



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)
Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)
फोन : (91) (033) 2222-5612 / 5731
ई-मेल : bhavsar.k@balmerlawrie.com

21, Netaji Subhas Road, Kolkata - 700 001 (INDIA)
Phone : (91) (033) 2222 5612 / 5731
E-mail : bhavsar.k@balmerlawrie.com
सीआईएन/ CIN : L15492WB1924GOI004835

Date: 27th September, 2024

Ref: SECY/SE/AGM/2024

The Secretary,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block- G
Bandra Kurla Complex
Bandra (E),
Mumbai – 400051

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

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir/Madam,

Sub: Submission of Voting Results under Regulation 44(3) of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") along with the Consolidated Scrutinizer's Report

This is with reference to our intimation dated 3rd September, 2024 regarding Notice dated 12th August, 2024 of the 107th of Annual General Meeting held on Thursday, 26th September, 2024 for seeking the consent of the Members of the Company through Ordinary Resolutions for the items as set out in the Notice of the 107th Annual General Meeting.

In furtherance to the same, we hereby enclose the following:

1. Voting Results of the items transacted through e- voting in terms of Regulation 44(3) of the Listing Regulations, in the format as specified. (Attached as **Annexure- A**)
2. Consolidated Scrutinizer's Report for e- voting. (Attached as **Annexure- B**)

The aforesaid documents under serial no. 1 and 2 shall also be available on the website of the Company at https://www.balmerlawrie.com/static/investor_relations and on the website of the e-voting agency i.e. M/s. KFin Technologies Limited at <https://evoting.kfintech.com/>

For Balmer Lawrie & Co. Ltd.

Sonal Sharma
Compliance Officer

Enclosed: as above

General information about company	
Scrip code	523319
NSE Symbol	BALMLAWRIE
MSEI Symbol	NOTLISTED
ISIN	INE164A01016
Name of the company	Balmer Lawrie & Company Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	26-09-2024
Start time of the meeting	12:00 PM
End time of the meeting	01:43 PM

Scrutinizer Details

Name of the Scrutinizer	Navin Kothari
Firms Name	M/s N.K. & Associates
Qualification	CS
Membership Number	5935
Date of Board Meeting in which appointed	27-03-2024
Date of Issuance of Report to the company	27-09-2024

Voting results	
Record date	19-09-2024
Total number of shareholders on record date	109696
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	82
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	Textual Information(1)

Text Block

Textual Information(1)

Company had fixed a cut-off date and not record date.

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended on 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and Auditor General of India thereon				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	8624609	4370301	50.6725	4370301	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8624609	4370301	50.6725	4370301	0	100	0

Public- Non Institutions	E-Voting	162379237	106392422	65.521	106389340	3082	99.9971	0.0029
	Poll		10611	0.0065	10558	53	99.5005	0.4995
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162379237	106403033	65.5275	106399898	3135	99.9971	0.0029
Total		171003846	110773334	64.7783	110770199	3135	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

95394 votes abstained.
677 less votes were cast by the shareholder(s) out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend for the Financial Year ended on 31st March, 2024				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	8624609	4461897	51.7345	4461897	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8624609	4461897	51.7345	4461897	0	100	0
Public- Non Institutions	E-Voting	162379237	106396019	65.5232	106392940	3079	99.9971	0.0029
	Poll		10611	0.0065	10558	53	99.5005	0.4995
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	162379237	106406630	65.5297	106403498	3132	99.9971	0.0029
	Total	171003846	110868527	64.8339	110865395	3132	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

201 votes abstained.
677 less votes were cast by the shareholder(s) out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Shri Raja Mani Uthayaraja (DIN: 09678056), a Director who retires by rotation and being eligible, offers himself for re-appointment				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	8624609	4461897	51.7345	1124668	3337229	25.2061	74.7939
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8624609	4461897	51.7345	1124668	3337229	25.2061	74.7939
Public- Non Institutions	E-Voting	162379237	106392549	65.521	106387040	5509	99.9948	0.0052
	Poll		10611	0.0065	10558	53	99.5005	0.4995

