

TUSHAR SHRIDHARANI

B. Com., LL.B., F.C.S.

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SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

5th August, 2016

To,
The Bombay Burmah Trading Corporation, Limited
9, Wallace Street, Fort
Mumbai – 400 001

Subject: Consolidated Report on Members' voting through remote e-voting and Ballot Paper at the 151st Annual General Meeting.

Dear Sir,

The Board of Directors of The Bombay Burmah Trading Corporation, Limited ("the Company") at its meeting held on 27th May, 2016 appointed me as the Scrutinizer in pursuance of section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management And Administration) Rules, 2014 ("the Rules") to scrutinize the voting conducted through the remote e-voting and voting at the meeting on all resolutions set out in the Notice convening the One Hundred Fifty-first Annual General Meeting ("AGM") of the Company, which was duly held on 5th August, 2016.

Members of the Company were provided remote e-voting facility whereby they could cast their votes during the e-voting period, which commenced at 9.00 a.m. on the 2nd August, 2016 and ended at 5.00 p.m. on the 4th August, 2016 (both Indian Standard Time - IST). Some members of the Company voted through e-voting during the voting period.

Members attending the AGM and who had not cast votes through remote e-voting; were invited by the Chairman to cast their votes at the Meeting through Ballot Process on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the Rules. Accordingly, some Members casted votes through Ballot Papers mode conducted at AGM.

Upon conclusion of the Ballot voting process by the Chairman, the Ballot Box wherein the Members had dropped their Ballot Papers were opened by me in presence of two witnesses not in employment of the Company. The Ballot Papers were diligently scrutinized by me and reconciled with the records maintained by the Company and relevant authorizations / proxies lodged with the



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Company. The Ballot Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

In pursuance of sub-rule 4(xii) of Rule 20 of the Rules; immediately after the conclusion of voting at the AGM, I first counted the votes casted through Ballot and thereafter unblocked the votes casted through e-voting in the presence of two witnesses not in the employment of the Company. The witnesses' confirmation in this context is submitted herein next along this Report.

Information with respect to AGM as well members' participation in AGM is provided in **Annexure 1** to this Report. And the consolidated result of total votes cast, whether in favour or against, is annexed to this Report and marked as **Annexure 2**.

You are requested to acknowledge receipt of this report.

TUSHAR
RAMESH
SHRIDHARANI

Digitally signed by TUSHAR RAMESH SHRIDHARANI
DN: cn = Personal, postalCode = 400005,
c=IN, email=tushar_ramesh_sridharani,
2.5.4.30=759760996a2857408097e59f,
o=TUSHAR RAMESH SHRIDHARANI, ou=
emailNumber=7281816116@126391bad90,
?1=enter=28419181ba0a33e77df0a2598
5a4e1e0c771: AB RAMESH SHRIDHARANI
Date: 2016.08.05 11:54:13 +0530

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

WITNESSES' CONFIRMATION

In pursuance of Rule 20 of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Ballot Papers and e-voting by members of The Bombay Burmah Trading Corporation, Limited ("the Company") on all resolutions set out in the Notice convening the 151st AGM of Company, which was held on 5th August, 2016 at 4.00 p.m. at Rama & Sundri Watumull Auditorium, Kishanchand Cheelaram College, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020; we, Krishna Shah (residing at 5/A, Amar Niwas, 1st Floor, Prarthana Samaj, Girgaum, Mumbai – 400 004) and Fatema Plumber (residing at 120, Mather Pakadi road, Ghule Mansion, 1st Floor, Flat No-4/5, Mazgoan, Mumbai – 400 010) hereby confirm our witnessing the following -

- a) after completion of the Voting Process through E-Voting and Ballot Paper at the above mentioned AGM, the Ballot Box wherein the members of the Company have dropped their Ballot Papers was opened by Mr. Tushar Shridharani in our presence; and
- b) after completion of voting by Members through Ballot Papers, Mr. Tushar Shridharani unblocked the votes that the members of the Company have casted through e-voting.


