



बामर लॉरी एण्ड कं. लिमिटेड
(भारत सरकार का एक उद्यम)

Balmer Lawrie & Co. Ltd.
(A Government of India Enterprise)

सचिव विभाग

21, नेताजी सुभाष रोड, कोलकाता-700 001 (भारत)
फोन : (91) (33) 2222 5329 / 5314 / 5209

SECRETARY'S DEPARTMENT

21, Netaji Subhas Road, Kolkata - 700 001 (INDIA)
Phone : (91) (33) 2222 5329 / 5314 / 5209
E-mail : bhavsar.k@balmerlawrie.com
CIN : L15492WB1924GOI004835

Ref: SECY/StockExchange/2016/Bonus

Date: 21st December, 2016

To,
The Secretary,
National Stock Exchange of India Ltd.
Exchange Place
Bandra-Kurla Complex
Bandra (E),
Mumbai – 400 051
Company Code : **BALMLAWRIE**

The Secretary,
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Company Code : **523319**

Dear Sir(s),

Sub.: Details of voting results conducted through Postal Ballot process/ e-voting for issuance of Bonus shares

In terms of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and further to our intimation dated 21st November, 2016 of Postal Ballot being carried out to seek shareholders' approval for issuance of bonus shares we submit herewith the results of voting along with copy of Scrutinizer's Report dated 21st December, 2016 countersigned by the Chairman & Managing Director of the Company which was deemed to be passed on 20th December, 2016 being the last day for receipt of duly completed postal ballot form for voting.

Kindly take the information for your record please.

Thanking You,

Yours faithfully,
For Balmer Lawrie & Co. Ltd.

Kaustav Sen
Compliance Officer

Enclosed: As above

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through E-Voting and Ballot Form)

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman & Managing Director/ Director of **Balmer Lawrie & Co. Ltd.**, having its Registered office at 21, Netaji Subhas Road, Kolkata 700001.

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Balmer Lawrie & Co. Ltd.** (the Company) for the purpose of Scrutinizing the Postal Ballot voting process under the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Postal Ballot process and for the resolution proposed in the Notice of Postal Ballot of the Company. My responsibility as a Scrutinizer for the process of voting through e-voting and Ballot Form is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot of the Company, based on the reports generated from the e-voting system provided by **National Securities Depository Limited (NSDL)**, the agency engaged by the Company to provide e-voting facilities for voting through electronic means and votes casted through Postal Ballot forms in respect of the resolution as set out in the Notice of Bostal Ballot of the Company.
3. In terms of the aforesaid Notice and as prescribed in the aforesaid Rules, the e-voting period commenced from 9:00 a.m. (IST) on **Monday, 21st November, 2016** and ended at 5:00 p.m. (IST) on **Tuesday, 20th December, 2016** and members were requested to cast their votes electronically convening their assent or dissent in respect of the resolution on e-voting platform provided by NSDL.
4. In terms of the aforesaid Notice and as prescribed in the aforesaid Rules, the Postal Ballot process was kept open till the close of working hours on 5:00 p.m. (IST) on **Tuesday, 20th December, 2016** and members were requested to cast their votes through Postal Ballot convening their assent or dissent in respect of the resolution.
5. The members of the Company as on "cut off" date i.e. **Tuesday, 15th November, 2016** were entitled to vote on the resolution as set out in the notice of Postal Ballot of the Company.

