



**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**

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**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 61<sup>st</sup> 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 61<sup>st</sup> Annual General Meeting was convened to be held on Tuesday, 21<sup>st</sup> September, 2021 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, 20/2020 and 02/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, and 13<sup>th</sup> January , 2021 respectively, issued by Ministry of Corporate Affairs (MCA)

**507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road,  
Near Vidyavihar Station, Ghatkopar - West, Mumbai – 400086.**

(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 61<sup>st</sup> 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 through InstaVOTE, the authorized agency to provide e-voting facilities, engaged by the Company and provided by M/s Link Intime 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 Link Intime, on their website <https://instavote.linkintime.co.in>. 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 and 02/2021 issued by Ministry of Corporate Affairs (hereinafter referred to as (‘MCA Circulars’) the Notice of the 61<sup>st</sup> 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 Saturday, 28<sup>th</sup> August 2021.

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, 14<sup>th</sup> September 2021.

4.5. The e-voting commenced from Saturday, 18<sup>th</sup> September, 2021 (from 09.00 A.M.) and ended on Monday, 20<sup>th</sup> September, 2021 (at 05.00 P.M.). The remote e-voting platform

was disabled by Ms/ Link Intime India Pvt. Ltd., 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 Ms/ Link Intime India P Ltd.

**4.7.**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 31<sup>st</sup> March, 2021 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
32	1,61,35,783	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 of Rs. 5.50/- per equity share (i.e. 55% on the face value of Rs. 10/- per equity share) for the Financial Year 2020-21 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
32	1,61,35,783	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. Balaji Venkatesh Sathyanarayanan (DIN - 08673086) 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
32	1,61,35,783	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. Sandip Das (DIN - 08217697) 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
32	1,61,35,783	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 a Special Resolution:-**

Re - appointment of Mr. Jozef Martinus Casparie (DIN - 07168391) 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
32	1,61,35,783	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:-**

**Re-appointment of Mr. Girish Pundlik (DIN - 08099591) as Managing Director.**

**(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>
<b>32</b>	<b>1,61,35,783</b>	<b>100</b>

**(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>
<b>0</b>	<b>0</b>	<b>0</b>

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

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

**Item No. 7:- As an Ordinary Resolution:-**

**Appointment of Mr. Adika Ratna Sekhar (DIN - 08053637) as Director:**

**(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>
<b>32</b>	<b>1,61,35,783</b>	<b>100</b>

**(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>
<b>0</b>	<b>0</b>	<b>0</b>

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

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

**Item No. 8:- As an Ordinary Resolution:-**

**Appointment of Mrs. Donna M McPherson (DIN - 09187217) as Director:**

**(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>
<b>32</b>	<b>1,61,35,783</b>	<b>100</b>

**(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>
<b>0</b>	<b>0</b>	<b>0</b>

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

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

**Item No. 9:- As a Special Resolution:-****Approval of Board Borrowing Limits:****(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>
<b>32</b>	<b>1,61,35,783</b>	<b>100</b>

**(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>
<b>0</b>	<b>0</b>	<b>0</b>

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

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

**Item No. 10:- As a Special Resolution:-**

Authority for Creation of Charge/ Mortgage of Fixed Assets:

**(iv) 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>
<b>32</b>	<b>1,61,35,783</b>	<b>100</b>

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

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

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

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

5. Based on the above Voting results, the **Resolution Nos. 1 to 10** are deemed to have been passed with the requisite majority on the date of the AGM i.e. **21<sup>st</sup> September,2021.**

**Thanking you,**

**Yours faithfully,  
For M/s N L Bhatia & Associates  
Practicing Company Secretaries  
UIN: P1996MH055800  
UDIN: F005436C000984645**

**Place: Mumbai**

**Date: September 22, 2021.**

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

**Countersigned**

**Mr. Hari Krishna Kumar  
Chairman**