



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

सचिव विभाग

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)
फोन : (91) (33) 2222 5329 / 5314 / 5209

SECRETARY'S DEPARTMENT

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CIN : L15492WB1924GOI004835

Date: 3rd April, 2018

Ref.: Secy/NSE/2018

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

Company Code : **BALMLAWRIE**

Dear Sir,

Subject: Clarification regarding Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This has reference to your email dated 28th March, 2018 on the above subject.

As desired in your above referred email, we hereby provide the details regarding the "Brief profile of Secretarial Auditor" and "Date of appointment and terms of appointment".

1. Brief Profile:

Mr. Navin Kothari is a fellow Member of Institute of Company Secretaries of India (ICSI) and Associate Member of Institute of Cost and Management Accounts of India (ICMA). He also did a diploma course in the Export & Import Code from CAPEXIL. He is having more than 21 years of working experience in various fields, and last 17 years as Practicing Professional in the field of Company Secretarial activities. He had made a Proprietorship firm in the year 2006 in the name of N K & Associates and been providing consultancy, advisory and services to both Listed and Unlisted Companies. He has also provided Training to more than 50 students. He was also associates with the various committee of the EIRC of ICSI. He is also an Examiner of the ICMA. His area of interest include Secretarial Audit, Merger and Amalgamation, Advise on Company matters, Private Equity, Corporate Governance, National Company Law Tribunal Matters, NBFC Matters, SEBI Matter, Depository Participants, NSDL/ CDSL Audit, NSE/ BSE Audit, Trademark Registration and Consultation etc. He has in-depth knowledge of the Capital Markets, including Listing and Delisting of shares, compliance with LODR Procedures.

2. Date and Terms of Appointment of Secretarial Auditor for the financial year 2017-18

Date of Appointment: 27th March, 2018

Terms of Appointment:

Terms and conditions of appointment of M/s N K & Associates, Practicing Company Secretaries, as Secretarial Auditor of the Company for the financial year 2017-18 is as follows:

- The remuneration of M/s N K & Associates for the Secretarial Audit for the Financial year 2017-18 is fixed at Rs.40,000/- (Rupees Forty Thousand only) exclusive of GST.
- The audit fee shall be exclusive of reimbursement of out of pocket expenses of transport, fooding and accommodation incurred during outstation travel to carry out the aforesaid assignment, if any.
- as per the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct to Regulate, Monitor and Report Trading by Insiders, (hereinafter referred to as "**the Code**"), the auditor shall be deemed to be "Connected person" and hence an "Insider". In view of the same, he would be requested to:
 - 1) Adhere to the restrictions on communication and trading as per Chapter 2 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
 - 2) Make disclosure, if any, as per Regulation 7(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015 in the attached Form D.
 - 3) Adhere to Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information SEBI (Prohibition of Insider Trading) Regulations, 2015 and "the Code".

Trust we have clarified the matter.

Yours faithfully,

For **Balmer Lawrie & Co. Ltd.**


Kaustav Sen
Compliance Officer