



# THE GROB TEA CO. LTD.

1<sup>st</sup> January 2019

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 as set out in Postal Ballot notice dated 14<sup>th</sup> November, 2018 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 Sunday, 30<sup>th</sup> December, 2018. 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 1<sup>st</sup> January, 2019 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 14<sup>th</sup> November, 2018 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:



# THE GROB TEA CO. LTD.

1	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	Wednesday, 14 <sup>th</sup> November, 2018 Tuesday, 1 <sup>st</sup> January, 2019
2	Last date of receipt of postal ballot forms/ evoting	Sunday, 30 <sup>th</sup> December, 2018
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).	1948 equity shareholders as on Friday 16 <sup>th</sup> November, 2018
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.

*Kritika Mohata*

Kritika Mohata  
Company Secretary

ANNEXURE

Agenda				Resolution 1 - Alteration of the Object Clause of the Memorandum of Association, by inserting sub- clause 2 & 3 under part A of Clause III, after the existing sub clause 1				
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	50838	17.49%	50838	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		36309	-	36309	-	100.00%	-
	Total		87147	17.49%	87147	-	100.00%	-
Total		1162330	958005	82.42%	958005	-	100.00%	-
Agenda				Resolution 2 - Alteration/ substitution of the Memorandum of Association, by adopting new set of Memorandum of Association				
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	50838	17.49%	50813	25	99.95%	0.049%
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		36309	12.49%	36309	-	100.00%	-
	Total		87147	29.97%	87122	25	99.97%	0.029%
Total		1162330	958005	82.42%	957980	25	99.997%	0.003%
Agenda				Resolution 3 - Alteration/ substitution of the Articles of Association, by adopting new set of Articles of Association				
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	50813	17.48%	50813	-	100.00%	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		36309	12.49%	36309	-	100.00%	-
	Total		87122	29.97%	87122	-	100.00%	-
Total		1162330	957980	82.42%	957980	-	100.00%	-

The Grob Tea Co. Ltd.  
Kritika Mohata  
Company Secretary

**H. M. CHORARIA**

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

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

**Scrutinizer's Report**

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rule 22 [9]  
of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
The Grob Tea Co. Ltd.  
86A, Topsia Road, 9<sup>th</sup> Floor,  
Kolkata-700046.

Dear Sir,

Sub: Postal Ballot - Scrutiny Report

I, Hanuman Mal Choraria, Practising Company Secretary, having C P No. 1499, have been appointed, by the Board of Directors of The Grob Tea Co. limited [the Company] as a Scrutinizer for the purpose of conducting the Postal Ballot process including voting through electronic means and to report in respect of seeking its members assent/dissent for passing the Special Resolution for alteration of the Memorandum of Association, substitution of the Memorandum of Association and alteration/ substitution of the Articles of Association, pursuant to the provisions of Companies Act, 2013 and all other applicable laws, as stated in the Notice of Postal Ballot, dated 14<sup>th</sup> November, 2018.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot and voting through electronic means on the resolution contained in the Notice dated 14<sup>th</sup> November, 2018. My responsibility as Scrutinizer for Postal Ballot including e-voting process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolution stated above, based on the Postal Ballots received by me and the report generated from e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide the e-voting facility. This e-voting Report is generated on the basis of information available/ downloaded from the NSDL website:

Further to the above, I hereby submit my Report:

1.1 The Company has completed dispatch of Notice of Postal Ballot, dated 14<sup>th</sup> November, 2018, on 29<sup>th</sup> November, 2018 by sending E-mail to the members, whose E- mail Id is registered with the Company and by courier to the members whose E-mail Id is not registered with the Company, along with the Postal Ballot Forms with self addressed postage prepaid business reply envelopes to its members whose names appeared on the Register of Members/list of beneficiaries as on 16<sup>th</sup> November, 2018 (the cut off date) and who were entitled to vote on the Resolution set out in the Notice mentioned herein above. The e-voting process remained open from (09.00 A.M) IST on Saturday, 1<sup>st</sup> December, 2018 to Sunday, 30<sup>th</sup> December, 2018 up to (05.00 P.M.) IST.



1.2 Particulars of all Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in a register separately maintained for the purpose.

1.3. 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.

