

REPORT OF SCRUTINIZER ON E-VOTING AND POLL

To,
Mr. Nusli Wadia
Chairman

-of the 149th Annual General Meeting of Shareholders of The Bombay Burmah Trading Corporation, Limited, (**"the Corporation"**), held on 13th August, 2014 at Yashwantrao Chavan Pratisthan Auditorium, Y. B. Chavan Centre, General Jaganath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai – 400 021.

Dear Sir,

I, Tushar Shridharani, Practicing Company Secretary, being appointed as Scrutinizer by the Board of Directors of the Corporation to conduct the E-voting and Poll process under the provisions of the Companies Act, 2013 in relation to the items transacted at the 149th Annual General Meeting held on 13th August, 2014 and state that:

- A. *On the basis of the votes exercised by the shareholders of the Corporation through E-voting*, I have issued separate Scrutinizer's Report on E-voting dated 11th August, 2014.
- B. *On the basis of the votes exercised by the shareholders of the Corporation through Poll at its 149th Annual General Meeting held on 13th August, 2014*, I along with Mr. Tushar Sodha, a member of the Corporation and acting as one of the Scrutinizers, have issued the Scrutinizer's Report dated 14th August, 2014.
- C. As requested by the management, I am now submitting herewith the combined report on the results of E-voting together with the results of Poll:-



a. Resolution Item No. 1 : Ordinary Resolution

Adoption of Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as on that date and the Reports of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100	0
Public – Institutional holders	29,85,366	21,56,181	72.22	21,56,181	0	100	0
Public- Others	2,08,00,789	56,99,691	27.40	56,99,691	0	100	0
Total...	6,97,71,900	5,35,40,117	76.73	5,35,40,117	0	100	0

b. Resolution Item No. 2 : Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 2014.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100	0
Public – Institution al holders	29,85,366	21,56,181	72.23	21,56,181	0	100	0
Public- Others	2,08,00,789	56,99,691	27.40	56,99,691	0	100	0
Total...	6,97,71,900	5,35,40,117	76.74	5,35,40,117	0	100	0



c. Resolution Item No. 3: Ordinary Resolution

Re-appointment of Mr. Jeh Wadia, who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	21,56,181	0	100.00	0.00
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1000	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,35,39,117	1000	100.00	0.00

d. Resolution Item No. 4: Ordinary Resolution

Appointment of M/s. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Corporation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,07,126	70.58	21,07,126	0	100.00	0.00
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1,000	99.98	0.02
Total...	6,97,71,900	5,34,91,062	76.67	5,34,90,062	1,000	100.00	0.00



e. Resolution Item No. 5: Ordinary Resolution

Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Branch Auditors of the Corporation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*1 00	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	21,56,181	0	100.00	0.00
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1,000	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,35,39,117	1,000	100.00	0.00

f. Resolution Item No. 6: Ordinary Resolution

Approval of the Remuneration of the Cost Auditors.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*1 00	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	21,56,181	0	100.00	0.00
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1,000	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,35,39,117	1,000	100.00	0.00



g. Resolution Item No. 7: Ordinary Resolution

Appointment of Mr. A. K. Hirjee as an Independent Director of the Corporation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	21,07,126	49,055	97.72	2.28
Public- Others	2,08,00,789	56,94,691	27.38	56,93,691	1,000	99.98	0.02
Total...	6,97,71,900	5,35,35,117	76.73	5,34,85,062	50,055	99.91	0.09

h. Resolution Item No. 8: Ordinary Resolution

Appointment of Mr. M. L. Apte as an Independent Director of the Corporation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	21,07,126	49,055	97.72	2.28
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1,000	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,34,90,062	50,055	99.91	0.09



i. Resolution Item No. 9: Ordinary Resolution

Appointment of Mr. D. E. Udadia as an Independent Director of the Corporation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [[2]/(1)]* 100	(4)	(5)	(6)= [[4]/(2)] *100	(7)= [[5]/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institutiona l holders	29,85,366	21,56,181	72.23	21,07,126	49,055	97.72	2.28
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1,000	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,34,90,062	50,055	99.91	0.09

j. Resolution Item No. 10 : Ordinary Resolution

Appointment of Mr. P. K. Cassels as an Independent Director of the Corporation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [[2]/(1)]* 100	(4)	(5)	(6)= [[4]/(2)]* 100	(7)= [[5]/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	20,25,000	1,31,181	93.92	6.08
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1000	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,34,07,936	1,32,181	99.75	0.25



k. Resolution Item No. 11 : Ordinary Resolution

Appointment of Mr. B. N. B. Tao as an Independent Director of the Corporation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	20,25,000	1,31,181	93.92	6.08
Public- Others	2,08,00,789	56,99,691	27.40	56,98,691	1,000	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,34,07,936	1,32,181	99.75	0.25

l. Resolution Item No. 12 : Special Resolution

Borrowing beyond paid-up capital and free reserves of the Corporation in accordance with section 180(1)(a) of the Companies Act, 2013.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institution al holders	29,85,366	21,56,181	72.23	21,56,181	0	100.00	0.00
Public- Others	2,08,00,789	56,99,691	27.40	56,98,566	1,125	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,35,38,992	1,125	100.00	0.00



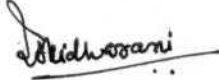
m. Resolution Item No. 13 : Special Resolution

Entrustment of power to sell, lease or otherwise dispose of the whole or substantial undertaking of the Corporation in accordance with section 180(1)(a) of the Companies Act, 2013.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	4,59,85,745	4,56,84,245	99.34	4,56,84,245	0	100.00	0.00
Public – Institutiona l holders	29,85,366	21,56,181	72.23	21,56,181	0	100.00	0.00
Public- Others	2,08,00,789	56,99,691	27.40	56,98,566	1,125	99.98	0.02
Total...	6,97,71,900	5,35,40,117	76.74	5,35,38,992	1,125	100.00	0.00

Thanking you,

Yours faithfully,



(Tushar Shridharani)
Practicing Company Secretary
Membership No.: FCS 2690
Certificate of Practice No.: 2190



Place: Mumbai

Date: 14th August, 2014