



**बामर 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**

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

Ref: SECY/StockExchange/2016/

Date: 23<sup>rd</sup> September, 2016

The Secretary,  
National Stock Exchange of India Ltd.  
Exchange Place  
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 Result and the Consolidated Scrutinizer's Report at the 99<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2016**

In terms of under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), we submit herewith the voting results of the business transacted at the 99<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on Thursday, 22<sup>nd</sup> September, 2016 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata - 700 019 at 10:30 a.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 physical means at the 99<sup>th</sup> AGM is also enclosed.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

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

**Kaustav Sen**

**Compliance Officer**

Enclosed: As above

(1)

**Balmer Lawrie & Co. Ltd.**

|  |  |
|--|--|
| <b>Date of the AGM/EGM</b>   | 99 <sup>th</sup> Annual General Meeting held on 22 <sup>nd</sup> September, 2016 |
| <b>Total number of shareholders on record date</b>   | 26,225 Members as on the cut-off date, i.e., 15 <sup>th</sup> September, 2016    |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b><br>Promoters and Promoter Group:<br>Public: | Not Applicable<br>2,910  |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b><br>Promoters and Promoter Group:<br>Public            | Not Applicable<br>Not Applicable   |

**Agenda-wise**

| <b>Item No.</b> | <b>Agenda</b>   | <b>Resolution Required (Ordinary/ Special)</b> | <b>Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E-Voting)</b> |
|-----------------|---|--|--|
| 1               | To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial year ended 31 <sup>st</sup> March, 2016 and the Reports of the Board of Directors and Auditors thereon for the Financial year ended 31 <sup>st</sup> March, 2016 and the comments of Comptroller and Auditor General of India (CAG) thereon. | Ordinary                                       | E-Voting and Physical ballot at the meeting                          |
| 2               | To declare dividend for the financial year ended 31 <sup>st</sup> March, 2016.  | Ordinary                                       | E-Voting and Physical ballot at the meeting                          |
| 3               | To appoint a Director in place of Ms. Manjusha Bhatnagar (DIN 07059799), a Director who retires by rotation and, being eligible, offers herself for reappointment.  | Ordinary                                       | E-Voting and Physical ballot at the meeting                          |
| 4               | To appoint a Director in place of Shri Dhandapani Sothi Selvam (DIN 07038156), a Director who retires by rotation and being eligible, offers himself for reappointment.   | Ordinary                                       | E-Voting and Physical ballot at the meeting                          |



|   |   |          |   |
|---|---|----------|---|
| 5 | To fix remuneration of the Statutory Auditors (including Branch Auditors) for the financial year 2016-17.   | Ordinary | E-Voting and Physical ballot at the meeting |
| 6 | Appointment of Shri Shyam Sundar Khuntia (DIN 07475677) as a Wholetime Director as well as a Functional Director to the post of Director (Finance), in the scale of pay of Rs.65,000 – 75,000/- for a period of five years from the date of his assumption of charge of the post, or till the date of his superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and his period of office shall be subject to retirement of Directors by rotation. | Ordinary | E-Voting and Physical ballot at the meeting |
| 7 | Ratification of Remuneration of Cost Auditor for the Financial Year 2016-17.  | Ordinary | E-Voting and Physical ballot at the meeting |
| 8 | Increase in Authorized Share Capital and consequent amendment in Memorandum of Association.   | Special  | E-Voting and Physical ballot at the meeting |
| 9 | Alteration of Articles of Association relating to increase of Authorized Share Capital.   | Special  | E-Voting and Physical ballot at the meeting |



## Balmer Lawrie & Co. Ltd.

| Resolution Required : (Ordinary)  |                |                    | 1. To consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the Financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon for the Financial year ended 31st March, 2016 and the comments of Comptroller and Auditor General of India (CAG) thereon. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |  |   |                          |                        |                                      |                                    |
| 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  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507           | 18980576   | 88.4194                                 | 18321881                 | 658695                 | 96.5296                              | 3.4704                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>18980576</b>  | <b>88.4194</b>                          | <b>18321881</b>          | <b>658695</b>          | <b>96.5296</b>                       | <b>3.4704</b>                      |
| Public Non Institutions   | E-Voting       | 7034134            | 23244  | 0.3304                                  | 23195                    | 49                     | 99.7892                              | 0.2108                             |
|   | Poll           |                    | 9528   | 0.1355                                  | 9525                     | 3                      | 99.9685                              | 0.0315                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>32772</b>   | <b>0.4659</b>                           | <b>32720</b>             | <b>52</b>              | <b>99.8413</b>                       | <b>0.1587</b>                      |
| <b>Total</b>  |                | <b>28500641</b>    | <b>19013348</b>  | <b>66.7120</b>                          | <b>18354601</b>          | <b>658747</b>          | <b>96.5353</b>                       | <b>3.4647</b>                      |





