



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

CIN : L15492WB1924GOI004835

Ref. : SECY/NSE/2014/113
Date : 26th September, 2014

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

Dear Sir,

Sub. : Intimation in terms of Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we append herewith required information on Electronic Voting at the 97th Annual General Meeting of the Company held on 25th September, 2014 for your information and record. A copy of the Scrutinizer's Report is also enclosed.

Yours faithfully,
Balmer Lawrie & Co. Ltd.

Amit Ghosh
Company Secretary

Encl. : As above

c.c. : The Secretary, Bombay Stock Exchange Ltd. - with enclosure.
The Asstt. Vice President, NSDL
The Vice President (Operations) CDSIL - Kindly upload the e-voting result on your Website as required under Rule 20(3) (xiv) of the Companies (Management & Administration) Rules, 2014



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Results of the Electronic Voting and physical Ballot at the 97th Annual General Meeting held on Thursday, 25th September 2014 at G D Birla Sabhagar, 29 Ashutosh Chowdhury Avenue, Kolkata 700019 at 10.30 a.m. pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3) (xiv) of the Companies (Management & Administration) Rules, 2014 and Clause 35A of the Listing Agreement

Name of the Company	:	BALMER LAWRIE & CO. LIMITED
Date of the AGM	:	25 SEPTEMBER 2014
Total No. of shareholders on Record Date	:	24394
Total No. of shareholders present in the AGM either in person or through Proxy :		
a. Promoters/Promoter Group	:	NIL
b. Public	:	2802 [including Proxy & representative of Balmer Lawrie Investments Ltd.]
No. of Shareholders attended the meeting through Video Conferencing	:	No Video Conferencing was held

ORDINARY BUSINESS:

- Adoption of Audited Balance Sheet, Profit & Loss Account, Independent Auditors' Report and Directors' Report for the year ended 31 March 2014.**

"RESOLVED THAT the Audited Profit and Loss Account of the Company for the financial year ended on 31st March 2014 and Balance Sheet as on that date, together with Reports of the Board of Directors and Auditors thereon along with the Comments of the Comptroller & Auditor General of India on the Accounts of the Company, duly circulated to the members, be and are hereby received, considered and adopted."

Total Votes cast: 19079930
Valid Votes: 19079919
Invalid Votes: 11
Valid Votes in favour of the Resolution: 18699193
Valid Votes against the Resolution: 380726

The Ordinary Resolution was carried with requisite majority.

2. Declaration of Dividend on the Equity share capital for the financial year ended 31 March, 2014.

“RESOLVED THAT in accordance with the recommendation of the Board of Directors a dividend on 2,85,00,641 Equity shares of Rs. 10/- each of the Company at the rate of Rs. 18.00 (Rupees Eighteen only) per equity share for the financial year ended 31 March 2014 be and is hereby declared on all the issued Equity shares of the Company and be paid out of the profits of the Company for the financial year as mentioned above to those Members whose names appear on the Company’s Register of Members at the close of business hours on 10 September 2014 or whose names are placed on the Register of Members based on valid share transfers lodged with the Company or the Registrar and Share Transfer Agent on or before the close of business hours on the said 10 September 2014 as the Registered Holders of the said shares and to those “Deemed Members” whose names appear in the statement of Beneficial ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on 10 September 2014, without deduction of Tax at source.”

Total Votes cast: 19079755
Valid Votes: 19079744
Invalid Votes: 11
Valid Votes in favour of the Resolution: 19079744
Valid Votes against the Resolution: NIL

The Ordinary Resolution was carried unanimously.

3. Re-appointment of Shri Niraj Gupta as a Director.

“RESOLVED THAT Shri Niraj Gupta (DIN 05252234), a Director retiring under Section 152(6) of the Companies Act, 2013 be and is hereby reappointed a Director of the Company.”

Total Votes cast: 19079930
Valid Votes: 19079919
Invalid Votes: 11
Valid Votes in favour of the Resolution: 18698717
Valid Votes against the Resolution: 381202

The Ordinary Resolution was carried with requisite majority.