We further state that we are not in the employment of the Company.

Witness 1:



(Krishma Shah)
B. Com., Gen. LL.B., ACS

Witness 2:



(Fatema Plumber)
B.L.S. / LL.B.

Date: 5th August, 2016
Place: Mumbai



Annexure 1

Date of the Annual General Meeting	5 th August, 2016
Total number of shareholders on record date	17,781
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	11
Public:	54
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil



Annexure 2

1.	Resolution required : Ordinary		To receive, consider and adopt the audited Financial Statements of the Corporation for the Financial Year ended 31 st March, 2016 together with the Reports of the Auditors thereon and the audited Consolidated Financial Statements of the Corporation for the Financial Year ended 31 st March, 2016 together with the Report of the Auditors thereon.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00
Public Institutions	E-Voting	38,43,638	30,05,062	78.18	30,05,062	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38,43,638	30,05,062	78.18	30,05,062	0	100.00
Public - Non Institutions	E-Voting	1,99,42,517	56,63,293	28.40	56,63,293	0	100.00	0
	Poll		8,015	0.04	8,015	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1,99,42,517	56,71,308	28.44	56,71,308	0	100.00
Total		6,97,71,900	5,46,62,115	78.34	5,46,62,115	0	100.00	0



2. Resolution required : Ordinary		Declaration of Dividend for the Financial Year ended 31 st March, 2016.						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00
Public Institutions	E-Voting	38,43,638	30,05,062	78.18	30,05,062	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38,43,638	30,05,062	78.18	30,05,062	0	100.00
Public - Non Institutions	E-Voting	1,99,42,517	56,63,293	28.40	56,63,293	0	100.00	0
	Poll		8,015	0.04	8,015	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1,99,42,517	56,71,308	28.44	56,71,308	0	100.00
Total		6,97,71,900	5,46,62,115	78.34	5,46,62,115	0	100.00	0



3. Resolution required : Ordinary			To appoint a director in place of Mr. Jeh Wadia, who retires by rotation and being eligible, offers him for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00
Public Institutions	E-Voting	38,43,638	30,05,062	78.18	30,05,062	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38,43,638	30,05,062	78.18	30,05,062	0	100.00
Public - Non Institutions	E-Voting	1,99,42,517	56,63,293	28.40	56,63,293	0	100.00	0
	Poll		8,015	0.04	8,015	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1,99,42,517	56,71,308	28.44	56,71,308	0	100.00
Total		6,97,71,900	5,46,62,115	78.34	5,46,62,115	0	100.00	0



4. Resolution required : Ordinary			Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Corporation.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00
Public Institutions	E-Voting	38,43,638	30,05,062	78.18	30,05,062	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38,43,638	30,05,062	78.18	30,05,062	0	100.00
Public - Non Institutions	E-Voting	1,99,42,517	56,63,293	28.40	56,63,293	0	100.00	0
	Poll		8,015	0.04	8,015	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1,99,42,517	56,71,308	28.44	56,71,308	0	100.00
Total		6,97,71,900	5,46,62,115	78.34	5,46,62,115	0	100.00	0



5. Resolution required : Ordinary			Appointment of Branch Auditors of the Corporation.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding 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	E-Voting	4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00	0
Public Institutions	E-Voting	38,43,638	30,05,062	78.18	30,05,062	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	38,43,638	30,05,062	78.18	30,05,062	0	100.00	0
Public - Non Institutions	E-Voting	1,99,42,517	56,63,293	28.40	56,63,293	0	100.00	0
	Poll		8,015	0.04	8,015	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1,99,42,517	56,71,308	28.44	56,71,308	0	100.00	0
Total	6,97,71,900	5,46,62,115	78.34	5,46,62,115	0	100.00	0	



