बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)
Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)
SINCE 1867

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
CIN : L15492WB1924GOI004835

Ref. : SECY/NSE/2014/113
Date : 26th September, 2014

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051

Dear Sir,

Sub. : Intimation in terms of Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we append herewith required information on Electronic Voting at the 97th Annual General Meeting of the Company held on 25th September, 2014 for your information and record. A copy of the Scrutinizer's Report is also enclosed.

Yours faithfully,
Balmer Lawrie & Co. Ltd.

Amit Ghosh
Company Secretary

Encl. : As above

c.c. : The Secretary, Bombay Stock Exchange Ltd. – with enclosure.
The Asstt. Vice President, NSDL
The Vice President (Operations) CDSIL – Kindly upload the e-voting result on your Website as required under Rule 20(3) (xiv) of the Companies (Management & Administration) Rules, 2014

बी एल
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Results of the Electronic Voting and physical Ballot at the 97th Annual General Meeting held on Thursday, 25th September 2014 at G D Birla Sabhagar, 29 Ashutosh Chowdhury Avenue,Kolkata 700019 at 10.30 a.m. pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3) (xiv) of the Companies (Management & Administration) Rules, 2014 and Clause 35A of the Listing Agreement

Name of the Company	:	**BALMER LAWRIE & CO. LIMITED**
Date of the AGM	:	**25 SEPTEMBER 2014**
Total No. of shareholders on Record Date	:	24394
Total No. of shareholders present in the AGM either in person or through Proxy :		
a. Promoters/Promoter Group	:	**NIL**
b. Public	:	**2802** [including Proxy & representative of Balmer Lawrie Investments Ltd.]
No. of Shareholders attended the meeting through Video Conferencing	:	No Video Conferencing was held

ORDINARY BUSINESS:

1. **Adoption of Audited Balance Sheet, Profit & Loss Account, Independent Auditors' Report and Directors' Report for the year ended 31 March 2014.**

   "RESOLVED THAT the Audited Profit and Loss Account of the Company for the financial year ended on 31st March 2014 and Balance Sheet as on that date, 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 received, considered and adopted."

   Total Votes cast: 19079930
   Valid Votes: 19079919
   Invalid Votes: 11
   Valid Votes in favour of the Resolution: 18699193
   Valid Votes against the Resolution: 380726

   The Ordinary Resolution was carried with requisite majority.

2. **Declaration of Dividend on the Equity share capital for the financial year ended 31 March, 2014.**

"RESOLVED THAT in accordance with the recommendation of the Board of Directors a dividend on 2,85,00,641 Equity shares of Rs. 10/- each of the Company at the rate of Rs. 18.00 (Rupees Eighteen only) per equity share for the financial year ended 31 March 2014 be and is hereby declared on all the issued Equity shares of the Company and be paid out of the profits of the Company for the financial year as mentioned above to those Members whose names appear on the Company's Register of Members at the close of business hours on 10 September 2014 or whose names are placed on the Register of Members based on valid share transfers lodged with the Company or the Registrar and Share Transfer Agent on or before the close of business hours on the said 10 September 2014 as the Registered Holders of the said shares and to those "Deemed Members" whose names appear in the statement of Beneficial ownership furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on 10 September 2014, without deduction of Tax at source."

Total Votes cast: 19079755
Valid Votes: 19079744
Invalid Votes: 11
Valid Votes in favour of the Resolution: 19079744
Valid Votes against the Resolution: NIL

The Ordinary Resolution was carried unanimously.

3. **Re-appointment of Shri Niraj Gupta as a Director.**

"RESOLVED THAT Shri Niraj Gupta (DIN 05252234), a Director retiring under Section 152(6) of the Companies Act, 2013 be and is hereby reappointed a Director of the Company."

Total Votes cast: 19079930
Valid Votes: 19079919
Invalid Votes: 11
Valid Votes in favour of the Resolution: 18698717
Valid Votes against the Resolution: 381202

The Ordinary Resolution was carried with requisite majority.

