



**बामर लॉरी एण्ड कं. लिमिटेड**  
(भारत सरकार का एक उद्यम)  
**Balmer Lawrie & Co. Ltd.**  
(A Government of India Enterprise)

21, नेताजी सुभाष रोड, कोलकाता - 700 001, (भारत)  
फोन : (91)(033)2222-5329/5314/5209  
ई-मेल : bhavsar.k@balmerlawrie.com  
21, Netaji Subhas Road, Kolkata - 700 001, (India)  
Phone : (91)(033) 2222-5329/5314/5209  
E-mail : bhavsar.k@balmerlawrie.com  
CIN : L15492WB1924GOI004835

Date: 26<sup>th</sup> September, 2020

Ref: SECY/AGM/2020

The Secretary,  
National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra (E),  
Mumbai – 400 051

The Secretary,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Company Code: **BALMLAWRIE**

Company Code: **523319**

Dear Sir(s),

**Sub.: Details of Voting Results and the Consolidated Scrutinizer's Report at the 103<sup>rd</sup> Annual General Meeting held on 25<sup>th</sup> September, 2020**

In terms of under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), we submit herewith the voting results (attached as **Annexure A**) of the business transacted at the 103<sup>rd</sup> Annual General Meeting (AGM) of the Company held on Friday, 25<sup>th</sup> September, 2020 through two way Video Conferencing. The Meeting commenced at 12:00 noon. (IST) and concluded at 02:01 p.m.

The resolutions have been passed by the shareholders with requisite majority. The results of the voting and Report of the Scrutinizer is also being hosted on the website of the Company i.e. <https://www.balmerlawrie.com/> and website of National Securities Depositories Limited (e-voting agency) [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Consolidated Scrutinizer's Report on the remote e-voting and the e-voting at the 103<sup>rd</sup> AGM is also enclosed as **Annexure B**.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

For Balmer Lawrie & Co. Ltd.

*कविता भवसार*

**Kavita Bhavsar**  
Company Secretary  
Enclosed: As above

<b>General information about company</b>	
Scrip code	523319
NSE Symbol	BALMLAWRIE
MSEI Symbol	NOTLISTED
ISIN	INE164A01016
Name of the company	BALMER LAWRIE & CO. LTD.
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-09-2020
Start time of the meeting	12:00 PM
End time of the meeting	02:01 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	M R GOENKA
Firms Name	MR & ASSOCIATES
Qualification	CS
Membership Number	4515
Date of Board Meeting in which appointed	19-08-2020
Date of Issuance of Report to the company	26-09-2020

<b>Voting results</b>	
Record date	18-09-2020
Total number of shareholders on record date	70800
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	170
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2020 and other statements attached thereto along with the comments of Comptroller Auditor General of India thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	5883462	1486727	25.2696	1486727	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5883462	1486727	25.2696	1486727	0	100
Public-Non Institutions	E-Voting	165120384	107245864	64.9501	107242805	3059	99.9971	0.0029
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		165120384	107245864	64.9501	107242805	3059	99.9971
Total		171003846	108732591	63.5849	108729532	3059	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend for the Financial Year ended 31st March, 2020.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	5883462	1605662	27.2911	1605662	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5883462	1605662	27.2911	1605662	0	100
Public- Non Institutions	E-Voting	165120384	107246624	64.9506	107243803	2821	99.9974	0.0026
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		165120384	107246624	64.9506	107243803	2821	99.9974
Total		171003846	108852286	63.6549	108849465	2821	99.9974	0.0026
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a director in place of Shri Adika Ratna Shekhar (DIN 08053637), a director who retires by rotation and, being eligible, offers himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	5883462	1605662	27.2911	1605662	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5883462	1605662	27.2911	1605662	0	100
Public- Non Institutions	E-Voting	165120384	107246422	64.9504	107238723	7699	99.9928	0.0072
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		165120384	107246422	64.9504	107238723	7699	99.9928
Total		171003846	108852084	63.6548	108844385	7699	99.9929	0.0071
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2020-21				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	5883462	1605662	27.2911	1605662	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5883462	1605662	27.2911	1605662	0	100	0
Public- Non Institutions	E-Voting	165120384	107246424	64.9504	107242521	3903	99.9964	0.0036
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	165120384	107246424	64.9504	107242521	3903	99.9964	0.0036
Total		171003846	108852086	63.6548	108848183	3903	99.9964	0.0036
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Adhip Nath Palchadhuri (DIN 08695322) as Director Service Businesses and fixation of terms of appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	5883462	1605662	27.2911	1605662	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5883462	1605662	27.2911	1605662	0	100	0
Public- Non Institutions	E-Voting	165120384	107246422	64.9504	107239143	7279	99.9932	0.0068
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	165120384	107246422	64.9504	107239143	7279	99.9932	0.0068
Total		171003846	108852084	63.6548	108844805	7279	99.9933	0.0067
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Sandip Das (DIN 08217697) as Director (Finance) and fixation of terms of appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	5883462	1605662	27.2911	20629	1585033	1.2848	98.7152
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5883462	1605662	27.2911	20629	1585033	1.2848	98.7152
Public- Non Institutions	E-Voting	165120384	107246424	64.9504	107239198	7226	99.9933	0.0067
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	165120384	107246424	64.9504	107239198	7226	99.9933	0.0067
Total		171003846	108852086	63.6548	107259827	1592259	98.5372	1.4628
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of Cost Auditor for the financial Year 2020-21				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	5883462	1605662	27.2911	1605662	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5883462	1605662	27.2911	1605662	0	100
Public- Non Institutions	E-Voting	165120384	107246424	64.9504	107235500	10924	99.9898	0.0102
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		165120384	107246424	64.9504	107235500	10924	99.9898
Total		171003846	108852086	63.6548	108841162	10924	99.99	0.01
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 103<sup>rd</sup> Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. (CIN: L15492WB1924GOI004835), held on Friday, the 25th day of September, 2020 at 12:00 Noon through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

