



THE GROB TEA CO. LTD.

23rd February 2021

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| National Stock Exchange of India Limited. Listing Department Exchange Plaza Bandra(E), Mumbai 400 051 | The Secretary The Calcutta Stock Exchange Ltd 7 Lyons Range Kolkata 700 001 |
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Sub: Scrutinizers Report along With Voting Results

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution and Ordinary Resolution as set out in Postal Ballot notice dated 30th December, 2020 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice contacting the Resolution together with the explanatory statement annexed to the Notice was sent to all the members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot Forms by the Members of the Company in postage pre-paid self-addressed envelope or through e-voting was Monday, 22nd February, 2021. Mr. H M Choraria, Practicing Company Secretary, Kolkata was appointed as the Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

The Scrutinizer has submitted his Report dated 23rd February, 2021 and on the basis of the Scrutinizer Report on the voting done through Postal Ballot Forms as well as through e-voting by the Members, it is hereby declared that the Resolution as set out in the Postal Ballot Notice dated 30th December, 2020 has been duly passed by the Members of the Company with requisite majority.

The details of the voting results of the resolution passed through Postal Ballot process (including e-voting) is reproduced hereunder:



| ANNEXURE | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Agenda | | | | Resolution 1 - Appointment of Independent Director | | | | |
| Whether promoter /promoter group are interested in the Agenda/ resolution | | | | No | | | | |
| Category | Mode of Voting | No. of Shares held | 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 |
| Promoter and Promoter Group | E Voting | 870858 | 870858 | 100.00% | 870858 | - | 100.00% | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 870858 | 100.00% | 870858 | - | 100.00% | - |
| Public - Institutional holders | E Voting | 738 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public - Others | E Voting | 290734 | 51456 | 17.70% | 51456 | - | 100.00% | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | 34878 | - | 34878 | - | 100.00% | - |
| | Total | | 86334 | 17.70% | 86334 | - | 100.00% | - |
| Total | | 1162330 | 957192 | 82.35% | 957192 | - | 100.00% | - |
| Agenda | | | | Resolution 2 - Increase in borrowing limits upto Rs 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. | | | | |
| Whether promoter /promoter group are interested in the Agenda/ resolution | | | | No | | | | |
| Category | Mode of Voting | No. of Shares held | 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 |
| Promoter and Promoter Group | E Voting | 870858 | 870858 | 100.00% | 870858 | - | 100.00% | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 870858 | 100.00% | 870858 | - | 100.00% | - |
| Public - Institutional holders | E Voting | 738 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public - Others | E Voting | 290734 | 51456 | 17.70% | 51249 | 207 | 99.60% | 0.402% |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | 34879 | 12.00% | 34878 | 1 | 99.997% | 0.003% |
| | Total | | 86335 | 29.70% | 86127 | 208 | 99.76% | 0.241% |
| Total | | 1162330 | 957193 | 82.35% | 956985 | 208 | 99.978% | 0.022% |
| Agenda | | | | Resolution 3 -Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings. | | | | |
| Whether promoter /promoter group are interested in the Agenda/ resolution | | | | No | | | | |
| Category | Mode of Voting | No. of Shares held | 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 |
| Promoter and Promoter Group | E Voting | 870858 | 870858 | 100.00% | 870858 | - | 100.00% | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | 870858 | 100.00% | 870858 | - | 100.00% | - |
| Public - Institutional holders | E Voting | 738 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public - Others | E Voting | 290734 | 51456 | 17.70% | 51199 | 257 | 99.50% | 0.499% |
| | Poll | | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | 34879 | 12.00% | 34878 | 1 | 99.997% | 0.003% |
| | Total | | 86335 | 29.70% | 86077 | 258 | 99.70% | 0.299% |
| Total | | 1162330 | 957193 | 82.35% | 956935 | 258 | 99.973% | 0.027% |



| | | |
|---|---|--|
| 1 | Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot | Wednesday, 30 th December, 2020 Tuesday, 23 rd February, 2021 |
| 2 | Last date of receipt of postal ballot forms/ evoting | Monday, 22 nd February, 2021 |
| 3 | Total number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also reckoning voting rights. (i.e. Cut- off date for Benpos- Beneficiary Position). | 1824 equity shareholders as on Thursday 31 st December, 2020 |
| 4 | No. of Shareholders present in the meeting in person or through proxy: Promoters and Promoters Group Public | Not Applicable |
| 5 | No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group Public | Not Applicable |

The above is for your information and record.

Yours faithfully,
For The Grob Tea Co. Ltd.


