

**BIL:VRS/2017-2018**

**11<sup>th</sup> September, 2017**

To,  
**M/s BSE Ltd**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

**National Stock Exchange of India Ltd**  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra Kurla Complex  
Bandra (E), Mumbai 400 051

Scrip Name: BALKRISI/ Scrip Code : 502355

Scrip Name/Code : BALKRISIND

Dear Sir/Madam,

**Sub: Scrutinizer's Combined Report on Remote e-voting and Poll conducted at the Annual General Meeting held on 9<sup>th</sup> September, 2017.**

Further to our letter no. BIL:VRS/2017-2018 dated 11<sup>th</sup> September, 2017 in respect of Voting Results under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith Scrutinizer's Combined Report on Remote e-voting and Poll on businesses transacted at 55<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September, 2017.

We request you to kindly take on record and oblige.

Thanking you,

Yours faithfully,  
**For Balkrishna Industries Limited**



**Vipul Shah**  
**Director & Company Secretary**  
**DIN NO: 05199526**

Enclosed : As above

**CS.M.N. BHALEKAR**

B.A., LL B. FCS

Practicing Company Secretary

Off - Certified Filing Center - MCA/ACES  
7 Jyotirmaya Complex, Gr. floor, Beside  
Hotel Atithi, Jalna Road, Aurangabad - 431 003.  
Tel: 0240 - 2482786, Mob.: 9422713206, 8275004528  
Email : mnbhalekar@rediffmail.com,  
mnbhalekar@gmail.com

Date 11<sup>th</sup> Sept 2017

**REPORT OF SCRUTINIZER**

(Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rule, 2014, as amended)

To,  
The Chairman,  
Balkrishna Industries Limited,  
B-66, Waluj MIDC, Waluj Industrial Area,  
Aurangabad 431136, Maharashtra.

**Sub: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of the section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and voting on Poll pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 55<sup>th</sup> Annual General Meeting of Balakrishna Industries Limited held on Saturday, September 9, 2017 at 12.00 Noon at the Registered office situated at B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431136, Maharashtra.**

Dear Sir,

I, M N Bhalekar, Practicing Company Secretary, have been appointed by the Board of Directors of M/s Balkrishna Industries Limited as the scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner by ascertaining the requisite majority in respect of the resolutions referred in the notice of the 55<sup>th</sup> Annual General Meeting of the Members of the Company held on 9<sup>th</sup> September, 2017 at 12.00 Noon at the registered office situated at B-66, Waluj MIDC, Waluj Industrial Area, Aurangabad 431136, Maharashtra.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act 2013 and Rules relating to e-voting on the Resolutions mentioned in Notice of 55<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for e voting process is restricted to scrutinize and report on the votes cast "in favour" or "against" or Abstained from voting on the resolutions stated below, based on the reports generated from the e-voting systems provided by Karvy Computershare Private Limited ("Karvy"), the authorised agency to provide e-voting facilities, engaged by the Company.



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Resd. Nilayam' 29, Vishva Karma Co-op, Hsg. Society, CIDCO, N-8-E, Aurangabad - 431 003. Tel. : 0240 - 2485484

The Company had also provided for voting through the Poll at the AGM venue at the 55<sup>th</sup> Annual General Meeting to the shareholders who had not cast their vote earlier through remote e-voting facility.

The members of the Company as on the "cut-off" date i.e. September 02, 2017 were entitled to vote on the resolutions (item no. 1 to 6 as set in the notice of the 55<sup>th</sup> AGM of the Company).

**1. Further to above, I submit report as under:**

**Remote E-voting:**

a) The e-voting period remained opened from Wednesday 6th September, 2017 at (9 am IST) to Friday 8<sup>th</sup> September, 2017 (5 pm IST).

b) The votes cast under remote e-voting facility were thereafter unblocked in presence of the two witnesses who were not in employment of the Company.

c) The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-voting.

d) In Keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, DP Id & Client Id/folios, number of shares held but not the manner in which they have voted.

e) Accordingly, Karvy the remote e-Voting agency provided us with the names, DP Id & Client Id/folios and shareholding of the members who have cast their votes through remote e-Voting.

**Voting through Poll at the AGM venue:**

a). The Company had provided the facility for voting through Poll at the AGM and members, who have not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.



b). The polling papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the ballot box kept at convenient places in the venue.

c). The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorization/ proxies lodged with the Company.

d) On completion of voting at the AGM, Karvy - the Registrar and share transfer agent of the company (RTA) provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.

