

H. M. CHORARIA

Practising Company Secretary

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[4][xii]
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
The Grob Tea Company Limited,
Haute Street, 9th Floor,
86A, Topsia Road,
Kolkata-700046

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through e-voting System at the Annual General Meeting (AGM) and Remote e-voting on the resolutions proposed at the AGM of the Members of The Grob Tea Company Limited held through Video Conference/OAVM on Tuesday, the 29th September, 2020 at 02.00 P.M.

I, Hanuman Mal Choraria, Practising Company Secretary and proprietor of H. M. Choraria & Co., having C. P. No. 1499, was appointed by the Board of Directors of The Grob Tea Company Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting system at AGM) of the Annual General Meeting ("AGM") of the Company, held through Video Conferencing / Other Audio Visual Means (VC/OAVM), on Tuesday, the 29th September, 2020 at 02.00 P. M., in compliance with Section 108 of the Companies Act, 2013, Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circular No. SEBI /HO/ CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020 (collectively referred to as "relevant Circulars"), in respect of the below mentioned resolutions proposed at the said AGM,

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, the Listing Regulations, read with the "relevant Circulars", relating to e-voting process is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process both through remote e-voting and e-voting system at the AGM are conducted in a fair and transparent manner and to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL").

The Notice dated 29th June, 2020 along with the statement under Section 102 of the Companies Act, 2013, convening the Annual General Meeting of the Company through VC/OAVM on 29th September, 2020, was sent through electronic mode to those shareholders whose email addresses were registered with the Company/Depositories, in compliance with the MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 read with SEBI Circular No. SEBI /HO/ CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020.

The Members of the Company holding shares on the cut- off date i. e. 22nd September, 2020 were entitled to vote on the resolutions as set out in the Notice of the Annual General Meeting.

In this regard, I hereby submit my report as under:-

1. The Company had availed the services of National Securities Depository Limited (NSDL) as the Agency for providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM.
2. The remote e-voting period commenced from 26th September, 2020 at 9.00 A. M. and ended on 28th September, 2020 at 5.00 P.M. and the remote e-voting module was disabled by NSDL thereafter.
3. The Company had also provided facility for voting through electronic voting system of NSDL during the AGM.
4. Subsequent to the conclusion of the AGM, I unlocked the electronic votes cast both through remote e-voting and e-voting system during the AGM, in the presence of two witnesses, Mr. Navdeep Bhansali and Ms. Sunita Chakraborty who are not in the employment of the Company.
5. We have scrutinized the voted cast both through remote e-voting and e-voting system during the AGM for the purpose of this Report.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVEN- 113341) during the AGM, as under:

ORDINARY BUSINESS:

Item No. 1- Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	40	956408	0	0	40	956408	100
Voted against the resolution	0	0	0	0	0	0	0
Total	40	956408	0	0	40	956408	100
Invalid Votes	0	0	0	0	0	0	

Item No. 2 - Ordinary Resolution

To declare Dividend for the financial Year ended on 31.03.2020.

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	39	956383	0	0	39	956383	100
Voted against the resolution	0	0	0	0	0	0	0
Total	39	956383	0	0	39	956383	100
Invalid Votes	0	0	0	0	0	0	

Item No. 3 - Ordinary Resolution

Appointment of a Director in place of Shri M K Agarwal (DIN No. 00697746), who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	39	956383	0	0	39	956383	100
Voted against the resolution	0	0	0	0	0	0	0
Total	39	956383	0	0	39	956383	100
Invalid Votes	0	0	0	0	0	0	

SPECIAL BUSINESS:

Item No. 4 – As Special Resolution

Re-appointment of Shri H M Parekh (DIN 00026530), as Independent Director of the company for four years.

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	39	956383	0	0	39	956383	100
Voted against the resolution	0	0	0	0	0	0	0
Total	39	956383	0	0	39	956383	100
Invalid Votes	0	0	0	0	0	0	

Item No. 5 – As Special Resolution

Re-appointment of Shri P J Bhide (DIN 00012326), as Independent Director of the company for four years.

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	39	956383	0	0	39	956383	100
Voted against the resolution	0	0	0	0	0	0	0
Total	39	956383	0	0	39	956383	100
Invalid Votes	0	0	0	0	0	0	

Item No. 6 – As Special Resolution

Re-appointment of Shri Pradeep Kumar Agarwal (DIN: 00703745), as a Managing Director of the Company for three years.

Particulars	Remote e-voting		Voting through e-voting system during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	39	956383	0	0	39	956383	100
Voted against the resolution	0	0	0	0	0	0	0
Total	39	956383	0	0	39	956383	100
Invalid Votes	0	0	0	0	0	0	

In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained separate Registers for votes cast through remote e-voting and e-voting system during the AGM in electronic form. The registers and all other papers relating to electronic voting shall remain in my safe custody until the Chairman signs the Minutes of 60th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Recommendation

All the resolutions, having secured requisite majority of votes in favour, may be considered to have been passed. The Company may accordingly declare the results of the e-voting.

Thanking you,

Yours truly,

Place: Kolkata
Date: 30th September, 2020

(H M Choraria)
Practising Company Secretary
FCS No. 2398, C P No. 1499
UDIN:- F002398B000808038