**Balmer Lawrie & Co. Ltd.**

| Resolution Required : (Ordinary)  |                |                    | 2. To declare dividend for the financial year ended 31st March, 2016. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |   |   |                          |                        |                                      |                                    |
| 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   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507           | 18980576  | 88.4194                                 | 18980576                 | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>18980576</b>   | <b>88.4194</b>                          | <b>18980576</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 7034134            | 23243   | 0.3304                                  | 23236                    | 7                      | 99.9699                              | 0.0301                             |
|   | Poll           |                    | 9528  | 0.1355                                  | 9501                     | 27                     | 99.7166                              | 0.2834                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>32771</b>  | <b>0.4659</b>                           | <b>32737</b>             | <b>34</b>              | <b>99.8962</b>                       | <b>0.1038</b>                      |
| <b>Total</b>  |                | <b>28500641</b>    | <b>19013347</b>   | <b>66.7119</b>                          | <b>19013313</b>          | <b>34</b>              | <b>99.9998</b>                       | <b>0.0002</b>                      |



### Balmer Lawrie & Co. Ltd.

| Resolution Required : (Ordinary)  |                | 3. To appoint a Director in place of Ms. Manjusha Bhatnagar (DIN 07059799), a Director who retires by rotation and, being eligible, offers herself for reappointment. |                     |   |                          |                        |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |   |                     |   |                          |                        |                                      |                                    |
| 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                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507  | 18980576            | 88.4194                                 | 18321881                 | 658695                 | 96.5296                              | 3.4704                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>18980576</b>     | <b>88.4194</b>                          | <b>18321881</b>          | <b>658695</b>          | <b>96.5296</b>                       | <b>3.4704</b>                      |
| Public Non Institutions   | E-Voting       | 7034134   | 23039               | 0.3275                                  | 22880                    | 159                    | 99.3099                              | 0.6901                             |
|   | Poll           |   | 9528                | 0.1355                                  | 9525                     | 3                      | 99.9685                              | 0.0315                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>32567</b>        | <b>0.4630</b>                           | <b>32405</b>             | <b>162</b>             | <b>99.5026</b>                       | <b>0.4974</b>                      |
| <b>Total</b>  |                | <b>28500641</b>   | <b>19013143</b>     | <b>66.7112</b>                          | <b>18354286</b>          | <b>658857</b>          | <b>96.5347</b>                       | <b>3.4653</b>                      |



## Balmer Lawrie & Co. Ltd.

| Resolution Required : (Ordinary)  |                | 4. To appoint a Director in place of Shri Dhandapani Sothi Selvam (DIN 07038156), a Director who retires by rotation and being eligible, offers himself for reappointment. |                     |   |                          |                        |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |  |                     |   |                          |                        |                                      |                                    |
| 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                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507   | 18980576            | 88.4194                                 | 18321881                 | 658695                 | 96.5296                              | 3.4704                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>18980576</b>     | <b>88.4194</b>                          | <b>18321881</b>          | <b>658695</b>          | <b>96.5296</b>                       | <b>3.4704</b>                      |
| Public Non Institutions   | E-Voting       | 7034134  | 23244               | 0.3304                                  | 23035                    | 209                    | 99.1008                              | 0.8992                             |
|   | Poll           |  | 9528                | 0.1355                                  | 9525                     | 3                      | 99.9685                              | 0.0315                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>32772</b>        | <b>0.4659</b>                           | <b>32560</b>             | <b>212</b>             | <b>99.3531</b>                       | <b>0.6469</b>                      |
| <b>Total</b>  |                | <b>28500641</b>  | <b>19013348</b>     | <b>66.7120</b>                          | <b>18354441</b>          | <b>658907</b>          | <b>96.5345</b>                       | <b>3.4655</b>                      |



