



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
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CIN : L15492WB1924GOI004835

Date: 28th September, 2022

Ref: SECY/SE/AGM/2022

The Secretary,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block- G
Bandra Kurla Complex
Bandra (E),
Mumbai – 400 051

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

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir/Madam,

Sub: Submission of Consolidated Scrutinizer's Report with respect to the 105th Annual General Meeting of Balmer Lawrie & Co. Ltd.

This is with reference to our intimations dated 5th August, 2022 and 3rd September, 2022, regarding Notice dated 5th August, 2022 of the 105th of Annual General Meeting dated 27th September, 2022, seeking the consent of the Members of the Company through Ordinary Resolution for the items as set out in the Notice of the Annual General Meeting.

In furtherance to the same, we hereby enclose the Consolidated Scrutinizer's Report for e- voting carried out through remote e-voting and e-voting during the 105th Annual General Meeting.

The Consolidated Scrutinizer's Report shall also be available on the website of the Company i.e., <https://www.balmerlawrie.com/> and on the website of the e-voting agency i.e. National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to take the above information on record.

Yours Faithfully,

For Balmer Lawrie & Co. Ltd.

Kaustav Sen
Compliance Officer

Enclosed: As above

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To
The Company Secretary
Balmer Lawrie & Co. Ltd
(L15492WB1924GOI004835)
21, Netaji Subhas Road,
Kolkata – 700 001

**Sub: Consolidated Scrutinizer's Report for remote e-voting and electronic voting during the
105th Annual General Meeting of the Company held on 27th September 2022**

Madam,

- I, Binita Pandey, Practicing Company Secretary, (Membership No. - ACS 41594, COP No. – 19730), a Partner of M/s. **T. Chatterjee & Associates**, FRN – P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of Balmer Lawrie & Co. Ltd., (hereinafter referred as **the Company**) at its meeting held on 5th August, 2022 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during the 105th Annual General Meeting (AGM) of the Company held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) on Tuesday, 27th September, 2022 at 12 Noon IST in a fair and transparent manner as per 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 Secretarial Standard-2 on General Meetings, in respect of the resolutions contained in the Notice dated 5th August, 2022 of the 105th AGM of the Members of the Company.



2. The Company had provided remote e-voting facility to its members as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) read with the Ministry of Corporate Affairs (“MCA”) General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 18th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 5th May, 2022 from Friday, 23rd September, 2022 at 09:00 A.M. and ended on Monday, 26th September, 2022 at 05:00 P.M. The remote e-voting module was disabled by NSDL thereafter.
3. The Company had also provided e-voting facility for voting during the AGM to those Members who attended the Meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the conclusion of e-voting at the AGM, the report on e-voting carried out during the AGM and the votes cast under remote e-voting facility prior to the AGM, were unblocked on 27th September, 2022 at 1.50 P.M., in the presence of 2(two) witnesses viz., CS Sumana Subhash Mitra and Ms. Sonali Sinha, who are not in the employment of the Company.
5. I have scrutinized and reviewed the votes casted through remote e-voting, e-voting during the AGM based on the data downloaded from the NSDL e-voting system.
6. The Shareholders of the Company holding shares as on the “cut-off” date of Tuesday, 20th September, 2022 (end of day) were entitled to vote on the proposed resolutions as set out at item nos. 1 to 9 in the Notice of the AGM of the Company.
7. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM, held on the resolutions contained in the Notice dated 5th August, 2022 of the 105th AGM of the Members of the Company.



My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM is limited to preparation and submission of the Scrutinizer's Report in relation to the votes cast "in favour" or "against" or "invalid votes" by the members of the Company in respect of the resolutions.

8. I do hereby submit the Consolidated Report of votes cast through electronic voting system during the Meeting and on remote e-voting on the resolutions contained in the Notice dated 5th August 2022 of 105th AGM:

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

Consideration and adoption of the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon and other statements attached thereto along with the comments of Comptroller & Auditor General of India thereon:

- (I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
752	108410422	99.99

- (II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
36	11063	0.01

- (III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



Item No. 2: Ordinary Resolution

Declaration of dividend for the Financial Year ended 31st March, 2022:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
759	108519384	99.99

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
31	10521	0.01

(III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



Item No. 3: **Ordinary Resolution**

Appointment of a director in place of Shri Sandip Das (DIN 08217697), a director who retires by rotation and being eligible, offers himself for reappointment:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
711	106399428	98.04

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
77	2129456	1.96

(III) **Invalid** Votes:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



Item No. 4: **Ordinary Resolution**

Fixation of remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2022-23:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
736	108457343	99.93

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
53	72291	0.07

(III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



SPECIAL BUSINESS:

Item No. 5: Ordinary Resolution

Appointment of Shri Adika Ratna Sekhar (DIN 08053637) as Chairman and Managing Director and fixation of terms of appointment:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
740	108503372	99.98

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
48	26232	0.02

(III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



Item No. 6: **Ordinary Resolution**

Appointment of Dr. Vandana Minda Heda (DIN 09402294) as Non-Executive Independent Director and fixation of terms of appointment:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
733	108511301	99.98

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
53	16553	0.02

(III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority



Item No. 7: Ordinary Resolution

Appointment of Shri Rajeev Kumar (DIN 09402066) as Non-Executive Independent Director and fixation of terms of appointment:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
716	106465274	98.10

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
71	2064292	1.90

(III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



Item No. 8: Ordinary Resolution

Appointment of Shri R. M. Uthayaraja (DIN: 09678056) as Director (Manufacturing Businesses) and fixation of terms of appointment:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
715	106399351	98.04

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
73	2130253	1.96

(III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



Item No. 9: Ordinary Resolution

Ratification of remuneration of Cost Auditor for the Financial Year 2022-23:

(I) **Vote in favour** of the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
741	108516583	99.99

(II) **Vote against** the Resolution:

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
47	13021	0.01

(III) **Invalid Votes:**

No. of members who voted	No. of votes cast by them	% of total number of valid votes cast
0	0	0.00

Result: The Ordinary Resolution has been passed with requisite majority.



The electronic data, Registers, all other papers and relevant records relating to remote e-voting and electronic voting during the AGM shall remain in our safe custody and will be handed over to the person authorized by the Chairman in this regard for preserving safely, after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

A compact Disc (CD) containing list of equity shareholders who had voted "FOR" and "AGAINST" each resolution is submitted with the report.

Thanking you,

Yours faithfully

**For M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)**



**Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730**

**UDIN: A041594D001062427
Place: Kolkata
Date: 28th September, 2022**

**Countersigned by:
For Balmer Lawrie & Co. Ltd.**



**Kavita Bhavsar
Company Secretary**