Thereafter, We unblocked the remote e-Voting results on the karvy e-Voting platform in the presence of Mr. Pushpadant Sahuji and Miss Poonam Daga and downloaded the remote e-Voting Results.

2. The consolidated results are as follows :

**Item No: 1- Ordinary resolution:** Adoption of Audited Financial Statement for the financial year ended 31st March, 2017 and the Audited Consolidated Financial Statement for the financial year ended 31st March, 2017:

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Ballots	No. of shares	% of total number of valid votes cast	No. of Ballots	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	81865460	222	81865403	99.9999	1	50	0.0001	0	7
Voting through Poll at the AGM venue	182	37	182	100	0	0	0	0	0
Total	81865642	259	81865585	99.9999	1	50	0.0001	0	7



**Item No: 2- Ordinary resolution:** To confirm Interim Dividend of 275% (Rs.5.50 per equity share) already paid for the financial year ended 31st March, 2017 and to declare the Final Dividend for the financial year ended 31st March, 2017:

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Ballots	No. of shares	% of total number of valid votes cast	No. of Ballots	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	81865460	222	81865403	99.9999	1	50	0.0001	0	7
Voting through Poll at the AGM venue	182	37	182	100	0	0	0	0	0
Total	81865642	259	81865585	99.9999	1	50	0.0001	0	7

**Item No: 3- Ordinary resolution:** Re-appointment of Mrs. Vijaylaxmi A Poddar as a Director of the Company, liable to retire by rotation and being eligible, offers herself for re-appointment:

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Ballots	No. of shares	% of total number of valid votes cast	No. of Ballots	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	81865460	183	25517393	99.9998	1	50	0.0002	0	56348017
Voting through Poll at the AGM venue	182	37	182	100	0	0	0	0	0
Total	81865642	220	25517575	99.9998	1	50	0.0002	0	56348017



**Item No: 4- Ordinary resolution: Appointment of M/s. N G Thakrar & Co., Chartered Accountant as Statutory Auditors of the Company:**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Ballots	No. of shares	% of total number of valid votes cast	No. of Ballots	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	81865460	220	81727679	99.8317	3	137774	0.1683	0	7
Voting through Poll at the AGM venue	182	37	182	100	0	0	0	0	0
Total	81865642	257	81727861	99.8317	3	137774	0.1683	0	7

**Item No: 5- Special Business Ordinary Resolution: To re-appoint Mr. Vipul Shah (DIN : 05199526) as Chairman & Managing Director for a period of five years w.e.f. 11th February, 2017 to 10th February, 2022:**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Ballots	No. of shares	% of total number of valid votes cast	No. of Ballots	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	81865460	221	81827583	99.9999	1	50	0.0001	0	37827
Voting through Poll at the AGM venue	182	37	182	100	0	0	0	0	0
Total	81865642	258	81827765	99.9999	1	50	0.0001	0	37827



**Item No: 6- Special Business Special Resolution: Authorising Company to charge for service of documents to members of the Company under Section 20 of the Companies Act, 2013:**

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of Ballots	No. of shares	% of total number of valid votes cast	No. of Ballots	No. of Shares	% of total number of valid votes cast		
Remote E-Voting	81865460	211	80499680	98.3317	12	1365773	1.6683	0	7
Voting through Poll at the AGM venue	182	37	182	100	0	0	0	0	0
Total	81865642	248	80499862	98.3317	12	1365773	1.6683	0	7

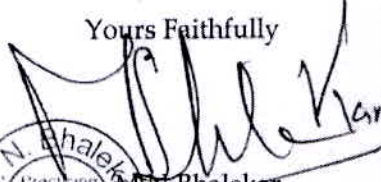

3. Based on the aforesaid results, we report that 4 ordinary resolutions, 1 Special Business Ordinary Resolution, and 1 Special Business Special Resolution as contained in Item No. 1 to 6 of the Notice of the AGM dated 25<sup>th</sup> May, 2017 have been passed with the requisite majority.

4. The data sheet relating to electronic voting/ Poll papers are handed over to the Company.

Place: Aurangabad

Date: 11<sup>th</sup> September, 2017.

Yours Faithfully

  
  
**M. N. Bhalekar**  
 Scrutinizer  
 Practising Company Secretary  
 FCS No. 2334  
 CP No. 1960