## Balmer Lawrie & Co. Ltd.

| Resolution Required : (Ordinary)  |                | 5 - To authorise Board of Directors to fix remuneration of the Statutory Auditors, including Branch Auditors, for the financial year 2016-17. |                     |   |                          |                        |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |   |                     |   |                          |                        |                                      |                                    |
| 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                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507  | 18980576            | 88.4194                                 | 18935804                 | 44772                  | 99.7641                              | 0.2359                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>18980576</b>     | <b>88.4194</b>                          | <b>18935804</b>          | <b>44772</b>           | <b>99.7641</b>                       | <b>0.2359</b>                      |
| Public Non Institutions   | E-Voting       | 7034134   | 22840               | 0.3247                                  | 22791                    | 49                     | 99.7855                              | 0.2145                             |
|   | Poll           |   | 9528                | 0.1355                                  | 9525                     | 3                      | 99.9685                              | 0.0315                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>32368</b>        | <b>0.4602</b>                           | <b>32316</b>             | <b>52</b>              | <b>99.8393</b>                       | <b>0.1607</b>                      |
| <b>Total</b>  |                | <b>28500641</b>   | <b>19012944</b>     | <b>66.7105</b>                          | <b>18968120</b>          | <b>44824</b>           | <b>99.7642</b>                       | <b>0.2358</b>                      |

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**Balmer Lawrie & Co. Ltd.**

| Resolution Required : (Ordinary)  |                |                    | 6. Appointment of Shri Shyam Sundar Khuntia (DIN 07038156) as a Wholetime Director to the post of Director (Finance). |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |   |   |                          |                        |                                      |                                    |
| 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   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507           | 18980576  | 88.4194                                 | 18321881                 | 658695                 | 96.5296                              | 3.4704                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>18980576</b>   | <b>88.4194</b>                          | <b>18321881</b>          | <b>658695</b>          | <b>96.5296</b>                       | <b>3.4704</b>                      |
| Public Non Institutions   | E-Voting       | 7034134            | 22218   | 0.3159                                  | 21751                    | 467                    | 97.8981                              | 2.1019                             |
|   | Poll           |                    | 9528  | 0.1355                                  | 9521                     | 7                      | 99.9265                              | 0.0735                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>31746</b>  | <b>0.4514</b>                           | <b>31272</b>             | <b>474</b>             | <b>98.5069</b>                       | <b>1.4931</b>                      |
| <b>Total</b>  |                | <b>28500641</b>    | <b>19012322</b>   | <b>66.7084</b>                          | <b>18353153</b>          | <b>659169</b>          | <b>96.5329</b>                       | <b>3.4671</b>                      |



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## Balmer Lawrie & Co. Ltd.

| Resolution Required : (Ordinary)  |                |                    | 7. Ratification of the Remuneration of the Cost Auditors of the Company for the financial year ending on 31st March 2017. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |   |   |                          |                        |                                      |                                    |
| 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   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507           | 18980576  | 88.4194                                 | 18980576                 | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>18980576</b>   | <b>88.4194</b>                          | <b>18980576</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 7034134            | 22944   | 0.3262                                  | 22895                    | 49                     | 99.7864                              | 0.2136                             |
|   | Poll           |                    | 9528  | 0.1355                                  | 9525                     | 3                      | 99.9685                              | 0.0315                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>32472</b>  | <b>0.4617</b>                           | <b>32420</b>             | <b>52</b>              | <b>99.8399</b>                       | <b>0.1601</b>                      |
| <b>Total</b>  |                | <b>28500641</b>    | <b>19013048</b>   | <b>66.7109</b>                          | <b>19012996</b>          | <b>52</b>              | <b>99.9997</b>                       | <b>0.0003</b>                      |

(10)



## Balmer Lawrie & Co. Ltd.

| Resolution Required : (Ordinary)  |                |                    | 8. Increase in Authorised Capital and Alteration of Capital clause of Memorandum of Association. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |  |   |                          |                        |                                      |                                    |
| 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  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507           | 18980576   | 88.4194                                 | 18359057                 | 621519                 | 96.7254                              | 3.2476                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>18980576</b>  | <b>88.4194</b>                          | <b>18359057</b>          | <b>621519</b>          | <b>96.7254</b>                       | <b>3.2476</b>                      |
| Public Non Institutions   | E-Voting       | 7034134            | 23270  | 0.3308                                  | 23174                    | 96                     | 99.5875                              | 0.4125                             |
|   | Poll           |                    | 9528   | 0.1355                                  | 9510                     | 18                     | 99.8111                              | 0.1889                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>32798</b>   | <b>0.4663</b>                           | <b>32684</b>             | <b>114</b>             | <b>99.6524</b>                       | <b>0.3476</b>                      |
| <b>Total</b>  |                | <b>28500641</b>    | <b>19013374</b>  | <b>66.7120</b>                          | <b>18391741</b>          | <b>621633</b>          | <b>96.7305</b>                       | <b>3.2695</b>                      |