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162379237	106403160	65.5276	106397598	5562	99.9948	0.0052
Total		171003846	110865057	64.8319	107522266	3342791	96.9848	3.0152
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

4266 votes abstained.
82 less votes were cast by the shareholder out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To fix the remuneration of the Statutory Auditors of the Company (including Branch Auditors) for the Financial Year 2024-25				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	8624609	4461897	51.7345	4451218	10679	99.7607	0.2393
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8624609	4461897	51.7345	4451218	10679	99.7607
Public- Non Institutions	E-Voting	162379237	106392568	65.521	106388346	4222	99.996	0.004
	Poll		10611	0.0065	10558	53	99.5005	0.4995

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162379237	106403179	65.5276	106398904	4275	99.996	0.004
Total		171003846	110865076	64.8319	110850122	14954	99.9865	0.0135
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

3653 votes abstained.
676 less votes were cast by the shareholder(s) out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Entrustment of additional charge of the post of Chairman and Managing Director of the Company upon Shri Adhip Nath Palchaudhuri (DIN: 08695322)				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	8624609	4461897	51.7345	4184572	277325	93.7846	6.2154
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8624609	4461897	51.7345	4184572	277325	93.7846	6.2154
Public- Non Institutions	E-Voting	162379237	106392567	65.521	106387638	4929	99.9954	0.0046
	Poll		10611	0.0065	10558	53	99.5005	0.4995

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162379237	106403178	65.5276	106398196	4982	99.9953	0.0047
	Total	171003846	110865075	64.8319	110582768	282307	99.7454	0.2546
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

4246 votes abstained.
84 less votes were cast by the shareholder out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Adhip Nath Palchaudhuri (DIN: 08695322) as Chairman and Managing Director of the Company and fixation of terms of appointment				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	8624609	4461897	51.7345	4151007	310890	93.0323	6.9677
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8624609	4461897	51.7345	4151007	310890	93.0323	6.9677
Public- Non Institutions	E-Voting	162379237	106392559	65.521	106387651	4908	99.9954	0.0046
	Poll		10611	0.0065	10558	53	99.5005	0.4995

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162379237	106403170	65.5276	106398209	4961	99.9953	0.0047
	Total	171003846	110865067	64.8319	110549216	315851	99.7151	0.2849
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

4253 votes abstained.
85 less votes were cast by the shareholder out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Shri Mrityunjay Jha (DIN: 08483795) as Government Nominee Director of the Company and fixation of terms of his appointment				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Institutions	E-Voting	8624609	4461897	51.7345	1818691	2643206	40.7605	59.2395
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8624609	4461897	51.7345	1818691	2643206	40.7605	59.2395
Public- Non Institutions	E-Voting	162379237	106392566	65.521	106386916	5650	99.9947	0.0053
	Poll		10611	0.0065	10558	53	99.5005	0.4995

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	162379237	106403177	65.5276	106397474	5703	99.9946	0.0054
Total		171003846	110865074	64.8319	108216165	2648909	97.6107	2.3893
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

4246 votes abstained.
85 less votes were cast by the shareholder out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration of Cost Auditor for the Financial Year 2024-25				
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	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Institutions	E-Voting	8624609	4461897	51.7345	4461897	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8624609	4461897	51.7345	4461897	0	100	0
Public- Non Institutions	E-Voting	162379237	106392563	65.521	106389298	3265	99.9969	0.0031
	Poll		10611	0.0065	10558	53	99.5005	0.4995
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	162379237	106403174	65.5276	106399856	3318	99.9969	0.0031
	Total	171003846	110865071	64.8319	110861753	3318	99.997	0.003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)

3660 votes abstained.
674 less votes were cast by the shareholder(s) out of his/her entire shareholding.

