



**Scrutinizer's Report**

To,  
The Chairman  
BSL Ltd  
CIN: L24302RJ1970PLC002266  
26, Industrial Area, Gandhi Nagar  
Bhilwara- 311001 (Rajasthan)

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot by way of Electronic Voting ("e-voting").**

The Board of Directors of **BSL Ltd** (hereinafter referred to as "**the Company**") at its Meeting held on Monday, November 06, 2023 has appointed me as the scrutinizer for scrutinizing the Postal Ballot by way of e-voting pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 09/2023 dated September 25, 2023 read along with other connected circulars issued from time to time in this regard ("MCA Circulars"), relating to postal ballot including voting by electronic means for the resolution contained in the Notice of Postal Ballot dated December 01, 2023.

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of Postal Ballot, based on the reports generated/data downloaded from the e-voting system provided by National Securities Depository Limited, the Agency Authorized under the Rules and engaged by the Company to provide e-voting facility.

**Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "**NSDL**" / "**Service Provider**") as the service provider, for the purpose of extending the facility of remote e-voting to the shareholders of the Company. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent (hereinafter referred to as "**RTA**") of the Company.



- The Service Provider had provided a system for recording the votes of the Shareholders electronically on the items of business stated in the Postal Ballot Notice dated December 01, 2023.
- The Service Provider had set up an electronic voting facility on their website <https://www.evoting.nsdl.com>. The Company had uploaded the item of business to be transacted through Postal Ballot on the website of the Service Provider to facilitate their Shareholders to cast their vote through Remote E-voting.
- The internal cut-off date for the dispatch of the Notice of Postal Ballot was Friday, December 15, 2023 and as on that date, there were 9,992 (Nine Thousand Nine Hundred and Ninety Two) Shareholders of the Company.
- The Company informed that in compliance with the MCA Circulars and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Service Provider completed dispatch of Notice of Postal Ballot along-with e-voting details on Thursday, December 21, 2023 by E-mail to 7,960 (Seven Thousand Nine Hundred and Sixty) shareholders who had already registered their E-mail IDs with the Company/ Depositories.
- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended).
- As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Company on Friday, December 22, 2023, in "Financial Express", English newspaper in English language and in "Dainik Navjyoti" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot Notice, by means of E-mail to the shareholders along with other related matters mentioned therein.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolution contained in the Postal Ballot Notice was Friday, December 15, 2023.
- The remote e-voting period commenced from Friday, December 22, 2023 at 09:00 A.M. and concluded on Saturday, January 20, 2024 at 05:00 P.M.
- At the end of the voting period on Saturday, January 20, 2024 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
- After completion of e-voting, the votes cast by the Shareholders were unblocked and downloaded from the e-voting website of NSDL/ Service Provider <https://www.evoting.nsdl.com/> in the presence of two witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20. The e-voting data/ results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
- Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on the resolution proposed in the Notice of Postal Ballot are as under:

**Item No. 1: Special Resolution:****APPOINTMENT OF SHRI HEMANT KAMALA JALAN (DIN: 00080942) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

|  |  |                              |                         |
|--|--|------------------------------|-------------------------|
| Total No. of Shareholders/folios   | 9,992  |                              |                         |
| Total No. of Shares  | 1,02,92,168  |                              |                         |
| e-voting Period  | From Friday , December 22, 2023 at 9.00 A.M to Saturday, January 20, 2024 at 5.00 P.M. |                              |                         |
|  |  | <b>Number of Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting   | A  | 63                           | 59,57,728               |
| Total Votes cast through Postal Ballot forms received  | B  | N.A                          | N.A                     |
| Grand Total of remote e-voting/Postal Ballot Forms (A+B)   | C  | <b>63</b>                    | <b>59,57,728</b>        |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted) | D  | 0                            | 0                       |
| Net remote e-voting/Postal Ballot Forms (C-D)  | E  | <b>63</b>                    | <b>59,57,728</b>        |