## Balmer Lawrie & Co. Ltd.

| Resolution Required : (Ordinary)  |                |                    | 9 - Increase in Authorised Capital and Alteration of Capital clause of Articles of Association |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    |  |   |                          |                        |                                      |                                    |
| 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  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>   | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 21466507           | 18980576   | 88.4194                                 | 18360300                 | 620276                 | 96.7320                              | 3.2680                             |
|   | Poll           |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>18980576</b>  | <b>88.4194</b>                          | <b>18360300</b>          | <b>620276</b>          | <b>96.7320</b>                       | <b>3.2680</b>                      |
| Public Non Institutions   | E-Voting       | 7034134            | 23270  | 0.3308                                  | 22121                    | 1149                   | 95.0623                              | 4.9377                             |
|   | Poll           |                    | 9528   | 0.1355                                  | 9516                     | 12                     | 99.8741                              | 0.1259                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>32798</b>   | <b>0.4663</b>                           | <b>31637</b>             | <b>1161</b>            | <b>96.4602</b>                       | <b>3.5398</b>                      |
| <b>Total</b>  |                | <b>28500641</b>    | <b>19013374</b>  | <b>66.7120</b>                          | <b>18391937</b>          | <b>621437</b>          | <b>96.7315</b>                       | <b>3.2685</b>                      |





**CONSOLIDATED SCRUTINIZER'S REPORT**

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

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

To,

The Chairman of the 99th Annual General Meeting (AGM) of the Members of **Balmer Lawrie & Co. Ltd.** (CIN: L15492WB1924GOI004835), held on Thursday, 22nd day of September, 2016 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata - 700 019.

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), 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 ballot paper voting at the Annual General Meeting venue 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue for the resolutions proposed in the Notice of 99th Annual General Meeting of the Members of the Company dated 10th August, 2016. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 99th AGM of the Company, based on the report provided by National Securities Depository Limited (NSDL), 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting period commenced on 18<sup>th</sup> September, 2016 (9.00 a.m.) and ended on 21<sup>st</sup> September, 2016 (5.00 p.m.) 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 National Securities Depository Limited (NSDL).
4. The Members holding equity shares as on the "cut-off date" i.e. 15<sup>th</sup> September, 2016 (end of day) were entitled to vote on the resolutions proposed in the Notice calling the 99th Annual General Meeting.
5. At the end of the remote e-voting period on Wednesday, 21<sup>st</sup> September, 2016 (5.00 p.m.), the voting portal of the service provider was blocked forthwith.

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E Mail: goenkamohan@hotmail.com

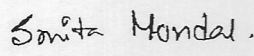
goenkamohan@gmail.com

Mobile No.9831074332

Phone No : 2237 9517

6. After transacting the business at the meeting, the Chairman requested for voting through ballot papers at the AGM venue 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 ballot paper voting at the venue of the AGM on the 22nd day of September, 2016, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Sneha Khaitan and Ms. Smita Mondal who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ms. Sneha Khaitan

  
Ms. Smita Mondal

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 National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> and based on such reports;

The brief analysis of the result of the voting through Remote e-voting and voting through ballot papers at the Annual General Meeting venue are as under:

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

Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, and the report of the Board of Directors and Auditors and Comments of the Comptroller and Auditor General of India thereon.

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 101                       | 18345076 | 117                 | 9525  | 218   | 18354601 | 96.54          |
| Dissent           | 36                        | 658744   | 3                   | 3     | 39    | 658747   | 3.46           |
| Total             | 137                       | 19003820 | 120                 | 9528  | 257   | 19013348 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |



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Mobile No.9831074332  
Phone No : 2237 9517

**Item No. 2 - Ordinary Resolution :**Declaration of Dividend for the financial year ended 31<sup>st</sup> March, 2016

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 134                       | 19003812 | 117                 | 9501  | 251   | 19013313 | 100.00         |
| Dissent           | 2                         | 7        | 3                   | 27    | 5     | 34       | 0.00           |
| Total             | 136                       | 19003819 | 120                 | 9528  | 256   | 19013347 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |

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

Re-appointment of Ms. Manjusha Bhatnagar (DIN 07059799) as Director of the Company.

