



**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)  
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CIN : L15492WB1924GOI004835

Date: 20<sup>th</sup> September, 2019

Ref: SECY/StockExchange/2019

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

The Secretary,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
Company Code : **523319**

Dear Sir(s),

**Sub.: Details of Voting Results and the Consolidated Scrutinizer's Report at the 102<sup>nd</sup> Annual General Meeting held on 18<sup>th</sup> September, 2019**

In terms of under Regulation 44 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 102<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Wednesday, 18<sup>th</sup> September, 2019 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhry Avenue, Kolkata – 700 019. The Meeting commenced at 10:30 a.m. and concluded at 01:00 p.m.

Further, in pursuance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended), the Consolidated Scrutinizer's Report on the remote e-voting and the voting through ballot paper at the 102<sup>nd</sup> AGM is also enclosed as **Annexure B**.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

For Balmer Lawrie & Co. Ltd.

  
Kaustav Sen  
Compliance Officer  
Enclosed: As above



**Annexure-A**

**Balmer Lawrie & Co. Ltd.**

<b>Date of the AGM/EGM</b>	102 <sup>nd</sup> Annual General Meeting held on 18 <sup>th</sup> September, 2019
<b>Total number of shareholders on record date</b>	52382 Members as on the cut-off date, i.e., 11 <sup>th</sup> September, 2019
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable 1416 in person 97 through proxy/authorised representative
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public	Not Applicable Not Applicable

**Agenda-wise**

Item No.	Agenda	Resolution Required (Ordinary/ Special)	Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E-Voting)
1	To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2019 and other statements attached thereto along with the comments of Comptroller & Auditor General of India thereon	Ordinary	E-Voting and Physical ballot at the meeting
2	To declare dividend for the Financial Year ended 31 <sup>st</sup> March, 2019	Ordinary	E-Voting and Physical ballot at the meeting
3	To appoint a Director in place of Shri Prabal Basu (DIN 06414341), a Director who retires by rotation and, being eligible, offers himself for reappointment	Ordinary	E-Voting and Physical ballot at the meeting
4	To appoint a Director in place of Shri Kalyan Swaminathan (DIN 06912345), a Director who retires by rotation and, being eligible, offers himself for reappointment	Ordinary	E-Voting and Physical ballot at the meeting



Item No.	Agenda	Resolution Required (Ordinary/ Special)	Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E-Voting)
5	To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2019-20	Ordinary	E-Voting and Physical ballot at the meeting
6	Appointment of Shri Arun Tandon (DIN 08210607) as an Independent Director	Ordinary	E-Voting and Physical ballot at the meeting
7	Appointment of Shri Arun Kumar (DIN 03570776) as an Independent Director	Ordinary	E-Voting and Physical ballot at the meeting
8	Appointment of Shri Anil Kumar Upadhay (DIN 07724769) as an Independent Director	Ordinary	E-Voting and Physical ballot at the meeting
9	Appointment of Shri Bhagawan Das Shivhare (DIN 08514350) as an Independent Director	Ordinary	E-Voting and Physical ballot at the meeting
10.	Ratification of remuneration of Cost Auditor for the Financial Year 2019-20.	Ordinary	E-Voting and Physical ballot at the meeting

Further, the Agenda-wise disclosure of Voting Results in the prescribed format is attached as **Annexure-A1**.



<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)	18-09-2019
Start time of the meeting	10:30 AM
End time of the meeting	01:00 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Mohan Ram Goenka
Firms Name	M R & Associates
Qualification	CS
Membership Number	4515
Date of Board Meeting in which appointed	18-07-2019
Date of Issuance of Report to the company	19-09-2019

