



## NOTICE TO THE MEMBERS

Notice is hereby given that the 63rd 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 5, 2023 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, 2023 together with the Report of the Board of the Directors and Auditors thereon.
2. To declare dividend of Rs. 4/- per equity share (i.e. 40 % on the face value of Rs. 10/- per equity share) for the financial year 2022-23 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 Jaime Moreno Marin (**DIN No. 08214953**) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time for appointment of statutory auditors, M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W ) who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 2 years from the conclusion of the Sixty Third Annual General Meeting (AGM) of the Company till the conclusion of the Sixty Fifth Annual General Meeting, to examine and audit the accounts of the Company at Mumbai and the divisions, on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.”

### SPECIAL BUSINESS:

6. **Appointment of Mr. R. M. Uthayaraja (DIN No. 09678056) 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 or re-enactment thereof for the time being in force, as amended, **Mr. R. M. Uthayaraja (DIN No. 09678056)** who was appointed as Additional Director with effect from March 29, 2023 and holds office up to the

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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”

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

Place : Bengaluru

Dated: 16th May, 2023.

**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 & 6

**In respect of item No. 5**

M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No.: 0010176N/ N500013) were appointed for a second term of 5 years as Statutory Auditor of the Company by the Members at the 58th Annual General Meeting (“AGM”) held on September 7, 2018 to hold office till the conclusion of the 63rd AGM of the Company to be held in the calendar year 2023. Accordingly, the second term of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Statutory Auditor of the Company comes to an end at this AGM.

In terms of section 139 (2) of the Companies Act, 2013 an audit firm can be appointed for a maximum of two terms of five consecutive years.

M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No. 105047W) is registered with the Institute of Chartered Accountants of India (ICAI) and is a reputed audit firm. The Audit Firm is having rich experience of doing audit of large manufacturing companies or big conglomerates, etc. and therefore the Audit Committee have recommended the appointment M/s.

M/s. MSKA & Associates, Chartered Accountants to the Board of Directors of the Company.

The Board of Directors of the Company at their meeting held on May 16, 2023, based on the recommendation of the Audit Committee, have recommended the appointment of M/s M/s. MSKA & Associates, Chartered Accountants as the Statutory Auditor of the Company, to hold

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office for a first term of two consecutive years from the conclusion of this 63rd Annual General Meeting (AGM) till the conclusion of the 65th AGM of the Company to be held in the Calendar year 2025, on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, in the resolution set out at Item No. 5 of the Notice.

## **In respect of item No. 6**

The Company had received written intimation from M/s Balmer Lawrie & Co. Ltd dated January 20, 2023, proposing, the withdrawal of nomination of Mr. Sandip Das (DIN No. 08217697) from the Board of the Company and appointment of Mr. R. M Uthayaraja (DIN No. 09678056) as Director on Board of the Company. Pursuant to recommendation of Nomination and Remuneration Committee, Board of Directors at the meeting held on March 29, 2023 approved appointment of Mr. R.M. Uthayaraja as Additional Director effective from March 29, 2023, 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. R. M Uthayaraja 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. R. M Uthayaraja for the office of Director. Mr. R. M Uthayaraja, 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. R. M Uthayaraja (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. R.M. Uthayaraja are provided as annexure to this Notice.

The Board recommends the Resolution set forth at Item No. 6 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. 6 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

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dated December 8, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 10/2022 dated December 28, 2022 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 the 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 [brupadhyay@hotmail.com](mailto:brupadhyay@hotmail.com) with a copy to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). 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. 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
3. In support of the Green initiative taken by Ministry of Corporate Affairs and pursuant to Section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Notice of AGM, Annual Report and Attendance Slip, Proxy Form are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to- those Members who have not registered their e-mail address with the Depository Participant(s). In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. A statement giving the details of the Director seeking appointment/re-appointment under Item No. 6, the accompanying Notice and other requisite information as per Secretarial Standard-2 on General Meetings, are provided in annexure attached herewith.
5. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of the Special Business specified under Item no. 6 of the accompanying Notice is annexed hereto. Further, additional information with respect to Item no. 3, 4 & 5 is also annexed hereto.

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6. SEBI vide Notification No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2021 unless the securities are held in the dematerialized form with the depositories. Therefore, Physical Shareholders are requested to take action to dematerialize their Equity Shares in the Company, promptly.
7. The Board of Directors in its meeting held on May 16, 2023 declared Dividend of Rs.4.00/- (40%) per Equity Share of Rs.10/- each for the Financial Year 2022-23 payable to those Members whose name appears in the Register of Members/ Depository Participant as on August 29, 2023.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 30, 2023 to Tuesday, September 05, 2023 (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 05, 2023 to Members whose names appear on the record of Depositories on Tuesday, August 29, 2023, 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 29, 2023. 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/ 8108116767 Fax No: +91 22 491860060, Website: [www.linkintime.co.in](http://www.linkintime.co.in), Email id: [rnt.helpdesk@linkintime.co.in](mailto: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 [investor@bvlindia.com](mailto:investor@bvlindia.com) the same will be replied by the Company suitably.
12. 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 and Sunday and Public holidays upto the date of the Annual General Meeting.
13. Unclaimed dividends for the financial year ended March 31, 2016 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, 2016 till the year ended March 31, 2023 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, 2023, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and also under the "Investors Section" on the website of the Company viz. [www.blvlindia.com](http://www.blvlindia.com).