4. **Re-appointment of Shri Anand Dayal as a Director.**

"RESOLVED THAT Shri Anand Dayal (DIN 03368900), a Director retiring under Section 152(6) of the Companies Act, 2013 be and is hereby reappointed a Director of the Company."

Total Votes cast: 19079930
Valid Votes: 19079919
Invalid Votes: 11
Valid Votes in favour of the Resolution: 18699017
Valid Votes against the Resolution: 380902

The Ordinary Resolution was carried with requisite majority.

5. **Fixation of remuneration of the Auditors for the financial year 2014-15.**

"RESOLVED THAT pursuant to Sections 139(5), 142 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Board of Directors be and is hereby authorized to determine the amount of remuneration payable to the Auditors appointed under Section 139(5) of the Act by the Comptroller & Auditor General of India including the cost of reimbursement of out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the financial year 2014-15 by the said Auditors".

Total Votes cast: 19042377
Valid Votes: 19042366
Invalid Votes: 11
Valid Votes in favour of the Resolution: 19041972
Valid votes against the Resolution: 394

The Ordinary Resolution was carried with requisite majority.

SPECIAL BUSINESS:

As an Ordinary Resolution:

6. **Appointment of Shri Alok Chandra as a Government Nominee Director.**

"RESOLVED THAT pursuant to the provisions of Section 160 of the Companies Act, 2013 ("the Act"), Shri Alok Chandra (DIN 06929789), Government Nominee Director, be and is hereby appointed a Director, whose period of office as such Director shall be subject to determination by retirement of directors by rotation."

Total Votes cast: 19079930
Valid Votes: 19079919
Invalid Votes: 11
Valid Votes in favour of the Resolution: 18699017
Valid Votes against the Resolution: 380902

The Ordinary Resolution was carried with requisite majority.

As a Special Resolution:

7. **Approval for purchase of Dharuhera Property from Transafe Services Ltd.**

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to approval of the Board for Industrial and Financial Reconstruction (BIFR) to which a reference has been made under the Sick Industrial Companies (Special Provisions) Act, 1985, consent be and is hereby accorded for the acquisition or purchase of the property of Transafe Services Limited ("TSL") – an "Associate" company within the meaning of Section 2(6) and a "Related Party" under Section 188 of the Act – at Dharuhera in Haryana consisting of Land admeasuring approximately 10,000 square meters together with the Building / structure(s) thereon (consisting of Factory shed, Office & store Building, Utility Rooms, Worker's Canteen, Restrooms, Toilets, Maintenance Room, Meter Room, Compound Wall and Internal Road) for a consideration of ₹.675 lakh – excluding cost of registration and related stamp duty – to be paid by the Company to TSL."

Total Votes cast: 19079904
Valid Votes: 19079893
Invalid Votes: 11
Valid Votes in favour of the Resolution: 19075133
Valid Votes against the Resolution: 4760

The Special Resolution was carried with requisite majority.

As a Special Resolution:

8. **Approval for renewal of Service Agreement with Balmer Lawrie Investments Ltd.**

"RESOLVED THAT pursuant to Sections 188 and other applicable provisions of the Companies Act, 2013 read with the applicable Rules, approval be and is hereby accorded to the Company entering into a Service Agreement with Balmer Lawrie Investments Ltd ('BLIL'), for a time span of 1 (one) year with effect from 1st May 2014 till 30th April 2015, envisaging a monthly service charge of ₹1,80,000/- (Rupees One lakh eighty thousand only) to the Company – which excludes reimbursement of all expenses, taxes and other levies and remuneration of the Company Secretary seconded by the Company to BLIL -- so as to continue provision of infrastructure, management support and other support services by the Company as service provider to enable run the affairs of BLIL."

Total Votes cast: 1466705
Valid Votes: 1466694
Invalid Votes: 11
Valid Votes in favour of the Resolution: 1466301
Valid Votes against the Resolution: 393

The Special Resolution was carried with requisite majority.

Balmer Lawrie Investments Ltd, being a Related Party in the transaction, did not vote on the Resolution in accordance with the Second Proviso to Section 188[1] of the Companies Act, 2013.

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