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Consolidated Scrutinizer's Report

To,
The Company Secretary
Balmer Lawrie & Co. Ltd.
21, Netaji Subhas Road,
Kolkata - 700 001

Sub: Consolidated Scrutinizer's Report on remote e-voting and the e-voting conducted during the 107th Annual General Meeting ("107th AGM") of the Members of Balmer Lawrie & Co. Ltd. ('Company') held through Video Conferencing ("VC") on Thursday, 26th September 2024 at 12:00 Noon (IST)

I, Navin Kothari, Practicing Company Secretary, proprietor of N.K & Associates, Company Secretaries was appointed by the Board of Directors of Balmer Lawrie & Co. Ltd (hereinafter referred to as the "Company") at its meeting held on 27th March, 2024 as the Scrutinizer for the remote e-voting process as well as the electronic voting conducted during the 107th AGM pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rules 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations").

Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, and September 25, 2023 respectively (collectively referred to as 'MCA Circulars') holding of Annual General Meeting has been permitted through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In addition to the above, Securities and Exchange Board of India (SEBI) vide its Master Circular dated 11.07.2023 read with circular dated 7.10.2023 (collectively referred to as 'SEBI Circulars') has provided certain relaxations from compliance of certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

As mentioned in the Notice of the 107th AGM, the proceedings of the 107th AGM is deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 107th AGM. The Management of the Company is



responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and SEBI Listing Regulations and Circulars issued by MCA and SEBI relating to e-voting on the resolutions contained in the notice of the 107th AGM. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited, the agency for e-voting.

Report on Scrutiny:

- The Company had appointed KFin Technologies Limited as the service provider for the purpose of extending the facility of remote e-voting to the members of the Company and also for voting electronically during the 107th AGM.
- The service provider had provided a system for recording the votes of the members electronically through remote e-voting as well as e-voting during the 107th AGM on all the items of the business proposed to be transacted during the 107th AGM of the Company, which was held on September 26, 2024.
- The service provider had set up electronic voting facility and members could access the same at <https://evoting.kfintech.com>.
- The Company had uploaded the Notice of 107th AGM on the website of the Company, its Service Provider for e-voting and also on the websites of Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited to facilitate their members to cast their vote through remote e-voting and e-voting during the 107th AGM.
- As provided in the MCA & SEBI Circulars, the Company had *inter-alia*, advertised in the newspapers, asking members who have not registered their e-mail addresses with the Company/ Depository Participant(s) to do so and to the extent, details were provided by the shareholders within the relevant cut-off date were considered for sending the Notice of the 107th AGM along with the Annual Report 2023-24.
- The Company had sent the Notice of the 107th AGM along with the Annual Report 2023-24 and e-voting details by e-mail to members whose e-mail addresses were made available by the Depositories or were registered with the Company as on the cut-off date i.e. Friday, 23rd August, 2024 (end of the day). The Notices sent



through e-mail contained the detailed procedure to be followed by the members for casting their votes electronically as provided in the Rule 20 of the Companies

- (Management and Administration) Rules, 2014 (as amended) and as provided in the MCA & SEBI Circulars.
- The Company had completed the dispatch of Notice of 107th AGM and Annual Report via e-mail to the members on September 3, 2024.
- The cut-off date for the purposes of identifying the members who were entitled to vote on the resolutions placed for approval of the members was Thursday, September 19, 2024 (end of the day).
- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, September 23, 2024 at 9:00 a.m. to Wednesday, September 25, 2024 at 5:00 p.m. At the end of remote e-Voting period, the remote e-voting facility was blocked forthwith.
- The Company had released an advertisement prior to sending Notice of 107th AGM to the members which was published on September 2, 2024 in English language in all India edition in 'Financial Express' Newspaper, in Bengali language in 'Aajkal' Newspaper (Kolkata edition) and also in Hindi language in all India edition 'Jansatta' Newspaper.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement after completion of dispatch of Notice of 107th AGM and Annual Report, which was published 21 days before the date of the 107th AGM on September 4, 2024 in English language in all India edition in 'Financial Express' Newspaper, in Bengali language in 'Aajkal' Newspaper (Kolkata edition) and also in Hindi language in all India edition 'Jansatta' Newspaper. The notice published in the newspaper carried the required information as specified in sub rule 4 (v) (a) to (h) of the said Rule 20.
- KFin Technologies Limited provided me the names, DP ID / folio numbers and shareholding of the members who had cast their votes through remote e-voting.
- At the 107th AGM of the Company held through VC on Thursday, September 26, 2024, members who had not cast their vote through remote e-voting were allowed to cast their vote electronically till the end of the 107th AGM.