**SUMMARY OF VOTING**

| Promoter/<br>Public          | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of votes in Favour<br>(4) | No. of Votes against<br>(5) | % of votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Promoter and Promoter group  | 58,37,010                 | 58,37,010                  | 100.0000%  | 58,37,010                     | 0                           | 100.0000%   | 0.0000%   |
| Public-Institutional Holders | 2,62,110                  | 0                          | 0.0000%  | 0                             | 0                           | 0.0000%   | 0.0000%   |
| Public- others               | 41,93,048                 | 1,20,718                   | 2.8790%  | 1,20,683                      | 35                          | 99.9710%  | 0.0290%   |
| <b>Total</b>                 | <b>1,02,92,168</b>        | <b>59,57,728</b>           | <b>57.8860%</b>  | <b>59,57,693</b>              | <b>35</b>                   | <b>99.9994%</b>   | <b>0.0006%</b>  |

Percentage of votes cast in favour: 99.9994% | Percentage of votes cast against: 0.0006%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.9994%**; based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 1** in the notice of postal ballot dated December 01, 2023 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. Saturday, January 20, 2024.

**Item No. 2: Special Resolution:****APPOINTMENT OF SMT. AARTI B AGGARWAL (DIN: 00152346) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

|  |  |                              |                         |
|--|--|------------------------------|-------------------------|
| Total No. of Shareholders/folios   | 9,992  |                              |                         |
| Total No. of Shares  | 1,02,92,168  |                              |                         |
| e-voting Period  | From Friday , December 22, 2023 at 9.00 A.M to Saturday, January 20, 2024 at 5.00 P.M. |                              |                         |
|  |  | <b>Number of Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting   | A  | 62                           | 59,57,670               |
| Total Votes cast through Postal Ballot forms received  | B  | N.A                          | N.A                     |
| Grand Total of remote e-voting/Postal Ballot Forms (A+B)   | C  | <b>62</b>                    | <b>59,57,670</b>        |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted) | D  | 0                            | 0                       |
| Net remote e-voting/Postal Ballot Forms (C-D)  | E  | <b>62</b>                    | <b>59,57,670</b>        |

**SUMMARY OF VOTING**

| Promoter/<br>Public          | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of votes in Favour<br>(4) | No. of Votes against<br>(5) | % of votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Promoter and Promoter group  | 58,37,010                 | 58,37,010                  | 100.0000%  | 58,37,010                     | 0                           | 100.0000%   | 0.0000%   |
| Public-Institutional Holders | 2,62,110                  | 0                          | 0.0000%  | 0                             | 0                           | 0.0000%   | 0.0000%   |
| Public- others               | 41,93,048                 | 1,20,660                   | 2.8776%  | 1,20,625                      | 35                          | 99.9710%  | 0.0290%   |
| <b>Total</b>                 | <b>1,02,92,168</b>        | <b>59,57,670</b>           | <b>57.8855%</b>  | <b>59,57,635</b>              | <b>35</b>                   | <b>99.9994%</b>   | <b>0.0006%</b>  |

Percentage of votes cast in favour: 99.9994% | Percentage of votes cast against: 0.0006%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.9994%**; based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 2** in the notice of postal ballot dated December 01, 2023 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. Saturday, January 20, 2024.

**Item No. 3: Special Resolution:****APPOINTMENT OF SHRI AVINASH TODI (DIN: 01970390) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

|  |  |                              |                         |
|--|--|------------------------------|-------------------------|
| Total No. of Shareholders/folios   | 9,992  |                              |                         |
| Total No. of Shares  | 1,02,92,168  |                              |                         |
| e-voting Period  | From Friday , December 22, 2023 at 9.00 A.M to Saturday, January 20, 2024 at 5.00 P.M. |                              |                         |
|  |  | <b>Number of Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting   | A  | 63                           | 59,57,728               |
| Total Votes cast through Postal Ballot forms received  | B  | N.A                          | N.A                     |
| Grand Total of remote e-voting/Postal Ballot Forms (A+B)   | C  | <b>63</b>                    | <b>59,57,728</b>        |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted) | D  | 0                            | 0                       |
| Net remote e-voting/Postal Ballot Forms (C-D)  | E  | <b>63</b>                    | <b>59,57,728</b>        |

