MR & Associates
Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote E-Voting and Ballot Form)

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

To,

The Chairman of Ninety Eighth Annual General Meeting of the Equity shareholders of **Balmer Lawrie & Co. Limited,** held on Tuesday, the **22nd day of September, 2015** at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhury Avenue, Kolkata –700 019 .

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Balmer Lawrie & Co. Limited.** (the Company) for the purpose of Scrutinizing the e-voting process (remote e-voting) 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 by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement.

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 Ballot Form and for the resolutions proposed in the Notice of Ninety Eighth Annual General Meeting of the equity shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through remote e-voting and Ballot Form at the venue of AGM 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 resolution proposed in the Notice of the Ninety Eighth AGM of the Company, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facilities for voting through electronic means and votes casted through ballot forms at the venue of Annual General Meeting in respect of the resolutions considered at the 98th Annual General Meeting of the shareholders of the Company.

3. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the remote e-voting facility was kept open from **Wednesday, 16th September, 2015 at 9:00 P.M. IST, to Monday, 21st September, 2015 at 5:00 P.M. IST** and members were requested to cast their votes electronically convening their assent or dissent in respect of the resolution on e-voting platform provided by NSDL.

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4.

i. As per the information and documents provided to me, by the officers of the Company, the Company has completed on 28 August 2015, the despatch of the relevant notice dated 12th August, 2015 along with 'Statement pursuant to Section 102 of the Companies Act 2013, route map and proxy form, convening the said AGM, to the members of the Company by Registered Post. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the said AGM has been placed on the website of the Company (www.balmerlawrie.com).

ii. The relevant notice of the said AGM, mentioned inter-alia that the business shall be transacted through electronic voting system (Remote E-voting system) and through ballots which shall be made available at the venue of the said AGM for those who have not already casted their vote by remote e-voting facility. The necessary facilities for remote e-voting were being provided by the company.

iii. I have been shown by the officers of the company that a public notice by way of newspaper advertisement has been published in "The Financial Express" and in "Aajkal" both on 01.09.2015 containing the information as required by Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014.

iv. That to the best of my understanding the portal i.e., www.evoting.nsdl.com. where Remote E-Voting process was provided for EVEN 102516 was blocked at or before 9.00 P.M. on 16th September 2015 from which time the voting commenced.

v. That after the discussions on the eleven Resolutions at the said AGM were over, a facility for casting the vote by physical ballot at the venue of the said AGM was provided to those members who had not casted their vote through E-voting process and wanted to cast their votes by physical ballots in the Form MGT -12 as stipulated in Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014.

vi. The relevant details of the aforesaid Remote E-Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(4)(xiv) of the Companies (Management and Administration) Rules, 2014 read with Section 108 of the Companies Act, 2013 and are available as on this day at the website http://www.evoting.nsdl.com.

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5. The member of the Company as on **"cut off" date (record date) i.e. 15th September, 2015** were entitled to vote on the resolutions. (Item No. 1 to Item No. 11) as set out in the notice of Ninety Eighth AGM of the Company.

6. At the end of the voting period on **Monday, 21st September, 2015 at 5:00 P.M. IST**, the voting portal of the service provider was blocked forthwith.

7. The votes cast were unblocked on 22.09.2015 in the presence of two witnesses Ms. Smita Mondal and Ms. Sneha Khaitan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Smita Mondal.
Ms. Smita Mondal

Khaitan
Ms. Sneha Khaitan

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 ballot forms as received and the report generated from the e-voting website of National Securities Depository Limited (NSDL), and based on such reports,

The brief analysis of the results of the voting through Remote e-voting and Ballot Form are as under:

Item No. 1 - Ordinary Resolution:

"RESOLVED THAT the Audited financial statements, both Standalone and Consolidated, for the financial year ended 31st March, 2015 together with Reports of the Board of Directors and Auditors thereon along with the comments of the Comptroller & Auditor General of India on the Accounts of the Company, duly circulated to the members, be and are hereby considered and adopted."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	107	18207771	76	47059	183	18254830	96.830(approx.)
Dissent	32	597695	1	2	33	597697	3.170(approx.)
Total	139	18805466	77	47061	216	18852527	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 2 - Ordinary Resolution:

"RESOLVED THAT in accordance with the recommendation of the Board of Directors a dividend at the rate of Rs.18.00 (Rupees Eighteen only) per equity share for the financial year ended 31st March, 2015 be and is hereby declared on 2,85,00,641 Equity shares of Rs. 10/- (Rupees Ten) each of the Company and be paid out of the distributable profits of the Company for the financial year 2014-15."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	130	18801796	76	47059	206	18848855	99.981(approx.)
Dissent	7	3535	1	2	8	3537	0.019(approx.)
Total	137	18805331	77	47061	214	18852392	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 3 - Ordinary Resolution:

"RESOLVED THAT Shri Prabal Basu (DIN 06414341), a Director retiring by rotation be and is hereby reappointed as a Director of the Company whose period of office shall be subject to retirement by rotation."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	121	18758853	74	47056	195	18805909	99.753(approx.)
Dissent	16	46566	3	5	19	46571	0.247(approx.)
Total	137	18805419	77	47061	214	18852480	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 4 - Ordinary Resolution:

"RESOLVED THAT Shri Alok Chandra (DIN 06929789), a Director retiring by rotation be and is hereby reappointed as a Director of the Company whose period of office shall be subject to retirement by rotation."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	100	18205876	72	47049	172	18252925	96.821(approx.)
Dissent	38	599290	5	12	43	599302	3.179(approx.)
Total	138	18805166	77	47061	215	18852227	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 5 - Ordinary Resolution:

"RESOLVED THAT pursuant to Section 142 and other applicable provisions of the Companies Act, 2013, the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Statutory Auditors appointed under Section 139(5) of the Act by the Comptroller & Auditor General of India including the cost of reimbursement of out-ofpocket expenses incurred in connection with the audit of accounts of the Company for the financial year 2015-16 by the said Statutory Auditors."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	122	18762195	72	47046	194	18809241	99.971(approx.)
Dissent	14	5406	5	15	19	5421	0.029(approx.)
Total	136	18767601	77	47061	213	18814662	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 6 – Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Ms. Manjusha Bhatnagar (DIN 07059799), be and is hereby appointed a Wholetime Director as well as a Functional Director to the post of Director (HR & CA), in the scale of pay of Rs. 65,000 – 75,000/- for a period of five years from the date of her assumption of charge of the post, or till the date of her superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	125	18801527	74	47051	199	18848578	99.979(approx.)
Dissent	12	3856	3	10	15	3866	0.021(approx.)
Total	137	18805383	77	47061	214	18852444	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 7 – Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Dhandapani Sothi Selvam (DIN 07038156), be and is hereby appointed a Wholetime Director as well as a Functional Director to the post of Director(Manufacturing Businesses), 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 on or after 1st January, 2015 or till the date of his superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	123	18801045	74	47051	197	18848096	99.978(approx.)
Dissent	15	4121	3	10	18	4131	0.022(approx.)
Total	138	18805166	77	47061	215	18852227	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 8 – Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Kalyan Swaminathan (DIN 06912345), be and is hereby appointed a Wholetime Director as well as a Functional Director to the post of Director (Service Businesses), 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 on or after 1st August, 2015 or till the date of his superannuation, or until further orders from the Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	122	18762508	74	47051	196	18809559	99.772(approx.)
Dissent	17	42958	3	10	20	42968	0.228(approx.)
Total	139	18805466	77	47061	216	18852527	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 9 – Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Prashant Sitaram Lokhande (DIN 06966587), who is acting as Deputy Secretary (E-I), Ministry of Petroleum & Natural Gas (MoP&NG), be and is hereby appointed a Non- Executive, Government Nominee Director of the Company, on co-terminus basis or until further order from MoP&NG - whichever is earlier and whose period of office shall be subject to retirement of directors by rotation."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	89	18205023	76	47059	165	18252082	96.817(approx.)
Dissent	45	600104	1	2	46	600106	3.183(approx.)
Total	134	18805127	77	47061	211	18852188	100
Abstain / Invalid	0	0	0	0	0	0	-

Item No. 10 – Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Shri Prabal Basu be and is hereby appointed as the Chairman & Managing Director of the Company in the scale of pay of Rs.75,000 - 90,000/- for a period of five years from the date of his assumption of charge of the post on or after 1st August, 2015 or till the date of his superannuation or until further orders from Ministry of Petroleum & Natural Gas, whichever is the earliest and whose period of office shall be subject to retirement of directors by rotation."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	121	18762434	77	47061	198	18809495	99.772(approx.)
Dissent	16	42901	0	0	16	42901	0.228(approx.)
Total	137	18805335	77	47061	214	18852396	100
Abstain / Invalid	0	0	0	0	0	0	-

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Item No. 11 – Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of M/s. Musib & Co., Cost Accountants, who have been appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the Cost Records of the Company for the financial year ending on 31st March, 2016 at a remuneration of Rs.2,25,000/- (Rupees Two Lakh Twenty-five Thousand only) excluding reimbursement of service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	125	18801286	75	47055	200	18848341	99.979(approx.)
Dissent	13	3880	2	6	15	3886	0.021(approx.)
Total	138	18805166	77	47061	215	18852227	100
Abstain / Invalid	0	0	0	0	0	0	-

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting through ballot form and remote e-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 AGM.

Thanking You,
Yours Faithfully,



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

Place: Kolkata
Date: 24.09.2015

Countersigned by:

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