4. Re-appointment of Shri Anand Dayal as a Director.

“RESOLVED THAT Shri Anand Dayal (DIN 03368900), a Director retiring under Section 152(6) of the Companies Act, 2013 be and is hereby reappointed a Director of the Company.”

Total Votes cast: 19079930
Valid Votes: 19079919
Invalid Votes: 11
Valid Votes in favour of the Resolution: 18699017
Valid Votes against the Resolution: 380902

The Ordinary Resolution was carried with requisite majority.



5. Fixation of remuneration of the Auditors for the financial year 2014-15.

“RESOLVED THAT pursuant to Sections 139(5), 142 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Auditors appointed under Section 139(5) of the Act by the Comptroller & Auditor General of India including the cost of reimbursement of out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the financial year 2014-15 by the said Auditors”.

Total Votes cast: 19042377
Valid Votes: 19042366
Invalid Votes: 11
Valid Votes in favour of the Resolution: 19041972
Valid votes against the Resolution: 394

The Ordinary Resolution was carried with requisite majority.

SPECIAL BUSINESS:

As an Ordinary Resolution:

6. Appointment of Shri Alok Chandra as a Government Nominee Director.

“RESOLVED THAT pursuant to the provisions of Section 160 of the Companies Act, 2013 (“the Act”), Shri Alok Chandra (DIN 06929789), Government Nominee Director, be and is hereby appointed a Director, whose period of office as such Director shall be subject to determination by retirement of directors by rotation.”

Total Votes cast: 19079930
Valid Votes: 19079919
Invalid Votes: 11
Valid Votes in favour of the Resolution: 18699017
Valid Votes against the Resolution: 380902

The Ordinary Resolution was carried with requisite majority.

As a Special Resolution:

7. Approval for purchase of Dharuhera Property from Transafe Services Ltd.

“RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to approval of the Board for Industrial and Financial Reconstruction (BIFR) to which a reference has been made under the Sick Industrial Companies (Special Provisions) Act, 1985, consent be and is hereby accorded for the acquisition or purchase of the property of Transafe Services Limited (“TSL”) – an “Associate” company within the meaning of Section 2(6) and a “Related Party” under Section 188 of the Act – at Dharuhera in Haryana consisting of Land admeasuring approximately 10,000 square meters together with the Building / structure(s) thereon (consisting of Factory shed, Office & store Building, Utility Rooms, Worker’s Canteen, Restrooms, Toilets, Maintenance Room, Meter Room, Compound Wall and Internal Road) for a consideration of ₹.675 lakh – excluding cost of registration and related stamp duty – to be paid by the Company to TSL.”



Total Votes cast: 19079904
Valid Votes: 19079893
Invalid Votes: 11
Valid Votes in favour of the Resolution: 19075133
Valid Votes against the Resolution: 4760

The Special Resolution was carried with requisite majority.

As a Special Resolution:

8. Approval for renewal of Service Agreement with Balmer Lawrie Investments Ltd.

“RESOLVED THAT pursuant to Sections 188 and other applicable provisions of the Companies Act, 2013 read with the applicable Rules, approval be and is hereby accorded to the Company entering into a Service Agreement with Balmer Lawrie Investments Ltd ('BLIL'), for a time span of 1 (one) year with effect from 1st May 2014 till 30th April 2015, envisaging a monthly service charge of ₹1,80,000/- (Rupees One lakh eighty thousand only) to the Company – which excludes reimbursement of all expenses, taxes and other levies and remuneration of the Company Secretary seconded by the Company to BLIL – so as to continue provision of infrastructure, management support and other support services by the Company as service provider to enable run the affairs of BLIL.”

Total Votes cast: 1466705
Valid Votes: 1466694
Invalid Votes: 11
Valid Votes in favour of the Resolution: 1466301
Valid Votes against the Resolution: 393

The Special Resolution was carried with requisite majority.

Balmer Lawrie Investments Ltd, being a Related Party in the transaction, did not vote on the Resolution in accordance with the Second Proviso to Section 188[1] of the Companies Act, 2013.

