



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. Balaji Venkatesh Sathyanarayanan
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 62nd 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 62nd Annual General Meeting was convened to be held on Tuesday, September 06, 2022 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 there under and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (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 62nd 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, 02/2021, 19/2021, 21/2021 and 02/2022 issued by Ministry of Corporate Affairs (hereinafter referred to as ‘**MCA Circulars**’) the Notice of the 62nd 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, August 13, 2022.**

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 the cut - off date **Tuesday, August 30, 2022.**

4.5. The e-voting commenced from **Saturday, September 03, 2022 (9:00 A.M. IST) and ends on Monday, September 05, 2022 (5:00 P.M. IST).** 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 Pvt. 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 March 31, 2022 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
44	1,60,22,175	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. 6.00/- per equity share (i.e. 60% on the face value of Rs. 10/- per equity share) for the Financial Year 2021-22 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
44	1,60,22,175	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. Adika Ratna Sekhar (DIN NO.: 08053637) 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
44	1,60,22,175	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 NO.: 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
44	1,60,22,175	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:-

Designation of Mr. Balaji Venkatesh Sathyanarayanan (DIN NO.: 08673086), Director as a Chairman.

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
44	1,60,22,175	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 NO.: 08099591) as Managing Director.****(i) Voted in favour of the Resolution:**

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
44	1,60,22,175	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. Jaime Moreno Marin (DIN NO.: 08214953) as Director.

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
44	1,60,22,175	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. 8:- As an Ordinary Resolution:-

Appointment of Mrs. Wanda Hendrika Van Engelen (DIN NO.: 09604817) as Director.

(i) Voted in favour of the Resolution:

Number of Members Voted	Number of votes cast	% of total number of valid votes cast
44	1,60,22,175	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 8** are deemed to have been passed with the requisite majority on the date of the AGM i.e. **September 06, 2022**.

**Thanking you,
Yours faithfully,**

**For M/s N L Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
UDIN: F005436D000927907**

**Place: Mumbai
Date: September 06, 2022**

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

Countersigned

**Mr. Balaji Venkatesh Sathyanarayanan
Chairman**