- After the conclusion of the 107th AGM by the Chairman, the electronic system capturing the e-voting was blocked by me.
- On September 26, 2024 after tabulating the votes cast electronically by the system provided by KFin Technologies Limited, the votes cast through remote e-voting facility and votes cast electronically during the 107th AGM were duly unblocked at 01:44 p.m. by me as a Scrutinizer in the presence of Mr. Vivek Lohani and Ms. Anshika Jhunjhunwala who acted as the witnesses, as prescribed in sub rule 4 (xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014. After the voting by electronic means the votes cast through remote e-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.
- I did not find any invalid votes.
- Thereafter, I as the scrutinizer duly compiled details of the remote e-voting carried out by the members and the electronic voting done during the 107th AGM.

The results of the remote e-voting together with that of the voting conducted on the date of the 107th AGM by way of electronic means are as under:



ORDINARY BUSINESS**(i) Item No. 1 of the Notice (as an Ordinary Resolution)**

Consideration and adoption of the Audited Financial Statements of the Company (both Standalone and Consolidated) for the Financial Year ended on 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and other Statements attached thereto along with the Comments of Comptroller and Auditor General of India:

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100	No. of Members voted (v)	No. of Votes. (vi)	As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi) * 100	
Total votes through Remote e-voting and voting by electronic means during the meeting	476	110770199	99.997	30	3135	0.003	0

No. of Members Abstained	No. of Votes
5	95394

The resolution stands passed with the requisite majority.



(ii) Item No. 2 of the Notice (as an Ordinary Resolution)

Declaration of dividend for the Financial Year ended on 31st March 2024:

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = iii / (iii+vi)* 100	No. of Members voted (v)	No. of Votes. (vi)	As a % of total number of valid votes (Favour and Against) (vii = vi / (iii+vi)* 100	
Total votes through Remote e-voting and voting by electronic means during the meeting	481	110865395	99.997	29	3132	0.003	0

No. of Members Abstained	No. of Votes
2	201

The resolution stands passed with the requisite majority.



(iii) Item No. 3 of the Notice (as an Ordinary Resolution)

Re-appointment of Shri Raja Mani Uthayaraja (DIN: 09678056), as a Director who was retiring by rotation and being eligible, had offered himself for re-appointment:

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = iii / (iii+vi)* 100	No. of Members voted (v)	No. of Votes. (vi)	As a % of total number of valid votes (Favour and Against) (vii = vi / (iii+vi)* 100	
Total votes through - Remote e-voting and voting by electronic means during the meeting	415	107522266	96.985	92	3342791	3.015	0

No. of Members Abstained	No. of Votes
5	4266

The resolution stands passed with the requisite majority.



(iv) Item No. 4 of the Notice (as an Ordinary Resolution)

Fixation of remuneration of the Statutory Auditors of the Company (including Branch Auditors) for the Financial Year 2024-25:

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100	No. of Members voted (v)	No. of Votes. (vi)	As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100	
Total votes through Remote e-voting and voting by electronic means during the meeting	473	110850122	99.987	38	14954	0.013	0

No. of Members Abstained	No. of Votes.
3	3653

The resolution stands passed with the requisite majority.



