



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,
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 at the Board Meeting held on May 16, 2023 for the purpose of scrutinizing the remote e-voting and e-voting during 63rd 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 63rd Annual General Meeting was convened on Tuesday, September 05, 2023 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. 10/2022 dated December 28, 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 63rd 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 10/2022 issued by Ministry of Corporate Affairs (hereinafter referred to as ("**MCA Circulars**") , the **Notice of the 63rd AGM dated May 16, 2023** 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 on **August 12, 2023 to 3,089 Shareholders of the Company**.
- 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 Navshakti (Marathi) on Saturday, August 12, 2023**.
- 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 29, 2023**. **The Total No. of Member as on cut - off date are 6,446 Members of the Company**.
- 4.5. The e-voting commenced from **Saturday, September 02, 2023 (09:00 A.M. IST) and ends on Monday, September 04, 2023 (05:00 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:



ORDINARY BUSINESS:**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, 2023 together with the Report of the Board of the Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
31	1,72,03,256	100.00

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0.00



Item No. 2: As an Ordinary Resolution:

To declare dividend of Rs. 4/- per equity share (i.e. 40 % on the face value of Rs. 10/- per equity share) for the financial year 2022-23 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
31	1,72,03,256	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0.00



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
31	1,72,03,256	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0.00



Item No. 4: As an Ordinary Resolution:

To appoint a Director in place of Jaime Moreno Marin (DIN No. 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
31	1,72,03,256	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0.00



Item No. 5: As an Ordinary Resolution:**To appoint Auditors and fix their remuneration.****(i) Voted in favour of the resolution:**

Number of members voted	Number of votes cast	% of total number of valid votes cast
31	1,72,03,256	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0.00



SPECIAL BUSINESS:**Item No. 6: As an Ordinary Resolution:**

Appointment of Mr. R. M. Uthayaraja (DIN No. 09678056) as Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
31	1,72,03,256	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast	% of total number of valid votes cast
0	0	0.00



5. Based on the above Voting results, the **Resolution Nos. 1 to 6** are deemed to have been passed with the requisite majority on the date of the AGM i.e. **September 05, 2023**.

Thanking you,
Yours faithfully,



For M/s N L Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
UDIN: F005436E000947707

A handwritten signature in blue ink, appearing to read "Bharat Upadhyay", followed by the initials "B.R.".

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

Place: Mumbai
Date: September 05, 2023

Countersigned

Mr. Balaji Venkatesh Sathyanarayanan
Chairman