



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

E-mail : bhavsar.k@balmerlawrie.com

CIN : L15492WB1924GOI004835

Date: 14th September, 2018

Ref: SECY/StockExchange/2018

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.: The Consolidated Scrutinizer's Report at the 101st Annual General Meeting held on 12th September, 2018

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 101st AGM of the members of the Company held on Wednesday, 12th September, 2018 at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata – 700 019 at 10:30 a.m. is enclosed.

Kindly acknowledge receipt of the same.

Thanking You,

Yours faithfully,

For Balmer Lawrie & Co. Ltd.

Kaustav Sen

Compliance Officer

Enclosed: As above

CONSOLIDATED SCRUTINIZER'S REPORT

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

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

To,

The Chairman of the 101st Annual General Meeting (AGM) of the Members of Balmer Lawrie & Co. Ltd. (CIN: L15492WB1924GOI004835), held on Wednesday, the 12th day of September, 2018 at 10.30 A.M at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Chowdhury Avenue, Kolkata - 700 019

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & Associates, was duly appointed as a Scrutinizer by the Board of Directors of **Balmer Lawrie & Co. Ltd.** (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, 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 at the Annual General Meeting venue through ballot paper / polling paper for the resolutions proposed in the Notice of 101st Annual General Meeting of the Members of the Company dated 28/07/2018. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 101st 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.

Page 1 of 7

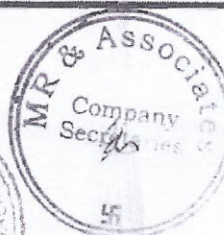
Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, 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 facility was kept open from Saturday, September 8, 2018 (9:00 a.m. IST) till Tuesday, September 11, 2018 (5.00 p.m. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by **National Securities Depository Limited (NSDL)**.
4. The Members holding equity shares as on the "cut-off date" i.e. September 05, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 101st Annual General Meeting.
5. At the end of the remote e-voting period on Tuesday, September 11, 2018 (5:00 P.M.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper / polling paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on the 12th day of September, 2018 the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Tanvee and Ms. Sneha Khaitan who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/> and based on such reports, the **brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper** are as under:



Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

Item No. 1 - Ordinary Resolution:

Adoption of Audited Financial Statements of the Company, both standalone and Consolidated, for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon and along with the comments of Comptroller and Auditor General of India (CAG).

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	202	71872685	31	26562	233	71899247	100.00
Dissent	3	466	0	0	3	466	0.00
Total	205	71873151	31	26562	236	71899713	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 2 - Ordinary Resolution:

Declaration of dividend on Equity Shares for the Financial Year ended on 31st March, 2018.

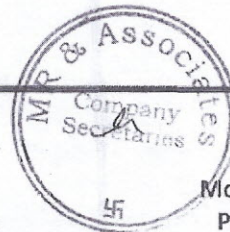
Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	187	70626568	31	26562	218	70653130	98.27
Dissent	17	1246563	0	0	17	1246563	1.73
Total	204	71873131	31	26562	235	71899693	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 3 - Ordinary Resolution:

Appointment of Director in place of Shri Dhandapani Sothi Selvam (DIN 07038156), who retires by rotation and being eligible, offers himself for reappointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	184	70560018	31	26562	215	70586580	98.17
Dissent	21	1313039	0	0	21	1313039	1.83
Total	205	71873057	31	26562	236	71899619	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Item No. 4 - Ordinary Resolution:

Appointment of Director in place of Shri Shyam Sundar Khuntia (DIN 07475677), who retires by rotation and being eligible, offers himself for reappointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	195	71781198	31	26562	226	71807760	99.87
Dissent	10	91903	0	0	10	91903	0.13
Total	205	71873101	31	26562	236	71899663	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 5 - Ordinary Resolution:

Fixation of remuneration payable to Statutory Auditors (including Branch Auditors) for the Financial Year 2018-19.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	185	70613048	31	26562	216	70639610	98.25
Dissent	18	1259695	0	0	18	1259695	1.75
Total	203	71872743	31	26562	234	71899305	100.00
Abstain / Invalid	0	0	0	0	--	--	--

