

**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 the Annual General Meeting (AGM) of the Members of The Grob Tea Co. Ltd. (CIN: L74110WB1895PLC000963), held on Monday, the 30th day of August, 2021 at 2:00 P.M. IST 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) remote e-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated June 29, 2021 ("Notice") issued in accordance with General Circular No. Nos. 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020, 14/2020 dated 8th April, 2020, respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Monday, 30th August 2021 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 June 29, 2021. 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.

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3. The Members holding ordinary shares as on the "cut-off date" i.e. August 23, 2021 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, the remote e-voting facility was kept open from Friday, August 27, 2021 (09:00 a.m. IST) till Sunday, August 29, 2021 (5.00 p.m. IST) and pursuant to MCA Circulars referred above, the Company had also provided remote 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 NSDL.
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were 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, 28 members have casted their votes through remote e-voting platform and 1 member had casted its votes through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the Annual General 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, 2021, together with the Board of Directors and Auditors report thereon.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	29	946175	29	946175	100.00
Dissent	0	0	0	0	0.00
Total	29	946175	29	946175	100.00
Abstain / Invalid	-	-	-	-	-

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

To declare a dividend for the financial year ended 31st March, 2021.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	29	946175	29	946175	100.00
Dissent	0	0	0	0	0.00
Total	29	946175	29	946175	100.00
Abstain / Invalid	-	-	-	-	-

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

To appoint a Director in place of Mr. M K Agarwal (DIN No. 00697746) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	27	907244	27	907244	99.9988
Dissent	1	11	1	11	0.0012
Total	28	907255	28	907255	100.0000
*Abstain / Invalid	1	38920	1	38920	-

\* Mr. M K Agarwal, holding 38920 shares, being interested in the capacity as appointee, so the votes had been taken into abstained.

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

Re-appointment of Mr. Indu Bhusan Sharaf, as an Executive Director of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	27	945764	27	945764	99.9988
Dissent	1	11	1	11	0.0012
Total	28	945775	28	945775	100.0000
*Abstain / Invalid	1	400	1	400	-

\* Mr. Indu Bhusan Sharaf, holding 400 shares, being interested in the capacity as appointee, so the votes had been taken into abstained.

8. Based on the foregoing, the resolution no.(s) 1 & 2 shall be deemed to have been passed unanimously and the resolution no.(s) 3 & 4 shall be deemed to have been passed with requisite majority.

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*MR & Associates*

Company Secretaries

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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.

Thanking You,

For MR & Associates  
Company Secretaries

GOENKA  
MOHAN  
RAM

M R Goenka

Partner

CP No: 2551

UDIN No : F004515C000860227

Date: 31/08/2021

Place:Kolkata



Countersigned by:-

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