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at mnt.helpdesk@linkintime.co.in
25. The Instructions for Members for Remote E-Voting are as under :
Pursuant to SEBI Circular dated December 09, 2020, on e-Voting facility provided by companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Login method for Individual shareholders holding securities in demat mode/physical mode is given below:-

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL



1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. **Individual Shareholders (holding securities in demat mode) login through their depository participants**
- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.



Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company



Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.



Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

GENERAL INSTRUCTIONS

1. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, August 30, 2022.
2. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
3. Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Tuesday, August 30, 2022, may obtain the login ID and password by following the instructions of Remote e-voting.
4. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment



of the Company and shall make, within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.

5. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.blvindia.com and on the LIPL website <https://instavote.linkintime.co.in>.
26. **Mr. Bharat R. Upadhyay, Practicing Company Secretary (Membership No.: FCS 5436 / C.P No.: 4457), failing him Mr. Bhaskar Upadhyay Practicing Company Secretary (Membership No. : FCS 8663 / C.P No. : 9625), failing him Mr. Mitra Ratnani (Membership No. : ACS 65355 / C.P No. : 25354),** have been appointed as the Scrutinizer to scrutinize the process of e-voting at the AGM, in a fair and transparent manner.
27. The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, through e-voting facility as provided by Link Intime India Pvt. Ltd for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
28. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
29. The Chairman or a person authorized by him in writing shall forthwith on receipt of the Scrutinizers report declare the results of voting. The report of the Scrutinizer shall be placed on the website of the Company www.blvindia.com.com and on the website of <https://instavote.linkintime.co.in> immediately after the declaration of result by the Company.

By Order of the Board of Directors

For Balmer **Lawrie-Van Leer Limited**

Place : Mumbai

Dated : 24th May, 2022

Nilesh Shirke

Company Secretary



Additional Information about the Directors seeking appointment/re-appointment/change of designation pursuant to Secretarial Standard of the Institute of Company Secretaries of India.

Name of the Director	Mr. Balaji Venkatesh Sathyanarayanan	Mr. Girish Pundlik	Mr. Sandip Das	Mr. Adika Ratna Sekhar	Mr. Jaime Moreno Marin	Mrs. Wanda Hendirka Van Engelen
Director Identification Number (DIN)	08673086	08099591	08217697	08053637	08214953	09604817
Date of Birth / Age	02-07-1970	06-03-1967	25-12-1962	10.06.1964	31.05.1970	10-03-1964
Date of First Appointment	01-02-2020	01-04-2018	01-05-2020	21.12.2020	28.03.2022	13.05.2022
Date of last appointment / Re-appointment at AGM	01.02.2020	01-04-2021	01.05.2020	21.12.2020	NA	NA
Qualifications	BE Electronics & Communications, MBA General Management & HR, Advance Management Program	BE-Polymer Engineer and MBA -Finance.	Chartered Accountant, with wide experience.	Master of social work with Specialization in Personnel Management, Industrial Relations & Labour Welfare	B.E (Electrical).	Degree in Civil Law
Experience in no of Years	More than 20 years	More than 29 years.	More than 30 years	More than 30 years	More than 20 years	More than 30 years.
Expertise in specific functional areas	Mr. Balaji Venkatesh Sathyanarayanan is ha wide experience in Human Resources and General Management	Mr. Girish Pundlik has wide experience in Packaging Industry both overseas and in India.	Mr. Sandip Das, a qualified Chartered Accountant, joined Balmer Lawrie on 24th May 1993. Prior to taking over as Director, he was holding the position of Senior Vice President [Finance].	Mr. Adika Ratna Sekhar joined Balmer Lawrie & Co. Ltd on 14 th January 2014 as Senior Vice President- HR. He has wide experience in Human Resources Management, Industrial Relations and Administration.	Mr. Jaime Moreno Marin has vast experience in Manufacturing (operation, Quality Control, Product Development etc.), Project & Marketing.	Mrs. Wanda Hendirka Van Engelen is VP Legal in M/s Greif International Holding BV. She has rich experience of Legal Affairs, M&A, Corporate restructuring, IP, and other legal matters.
No. of Board Meetings attended during the year	5	5	5	5	1	-
Relationship between Director inter-se	Nil	Nil	Nil	Nil	Nil	Nil
Details of shares held in Co.	Nil	Nil	Nil	Nil	Nil	Nil
a) Own						
b) For other person as beneficial owner						
List of Companies* in which Directorship held as on 31.03.2022	<ul style="list-style-type: none"> Balmer Lawrie Van Leer Limited 	<ul style="list-style-type: none"> Balmer Lawrie Van Leer Limited 	<ul style="list-style-type: none"> Balmer Lawrie & Co. Ltd. Balmer Lawrie Investments Limited Transafe Services Limited 	<ul style="list-style-type: none"> Balmer Lawrie & Co. Ltd. Biecco Lawrie Limited Balmer Lawrie Van Leer Limited 	<ul style="list-style-type: none"> Balmer Lawrie Van Leer Limited 	Balmer Lawrie Van Leer Limited

62nd AGM Balmer Lawrie Van Leer Limited



			<ul style="list-style-type: none"> • Vishakhapatnam Port Logistics Park Limited • Balmer Lawrie Van Leer Limited 			
Chairperson / Member of Mandatory Committees** of the Board of the Companies on which he/she is a Director as on 31.03.2022	<ul style="list-style-type: none"> • Balmer Lawrie Van Leer Limited 	Nil	Nil	<ul style="list-style-type: none"> • Balmer Lawrie & Co. Ltd. 	Nil	Nil