1.4 The ballot boxes were opened on 30<sup>th</sup> December, 2018 after 05.00 P.M.(IST) in my presence.

1.5 The Postal Ballot Forms were duly scrutinized in my presence on 30<sup>th</sup> December, 2018 and the shareholding was matched / confirmed with the Register of Members of the Company/list of beneficiaries.

1.6 All Postal Ballot Forms and e-votes received upto the close of working hours (5.00 PM) on 30<sup>th</sup> December, 2018, the last date and time fixed by the Company for receipt of the forms and e-voting, were considered for my scrutiny.

1.7 I have not received any envelope containing Postal Ballot Form after 30<sup>th</sup> December, 2018, and before issuance of this Report.

1.8. I did not find any defaced or mutilated Postal Ballot Form.

1.9. As stated above, the e-voting period ended at 05.00 P.M. on 30<sup>th</sup> December, 2018. Thereafter the votes cast via electronic means were unlocked by me in the presence of two witnesses Mr. Navdeep Bhansali and Ms. Sunita Chakraborty who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence. I have also received complete records of votes cast by electronic mode from NSDL, the agency providing and supervising electronic platform- (EVEN-110248) on 31<sup>st</sup> December, 2018.

2. The summary of the Postal Ballot Forms and e -votes received are given below:

**A – Special Resolutions:**

**Item no. 1 Alteration of the Object Clause of the Memorandum of Association, by inserting sub-clause 2 & 3 under part A of Clause III, after the existing sub clause 1.**

**A summary of the postal ballot forms received in physical mode is given below:**



Particulars	Public Shareholders		Promoter		Total	
	No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares
Total Number of Postal Ballot Forms Received	38	36309	0	0	38	36309
Less: Invalid Postal Ballot Forms	0	0	0	0	0	0
<b>Net Valid Postal Ballot Forms received</b>	38	36309	0	0	38	36309
Postal Ballot Forms/ No. of votes with assent to the Resolution	38	36309	0	0	38	36309
% of votes with assent to the Resolution	100	100	0	0	100	100
Postal Ballot Forms/ No. of votes with dissent to the Resolution	0	0	0	0	0	0
% of votes with dissent to the Resolution	0	0	0	0	0	0

A summary of the votes cast through electronic mode is given below:

Particulars	Public Shareholders		Promoter		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Members	No. of Shares
Total Number of Votes Casted	12	50838	4	870858	16	921696
Less: Invalid Votes	0	0	0	0	0	0
<b>Net Valid Votes</b>	12	50838	4	870858	16	921696
No. of votes with assent to the Resolution	12	50838	4	870858	16	921696
% of votes with assent to the Resolution	100	100	100	100	100	100
No. of votes with dissent to the Resolution	0	0	0	0	0	0
% of votes with dissent to the Resolution	0	0	0	0	0	0

A summary of the Postal Ballot Forms received in physical and votes cast via electronic mode (combined) are given below:



Sl. No.	Particulars	No. of Shares		
		Promoters	Public	Total
A	Votes with ASSENT - Physical	0	36309	36309
B	Votes with ASSENT - Electronic	870858	50838	921696
A+B	Total Votes with ASSENT in physical and electronic mode	870858	87147	958005
C	Postal Ballot with DISSENT - Physical	0	0	0
D	Postal Ballot with DISSENT - Electronic	0	0	0
C+D	Total Postal Ballot with DISSENT in physical and electronic mode	0	0	0

**Item no. 2- Alteration/ substitution of the Memorandum of Association, by adopting new set of Memorandum of Association.**

**A summary of the postal ballot forms received in physical mode is given below:**

Particulars	Public Shareholders		Promoter		Total	
	No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares
Total Number of Postal Ballot Forms Received	38	36309	0	0	38	36309
Less: Invalid Postal Ballot Forms	0	0	0	0	0	0
<b>Net Valid Postal Ballot Forms received</b>	38	36309	0	0	38	36309
Postal Ballot Forms/ No. of votes with assent to the Resolution	38	36309	0	0	38	36309
% of votes with assent to the Resolution	100	100	0	0	100	100
Postal Ballot Forms/ No. of votes with dissent to the Resolution	0	0	0	0	0	0
% of votes with dissent to the Resolution	0	0	0	0	0	0