14. 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.
15. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Such members can cast their votes on the resolution through remote e-voting system.
16. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. 1<sup>st</sup> 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 29, 2023 by accessing the link [https://linkintime.co.in/EmailReg/Email\\_Register.html](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 29, 2023 by accessing the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
18. A Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxies need not be Members of the Company. 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, Attendance Slip and Route Map are not annexed to this Notice
19. Institutional/ Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered

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e-mail address to [brupadhyay@hotmail.com](mailto:brupadhyay@hotmail.com) with a copy marked to the Company at [investor@blvlindia.com](mailto:investor@blvlindia.com) and to its Registrar & Share Transfer Agent (“RTA”) at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).

20. 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.
21. Linking of PAN and Aadhaar, updation of KYC and nomination details SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated all physical shareholders to furnish their Nomination and KYC details (PAN, Contact Details, Bank Account Details & Specimen Signature) with Companies. Further linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT). Non-Updation of KYC, linking of PAN and Aadhaar and nomination details on or before March 31, 2023 will result in freezing of the folio of the physical shareholders by the RTA and the same shall be reverted to normal status only upon receipt of all the KYC and Nomination details/ dematerialisation of such holdings. Brief procedure for updation of KYC and Nomination facility is given hereunder and also uploaded on the Company’s website at [www.blvlindia.com](http://www.blvlindia.com).
22. 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.
23. The remote e-voting period commences on **Saturday, September 02, 2023 (9:00 a.m. IST) and ends on Monday, September 04, 2023 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, **as on Tuesday August 29, 2023 i.e. cut-off date**, may cast their vote electronically.
24. 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 29, 2023**.
25. 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.
26. 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
27. 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:-

**Login method for Individual shareholders holding securities in demat 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://www.evoting.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. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.





4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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](mailto: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.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



## **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> & Click on "**Login**".

▶ 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 with the company.
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](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

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](mailto: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 29, 2023.
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 29, 2023, may obtain the login ID and password by following the

# 63rd AGM Balmer Lawrie Van Leer Limited



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](http://www.blvindia.com) and on the LIPL website <https://instavote.linkintime.co.in>.
28. **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.
29. 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.
30. 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.
31. 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](http://www.blvindia.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 : Bengaluru  
Dated : 16th May, 2023

**Nilesh Shirke**  
*Company Secretary*

# 63rd AGM Balmer Lawrie Van Leer Limited



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.Adika Ratna Sekhar	Mr.Jaime Moreno Marin	Mr. R. M. Uthayaraja
Director Identification Number (DIN)	08053637	08214953	09678056
Date of Birth / Age	10.06.1964	31.05.1970	11.08.1967
Date of First Appointment	21.12.2020	28.03.2022	29.03.2023
Date of last appointment / Re-appointment at AGM	21.12.2020	NA	NA
Qualifications	Master of social work with Specialization in Personnel Management, Industrial Relations & Labour Welfare	B.E (Electrical).	Bachelor of Chemical Engineering
Experience in no of Years	More than 30 years	More than 20 years	More than 30 years
Expertise in specific functional areas	Mr. Adika Ratna Sekhar is Chairman & Managing Director of Balmer Lawrie & Co. Ltd . 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.	Mr. R.M. Uthayaraja is Director (Manufacturing Businesses) of M/s Balmer Lawrie & Co. Ltd. He has a long experience in the Manufacturing, Chemical and Pharmaceutical Industries.
No. of Board Meetings attended during the year	5	1	1
Relationship between Director inter-se	Nil	Nil	Nil
Details of shares held in Co.	Nil	Nil	Nil

# 63rd AGM Balmer Lawrie Van Leer Limited



a) Own			
b) For other person as beneficial owner			
List of Companies* in which Directorship held as on 31.03.2023	<ul style="list-style-type: none"> <li>• Balmer Lawrie &amp; Co. Ltd.</li> <li>• Biecco Lawrie Limited</li> <li>• Balmer Lawrie Van Leer Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Balmer Lawrie Van Leer Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Balmer Lawrie &amp; Co. Ltd.</li> <li>• Balmer Lawrie (UAE) LLC</li> </ul>
Chairperson / Member of Mandatory Committees** of the Board of the Companies on which he/she is a Director as on 31.03.2023	<ul style="list-style-type: none"> <li>• Balmer Lawrie &amp; Co. Ltd.</li> </ul>	Nil	Nil