



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

Scrutinizer's Report

**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the
Companies (Management and Administration) Rules, 2014]**

To,
Chairman of the Meeting,
Mr. Hari Krishna Kumar
Balmer Lawrie-Van Leer Limited,
Regd. Office: D-195/2, T.T.C Industrial Area,
MIDC Turbhe, Navi Mumbai-400 705

Dear Sir,

1. We, M/s. N. L. Bhatia & Associates, firm of Practicing Company Secretaries (UIN P1996MH055800), have been appointed as Scrutinizer, by the Board of Directors of Balmer Lawrie-Van Leer Limited for the purpose of scrutinizing the remote e-voting and e-voting during 60th Annual General Meeting and ascertaining the requisite majority on the remote e-voting as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto.
2. The 60th Annual General Meeting was convened to be held on Tuesday, 29th September, 2020 at 4.00 P.M. at D-195/2, T.T.C Industrial area, MIDC Turbhe near Turbhe Telephone Exchange, Navi Mumbai-400 705 through Video Conferencing /Other Audio Visual Means.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as 'MCA Circulars') relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice of the 60th Annual General Meeting of the Members of the Company. Our responsibility, as a Scrutinizer for the E-voting at the Annual General Meeting, is restricted to making the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the



authorized agency to provide e-voting facilities, engaged by the Company and provided by M/s. Sharex Dynamic (India) Pvt. Ltd., R&T Agent which was used during remote e-voting.

4. Further to above, we submit our report as under:

4.1. The Company has provided the e-voting facility through CDSL, on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-voting.

4.2. Pursuant to the General Circulars number 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs (hereinafter referred to as ('MCA Circulars')) the Notice of the 60th AGM was sent through electronic mode to all those Members whose email addresses were registered with the Company/Depositories along with the link of the Annual Report of the Company and detailed procedure to be followed by the Members for casting their votes electronically as provided under the Rules and MCA Circulars.

4.3. In compliance with the MCA Circulars and said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of Annual General Meeting Notice in The Free Press Journal (English) and in Nav Shakti (Marathi) on Sunday, 13th September, 2019.

4.4. Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, 22nd September, 2020.

4.5. The e-voting commenced from Saturday, 26th September, 2020 (from 09.00 A.M.) and ended on Monday, 28th September, 2020 (at 05.00 P.M.). The remote e-voting platform was disabled by CDSL thereafter and the facility for casting the votes through e-voting was also available during the AGM.

4.6. After the closure of e-voting at the AGM, the report on e-voting was diligently scrutinized and the votes cast under remote e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

My consolidated report on the results of voting through remote e-voting and e-voting during the AGM is as under:



Item No. 1- As an Ordinary Resolution: -

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Report of the Board of Directors and the Auditors thereon;

(i)Voted in favour of the Resolution:

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
36	1,72,03,483	100

(ii) Voted against the Resolution:

Number of Members Voted	Number of votes	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstained votes:

Total Number of Members who abstained	Total number of votes
0	0



Item No. 2:- As an Ordinary Resolution: -**To declare Dividend on Equity Shares****(i) Voted in favour of the Resolution:**

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
36	1,72,03,483	100

(ii) Voted against the Resolution:

Number of Members Voted	Number of votes	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstained votes:

Total Number of Members who abstained	Total number of votes
0	0



Item No. 3:- As an Ordinary Resolution: -

To appoint a Director in place of Mr. Prabal Basu (DIN: 06414341) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
36	1,72,03,483	100

(ii) Voted against the Resolution:

Number of Members Voted	Number of votes	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstained votes:

Total Number of Members who abstained	Total number of votes
0	0



Item No. 4:- As an Ordinary Resolution: -

To appoint a Director in place of Mr. Jaime Moreno Marin (DIN: 08214953) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
36	1,72,03,483	100

(ii) Voted against the Resolution:

Number of Members Voted	Number of votes	% of total number of valid votes cast
0	0	0

(iii) Invalid/Abstained votes:

Total Number of Members who abstained	Total number of votes
0	0



Item No. 5:- As an Ordinary Resolution: -**Appointment of Mr. Vasudev Narayan Sharma (DIN: 00011099) as Independent Director****(i)Voted in favour of the Resolution:**

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
36	1,72,03,483	100

(ii)Voted against the Resolution:

Number of Members Voted	Number of votes	% of total number of valid votes cast
0	0	0

(iii)Invalid/Abstained votes:

Total Number of Members who abstained	Total number of votes
0	0



Item No. 6:- As an Ordinary Resolution: -**Appointment of Mr. Bala Venkatesh Sathyanarayanan (DIN: 08673086) as Director.****(i)Voted in favour of the Resolution:**

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
36	1,72,03,483	100

(ii)Voted against the Resolution:

Number of Members Voted	Number of votes	% of total number of valid votes cast
0	0	0

(iii)Invalid/Abstained votes:

Total Number of Members who abstained	Total number of votes
0	0



Item No. 7:- As an Ordinary Resolution: -**Appointment of Mr. Sandip Das (DIN: 08217697) as Director.****(i)Voted in favour of the Resolution:**

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
36	1,72,03,483	100

(ii)Voted against the Resolution:

Number of Members Voted	Number of votes	% of total number of valid votes cast
0	0	0

(iii)Invalid/Abstained votes:

Total Number of Members who abstained	Total number of votes
0	0



5. Based on the above Voting results, the **Resolution Nos. 1 to 7** are deemed to have been passed with the requisite majority on the date of the AGM i.e. 29th September, 2020.

Thanking you,

Yours faithfully,

For M/s N L Bhatia & Associates

Practicing Company Secretaries

UIN: P1996MH055800

UDIN: F001176B000832215

Place: Mumbai

Date: 1st October, 2020.

Naveetha Bhatia



N.L.Bhatia

Practicing Company Secretary

Scrutinizer

FCS:-1176

C.P No.:- 422

Countersigned

Mr. Hari Krishna Kumar

Chairman