6. Resolution required : Ordinary			Approval to the payment of remuneration to M/s GLS & Associates, Cost & Management Accountants, Coimbatore, Cost Auditors.					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4,59,85,745	4,59,85,745	100.00	4,59,85,745	0	100.00
Public Institutions	E-Voting	38,43,638	30,05,062	78.18	30,05,062	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38,43,638	30,05,062	78.18	30,05,062	0	100.00
Public - Non Institutions	E-Voting	1,99,42,517	56,62,293	28.39	56,62,293	0	100.00	0
	Poll		8,015	0.04	8,015	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1,99,42,517	56,70,308	28.43	56,70,308	0	100.00
Total		6,97,71,900	5,46,61,115	78.34	5,46,61,115	0	100.00	0



7. Resolution required : Special		Appointment of Mr. Ness Wadia as Managing Director of the Corporation for a period of -5-years with effect from 1 st April, 2016 to 31 st March, 2021 and approving his remuneration.						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding 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	E-Voting	4,59,85,745	3,98,27,240	86.61	3,98,27,240	0	100.00	0
	Poll		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		4,59,85,745	3,98,27,240	86.61	3,98,27,240	0	100.00
Public Institutions	E-Voting	38,43,638	30,05,062	78.18	81,407	29,23,655	2.71	97.29
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		38,43,638	30,05,062	78.18	81,407	29,23,655	2.71
Public - Non Institutions	E-Voting	1,99,42,517	56,63,293	28.40	56,63,293	0	100.00	0
	Poll		8,015	0.04	8,015	0	100.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1,99,42,517	56,71,308	28.44	56,71,308	0	100.00
Total	Total	6,97,71,900	4,85,03,610	69.52	4,55,79,955	29,23,655	93.97	6.03

TUSHAR RAMESH SHRIDHARANI
Chartered Secretary (Company Secretary) - Member Institute of Cost Accountants of India
 Chartered Secretary (Company Secretary) - Member Institute of Company Secretaries of India
 Chartered Secretary (Company Secretary) - Member Institute of Financial Risk Management of India
 Chartered Secretary (Company Secretary) - Member Institute of Management Consultants of India
 Chartered Secretary (Company Secretary) - Member Institute of Public Relations of India
 Chartered Secretary (Company Secretary) - Member Institute of Tax Practitioners of India
 Chartered Secretary (Company Secretary) - Member Institute of Valuers of India
 Chartered Secretary (Company Secretary) - Member Institute of Directors of India
 Chartered Secretary (Company Secretary) - Member Institute of Chartered Accountants of India
 Chartered Secretary (Company Secretary) - Member Institute of Actuaries of India
 Chartered Secretary (Company Secretary) - Member Institute of Bankers of India
 Chartered Secretary (Company Secretary) - Member Institute of Engineers of India
 Chartered Secretary (Company Secretary) - Member Institute of Architects of India
 Chartered Secretary (Company Secretary) - Member Institute of Surveyors of India
 Chartered Secretary (Company Secretary) - Member Institute of Town Planners of India
 Chartered Secretary (Company Secretary) - Member Institute of Quantity Surveyors of India
 Chartered Secretary (Company Secretary) - Member Institute of Project Management of India
 Chartered Secretary (Company Secretary) - Member Institute of Real Estate of India
 Chartered Secretary (Company Secretary) - Member Institute of Insurance of India
 Chartered Secretary (Company Secretary) - Member Institute of Shipping of India
 Chartered Secretary (Company Secretary) - Member Institute of Air Transport of India
 Chartered Secretary (Company Secretary) - Member Institute of Marine Insurance of India
 Chartered Secretary (Company Secretary) - Member Institute of Maritime Law of India
 Chartered Secretary (Company Secretary) - Member Institute of Maritime Security of India
 Chartered Secretary (Company Secretary) - Member Institute of Maritime Environment of India
 Chartered Secretary (Company Secretary) - Member Institute of Maritime Health of India
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 Chartered Secretary (Company Secretary) - Member Institute of Maritime Safety of India

(Tushar Shridharani)

Practicing Company Secretary / Membership No.: FCS 2690 /Certificate of Practice No.: 2190