SPECIAL BUSINESS**(v) Item No. 5 of the Notice (as an Ordinary Resolution)**

Entrustment of additional charge of the post of Chairman and Managing Director of the Company upon Shri Adhip Nath Palchaudhuri (DIN: 08695322):

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = $\frac{\text{iii}}{\text{iii+vi}} \times 100$)	No. of Members voted (v)	No. of Votes. (vi)	As a % of total number of valid votes (Favour and Against) (vii = $\frac{\text{vi}}{\text{iii+vi}} \times 100$)	
Total votes through Remote e-voting and voting by electronic means during the meeting	464	110582768	99.745	48	282307	0.255	0

No. of Members Abstained	No. of Votes.
4	4246

The resolution stands passed with the requisite majority.



(vi) Item No. 6 of the Notice (as an Ordinary Resolution)**Appointment of Shri Adhip Nath Palchaudhuri (DIN: 08695322) as Chairman and Managing Director of the Company and fixation of terms of appointment:**

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = iii/ (iii+vi)* 100	No. of Members voted (v)	No. of Votes. (vi)	As a % of total number of valid votes (Favour and Against) (vii = vi/ (iii+vi)* 100	
Total votes through Remote e-voting and voting by electronic means during the meeting	461	110549216	99.715	50	315851	0.285	0

No. of Members Abstained	No. of Votes
5	4253

The resolution stands passed with the requisite majority.



(vii) Item No. 7 of the Notice (as an Ordinary Resolution)

Appointment of Shri Mrityunjay Jha (DIN: 08483795) as Government Nominee Director of the Company and fixation of terms of his appointment:

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = $\frac{\text{iii}}{\text{iii+vi}} \times 100$)	No. of Members voted (v)	No. of Votes. (vi)	As a % of total number of valid votes (Favour and Against) (vii = $\frac{\text{vi}}{\text{iii+vi}} \times 100$)	
Total votes through Remote e-voting and voting by electronic means during the meeting	428	108216165	97.611	84	2648909	2.389	0

No. of Members Abstained	No. of Votes.
4	4246

The resolution stands passed with the requisite majority.



(viii) Item No. 8 of the Notice (as an Ordinary Resolution)**Ratification of Remuneration of Cost Auditor for the Financial Year 2024-25:**

Manner of voting (i)	Votes in favour of the resolution			Votes against the resolution			Invalid votes Nos. (viii)
	No. of Members voted (ii)	No. of Votes. (iii)	As a % of total number of valid votes (Favour and Against) (iv = $\frac{\text{iii}}{\text{iii+vi}} \times 100$)	No. of Members voted (v)	No. of Votes (vi)	As a % of total number of valid votes (Favour and Against) (vii = $\frac{\text{vi}}{\text{iii+vi}} \times 100$)	
Total votes through - Remote e-voting and voting by electronic means during the meeting	474	110861753	99.997	33	3318	0.003	0

No. of Members Abstained	No. of Votes.
4	3660

The resolution stands passed with the requisite majority.



All the Resolutions mentioned in the Notice of 107th AGM dated August 12, 2024 as per the details above stands passed under remote e-voting and voting conducted during 107th AGM electronically with the requisite majority and hence, deemed to be passed on the date of the 107th AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from KFin Technologies Limited in respect of the votes cast through remote e-voting and voting conducted during the 107th AGM by way of electronic means by the members of the Company. All other relevant records relating to remote e-voting and electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,
Yours faithfully

For N.K. & ASSOCIATES

Company Secretaries

Navin Kothari

Navin Kothari

(Proprietor)

FCS No. 5935

CP No. 3725



UDIN: F005935F001350938

PEER REVIEW NO.: 1384/2021

Place: Kolkata

Dated: 27.09.2024

The following were the witnesses to the unblocking of the votes cast through remote e-voting and e-voting during the 107th AGM:

1. *Vivek Lohani*

Mr. Vivek Lohani

Address:

GBPC Bhawan

35, Belgachia Road

Kolkata-700037

Countersigned by:

For Balmer Lawrie & Co. Ltd.

