

NOTICE TO THE MEMBERS

Notice is hereby given that the 60th 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 Monday, 29th September, 2020 at 04.00 P.M. to transact the following business through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”):

ORDINARY BUSINESS:

1. To receive, consider and adopt, the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of the Board of the Directors and Auditors thereon.
2. To declare dividend for the financial year 2019-20 on Equity Shares.
3. To appoint a Director in place of Mr. Prabal Basu (DIN: 06414341) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jaime Moreno Marin (DIN: 08214953) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. **Appointment of Mr. Vasudev Narayan Sharma (DIN: 00011099) as Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,150,152,161 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, and pursuant to recommendation of Nomination and remuneration committee and Board of Directors ,Mr. Vasudev Narayan Sharma (DIN: 00011099), who has given a declaration that he meets the criteria of independence and qualifies to be appointed as an Independent Director, be and hereby appointment as an Independent Director of the Company not liable to retire by rotation, and to hold office for a term of (Three) 3 Consecutive years beginning from 1st November,2019 up to 31st October, 2022 be and is hereby approved”.

6. **Appointment of Mr. Balaji Venkatesh Sathyanarayanan (DIN: 08673086) as Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160, 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. Balaji Venkatesh Sathyanarayanan (DIN: 08673086) who was appointed as Additional Director designated as ‘Nominee Director’ 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 Nominee Director on the Board of the Company not liable to retire by rotation in terms of the Article 126 of the Articles of Association of the Company”

7. **Appointment of Mr. Sandip Das (DIN: 08217697) as Director**

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160, 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. Sandip Das (DIN: 08217697) who was appointed as Additional Director designated as ‘Nominee Director’ 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 Nominee Director on the Board of the Company not liable to retire by rotation in terms of the Article 126 of the Articles of Association of the Company”

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

Place : Mumbai
Dated : 12th June, 2020

Nilesh Shirke
Company Secretary

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 7

In respect of item No. 5

Mr. Srikumar Menon was appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders to hold office up to 30th September 2019. Mr. Srikumar Menon has conveyed to the Board that he does not seek re-appointment as “Independent Director” due to his personal commitments. On the recommendation of the Nomination & Remuneration Committee, the Board of Directors at the meeting dated September 23, 2019 approved the appointment of Mr. Vasudev Narayan Sharma as Independent Director and a resolution was passed accepting the appointment, after taking into account the performance evaluation of the Independent Director, considering the knowledge, acumen, expertise and experience in his respective field. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 in regards to his appointment to the office of Independent Directors.

Brief profile of Mr. Vasudev Narayan Sharma:-

- Age 68 yrs
- Qualification - B. Tech, Chemical Engineer and Post Graduate Diploma in Business Management. And has a vast experience of 40 plus years in Manufacturing at various levels.

The Board accordingly recommends the resolution at Item No. 5 of this Notice for the approval of Members.

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. 5 of this Notice

In respect of item No .6 & 7

The Company has received an intimation from M/s Greif International Holding B.V proposing the replacement of Mrs. Cristina Zeitz (DIN-07146615) on the BLVL Board due to additional responsibilities assigned to her at Greif and appointment of **Mr. Balaji V Sathyanarayanan (DIN – 08673086)**, SVP Human Resource as Director in her place. The Company has received a copy of Board resolution passed by the Board of Greif International Holding B.V. at meeting held on 13th January, 2020

confirming the withdrawal of nomination of Mrs. Cristina Paula Trigo Alves Zeitz from the Board of BLVL and nominating Mr. Balaji V Sathyanarayanan in her place to represent Greif International Holding B.V. on completion of formalities for his appointment. Company has received a letter dated 17th January, 2020 from Mrs. Cristina Zeitz informing her resignation from the Board of BLVL effective from 1st February, 2020 or the date of formal appointment of Mr. Balaji V Sathyanarayanan whichever is earlier.

Board approved appointment of Mr. Balaji V Sathyanarayanan as an 'Additional Director' (Non-Executive), liable to retire by rotation by rotation, under the Category "Promoter" subject to approval of Shareholders at the ensuing AGM.

