



## Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management & Administration) Rules, 2014 as amended]

To  
The Managing Director  
**M/s. Blue Circle Services Limited**

Dear Sir,

I, Gayatri V. Phatak, Proprietor of M/s. G. S. Bhide & Associates, Practicing Company Secretary, Vapi, Gujarat, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **Blue Circle Services Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of 34<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 23<sup>rd</sup> September 2016.

The management of the Company is responsible to ensure the Compliances with the requirements of Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the notice to the 34<sup>th</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "IN FAVOUR" or "AGAINST". The Resolutions are based on the reports generated from the process of remote e-voting and ballot paper.

Further to the above, I submit my Report as under :-

1. The remote e-voting period commenced on Tuesday 20<sup>th</sup> September 2016 at 9.00 A.M. and concluded on Thursday, 22<sup>nd</sup> September 2015 at 5.00 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "cut-off date" i.e. September 16, 2016 were entitled to vote on the proposed resolutions stated in the Notice of the 32<sup>nd</sup> Annual General Meeting.
3. The Result of remote e-voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) .

The Results of remote e-voting and ballot papers received at the 34<sup>th</sup> Annual General Meeting are as under –





**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2016.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	35	35	100.00%
Ballot at AGM	7247703	7247703	100.00%
<b>Total</b>	<b>7247738</b>	<b>7247738</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	35	0	00.00%
Ballot at AGM	7247703	0	00.00%
<b>Total</b>	<b>7247738</b>	<b>0</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 2 – Ordinary Resolution**

Ratification of appointment of M/s. Pradeep Gupta, Chartered Accountants, Mumbai (Membership No. 048979) as Statutory Auditors of the Company for the financial year 2016-2017.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	35	35	100.00%
Ballot at AGM	7247703	7247703	100.00%
<b>Total</b>	<b>7247738</b>	<b>7247738</b>	<b>100.00%</b>

Voted **against** of Resolution





Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	35	0	00.00%
Ballot at AGM	7247703	0	00.00%
<b>Total</b>	<b>7247738</b>	<b>0</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 3 – Ordinary Resolution**

**Appointment of Mr. Gwal Das Vyas (DIN : 01319377) as Independent Director of the Company for the period of 5 Years commencing from 20<sup>th</sup> May, 2016; not liable to retire by Rotation**

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	35	35	100.00%
Ballot at AGM	7247703	7247703	100.00%
<b>Total</b>	<b>7247738</b>	<b>7247738</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	35	0	00.00%
Ballot at AGM	7247703	0	00.00%
<b>Total</b>	<b>7247738</b>	<b>0</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>







**Resolution No. 4 – Ordinary Resolution**

**To recover Charges for service of document under Section 20 of Companies Act 2013**

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	35	35	100.00%
Ballot at AGM	7247703	7247703	100.00%
<b>Total</b>	<b>7247738</b>	<b>7247738</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	35	0	00.00%
Ballot at AGM	7247703	0	00.00%
<b>Total</b>	<b>7247738</b>	<b>0</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 5 – Special Resolution**

**Change in place of keeping certain documents / records related to Shareholders**

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	35	35	100.00%
Ballot at AGM	7247703	7247703	100.00%
<b>Total</b>	<b>7247738</b>	<b>7247738</b>	<b>100.00%</b>





Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	35	0	00.00%
Ballot at AGM	7247703	0	00.00%
<b>Total</b>	<b>7247738</b>	<b>0</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of 34<sup>th</sup> Annual General Meeting thereafter, the same shall be handed over to the Company Secretary for safe keeping.

For **G. S. BHIDE & ASSOCIATES**  
Company Secretaries



**GAYATRI V. PHATAK**  
Proprietor  
ACS No. 31886, C.P. No. 11816

Place : Mumbai  
Date : September 24, 2016