

H. M. CHORARIA

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To,
The Chairman,
of the Annual General Meeting of the members of the
THE GROB TEA CO. LTD.,
86A, Topsi Road,
Kolkata-700046
held at Bhartiya Bhasha Parishad
36A, Shakespeare Sarani, Kolkata – 700017
on Friday, the 06th September, 2019 at 10.30A.M.

Dear Sir,

Sub: Scrutinizer's combined Report on Remote -E - voting conducted Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[4][xi] of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from shareholders who do not have access to remote e-voting.

I, Hanuman Mal Choraria, Practising Company Secretary having C P No. 1499, have been appointed, by the Board of Directors of the The Grob Tea Co. Limited [the Company] as a Scrutinizer for the purpose of scrutinizing the process of e-voting and the physical ballot forms received from the shareholders carried out as per the provisions of Section 108 of the Companies Act, 2013, read with rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Rules) to ascertaining the requisite majority in respect of the below mentioned resolutions to be approved / disapproved at the Annual General Meeting [AGM] of the members of the Company, held on the 06th day of September, 2019.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means on the Resolutions contained in the Notice of the AGM of the members of the Company. My responsibility as Scrutinizer for remote e - voting process and physical ballot forms received is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolutions stated above, based on the reports generated from e - voting system provided by the NSDL the authorized agency engaged by the Company to provide remote e- voting facility. This remote E - voting Report is generated on the basis of information available/ downloaded from the NSDL website: www.evoting.nsdl.com and the physical ballot forms received from shareholders who do not have access to remote e voting.

Further to the above, I hereby submit my scrutiny report on the remote E- voting and voting by physical ballot at the AGM :

I). The e-voting period remained open from (09.00 A.M) IST on Tuesday, 03rd September, 2019 to Thursday, 05th September, 2019 up to (05.00 P.M.) IST.

II). The Members of the Company as on the cut off/entitlement date i. e. 30th August, 2018 were entitled to vote on the resolutions as set out in the Notice of the Annual General Meeting of the members of the Company.



III). After declaration of the poll by the Chairman, the Ballot Box kept for polling was taken into custody and was locked.

IV). The Ballot Box was subsequently opened in my presence and the poll papers were sorted out and diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R & TA) of the Company and the authorizations/Proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as on poll.

V). As stated above, the e- voting period ended at 05.00 P.M. on 05th September, 2019. The vote cast on e- voting were unlocked by me in the presence of two witnesses Mr. Navdeep Bhansali and Mr. Sunita Chakraborty who are not in the employment of the Company.

VI). No incomplete and/ or otherwise defective Ballot paper was found, so as to treat the same as invalid .

VII). The details of the E - voting (EVEN- 111085) and ballot form received at the AGM are as under:

A - Ordinary Business:

Item no. 1 –To receive, consider and adopt audited Financial Statements of the Company for the year ended 31st March, 2019 and Reports of the Board of Directors’ and Auditors’ as Ordinary Resolution:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	6	871168	38	37482	44	908650	99.99978
Dissent	0	0	1	2	1	2	00.00022
Total	6	871168	39	37484	45	908652	100
Invalid	0	0	0	0	0	0	

Item no. 2- Declaration of Dividend for the financial Year ended on 31st March, 2019 as Ordinary Resolution:



Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	6	871168	39	37484	45	908652	100
Dissent	0	0	0	0	0	0	0
Total	6	871168	39	37484	45	908652	100
Invalid	0	0	0	0	0	0	

Item no.3- To appoint a director in place of Mr. M.K.Agarwal (DIN-00697746) who retires by rotation and being eligible, offer himself for reappointment as Ordinary Resolution:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	5	832248	38	37482	43	869730	99.99977
Dissent	0	0	1	2	1	2	00.00023
Total	5	832248	39	37484	44	869732	100
Invalid	0	0	0	0	0	0	

Note:- 38920 Nos of votes cast by Appointee were not considered

B- Special Business:

Item no.4 – Re-appointment of Mr. Sanjay Kumar Agarwal (DIN:00189691) as an Independent director for 5 years as Special Resolution:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	6	871168	38	37482	44	908650	99.99978
Dissent	0	0	1	2	1	2	00.00022
Total	6	871168	39	37484	45	908652	100
Invalid	0	0	0	0	0	0	



Item no.5 – Continuation of Directorship of Mr. H M Parekh as an Independent Director (DIN 00026530), who has attained the age of seventy five (75) years, as a Non-Executive Independent director up to March, 2022 as Special Resolution:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	6	871168	38	37482	44	908650	99.99978
Dissent	0	0	1	2	1	2	00.00022
Total	6	871168	39	37484	45	908652	100
Invalid	0	0	0	0	0	0	

Item no.6 – Continuation of Directorship of Mr. P J Bhide as an Independent Director (DIN 00012326), who has attained the age of seventy five (75) years, as a Non-Executive Independent director up to March, 2022 as Special Resolution:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	6	871168	38	37482	44	908650	99.99978
Dissent	0	0	1	2	1	2	00.00022
Total	6	871168	39	37484	45	908652	100
Invalid	0	0	0	0	0	0	

Item no.7 – Approval of the borrowing limits upto Rs 50 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher pursuant to the provisions of section 180(1) (c) of the Companies Act, 2013-as Special Resolution:



Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	6	871168	38	37482	44	908650	99.99978
Dissent	0	0	1	2	1	2	00.00022
Total	6	871168	39	37484	45	908652	100
Invalid	0	0	0	0	0	0	

Item no.8 – Approval of the Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings limits upto Rs 50 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher pursuant to the provisions of section 180(1) (a) of the Companies Act, 2013-as Special Resolution:

Particulars	Remote e-voting		Voting at AGM via Ballot		Total		Percentage (%)
	Number of Shareholders (A)	Number of Votes (B)	Number of Shareholders (C)	Number of Votes (D)	Number of Shareholders (A+C)	Number of Votes (B+D)	
Assent	6	871168	37	37457	43	908625	99.99703
Dissent	0	0	2	27	2	27	00.00297
Total	6	871168	39	37484	45	908652	100
Invalid	0	0	0	0	0	0	

VIII). In terms of the provisions of clause 20(4) (xiv) of the rules, I have maintained the Registers of, remote E - voting in electronic form and the registers of voting by ballot showing the name of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The registers and all other papers relating to electronic voting and voting by ballot shall remain in my safe custody until the chairman of the Annual General Meeting considers, approve and signs the minutes of Annual General Meeting.

Thanking you.

Kolkata-700001.
Dated 07.09.2019



Your's truly
H.M. Choraria
(H M Choraria)
Practising Company Secretary
FCS No. 2398, C P No. 1499