<b>Voting results</b>	
Record date	11-09-2019
Total number of shareholders on record date	52382
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	1513
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	10
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 2019 and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2019 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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7364528	2942449	39.9543	2942449	0	100
Public-Non Institutions	E-Voting	106638036	72715282	68.1889	72714624	658	99.9991	0.0009
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		106638036	72734256	68.2067	72733552	704	99.999
Total		114002564	75676705	66.3816	75676001	704	99.9991	0.0009
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, 2019.				
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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7364528	2942449	39.9543	2942449	0	100
Public- Non Institutions	E-Voting	106638036	72794592	68.2633	72794592	0	100	0
	Poll		18974	0.0178	18930	44	99.7681	0.2319
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		106638036	72813566	68.281	72813522	44	99.9999
Total		114002564	75756015	66.4512	75755971	44	99.9999	0.0001
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 Prabal Basu (DIN 06414341), 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	0
Public-Institutions	E-Voting	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7364528	2942449	39.9543	2942449	0	100	0
Public- Non Institutions	E-Voting	106638036	72794244	68.2629	72793526	718	99.999	0.001
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	106638036	72813218	68.2807	72812454	764	99.999	0.001
Total		114002564	75755667	66.4508	75754903	764	99.999	0.001
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 appoint a Director in place of Shri Kalyan Swaminathan (DIN 06912345), 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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7364528	2942449	39.9543	2942449	0	100
Public- Non Institutions	E-Voting	106638036	72794592	68.2633	72788874	5718	99.9921	0.0079
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		106638036	72813566	68.281	72807802	5764	99.9921
Total		114002564	75756015	66.4512	75750251	5764	99.9924	0.0076
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				To fix remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2019-20.				
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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7364528	2942449	39.9543	2942449	0	100	0
Public- Non Institutions	E-Voting	106638036	72794572	68.2632	72770288	24284	99.9666	0.0334
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	106638036	72813546	68.281	72789216	24330	99.9666	0.0334
Total		114002564	75755995	66.4511	75731665	24330	99.9679	0.0321
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 Arun Tandon (DIN 08210607) as an Independent Director				
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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7364528	2942449	39.9543	2942449	0	100
Public- Non Institutions	E-Voting	106638036	72794572	68.2632	72793719	853	99.9988	0.0012
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		106638036	72813546	68.281	72812647	899	99.9988
Total		114002564	75755995	66.4511	75755096	899	99.9988	0.0012
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				Appointment of Shri Arun Kumar (DIN 03570776) as an Independent Director.				
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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7364528	2942449	39.9543	2942449	0	100
Public- Non Institutions	E-Voting	106638036	72794592	68.2633	72793739	853	99.9988	0.0012
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		106638036	72813566	68.281	72812667	899	99.9988
Total		114002564	75756015	66.4512	75755116	899	99.9988	0.0012
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(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Anil Kumar Upadhyay (DIN 07724769) as an Independent Director.				
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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7364528	2942449	39.9543	2942449	0	100	0
Public- Non Institutions	E-Voting	106638036	72794592	68.2633	72793739	853	99.9988	0.0012
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	106638036	72813566	68.281	72812667	899	99.9988	0.0012
Total		114002564	75756015	66.4512	75755116	899	99.9988	0.0012
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(9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Bhagawan Das Shivahare (DIN 08514350) as an Independent Director.				
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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7364528	2942449	39.9543	2942449	0	100	0
Public- Non Institutions	E-Voting	106638036	72794572	68.2632	72793719	853	99.9988	0.0012
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	106638036	72813546	68.281	72812647	899	99.9988	0.0012
Total		114002564	75755995	66.4511	75755096	899	99.9988	0.0012
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(10)								
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 2019-20.				
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	7364528	2942449	39.9543	2942449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7364528	2942449	39.9543	2942449	0	100
Public- Non Institutions	E-Voting	106638036	72794572	68.2632	72793914	658	99.9991	0.0009
	Poll		18974	0.0178	18928	46	99.7576	0.2424
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		106638036	72813546	68.281	72812842	704	99.999
Total		114002564	75755995	66.4511	75755291	704	99.9991	0.0009
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**

(Voting through Remote e-voting, and voting at the Annual General Meeting venue through polling paper/ballot paper)

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

To,

The Chairman of the 102<sup>nd</sup> Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. (CIN: L15492WB1924GOI004835), held on Wednesday, the 18<sup>th</sup> day of September, 2019 at 10.30 A.M at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhry Avenue, Kolkata - 700 019

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & Associates, 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 voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper under 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.
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 Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper for the resolutions proposed in the Notice of 102<sup>nd</sup> Annual General Meeting of the Members of the Company dated 13/08/2019. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper 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 102<sup>nd</sup> AGM of the Company, based on the report provided by **Central Depository Services (India) Limited (CDSL)**, the agency engaged by the Company to provide e-voting facility for voting through electronic means.



3. 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, the remote e-voting facility was kept open from Saturday, September 14, 2019 (9:00 a.m. IST) till Tuesday, September 17, 2019 (5.00 p.m. IST) 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 **Central Depository Services (India) Limited (CDSL)**.
4. The Members holding equity shares as on the "cut-off date" i.e. September 11, 2019 (End of Day) were entitled to vote on the resolutions proposed in the Notice calling the 102<sup>nd</sup> Annual General Meeting.
5. At the end of the remote e-voting period on Tuesday, September 17, 2019 (5:00 P.M.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper / polling paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on the 18<sup>th</sup> day of September, 2019 the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Tanvee and Ms. Sneha Khaitan who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. <https://www.evotingindia.com/> and based on such reports, the brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper are as under:





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

Adoption of Audited Financial Statements of the Company, both standalone and Consolidated, for the Financial Year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon and other statements attached thereto along with the comments of Comptroller and Auditor General of India (CAG) thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	61	75657073	45	18928	106	75676001	99.9991
Dissent	10	658	19	46	29	704	0.0009
Total	71	75657731	64	18974	135	75676705	100.00
Abstain / Invalid	2	79310	-	-	-	-	-

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

Declaration of dividend on Equity Shares for the Financial Year ended on 31<sup>st</sup> March, 2019.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	73	75737041	47	18930	120	75755971	99.9999
Dissent	0	0	17	44	17	44	0.0001
Total	73	75737041	64	18974	137	75756015	100.00
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 3 - Ordinary Resolution:**

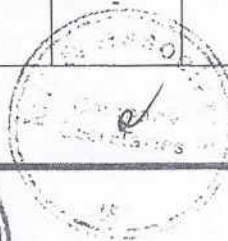
Appointment of Director in place of Shri Prabal Basu (DIN 06414341), a Director who retires by rotation and, being eligible, offers himself for reappointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	60	75735975	45	18928	105	75754903	99.9990
Dissent	12	718	19	46	31	764	0.001
Total	72	75736693	64	18974	136	75755667	100.00
Abstain / Invalid	1	348	-	-	-	-	-

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goenkamohan@gmail.com



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Phone No : 2237 9517

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

Appointment of Director in place of Shri Kalyan Swaminathan (DIN 06912345), a Director who retires by rotation and, being eligible, offers himself for reappointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	60	75731323	45	18928	105	75750251	99.9924
Dissent	13	5718	19	46	32	5764	0.0076
Total	73	75737041	64	18974	137	75756015	100.00
Abstain / Invalid	-	-	-	-	-	-	-

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

Fixation of remuneration payable to Statutory Auditors (including Branch Auditors) for the Financial Year 2019-20.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	59	75712737	45	18928	104	75731665	99.9679
Dissent	13	24284	19	46	32	24330	0.0321
Total	72	75737021	64	18974	136	75755995	100.00
Abstain / Invalid	1	20	-	-	-	-	-

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

Appointment of Shri Arun Tandon (DIN 08210607) as Independent Director of the company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	60	75736168	45	18928	105	75755096	99.9988
Dissent	12	853	19	46	31	899	0.0012
Total	72	75737021	64	18974	136	75755995	100.00
Abstain / Invalid	1	20	-	-	-	-	-

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Phone No : 2237 9517



**Item No. 7 – Ordinary Resolution:**

Appointment of Shri Arun Kumar (DIN 03570776) as an Independent Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	61	75736188	45	18928	106	75755116	99.9988
Dissent	12	853	19	46	31	899	0.0012
Total	73	75737041	64	18974	137	75756015	100.00
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 8 – Ordinary Resolution:**

Appointment of Shri Anil Kumar Upadhyay (DIN 07724769) as Independent Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	61	75736188	45	18928	106	75755116	99.9988
Dissent	12	853	19	46	31	899	0.0012
Total	73	75737041	64	18974	137	75756015	100.00
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 9 – Ordinary Resolution:**

Appointment of Shri Bhagawan Das Shivhare (DIN 08514350) as an Independent Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	60	75736168	45	18928	105	75755096	99.9988
Dissent	12	853	19	46	31	899	0.0012
Total	72	75737021	64	18974	136	75755995	100.00
Abstain / Invalid	1	20	-	-	-	-	-





# MR & Associates

Company Secretaries

## Item No. 10 – Ordinary Resolution:

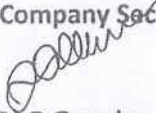
Ratification of remuneration of Cost Auditor for the Financial Year 2019-20.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	62	75736363	45	18928	107	75755291	99.9991
Dissent	10	658	19	46	29	704	0.0009
Total	72	75737021	64	18974	136	75755995	100.00
Abstain / Invalid	1	20	-	-	-	-	-

All the relevant records relating to the voting is 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,

For MR & Associates  
Company Secretaries

  
M R Goenka  
Partner  
FCS No. 4515  
CP No: 2551



Countersigned by:

Date: 19.09.2019  
Place: Kolkata



प्रवाल बासु / Prabal Basu  
अध्यक्ष व प्रबंध निदेशक  
Chairman & Managing Director  
बामर लॉरी एण्ड क. लि.  
Balmer Lawrie & Co. Ltd.  
(भारत सरकार का एक उद्यम)  
(A Govt. of India Enterprise)  
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Page 6 of 6

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