



# MR & Associates

COMPANY SECRETARIES

46, B. B. Ganguly Street, 406, Kolkata - 700 012

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## CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]**

To,

The Chairman of Annual General Meeting (AGM) of the Members of THE GROB TEA CO LTD (CIN: L74110WB1895PLC000963), held on Tuesday, the 2<sup>nd</sup> day of August, 2022 at 02.00 P.M. through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of THE GROB TEA CO LTD (the Company) for the purpose of Scrutinizing the process of (i) revoting through remote e-voting (i.e., voting prior to AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting system provided in the Meeting (process of e-voting at the venue of AGM through electronic voting system) on the resolutions contained in the notice dated May 26, 2022 ("Notice") issued in accordance with the Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/ 2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC/OAVM. The AGM was convened on Tuesday, the 2<sup>nd</sup> day of August, 2022 at 02.00 P.M. IST through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated May 26, 2022. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.



3. The Members holding equity shares as on the "cut-off date" i.e. July 26, 2022 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued by the Ministry of Corporate Affairs, the remote e-voting facility was kept open from Saturday, July 30, 2022 (9:00 A.M. IST) till Monday, August 1, 2022 (5.00 P.M. IST) and pursuant to MCA Circulars referred above, the Company had also provided venue e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by National Securities Depository Limited (NSDL).
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM electronically and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to me 35 members have casted their votes through remote e-voting facility and 1 member had casted its votes through e-voting system provided in the Meeting. The brief analysis of the results of the voting through Remote e-voting facility and e-voting system provided in the Meeting, based on the report generated by NSDL, scrutinized on test-check basis and relied upon by me, are as under:

**Item No. 1- Ordinary Resolution :**

To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Board of Directors and Auditors report thereon

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	35	945744	35	945744	99.9955
Dissent	1	43	1	43	0.0045
Total	36	945787	36	945787	100.00
Abstain / Invalid	0	0	-	-	-



**Item No. 2 - Ordinary Resolution :**

To declare a dividend for the financial year ended 31st March, 2022.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	35	945744	35	945744	99.9955
Dissent	1	43	1	43	0.0045
Total	36	945787	36	945787	100.00
Abstain / Invalid	0	0	-	-	-

**Item No. 3 - Ordinary Resolution :**

To appoint a Director in place of Mr M K Agarwal (DIN:00697746) who retires by rotation and being eligible, offers himself for re-appointment as an Executive Director

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	34	906824	34	906824	99.9953
Dissent	1	43	1	43	0.0047
Total	35	906867	35	906867	100.00
Abstain / Invalid	1	*38920	-	-	-

\*voting by interested person taken into abstained

**Item No. 4 - Ordinary Resolution :**

To appoint M/s. Garv & Associates, Practising Chartered Accountants in place of the retiring Auditors Dhandhanias & Associates, Chartered Accountants Kolkata, to hold office for a period of 5 years from the conclusion of this Annual General Meeting.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	35	945744	35	945744	99.9955
Dissent	1	43	1	43	0.0045
Total	36	945787	36	945787	100.00
Abstain / Invalid	0	0	-	-	-



**Item No. 5 - Ordinary Resolution :**

Appointment of Mrs Indra Agarwal, as a Non-Executive Non Independent Director of the Company

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	35	945744	35	945744	99.9955
Dissent	1	43	1	43	0.0045
Total	36	945787	36	945787	100.00
Abstain / Invalid	0	0	-	-	-

**Item No. 6 - Ordinary Resolution :**

To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2021-22

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	35	945744	35	945744	99.9955
Dissent	1	43	1	43	0.0045
Total	36	945787	36	945787	100.00
Abstain / Invalid	0	0	-	-	-

**Item No. 7 – Ordinary Resolution :**

To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-23

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	35	945744	35	945744	99.9955
Dissent	1	43	1	43	0.0045
Total	36	945787	36	945787	100.00
Abstain / Invalid	0	0	-	-	-



**Item No. 8 – Special Resolution :**

Change in designation of Mr. Mukesh Kumar Agarwal from Non- Executive Director to Executive Director of the Company

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	34	906824	34	906824	99.9953
Dissent	1	43	1	43	0.0047
Total	35	906867	35	906867	100.00
Abstain / Invalid	1	*38920	-	-	-

\*voting by interested person taken into abstained

**Item No. 9 – Special Resolution :**

To approve continuation of Remuneration to Executive Directors who are promoters or members of Promoter Group in excess of threshold limit as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) (Amendment) Regulations, 2018.

Particulars	No. of votes contained in Remote E-Voting & E-voting at AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	34	905084	34	905084	99.9952
Dissent	1	43	1	43	0.0048
Total	35	905127	35	905127	100.00
Abstain / Invalid	1	*40660	-	-	-

\*voting by interested person taken into abstained

8. Based on the foregoing, the resolution no.(s) 1 to 9 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Place : Kolkata  
Date : 03.08.2022



For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 720/2020

MOHAN RAM  
GOENKA

[M R Goenka]  
Partner  
C P No.: 2551  
UDIN No.: F004515D000732341