



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

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

SECRETARY'S DEPARTMENT
21, Netaji Subhas Road, Kolkata - 700 001 (INDIA)
Phone : (91) (33) 2222 5329 / 5314 / 5209
E-mail : bhavsar.k@balmerlawrie.com
CIN : L15492WB1924GOI004835

Date: 29th March, 2019

The Secretary,
National Stock Exchange of India Ltd.
Exchange Place
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,

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

Ref: Outcome of the meeting of Board of Directors held on 29th March, 2019

As per Regulation 30 read with Schedule III, Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the outcome of the Board Meeting held on 29th March, 2019. The following items were, inter alia, approved by the Board:

- 1) Appointment of M/s N.K & Associates, Practicing Company Secretary (PCS) as Secretarial Auditor & fixation of their remuneration for the financial year 2018-19 in terms of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Shri Navin Kothari, PCS is appointed for carrying out Annual Secretarial check of the company for F.Y. ending on 31/03/2019.

Further, the details of the aforesaid appointment as mentioned in Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 are enclosed as Annexure I.

The meeting of the Board of Directors commenced at 12:00 noon and concluded at 6:55 p.m.

Request you to take the above information on record and acknowledge receipt.

Yours faithfully,
For Balmer Lawrie & Co. Ltd.


Kaustav Sen
Compliance Officer

Annexure I

Sl. No.	Particulars	Details of the Secretarial Auditor
1.	Reason for change	Not applicable.
2.	Date of appointment	29th March, 2019
	Term of appointment	Audit is to be done for the Financial Year 2018-19
3.	Brief profile	<p>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 associated with the various committees 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 Law 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.</p>



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As per Regulation 30 read with Schedule III, Part A, Para B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in compliance of the amendments in SEBI (LODR) Regulations, 2015, the following items were inter alia approved by the Board, vide it's meeting dated 29th March, 2019:

- 1) Amendment of Related Party Transactions Policy and Policy for Determining 'Material Subsidiaries';
- 2) Change in quorum of Board meetings and Nomination and Remuneration Committee meetings;
- 3) Modification of Terms of Reference of Risk Management Committee, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.
- 4) As per SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - a. Amendment in Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in terms of Regulation 8 read with Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015.
 - b. Amendment in Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Immediate Relative of Designated Persons in terms of Regulation 9 read with Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The meeting of the Board of Directors commenced at 12:00 noon and concluded at 6:55 p.m.

Request you to take the above information on record and acknowledge receipt.

Yours faithfully,

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


Kaustav Sen

Compliance Officer