**A summary of the votes cast through electronic mode is given below:**



Particulars	Public Shareholders		Promoter		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Members	No. of Shares
Total Number of Votes Casted	12	50838	4	870858	16	921696
Less: Invalid Votes	0	0	0	0	0	0
<b>Net Valid Votes</b>	12	50838	4	870858	16	921696
No. of votes with assent to the Resolution	11	50813	4	870858	15	921671
% of votes with assent to the Resolution		99.9508		100		99.997
No. of votes with dissent to the Resolution	1	25	0	0	1	25
% of votes with dissent to the Resolution		0.0492	0	0		0.003

A summary of the Postal Ballot Forms received in physical and votes cast via electronic mode (combined) are given below:

Sl. No.	Particulars	No. of Shares		
		Promoters	Public	Total
A	Votes with ASSENT - Physical	0	36309	36309
B	Votes with ASSENT - Electronic	870858	50813	921671
A+B	Total Votes with ASSENT in physical and electronic mode	870858	87122	957980
C	Postal Ballot with DISSENT - Physical	0	0	0
D	Postal Ballot with DISSENT - Electronic	0	25	25
C+D	Total Postal Ballot with DISSENT in physical and electronic mode	0	25	25

**Item no. 3- Alteration/ substitution of the Articles of Association, by adopting new set of Articles of Association**

A summary of the postal ballot forms received in physical mode is given below:





Particulars	Public Shareholders		Promoter		Total	
	No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares	No. of Postal Ballot Forms	No. of Shares
Total Number of Postal Ballot Forms Received	38	36309	0	0	38	36309
Less: Invalid Postal Ballot Forms	0	0	0	0	0	0
<b>Net Valid Postal Ballot Forms received</b>	38	36309	0	0	38	36309
Postal Ballot Forms/ No. of votes with assent to the Resolution	38	36309	0	0	38	36309
% of votes with assent to the Resolution	100	100	0	0	100	100
Postal Ballot Forms/ No. of votes with dissent to the Resolution	0	0	0	0	0	0
% of votes with dissent to the Resolution	0	0	0	0	0	0

A summary of the votes cast through electronic mode is given below:

Particulars	Public Shareholders		Promoter		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Members	No. of Shares
Total Number of Votes Casted	11	50813	4	870858	15	921671
Less: Invalid Votes	0	0	0	0	0	0
<b>Net Valid Votes</b>	11	50813	4	870858	15	921671
No. of votes with assent to the Resolution		50813		870858		921671
% of votes with assent to the Resolution		100		100		100
No. of votes with dissent to the Resolution		0		0		0
% of votes with dissent to the Resolution		0		0		0



A summary of the Postal Ballot Forms received in physical and votes cast via electronic mode (combined) are given below:

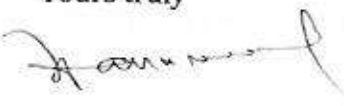
Sl. No.	Particulars	No. of Shares		
		Promoters	Public	Total
A	Votes with ASSENT - Physical	0	36309	36309
B	Votes with ASSENT - Electronic	870858	50813	921671
A+B	Total Votes with ASSENT in physical and electronic mode	870858	87122	957980
C	Postal Ballot with DISSENT - Physical	0	0	0
D	Postal Ballot with DISSENT - Electronic	0	0	0
C+D	Total Postal Ballot with DISSENT in physical and electronic mode	0	0	0

3. You may accordingly declare the results of the voting conducted through Postal Ballot process.

4. In terms of the provisions of the Rule 22 of the Companies (Management and Administration) Rules, 2014, I have maintained the Register of Postal Ballot and Voting in electronic form, the register and all other papers relating to Postal Ballot and electronic voting shall remain in my safe custody until the Chairman/ Director appointed by the Board of Directors of the Company for the purpose of declaration of Results of the Postal Ballot, considers, approves and signs the minutes of the Postal Ballot.

Thanking you.

Yours truly



**(H M Choraria)**

Practising Company Secretary  
FCS No. 2398, C P No. 1499



Kolkata

Dated 01.01.2019

Witnesses:

Navdeep Bhansali  
(Navdeep Bhansali) 14/2, Old China Bazar Street, Kolkata-700001

Sunita Chakraborty  
(Sunita Chakraborty) 14/2, Old China Bazar Street, Kolkata-700001