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 97                        | 18344761 | 117                 | 9525  | 214   | 18354286 | 96.53          |
| Dissent           | 38                        | 658854   | 3                   | 3     | 41    | 658857   | 3.47           |
| Total             | 135                       | 19003615 | 120                 | 9528  | 255   | 19013143 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |

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

Re-appointment of Mr. Dhandapani Sothi Selvam (DIN 07038156) as Director of the Company.

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 98                        | 18344916 | 117                 | 9525  | 215   | 18354441 | 96.53          |
| Dissent           | 39                        | 658904   | 3                   | 3     | 42    | 658907   | 3.47           |
| Total             | 137                       | 19003820 | 120                 | 9528  | 257   | 19013348 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |



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

Fixation of Remuneration of the Statutory Auditors (including Branch Auditors) for the Financial Year 2016-17 .

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 126                       | 18958595 | 117                 | 9525  | 243   | 18968120 | 99.76          |
| Dissent           | 8                         | 44821    | 3                   | 3     | 11    | 44824    | 0.24           |
| Total             | 134                       | 19003416 | 120                 | 9528  | 254   | 19012944 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |

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

Appointment of Shri Shyam Sundar Khuntia (DIN 07475677) as a Whole time Director as well as Functional Director to the post of Director (Finance) of the Company.

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 96                        | 18343632 | 116                 | 9521  | 212   | 18353153 | 96.53          |
| Dissent           | 39                        | 659162   | 4                   | 7     | 43    | 659169   | 3.47           |
| Total             | 135                       | 19002794 | 120                 | 9528  | 255   | 19012322 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |

**Item No. 7 - Ordinary Resolution :**

Ratification of Remuneration of M/S. Bandyopadhyaya Bhaumik & Co., Cost Auditor for the Financial Year ending on 31<sup>st</sup> March 2017.

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 132                       | 19003471 | 117                 | 9525  | 249   | 19012996 | 100.00         |
| Dissent           | 4                         | 49       | 3                   | 3     | 7     | 52       | 0.00           |
| Total             | 136                       | 19003520 | 120                 | 9528  | 256   | 19013048 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |

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# MR & Associates

Company Secretaries

## Item No. 8- Special Resolution :

Increase in Authorized Share Capital and consequent amendment in Memorandum of Association.

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 102                       | 18382231 | 115                 | 9510  | 217   | 18391741 | 96.73          |
| Dissent           | 36                        | 621615   | 5                   | 18    | 41    | 621633   | 3.27           |
| Total             | 138                       | 19003846 | 120                 | 9528  | 258   | 19013374 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |

## Item No. 9- Special Resolution :

Alteration of Articles of Association relating to increase of Authorized Share Capital.

| Particulars       | No. of votes contained in |          |                     |       |       |          |                |
|-------------------|---------------------------|----------|---------------------|-------|-------|----------|----------------|
|                   | Remote E-Voting           |          | Ballot paper voting |       | Total |          |                |
|                   | No.                       | Votes    | No.                 | Votes | No.   | Votes    | Percentage (%) |
| Assent            | 101                       | 18382421 | 117                 | 9516  | 218   | 18391937 | 96.73          |
| Dissent           | 37                        | 621425   | 3                   | 12    | 40    | 621437   | 3.27           |
| Total             | 138                       | 19003846 | 120                 | 9528  | 258   | 19013374 | 100.00         |
| Abstain / Invalid | 0                         | 0        | 3                   | 21    | --    | --       | --             |

9. Based on the foregoing, the resolution no.(s) 1 to 9 shall be deemed to have been passed with the requisite majority.

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 Meeting.


Thanking You,

  
Mohan Ram Goenka  
Practicing Company Secretary  
C.P. No: 2551



Place : Kolkata  
Date: 23.09.2016

Countersigned by:

  
Prabal Basu  
Chairman & Managing Director  
Balmer Lawrie & Co. Ltd.  
(A Govt. of India Enterprise)  
21, N. S. Road, Kolkata-1

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