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P. V. Subramanian
B.Com., LL.B., ACS.
Company Secretary in Whole-time Practice

81/8, Regent Estate,
Kolkata-700 092, India.
Mobile: 98300 26425
Email: pvsml7@rediffmail.com

Scrutinizer's Report

To,

The Chairman
97th Annual General Meeting of the Members
Of **BALMER LAWRIE & CO. LTD.**, to be held on 25th September, 2014 at 10.30 a.m.
at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhury Avenue, Kolkata – 700 019.

Dear Sir,

Sub: Report on the process of polling conducted through both E-voting and physical ballot forms.

I, P. V. Subramanian, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Balmer Lawrie & Co. Ltd.** vide resolution dated 29th May, 2014 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the entire process of polling conducted through electronic voting and also through the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 97th Annual General Meeting of the Company to be held on Thursday, the 25th day of September, 2014.

The Notice dated 19th August, 2014 convening the Annual General Meeting ("AGM") of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 25th September, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Ltd. ("CDSL") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the Notice of the 97th AGM of Balmer Lawrie & Co. Ltd.

The voting period for e-voting commenced on Friday, 19th September, 2014 at 09.00 a.m. and ended on Sunday, 21st September, 2014 at 6.00 p.m. and the CDSL e-voting was disabled thereafter. The votes cast under e-voting facility were then unblocked by me in the presence of two witnesses who were not in the employment of the Company. Votes

cast through Physical ballot forms received upto 21st September, 2014 were also considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Ltd. ("CDSL") e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

ORDINARY BUSINESS:

Item No.1 – Ordinary Resolution:

Adoption of Audited Balance Sheet, Profit & Loss Account, Independent Auditors' Report and Directors' Report for the year ended 31 March 2014.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	34	1083924	
Physical	58	17615269	
Total	92	18699193	98.005

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	21	380726	
Physical	0	0	
Total	21	380726	1.995

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.2 – Ordinary Resolution:**Declaration of Dividend on the Equity share capital for the financial year ended 31 March 2014.**

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	53	1464475	
Physical	58	17615269	
Total	111	19079744	100.00

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	0	0	
Total	0	0	0.00

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.3 – Ordinary Resolution:**Re-appointment of Shri Niraj Gupta as a Director**

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	30	1083448	
Physical	58	17615269	
Total	88	18698717	98.002

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	25	381202	
Physical	0	0	
Total	25	381202	1.998

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.4 – Ordinary Resolution:

Re-appointment of Shri Anand Dayal as a Director.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	31	1083748	
Physical	58	17615269	
Total	89	18699017	98.004

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	24	380902	
Physical	0	0	
Total	24	380902	1.996

(ii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.5 – Ordinary Resolution:

Fixation of remuneration of the Auditors for the financial year 2014-15.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	49	1426703	
Physical	58	17615269	
Total	107	19041972	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	5	394	
Physical	0	0	
Total	5	394	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

SPECIAL BUSINESS:**Item No.6 – Ordinary Resolution:*****Appointment of Shri Alok Chandra as a Government Nominee Director.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	31	1083748	
Physical	58	17615269	
Total	89	18699017	98.004

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	24	380902	
Physical	0	0	
Total	24	380902	1.996

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.7 – Special Resolution:***Approval for purchase of Dharuheras Property from Transafe Services Ltd.***

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	47	1459864	
Physical	58	17615269	
Total	105	19075133	99.975

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	7	4760	
Physical	0	0	
Total	7	4760	0.025

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.8 – Special Resolution:

Approval for renewal of Service Agreement with Balmer Lawrie Investments Ltd .

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	51	1464257	
Physical	57	2044	
Total	108	1466301	99.973

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	4	393	
Physical	0	0	
Total	4	393	0.027

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Accordingly, all the resolutions stand passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Place : Kolkata

Dated: 23rd September, 2014.

P.V. Subramanian

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice
ACS:4585/C.P.No.: 2077