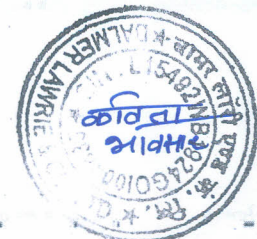
1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), a Partner of MR & Associates, Company Secretaries, was duly appointed as a Scrutinizer by the Board of Directors of **Balmer Lawrie & Co. Ltd.** (the Company) for the purpose of Scrutinizing the process of (i) remote-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated August 19, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting ("the Meeting" /"AGM") through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated August 19, 2020. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.

Contd ..

Our Office :  
46, B. B. Ganguly Street, 4th Floor  
R. No.: 6, Kolkata 700012,  
E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com



Mobile No.9831074332  
Phone No : 2237 9517



(2)

3. The Members holding shares as on the "cut-off date" i.e. Friday, September 18, 2020 (EOD) were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Monday, September 21, 2020 (9:00 A.M. IST) till Thursday, September 24, 2020 (5.00 P.M. IST) and pursuant to MCA Circulars referred above, the Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by NSDL.
5. After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under e-voting facility prior to the AGM were unblocked and were counted.
6. The votes cast through remote e-voting and evoting during the AGM were unblocked in the presence of two persons who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to me, members have casted their votes either through remote e-voting platform or through e-voting during AGM. The brief analysis of the results of the votes casted through e-voting and e-voting at the Annual General Meeting by the shareholders based on the report generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

**Item No. 1- Ordinary Resolution:**

Adoption of the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2020 and other statements attached thereto along with the comments of Comptroller & Auditor General of India thereon.

Contd ...

Our Office :

46, B. B. Ganguly Street, 4th Floor  
R. No.: 6, Kolkata 700012,  
E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com



Mobile No.9831074332  
Phone No : 2237 9517



(3)

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	349	108729532	349	108729532	99.9972
Dissent	39	3059	39	3059	0.0028
Total	388	108732591	388	108732591	100.00
Abstain / Invalid	-	-	-	-	-

**Item No. 2 - Ordinary Resolution:**

Declaration of dividend for the Financial Year ended 31st March, 2020.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	357	108849465	357	108849465	99.9974
Dissent	35	2821	35	2821	0.0026
Total	392	108852286	392	108852286	100.00
Abstain / Invalid	-	-	-	-	-

**Item No. 3 - Ordinary Resolution**

Appointment of a director in place of Shri Adika Ratna Shekhar (DIN 08053637), a director who retires by rotation and, being eligible, offers himself for reappointment

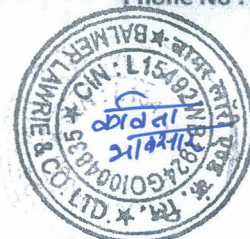
Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	332	108844385	332	108844385	99.9929
Dissent	56	7699	56	7699	0.0071
Total	388	108852084	388	108852084	100.00
Abstain / Invalid	-	-	-	-	-

Contd...

Our Office :  
46, B. B. Ganguly Street, 4th Floor  
R. No.: 6, Kolkata 700012,  
E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com



Mobile No.9831074332  
Phone No : 2237 9517



(4)

**Item No. 4 - Ordinary Resolution:**

Fixation of remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2020-21.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	350	108848183	350	108848183	99.9964
Dissent	39	3903	39	3903	0.0036
Total	389	108852086	389	108852086	100.00
Abstain / Invalid	-	-	-	-	-

**Item No. 5 - Ordinary Resolution:**

Appointment of Shri Adhip Nath Palchaudhuri (DIN 08695322) as Director (Service Businesses) and fixation of terms of appointment

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	339	108844805	339	108844805	99.9933
Dissent	49	7279	49	7279	0.0067
Total	388	108852084	388	108852084	100.00
Abstain / Invalid	-	-	-	-	-

**Item No. 6 - Ordinary Resolution:**

Appointment of Shri Sandip Das (DIN 08217697) as Director (Finance) and fixation of terms of appointment.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	332	107259827	332	107259827	98.5372
Dissent	57	1592259	57	1592259	1.4628
Total	389	108852086	389	108852086	100.00
Abstain / Invalid	-	-	-	-	-

Contd...

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46, B. B. Ganguly Street, 4th Floor  
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E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com



Mobile No.9831074332  
Phone No : 2237 9517



(5)

Item No. 7 - Ordinary Resolution:

Ratification of remuneration of Cost Auditor for the Financial Year 2020-21.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	348	108841162	348	108841162	99.9900
Dissent	41	10924	41	10924	0.0100
Total	389	108852086	389	108852086	100.00
Abstain / Invalid	-	-	-	-	-

8. Based on the foregoing, all the resolutions from 1 to 7 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

*M R Goenka*

M R Goenka

Partner

CP No: 2551

UDIN No : F004515B000780433



Date: 26<sup>th</sup> September, 2020

Place: Kolkata

Countersigned by:-

*कविता भावसार*

कविता भावसार / KAVITA BHAVSAR  
कंपनी सचिव / Company Secretary  
बाल्मर लॉरी एण्ड कं. लि. / Balmer Lawrie & Co. Ltd.  
21, एन. एस. रोड / 21, N. S. Road  
कोलकाता - 700 001 / Kolkata - 700 001  
CIN : L15492WB1924G01004835

Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com

Mobile No.9831074332

Phone No : 2237 9517