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com

Mobile No.9831074335
Phone No : 2237 9517



6. At the end of the voting period on Tuesday, 20th December, 2016, the voting portal of the service provider was blocked forthwith.
7. The votes cast were unblocked on 20th December, 2016, after the closure of voting period, in the presence of two witnesses Ms. Smita Mondal and Ms. Sneha Khaitan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Smita Mondal

Ms. Smita Mondal

Sneha Khaitan

Ms. Sneha Khaitan

8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of National Securities Depository Limited (NSDL), and based on such reports,
9. The details of voting through Postal Ballot (both by physical ballot and electronic means) received with respect to the proposed resolution is given below:

a. **Summary of the Postal Ballot votes casted through Physical Mode is as follows:**

| Particulars | | Res No. 1 (Ordinary Resolution) |
|-------------|--------------------------------------------------------------------|------------------------------------|
| 1. | Total No. of Postal Ballot Forms Received | 26 |
| 2. | Total No. of Invalid Postal Ballot Forms | 0 |
| 3. | Total No. of Valid Postal Ballot Forms | 26 |
| 4. | Total No. of Valid Postal Ballot Forms in Favour of the Resolution | 26 |
| 5. | Total No. of Valid Postal Ballot Forms Against the Resolution | 0 |
| 6. | Total No. of Votes/Shares casted | 3803 |
| 7. | Total No. of Votes/Shares in favour the Resolution | 3803 |
| 8. | Total No. of Votes/Shares against the Resolution | 0 |
| 9. | Percentage of votes casted in favour of the resolution | 100.00 |
| 10. | Percentage of votes casted against of the resolution | 0.00 |

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Phone No : 2237 9517

b. Summary of the Postal Ballot votes casted through Electronic Voting System is as follows:

| Particulars | | Res No. 1 (Ordinary Resolution) |
|-------------|---------------------------------------------------------------|------------------------------------|
| 1. | Total No. of members casted votes through e-voting system | 332 |
| 2. | Total No. of members casted votes in favour of the resolution | 328 |
| 3. | Total No. of members casted votes against the resolution | 4 |
| 4. | Total No. of votes/ shares casted through e-voting system | 19811440 |
| 5. | Total No. of votes/ shares casted in favour of the resolution | 19809361 |
| 6. | Total No. of votes/ shares casted against the resolution | 2079 |
| 7. | Percentage of votes casted in favour of the resolution | 99.99 |
| 8. | Percentage of votes casted against of the resolution | 0.01 |

Summary of total votes casted (aggregate of Physical & Electronic Voting System) is as follows:-**Resolution No.1: Issue of Bonus shares by way of Capitalization of Reserves.**

| Votes casted | By Physical Ballot | By Electronic Voting | Total No. of votes/shares | % |
|--------------|--------------------|----------------------|---------------------------|---------------|
| Favour | 3803 | 19809361 | 19813164 | 99.99 |
| Against | 0 | 2079 | 2079 | 0.01 |
| Total | 3803 | 19811440 | 19815243 | 100.00 |

Taking into consideration of the above Results following is the Consolidated Result of Voting:-

| Item No. of Notice | Particulars and Type of Resolution | Total No. of Valid Votes | Total Votes cast in favor | | Total Votes cast in against | |
|--------------------|------------------------------------------------------------------------------------|--------------------------|---------------------------|--------------|-----------------------------|--------------|
| | | | No. of shares | % votes cast | No. of shares | % votes cast |
| Item No. 1 | Ordinary Resolution; Issue of Bonus shares by way of Capitalization of Reserves | 19815243 | 19813164 | 99.99 | 2079 | 0.01 |

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority on and from 20th December, 2016.

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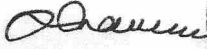
Phone No : 2237 9517

MR & Associates

Company Secretaries

All the relevant records relating to the voting through postal ballot form and e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking You,
Yours Faithfully,

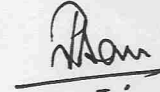


Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551



Place: Kolkata
Date: 21.12.2016

प्रवाल बासु / Prabal Basu
अध्यक्ष व प्रबंध निदेशक
Chairman & Managing Director
बामर लॉरी एण्ड क. लि.
Balmer Lawrie & Co. Ltd.
(भारत सरकार का एक उद्यम)
(A Govt. of India Enterprise)
21, एन. एस. रोड, कोल-1, / 21, N. S. Road, Kol-1,



Countersigned by:-



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