The Company was informed wide letter dated May 01, 2020 M/s. Balmer Lawrie & Co. Limited confirming nomination of **Mr. Sandip Das (DIN 08217697)**, Director Finance, as its nominee w.e.f., 1st May, 2020. in place of Mr. Shyam Sunder Khuntia (DIN 7475677). Mr. Shyam Sunder Khuntia was nominated by M/s Balmer Lawrie & Co. Ltd in place of Mr. D. Sothi Selvam (DIN 07038156) and his appointment was approved by Board w.e.f. 17th January, 2020 and ceased to be Director W.e.f. 30th April, 2020.

The Board approved appointment of Mr. Sandip Das as an "Additional Director" (Non-Executive), liable to retire by rotation under the Category of "Promoter" subjected to approval of Shareholders at the ensuing AGM.

The Board accordingly recommends the resolution at Item No. 6 & 7 of this Notice for the approval of Members.

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 & 7 of this Notice

The appointments were done as per provision of the Companies Act, 2013 read with Article 126 of the present Articles of Association of the Company.

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 "SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

Central Depository Services Limited ('CDSL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility.

2. Since this AGM is being held pursuant to the MCA Circulars 14/2020 dated April 08, 2020, 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.
3. A statement giving the details of the Director seeking appointment/re-appointment under Item No. 5, 6, & 7 of the accompanying Notice and other requisite information as per Secretarial Standard-2 on General Meetings, are provided in annexure attached herewith.

4. 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.
5. 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 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
6. The Board of Directors in its meeting held on June 12, 2020 declared Dividend of Rs.7.50/- (75%) per Equity Share of Rs.10/- each for the Financial Year 2019-20 payable to those Members whose name appears in the Register of Members/ Depository Participant as on September 22, 2020.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of determining Members eligible for dividend on Equity Shares, if approved by the Members.
8. The dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or before October 28, 2020 to Members whose names appear on the record of Depositories on Tuesday, September 22, 2020, 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 September 22, 2020. The dividend will be paid to the Members within the stipulated time.
9. 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 Sharex Dynamic (India) Pvt. Limited (SHAREX) (website www.sharexindia.com) of the Company quoting their Folio Number in case of shares held in physical form.
10. 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@bvlindia.com the same will be replied by the Company suitably.
11. Unclaimed dividends for the financial year ended March 31, 2013 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, 2013 till the year ended March 31, 2019 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 the date of the 59th Annual General Meeting (AGM) held on September 23, 2019, 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.bvlindia.com.

12. 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.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.bvlindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.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 2019-20 and e-voting login details therein.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 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).

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 September 22, 2020 by accessing the link <https://Sharex.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, September 22, 2020 by accessing the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
16. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Member holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. Who are allowed to attend the AGM without restriction on account of first come first served basis.
17. Since the AGM will be held through VC / OAVM, the Route Map is not being annexed to this Notice.
18. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Ltd (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.

19. 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.
20. The remote e-voting period commences on Saturday, September 26, 2020 (9:00 a.m. IST) and ends on Monday, September 28, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting after the above stated ending time on that date. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 system during the AGM.

Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at <https://www.evoting.CDSL.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.

21. 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. Wednesday, September 23, 2020.
22. 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 i.e. Wednesday, September 23, 2020 only shall be entitled to avail the facility of remote e-voting as well as attending and e-voting at the AGM.
23. 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 i.e. Wednesday, September 23, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdsl.co.in or evoting@sharexindia.com.

However, if the person is already registered with NSDL for remote e-voting then the person can use the existing User ID and password for casting the vote.

24. The Instructions for Members for Remote E-Voting are as under :

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to CDSL e-Voting system at <https://www.evoting.cdsl.com/>

Step 2: Cast your vote electronically on CDSL e-Voting system.

Details on Step 1 is mentioned below:

1. The voting period begins on **26th September, 2020 at 10.00 a.m. and ends on 28th September, 2020 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
3. The shareholders should log on to the e-voting website www.evotingindia.com.

4. Click on Shareholders.
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - d. Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - MyEasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as (DOB) mentioned in instruction (iv).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN of the Company.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.