**SUMMARY OF VOTING**

| Promoter/<br>Public          | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of votes in Favour<br>(4) | No. of Votes against<br>(5) | % of votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Promoter and Promoter group  | 58,37,010                 | 58,37,010                  | 100.0000%  | 58,37,010                     | 0                           | 100.0000%   | 0.0000%   |
| Public-Institutional Holders | 2,62,110                  | 0                          | 0.0000%  | 0                             | 0                           | 0.0000%   | 0.0000%   |
| Public- others               | 41,93,048                 | 1,20,718                   | 2.8790%  | 1,20,683                      | 35                          | 99.9710%  | 0.0290%   |
| <b>Total</b>                 | <b>1,02,92,168</b>        | <b>59,57,728</b>           | <b>57.8860%</b>  | <b>59,57,693</b>              | <b>35</b>                   | <b>99.9994%</b>   | <b>0.0006%</b>  |

Percentage of votes cast in favour: 99.9994% | Percentage of votes cast against: 0.0006%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.9994%**; based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 3** in the notice of postal ballot dated December 01, 2023 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. Saturday, January 20, 2024.

**Item No. 4: Special Resolution:****APPOINTMENT OF SHRI KUNAL JHUNJHUNWALA (DIN: 00752437) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

|  |  |                              |                         |
|--|--|------------------------------|-------------------------|
| Total No. of Shareholders/folios   | 9,992  |                              |                         |
| Total No. of Shares  | 1,02,92,168  |                              |                         |
| e-voting Period  | From Friday , December 22, 2023 at 9.00 A.M to Saturday, January 20, 2024 at 5.00 P.M. |                              |                         |
|  |  | <b>Number of Votes/Folio</b> | <b>Number of shares</b> |
| Total votes cast through remote e-voting   | A  | 63                           | 59,57,728               |
| Total Votes cast through Postal Ballot forms received  | B  | N.A                          | N.A                     |
| Grand Total of remote e-voting/Postal Ballot Forms (A+B)   | C  | <b>63</b>                    | <b>59,57,728</b>        |
| Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated/ abstained/ less voted) | D  | 0                            | 0                       |
| Net remote e-voting/Postal Ballot Forms (C-D)  | E  | <b>63</b>                    | <b>59,57,728</b>        |

**SUMMARY OF VOTING**

| Promoter/<br>Public          | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of votes in Favour<br>(4) | No. of Votes against<br>(5) | % of votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Promoter and Promoter group  | 58,37,010                 | 58,37,010                  | 100.0000%  | 58,37,010                     | 0                           | 100.0000%   | 0.0000%   |
| Public-Institutional Holders | 2,62,110                  | 0                          | 0.0000%  | 0                             | 0                           | 0.0000%   | 0.0000%   |
| Public- others               | 41,93,048                 | 1,20,718                   | 2.8790%  | 1,20,683                      | 35                          | 99.9710%  | 0.0290%   |
| <b>Total</b>                 | <b>1,02,92,168</b>        | <b>59,57,728</b>           | <b>57.8860%</b>  | <b>59,57,693</b>              | <b>35</b>                   | <b>99.9994%</b>   | <b>0.0006%</b>  |

Percentage of votes cast in favour: 99.9994% | Percentage of votes cast against: 0.0006%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **99.9994%**; based on the aforesaid result, I report that the **Special Resolution** as set out at **item no. 4** in the notice of postal ballot dated December 01, 2023 has been passed by the shareholders with requisite majority. The resolution is deemed to be passed as on the last date specified for receipt of remote e-voting i.e. Saturday, January 20, 2024.



## V. M. & ASSOCIATES

COMPANY SECRETARIES

403, ROYAL WORLD  
SANSAR CHANDRA ROAD  
JAIPUR—302 001 (RAJASTHAN)

Phone: 0141 - 4075010  
E-mail: cs.vmnda@gmail.com

A soft copy, containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained/voted for lesser shares, for the resolution is being handed over to the Company Secretary.

The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes/Report on Postal Ballot.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully

**CS Manoj Maheshwari**  
**Scrutinizer**  
**M. No.: FCS 3355 | C.P. No. 1971**  
**Partner**  
**V. M. & Associates**  
**Company Secretaries**  
**(ICSI Unique Code P1984RJ039200)**

**Place: Jaipur**  
**Date: January 22, 2024**  
**UDIN: F003355E003279100**

Countersigned By:  
**For BSL Ltd**

**Mr. Shubham Jain**  
**Company Secretary and Compliance Officer**  
**M.No. :ACS 49973**  
**(as authorized by Chairperson of the Company)**