B L Patawari
Chief Financial Officer



H. M. CHORARIA
Practising Company Secretary
E-mail: hmchoraria@gmail.com

Phones: (033) 2242-0196
2243-2509
Mobile: 9830058715
Room No. 401, 4th Floor
14/2, Old China Bazar street
Kolkata-700001

Scrutinizer's Consolidated Report

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

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

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through Postal Ballot Forms and Remote e-voting on the resolutions proposed to be passed through the Postal Ballot Process

I, Hanuman Mal Choraria, Practising Company Secretary and proprietor of H. M. Choraria & Co., Kolkata, having Membership No. FCS 2398 and CP 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 voting by Postal Ballot Forms pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of the below mentioned special resolutions, proposed to be passed through the Postal Ballot Process.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by Postal Ballot Forms by the Members on the Ordinary/ special resolutions proposed in the Notice of the Company dated 30th December, 2020, is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means (by remote e-voting) and by Postal Ballot Forms are conducted in a fair and transparent manner and 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) and the report generated electronically for voting by Postal Ballot Forms.

The Company has sent by e-mail on 22nd January, 2021, the Postal Ballot Notice together with Explanatory Statement, to those Members who have registered their e-mail addresses with the Company/their Depository Participants and made available to the Company by the Depositories.

The Company has also completed on 22nd January, 2021, the dispatch of Postal Ballot Notice together with Explanatory Statement and self addressed prepaid reply envelope to its other Members through permitted mode.

The Voting right on Postal Ballot is reckoned on the paid up value of the shares registered in the name of the Members whose names appeared on the Register of Members/list of beneficiaries as on the cut-off date i.e. Friday, the 31st December, 2020.

The remote e-voting period commenced from Sunday, the 24th January, 2021 at 9.00 A. M. (IST) and ended on Monday, the 22nd February, 2021 at 5.00 P.M. (IST)

The last date for receiving physical Postal Ballot Forms was Monday, the 22nd February, 2021 upto 5.00 P. M. (IST).

The Postal Ballot Forms were kept under my safe custody in sealed and tamper proof Ballot Boxes before commencing the scrutiny of such Postal Ballot Forms.

The Ballot Boxes were opened on 22nd February, 2021 after 5.00PM, in my presence.

Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.

The Postal Ballot Forms were duly scrutinized by me on 23rd February, 2021 and were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, Niche Technologies Pvt. Ltd, to the extent available with them and the authorizations lodged with the Company.

All Postal Ballot Forms received up to 5.00 P. M. (IST) on Monday, the 22nd February, 2021 (5.00 PM), the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

No envelope containing Postal Ballot Form was received after 5.00 P. M. (IST) on 22nd February, 2021.

Thereafter, the votes cast through remote e-voting were unblocked, in the presence of two witnesses, Mr. Navdeep Bhansali and Ms. Sunita Chakraborty who are not in the employment of the Company.

On the basis of the above and pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, I hereby submit consolidated Scrutinizer's Report on the remote e-voting (EVEN- 115516) and voting by Postal Ballot Forms as under:

SPECIAL BUSINESS:

Item No. 1- Ordinary Resolution

Appointment of Shri Niraj Kumar Harodia (DIN- 06676837) as an Independent Director, for a term of 5 (five) consecutive years w.e.f. December 30, 2020 to December 29, 2025.

| Particulars | Remote e-voting | | Voting by Postal Ballot Forms | | 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 | 23 | 922314 | 23 | 34878 | 46 | 957192 | 100 |
| Voted against the resolution | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 23 | 922314 | 23 | 34878 | 46 | 957192 | 100 |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | |

Item No. 2 – Special Resolution

Approval of the members for the borrowing limits up to Rs 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

| Particulars | Remote e-voting | | Voting by Postal Ballot Forms | | 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 | 21 | 922107 | 23 | 34878 | 44 | 956985 | 99.98 |
| Voted against the resolution | 2 | 207 | 1 | 1 | 3 | 208 | 00.02 |
| Total | 23 | 922314 | 24 | 34879 | 47 | 957193 | 100 |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | |

Item No. 3 – Special Resolution

Approval of the members for Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

| Particulars | Remote e-voting | | Voting by Postal Ballot Forms | | 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 | 20 | 922057 | 23 | 34878 | 43 | 956935 | 99.97 |
| Voted against the resolution | 3 | 257 | 1 | 1 | 4 | 258 | 00.03 |
| Total | 23 | 922314 | 24 | 34879 | 47 | 957193 | 100 |
| Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | |

In terms of the provisions of Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, I have maintained the Registers of remote e-voting in electronic form and the list of Members who voted **“FOR”**, **“AGAINST”** and those whose votes were declared invalid. The registers and all other papers relating to electronic voting and voting by Postal Ballot Forms shall remain in my safe custody until the Chairman signs the Minutes of the Postal Ballot Process and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours truly

HANUMAN
MAL CHORARIA

(H M Choraria)

Practising Company Secretary
FCS No. 2398, C P No. 1499
UDIN:- F002398B003277494

Place: Kolkata
Date: 23rd February' 2021