The instructions for shareholders voting on the day of the AGM on e-voting system are as under:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system available in the AGM.
- c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members can/may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance atleast 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at **investors@bvlindia.com**
6. Members who would like to express their views/have questions may send their questions in advance in advance atleast 7 days before AGM mentioning their name demat account

number/folio number, email id, mobile number at investors@bvlindia.com the same will be replied by the company suitably.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Process and manner for members opting for voting through Electronic means:

- (i) The Members whose names appear in the Register of Members / List of Beneficial Owners as on Tuesday, **22nd September, 2020 (cut – off date)** are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (ii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, **22nd September, 2020**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iii) The remote e-voting will commence on **26th September, 2020 at 10.00 a.m. and ends on 28th September, 2020 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2020, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iv) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date

Note for Non – Individual Shareholders and Custodians

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.

Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call (022-23058542).

Mr. N. L. Bhatia, Practicing Company Secretary (Membership No: FCS 1176 / C.P No. 422), failing him Mr. Bharat R. Upadhyay, Practicing Company Secretary (Membership No. FCS 5436 / C.P No. 4457), failing him Mr. Bhaskar Upadhyay Practicing Company Secretary (Member Ship No FCS8663 /C.P.No.9625) have been appointed as the Scrutinizer to scrutinize the e-voting process (including the Poll Paper received from the members who do not have access to the e-voting process) as well as voting through Poll paper at the AGM, in a fair and transparent manner.

The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, through e-voting facility as provided by CDSL for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

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.

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.bvlindia.com.com and on the website of CDSL www.evoting.cdsl.com 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 : 12th June, 2020

Nilesh Shirke
Company Secretary

Details of Directors seeking appointment/ re-appointment at the forth coming Annual General Meeting

Name of the Director	Jaime Moreno Marin	Mr. Prabal Basupte,b	Mr. Sandip Das	Mr. Balaji Venkatesh Sathyanarayanan	Mr Vasudev Narayan Sharma
Director Identification Number (DIN)	08214953	06414341	08217697	08673086	00011099
Date of Birth / Age	31.05.1970 (50 years)	18.10.1963 (57 Years)	25-12-1962	02-07-1970	04-07-1952
Date of First Appointment	07.09.2018	01.01.2015	01-05-2020	01-02-2020	01-11-2019
Date of last appointment / Re-appointment at AGM	NA	07.09.2018	NA	NA	NA
Qualifications	B.E. (Electrical)	B.Com (Hons), ACA, ACMA, ACS, Graduate in Business Administration Executive Program in General Management from Sloan School of Management MIT, USA.	ACA	BE Electronics & Communications, MBA General Management & HR. Advance Management Program	B.Tech (Chemical Engineer) , P.G Diploma in Buisness Management.
Experience in no of Years	More than 18 years	More Than 34 years	More tha 30 years	More than 18 years	More than 40 Years
Expertise in specific functional areas	Manufacturing (Operation, Quality Assurance, Product Development) Project Management and Marketing	Mr. Prabal Basu joined Balmer Lawrie International Trade and Marketing & Co. Ltd. in As Asst. Manager (Accounts & Finance). Mr. Prabal Basu was appointed as whole time Director, and designated as Director (Finance) in December , 2012. Mr. Prabal Basu was appointed as Chairman and Managing Director of Balmer Lawrie & Co. Ltd in August , 2015. He has vast experience in area of Accounts Finance , Tax, I.T and General Management	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 Baliji Venketesh Sathyanarayanan is ha wide experience in Human Reource and General Management	Manufacturing at Various levels and General Management.
No. of Board Meetings attended during the year	2	4	NA	NA	NA
Relationship between Director inter-se	Nil	Nil	Nil	Nil	Nil
Details of shares held in Co.	Nil	Nil	Nil	Nil	Nil
a) Own					
b) For other person as beneficial owner					

List of Companies* in which Directorship held as on 31.03.2020	Balmer Lawrie-Van Leer Ltd.	Balmer Lawrie & Co. Ltd- Chairman and Managing Director Balmer Lawrie-Van Leer Ltd. - Member	Nil	Nil	Nil
Chairperson / Member of Mandatory Committees** of the Board of the Companies on which he/she is a Director as on 31.03.2020	Nil	Balmer Lawrie-Van Leer Ltd. Audit Committee as - Member Stakeholders Relationship Committies as Chairman	Nil	Nil	Nil