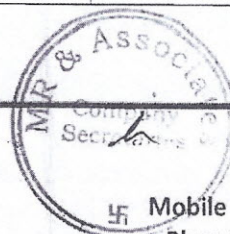
Item No. 6 - Ordinary Resolution:

Appointment of Shri Vijay Sharma (DIN 08045837) as Government Nominee Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	190	71803415	31	26562	221	71829977	99.90
Dissent	12	69232	0	0	12	69232	0.10
Total	202	71872647	31	26562	233	71899209	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Our Office :

46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

Item No. 7 - Ordinary Resolution:

Appointment of Shri Sunil Sachdeva (DIN 00754633) as an Independent Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	180	70635083	31	26562	211	70661645	98.28
Dissent	20	1236936	0	0	20	1236936	1.72
Total	200	71872019	31	26562	231	71898581	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 8 - Ordinary Resolution:

Appointment of Shri Ratna Sekhar Adika (DIN 08053637) as Director (Human Resource & Corporate Affairs) of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	198	71807354	31	26562	229	71833916	99.91
Dissent	5	65327	0	0	5	65327	0.09
Total	203	71872681	31	26562	234	71899243	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 9 - Ordinary Resolution:

Appointment of Shri Vikash Preetam (DIN 00910261) as an Independent Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	175	70608288	31	26562	206	70634850	98.24
Dissent	26	1264647	0	0	26	1264647	1.76
Total	201	71872935	31	26562	232	71899497	100.00
Abstain / Invalid	0	0	0	0	--	--	--

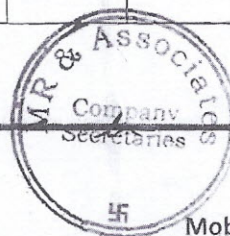
Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com



Mobile No.9831074332

Phone No : 2237 9517

Item No. 10 - Ordinary Resolution:

Appointment of Smt. Perin Devi Rao (DIN 07145051) as Government Nominee Director of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	192	71803372	31	26562	223	71829934	99.90
Dissent	13	69729	0	0	13	69729	0.10
Total	205	71873101	31	26562	236	71899663	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 11 - Ordinary Resolution:

Ratification of Remuneration of Cost Auditor for Financial Year 2018-19.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	181	70607594	31	26562	212	70634156	98.24
Dissent	22	1265191	0	0	22	1265191	1.76
Total	203	71872785	31	26562	234	71899347	100.00
Abstain / Invalid	0	0	0	0	--	--	--

Item No. 12 - Special Resolution:

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

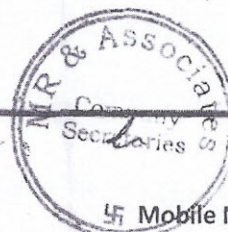
Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	196	71747415	31	26562	227	71773977	99.91
Dissent	9	67881	0	0	9	67881	0.09
Total	205	71815296	31	26562	236	71841858	100.00
Abstain / Invalid	0	0	0	0	--	--	--

9. Based on the foregoing, the resolution no.(s) 1 to 12 shall be deemed to have been passed with the requisite majority.

Page 6 of 7

Our Office :

46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

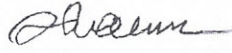
MR & Associates

Company Secretaries

All the relevant records relating to the voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

For MR & Associates
Company Secretaries



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



Date: 13.09.2018
Place: Kolkata

Countersigned by:



प्रवाल बासु / Prabal Basu
अध्यक्ष व प्रबंध निदेशक
Chairman & Managing Director
बामर लॉरी एण्ड क. लि.
Balmer Lawrie & Co. Ltd.
(भारत सरकार का एक उद्यम)
(A Govt. of India Enterprise)
21, एन. एस. रोड, कोल-1, / 21, N. S. Road, Kol-1,

Page 7 of 7

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com

Mobile No.9831074332
Phone No : 2237 9517