2. *Anshika Jhunjunwala*

Ms. Anshika Jhunjunwala

Address:

P-311, Block-A

Laketown

Kolkata-700089

Kavita Bhavsar

Company Secretary

(as per authorization by Chairman)



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)

Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)
फोन : (91) (033) 2222-5612 / 5731
ई-मेल : bhavsar.k@balmerlawrie.com

21, Netaji Subhas Road, Kolkata - 700 001 (INDIA)
Phone : (91) (033) 2222 5612 / 5731
E-mail : bhavsar.k@balmerlawrie.com
सीआईएन/ CIN : L15492WB1924GOI004835

Date: 27th September, 2024

Ref: SECY/SE/AGM/2024

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

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

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir(s)/Madam(s),

Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Entrustment of additional charge of the post of Chairman and Managing Director of the Company upon Shri Adhip Nath Palchaudhuri (DIN: 08695322) at the 107th Annual General Meeting

This is with reference to our earlier intimation dated 1st July, 2024 and 29th July, 2024, wherein, the Company had intimated the Stock Exchanges regarding entrustment of additional charge of the post of Chairman and Managing Director of the Company upon Shri Adhip Nath Palchaudhuri, (DIN: 08695322) with effect from 1st July, 2024 till 19th July, 2024 and pursuant to the Voting Results of the 107th AGM of the Company disseminated to the Stock Exchanges on 27th September, 2024.

In furtherance to the same and in compliance with Regulation 30 of the Listing Regulations, this is to further inform that the Members of the Company at the 107th Annual General Meeting of the Company held on Thursday, 26th September, 2024 at 12 Noon IST through Two-way Video Conferencing, have approved the entrustment of additional charge of the post of Chairman and Managing Director of the Company upon Shri Adhip Nath Palchaudhuri (DIN: 08695322) [who was holding functional designation of Director (Service Businesses)] from 1st July, 2024 till 19th July, 2024.

Further, as per the requirement of the Circular no. LIST/COMP/14/2018-19 dated 20th June, 2018 read with Master Circular dated 30th April, 2024 issued by BSE Limited and Master Circular no. NSE/CML/2024/10 dated 29th April, 2024 issued by National Stock Exchange of India Limited, respectively, we hereby affirm that Shri Adhip Nath Palchaudhuri, (DIN: 08695322) is not

debarred from holding the office of Director by virtue of any order of SEBI or any other such authority.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are enclosed herewith as '**Annexure-A**'.

For Balmer Lawrie & Co. Ltd.

Sonal Sharma
Compliance Officer

Enclosed: as above

Sl No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Entrustment of additional charge of Chairman and Managing Director of the Company pursuant to letter bearing reference no. CA-31014/2/2024-PNG (49337) dated 28 th June, 2024 received from the Ministry of Petroleum and Natural Gas, Government of India due to cessation of the directorship of Shri Adika Ratna Sekhar, erstwhile Chairman and Managing Director owing to his superannuation, w.e.f. 1 st July 2024.
2.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	From 1 st July, 2024 till 19 th July, 2024.
3.	Brief profile (in case of appointment)	<p>Shri Adhip Nath Palchaudhuri holds a B.E (E&C) degree from University of Roorkee (now IIT Roorkee) and a PGDM from IIM Lucknow. He has professional work experience of nearly 30 years. He is a PMP and a CISA and is recognized as a Registered Corporate Coach by Worldwide Association of Business Coaches (WABC).</p> <p>Before his appointment as Chairman and Managing Director of the Company he was holding the position of Director (Service Businesses) of the Company, prior to which he was holding the position of Head – Marketing for the SBU: Industrial Packaging of Balmer Lawrie & Co. Ltd. Earlier, he has held positions such as Head – Supply Chain Management for SBU: Industrial Packaging and AVP & Head – ERP & Systems within the Corporate IT department of Balmer Lawrie & Co. Ltd. Prior to joining Balmer Lawrie & Co. Ltd., Shri Adhip Nath Palchaudhuri had worked with a wide variety of organizations in the IT Services/Consulting field in India and abroad.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Shri Adhip Nath Palchaudhuri, (DIN: 08695322) does not have any inter-se relationship with other Directors of the Company.



