P. V. Subramanian
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Company Secretary in Whole-time Practice

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Scrutinizer's Report

To,

The Chairman
97th Annual General Meeting of the Members
Of **BALMER LAWRIE & CO. LTD.**, to be held on 25th September, 2014 at 10.30 a.m. at Ghanshyam Das Birla Sabhagar, 29, Ashutosh Choudhury Avenue, Kolkata – 700 019.

Dear Sir,

Sub: Report on the process of polling conducted through both E-voting and physical ballot forms.

I, P. V. Subramanian, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Balmer Lawrie & Co. Ltd.** vide resolution dated 29th May, 2014 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the entire process of polling conducted through electronic voting and also through the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 97th Annual General Meeting of the Company to be held on Thursday, the 25th day of September, 2014.

The Notice dated 19th August, 2014 convening the Annual General Meeting ("AGM") of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 25th September, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Ltd. ("CDSL") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the Notice of the 97th AGM of Balmer Lawrie & Co. Ltd.

The voting period for e-voting commenced on Friday, 19th September, 2014 at 09.00 a.m. and ended on Sunday, 21st September, 2014 at 6.00 p.m. and the CDSL e-voting was disabled thereafter. The votes cast under e-voting facility were then unblocked by me in the presence of two witnesses who were not in the employment of the Company. Votes

cast through Physical ballot forms received upto 21st September, 2014 were also considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Ltd. ("CDSL") e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

ORDINARY BUSINESS:

Item No.1 – Ordinary Resolution:
Adoption of Audited Balance Sheet, Profit & Loss Account, Independent Auditors' Report and Directors' Report for the year ended 31 March 2014.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	34	1083924	
Physical	58	17615269	
Total	92	18699193	98.005

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	21	380726	
Physical	0	0	
Total	21	380726	1.995

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.2 – Ordinary Resolution:

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

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	53	1464475	
Physical	58	17615269	
Total	111	19079744	100.00

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	0	0	
Physical	0	0	
Total	0	0	0.00

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.3 – Ordinary Resolution:

Re-appointment of Shri Niraj Gupta as a Director

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	30	1083448	
Physical	58	17615269	
Total	88	18698717	98.002

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	25	381202	
Physical	0	0	
Total	25	381202	1.998

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.4 – Ordinary Resolution:

Re-appointment of Shri Anand Dayal as a Director.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	31	1083748	
Physical	58	17615269	
Total	89	18699017	98.004

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	24	380902	
Physical	0	0	
Total	24	380902	1.996

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.5 – Ordinary Resolution:
Fixation of remuneration of the Auditors for the financial year 2014-15.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	49	1426703	
Physical	58	17615269	
Total	107	19041972	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	5	394	
Physical	0	0	
Total	5	394	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

SPECIAL BUSINESS:

Item No.6 – Ordinary Resolution:
Appointment of Shri Alok Chandra as a Government Nominee Director.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	31	1083748	
Physical	58	17615269	
Total	89	18699017	98.004

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	24	380902	
Physical	0	0	
Total	24	380902	1.996

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.7 – Special Resolution:
Approval for purchase of Dharuheras Property from Transafe Services Ltd.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	47	1459864	
Physical	58	17615269	
Total	105	19075133	99.975

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	7	4760	
Physical	0	0	
Total	7	4760	0.025

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Item No.8 – Special Resolution:

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

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	51	1464257	
Physical	57	2044	
Total	108	1466301	99.973

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	4	393	
Physical	0	0	
Total	4	393	0.027

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	5	11
Total	5	11

Accordingly, all the resolutions stand passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

P.V. Subramanian

(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS:4585/C.P.No.: 2077

Place : Kolkata

Dated: 23rd September, 2014.