

H. M. CHORARIA

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To,
The Chairman,
of the Annual General Meeting of the members of the
THE GROH TEA CO. LTD.
86A, Topsia Road,
Kolkata-700046
held at Bhartiya Bhasha Parishad
36A, Shakespeare Sarani, Kolkata - 700017
on Tuesday, the 05th September, 2017 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 Groh 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 05th day of September, 2017.

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 :

D). The e-voting period remained open from (09.00 A.M) IST on Saturday, 02nd September, 2017 to Monday, 04th September, 2017 up to (05.00 P.M.) IST.



II). The Members of the Company as on the cut off/entitlement date i. e. 29th August, 2017 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 04th September, 2017. The vote cast on e-voting were unlocked by me in the presence of two witnesses Mr. Prem Maloo 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 be treated the same as invalid.

VII). The details of the E - voting (EVEN= 106569) 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, 2017 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	7	871009	26	88638	33	959647	100
Dissent	0	0	0	0	0	0	00
Total	7	871009	26	88638	33	959647	100
Invalid	0	0	0	0	0	0	



Item no. 2- Declaration of Dividend of Rs. 2/- per share for the financial Year ended on 31st March, 2017 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	7	871009	26	88638	33	959647	100
Dissent	0	0	0	0	0	0	00
Total	7	871009	26	88638	33	959647	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	791429	25	88603	30	880032	100
Dissent	0	0	0	0	0	0	0
Total	5	791429	25	88603	30	880032	100
Invalid	0	0	0	0	0	0	

Note: 79580 Nos. of Votes cast by Appointee and his relative were not considered.

Item no.4- Appointment of 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	7	871009	25	88603	32	959612	100
Dissent	0	0	0	0	0	0	0
Total	7	871009	25	88603	32	959612	100
Invalid	0	0	0	0	0	0	



B- Special Business:

Item no.5 - Appointment of Mr. Pradeep Kumar Agarwal (DIN-00703745) as Managing Director of the company 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	791429	26	88638	31	880067	100
Dissent	0	0	0	0	0	0	0
Total	5	791429	26	88638	31	880067	100
Invalid	0	0	0	0	0	0	

Note: 79580 Nos. of Votes cast by Appointee and his relative were not considered.

Item no.6 - Reappointment of Mr. I. B. Sharaf (DIN-00047266) as an Executive Director of the Company 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	7	871009	25	88238	32	959247	100
Dissent	0	0	0	0	0	0	0
Total	7	871009	25	88238	32	959247	100
Invalid	0	0	0	0	0	0	

Notes:- 400 Nos of votes cast by the appointee have not been considered.



Item no.7 - Reappointment of Mr. P J Bhide (DIN-00012326) as an Independent Director of the company inadvertently mentioned as an ordinary Resolution however subsequently moved as Special Resolution through addendum as informed by the management:

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	7	871009	26	88638	33	959647	100
Dissent	0	0	0	0	0	0	0
Total	7	871009	26	88638	33	959647	100
Invalid	0	0	0	0	0	0	

Item no.8 - Reappointment of Mr. H M Parckh (DIN-00026530) as an Independent Director of the company inadvertently mentioned as an ordinary Resolution however subsequently moved as Special Resolution through addendum as informed by the management:

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	7	871009	26	88638	33	959647	100
Dissent	0	0	0	0	0	0	0
Total	7	871009	26	88638	33	959647	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.
Witnesses

Kolkata-700001.
Dated 07.09.2017



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