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)

Balmer Lawrie & Co. Ltd.
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E-mail : bhavsar.k@balmerlawrie.com
सीआईएन/CIN : L15492WB1924GOI004835

Date: 27th September, 2024

Ref: SECY/SE/AGM/2024

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

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

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir(s)/Madam(s),

Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Appointment of Shri Adhip Nath Palchaudhuri (DIN: 08695322) as Chairman and Managing Director of the Company at the 107th Annual General Meeting and fixation of terms of his appointment

This is with reference to our earlier intimation dated 29th July, 2024, wherein, the Company had intimated the Stock Exchanges regarding appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as Chairman and Managing Director of the Company with effect from 20th July, 2024 and pursuant to the Voting Results of the 107th AGM of the Company disseminated to the Stock Exchanges on 27th September, 2024.

In furtherance to the same and in compliance with Regulation 30 of the Listing Regulations, this is to further inform that the Members of the Company at the 107th Annual General Meeting of the Company held on Thursday, 26th September, 2024 at 12 Noon IST through Two-way Video Conferencing, have approved the appointment of Shri Adhip Nath Palchaudhuri, (DIN: 08695322) as a Chairman and Managing Director of the Company in the scale of pay of Rs.1,80,000-Rs.3,20,000/- (IDA) with effect from date of his assumption of charge i.e. 20th July, 2024 till the date of his superannuation, i.e. 31st March, 2029, or until further orders from the Ministry of Petroleum and Natural Gas, Government of India (“Administrative Ministry”), whichever is earlier and whose period of office shall be subject to retirement of Directors by rotation and on such terms and conditions as stated in letter bearing reference no. CA-31024/1/2022-PNG (43584) dated 19th July, 2024 received from the Administrative Ministry.

Further, as per the requirement of the Circular no. LIST/COMP/14/2018-19 dated 20th June, 2018 read with Master Circular dated 30th April, 2024 issued by BSE Limited and Master Circular no. NSE/CML/2024/10 dated 29th April, 2024 issued by National Stock Exchange of India Limited, respectively, we hereby affirm that Shri Adhip Nath Palchaudhuri, (DIN: 08695322) is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are enclosed herewith as '**Annexure-A**'.

For Balmer Lawrie & Co. Ltd.

Sonal Sharma
Compliance Officer

Enclosed: as above

Sl No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment as Chairman and Managing Director of the Company pursuant to letter bearing reference no. CA-31024/1/2022- PNG (43584) dated 19 th July, 2024 received from the Ministry of Petroleum and Natural Gas, Government of India (“Administrative Ministry”).
2.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	With effect from 20 th July, 2024 and term of appointment would be till the date of superannuation i.e. 31 st March, 2029 or until further orders from the Administrative Ministry, whichever is earlier.
3.	Brief profile (in case of appointment)	<p>Shri Adhip Nath Palchauthuri holds a B.E (E&C) degree from University of Roorkee (now IIT Roorkee) and a PGDM from IIM Lucknow. He has professional work experience of nearly 30 years. He is a PMP and a CISA and is recognized as a Registered Corporate Coach by Worldwide Association of Business Coaches (WABC).</p> <p>Before his appointment as Chairman and Managing Director of the Company he was holding the position of Director (Service Businesses) of the Company, prior to which he was holding the position of Head – Marketing for the SBU: Industrial Packaging of Balmer Lawrie & Co. Ltd. Earlier, he has held positions such as Head – Supply Chain Management for SBU: Industrial Packaging and AVP & Head – ERP & Systems within the Corporate IT department of Balmer Lawrie & Co. Ltd. Prior to joining Balmer Lawrie & Co. Ltd., Shri Adhip Nath Palchauthuri had worked with a wide variety of organizations in the IT Services/Consulting field in India and abroad.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director).	Shri Adhip Nath Palchauthuri, (DIN: 08695322) does not have any inter-se relationship with other Directors of the Company.



