



# N L BHATIA & ASSOCIATES

## PRACTISING COMPANY SECRETARIES

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### 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,  
Mr. Hari Krishna Kumar, Chairman of the Meeting,  
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 the Company vide Board Resolution dated 14<sup>th</sup> May, 2019 for the purpose of scrutinizing the E-voting and Physical Ballot Process / Voting through Poll Paper at the Annual General Meeting and ascertaining the requisite majority on E-voting and Physical Ballot Process / Voting through Poll paper carried out 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 59<sup>th</sup> Annual General Meeting was convened and held on Monday, 23<sup>rd</sup> September, 2019 at 11.00 A.M. at D-195/2, T.T.C Industrial area, MIDC Turbhe near Turbhe Telephone Exchange, Navi Mumbai-400 705.
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 59<sup>th</sup> Annual General Meeting of the Members of the Company. Our responsibility, as a Scrutinizer for the E-voting and Physical Ballot Process / Voting through Poll Paper 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 Physical Ballot Process / Voting through Poll Paper carried out at the Meeting.



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](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and also provided facility to the shareholders to cast their vote through e-voting.

4.2. The notices sent (through physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.

4.3. As prescribed in the said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of Annual General Meeting Notice in Free Press Journal (English) and in Nav Shakti (Marathi) on Monday, 2<sup>nd</sup> September, 2019.

4.4. The e-voting commenced from Friday, 20<sup>th</sup> September, 2019 (from 09.00 A.M.) and ended on Sunday, 22<sup>nd</sup> September, 2019 (at 5.00 P.M.).

4.5. Voting rights of Members have been reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 16<sup>th</sup> September, 2019. The total members as on "Cut-off Date" were 7,313 having 1,79,52,014 Equity Shares.

4.6. At the Annual General Meeting, the Chairman after the discussions on all matters included in the said Notice was over, announced that the Members present at the Annual General Meeting and who have not cast their vote by remote e-voting, can exercise their Physical Ballot Process / Voting through Poll paper at the Annual General Meeting.

4.7. The votes cast were unblocked after the Annual General Meeting in the presence of two (2) witnesses, Ms. Kirti Pathak and Mr. Vaibhav Sawant, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
\_\_\_\_\_

  
\_\_\_\_\_

4.8. My combined report on the results of voting through E-voting, and Physical Ballot Process / Voting through Poll Paper at the Annual General Meeting is as under:



**Item No. 1- As an Ordinary Resolution: -****1. To receive, consider and adopt:**

**(A) The Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Board of Directors and the Auditors thereon;**

**(B) The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Auditors thereon.**

Out of 7,313 Members, 7 Members having 654 Equity Shares voted through E-voting and 45 Members having 1, 72,04,083 Equity Shares voted through Poll Paper at AGM.

**(i) Voted in favour of the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
52	1,72,04,737	100

**(ii) Voted against the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes</b>	<b>% of total number of valid votes cast</b>
0	0	0

**(iii) Invalid/Abstained votes:**

<b>Total Number of Members who abstained</b>	<b>Total number of votes</b>
0	0



**Item No. 2:- As an Ordinary Resolution: -****To declare Dividend on Equity Shares.**

Out of 7,313 Members, 7 Members having 654 Equity Shares voted through E-voting and 45 Members having 1, 72,04,083 Equity Shares voted through Poll Paper at AGM.

**(i)Voted in favour of the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
52	1,72,04,737	100

**(ii) Voted against the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes</b>	<b>% of total number of valid votes cast</b>
0	0	0

**(iii) Invalid/Abstained votes:**

<b>Total Number of Members who abstained</b>	<b>Total number of votes</b>
0	0



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

**To appoint a Director in place of Mr. Dhandapani Sothi Selvam (DIN: 07038156) who retires by rotation and being eligible offers himself for re-appointment.**

Out of 7,313 Members, 7 Members having 654 Equity Shares voted through E-voting and 45 Members having 1,72,04,083 Equity Shares voted through Poll Paper at AGM.

**(i) Voted in favour of the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
52	1,72,04,737	100

**(ii) Voted against the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes</b>	<b>% of total number of valid votes cast</b>
0	0	0

**(iii) Invalid/Abstained votes:**

<b>Total Number of Members who abstained</b>	<b>Total number of votes</b>
0	0



**Item No. 4:- As an Ordinary Resolution: -****Reappointment of Mr. Hari Kumar (DIN: 06508909) as Director:**

Out of 7,313 Members, 7 Members having 654 Equity Shares voted through E-voting and 45 Members having 1,72,04,083 Equity Shares voted through Poll Paper at AGM.

**(i)Voted in favour of the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
52	1,72,04,737	100

**(ii)Voted against the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes</b>	<b>% of total number of valid votes cast</b>
0	0	0

**(iii)Invalid/Abstained votes:**

<b>Total Number of Members who abstained</b>	<b>Total number of votes</b>
0	0



**Item No. 5:- As an Ordinary Resolution: -****Reappointment of Mr. Jaime Moreno Marin (DIN: 08214953) as Director:**

Out of 7,313 Members, 7 Members having 654 Equity Shares voted through E-voting and 45 Members having 1, 72, 04,083 Equity Shares voted through Poll Paper at AGM.

**(i)Voted in favour of the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes cast</b>	<b>% of total number of valid votes cast</b>
52	1,72,04,737	100

**(ii)Voted against the Resolution:**

<b>Number of Members Voted</b>	<b>Number of votes</b>	<b>% of total number of valid votes cast</b>
0	0	0

**(iii)Invalid/Abstained votes:**

<b>Total Number of Members who abstained</b>	<b>Total number of votes</b>
0	0



5. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each Resolution under E-voting and voting done at the Annual General Meeting through Physical Ballot Process / Voting through Poll Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid Annual General Meeting and the same would thereafter be handed over to Mr. Rajesh Juthani, Company Secretary for safe keeping.
6. All the resolutions has been passed with requisite majority. You may accordingly declare the result of voting by E-voting and Physical Ballot Process / Voting through Poll Paper at the Annual General Meeting i.e., 23<sup>rd</sup> September, 2019.

Thanking you,

Place: Mumbai

Date: 23<sup>rd</sup> September, 2019



Yours faithfully,

For M/s N L Bhatia & Associates  
Practicing Company Secretaries  
(UIN: P1996MH055800)

A handwritten signature in black ink, appearing to read "Bharat R. Upadhyay".

Bharat R. Upadhyay  
Practicing Company Secretary  
Scrutinizer  
FCS:-5436  
C.P No. 4457

Countersigned

A handwritten signature in black ink, appearing to read "Chairman".

Chairman