बामर लॉरी एण्ड कं. लिमिटेड
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सीआईएन/सिन : L15492WB1924GOI004835

Date: 27th September, 2024

Ref: SECY/SE/AGM/2024

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

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

Company Code: **BALMLAWRIE**

Scrip Code: **523319**

Dear Sir(s)/Madam(s),

Sub.: Disclosure under Regulation 30 of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Appointment of Shri Mrityunjay Jha (DIN: 08483795) as Government Nominee Director of the Company at the 107th Annual General Meeting and fixation of terms of his appointment

This is with reference to our earlier intimation dated 20th October, 2023, wherein, the Company had intimated the Stock Exchanges regarding appointment of Shri Mrityunjay Jha, (DIN: 08483795) as a Non-Executive, Additional Director in the designation of Government Nominee Director of the Company and pursuant to the Voting Results of the 107th AGM of the Company disseminated to the Stock Exchanges on 27th September, 2024.

In furtherance to the same and in compliance with Regulation 30 of the Listing Regulations, this is to further inform that the Members of the Company at the 107th Annual General Meeting of the Company held on Thursday, 26th September, 2024 at 12 Noon IST through Two-way Video Conferencing, have approved the appointment of Shri Mrityunjay Jha (DIN: 08483795) as a Government Nominee Director of the Company with effect from 18th October, 2023 for a period of three years on co-terminus basis or until further orders from the Ministry of Petroleum and Natural Gas, Government of India (“Administrative Ministry”), whichever is earlier and whose period of office shall be subject to retirement of Directors by rotation and on such other terms and conditions as contained in Letter bearing reference no. CA-31032/1/2021-PNG-37493 dated 18th October, 2023 received from the Administrative Ministry and any further instructions from the Administrative Ministry.

Further, as per the requirement of the Circular no. LIST/COMP/14/2018-19 dated 20th June, 2018 read with Master Circular dated 30th April, 2024 issued by BSE Limited and Master Circular no. NSE/CML/2024/10 dated 29th April, 2024 issued by National Stock Exchange of India Limited, respectively, we hereby affirm that Shri Mrityunjay Jha (DIN: 08483795) is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are enclosed herewith as 'Annexure-A'.

For Balmer Lawrie & Co. Ltd.

Sonal Sharma
Compliance Officer

Enclosed: as above

Sl No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment as Government Nominee Director of the Company pursuant to letter bearing reference no. CA-31032/1/2021-PNG-37493 dated 18 th October, 2023 received from the the Ministry of Petroleum and Natural Gas, Government of India (“Administrative Ministry”).
2.	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	With effect from 18 th October, 2023 for a period of three years on co-terminus basis or until further orders from the Administrative Ministry, whichever is earlier.
3.	Brief profile (in case of appointment)	Shri Mrityunjay Jha has over 31 years of experience in Government of India. He started his career in the Ministry of Power, where he handled administration of the Ministry and financial matters of PSUs of Ministry of Power viz., NTPC, NHPC, Power Grid and PFC, etc. Thereafter, he worked in Ministry of Social Justice and Empowerment, where he handled the administrative and financial matters of Seven national institutes of disabilities and a PSU named ALIMCO. Thereafter, he worked in Ministry of Minority Affairs and was involved in preparation of all the schemes for welfare of minorities. At present, he is working in Ministry of Petroleum and Natural Gas as Director (OR). He has rich experience in handling the administration and financial matters of various ministries, autonomous and statutory bodies and PSUs.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Shri Mrityunjay Jha, (DIN: 08483795) does not have any inter-se relationship with other Directors of the Company.