



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

"COMMERCE HOUSE"  
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### SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 and Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

The Chairman  
Asian Tea and Exports Ltd  
Sikkim Commerce House,  
4/1 Middleton Street,  
Kolkata- 700071

32<sup>nd</sup> Annual General Meeting of the Members of Asian Tea And Exports Ltd ("the Company") held on Saturday, 29<sup>th</sup> September, 2018 at 10:00 A.M. at 7 Convent Road, Kolkata- 700014

Dear Sir,

I, Manoj Prasad Shaw, Proprietor of Manoj Shaw & Co. appointed by the Board of Directors of the Company to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the process of remote e-voting and physical votes through ballot paper, pursuant to the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014, at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the AGM for the resolutions





contained in the Notice to the AGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "In Favour" or "Against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the AGM of the Company.

I submit my report as under:-

The Remote e-voting period remained open from Wednesday 26<sup>th</sup> September, 2018 (09:00 a.m. IST) and ended on Friday 28<sup>th</sup> September, 2018, (5:00 p.m. IST).

The members of the Company as on the "cut off" date i.e., Saturday, 22<sup>nd</sup> September, 2018 were entitled to vote on the resolutions as set out in the notice of the AGM of the Company.

The votes cast on remote e- voting were unblocked at 10:27 a.m. on 29<sup>th</sup> September 2018, in the presence of two witnesses who were not in employment of the Company and e-voting result/ list of equity shareholders who have voted "IN FAVOUR" and "AGAINST" were downloaded from the e-voting website of National Securities Depository Limited (NSDL) i.e. website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

After the time fixed for closing of the physical voting at the AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and two witnesses not in employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. No votes were cast through ballot papers at the venue of the Annual General Meeting.

The combined results of voting i.e. remote e-voting through e-voting services by NSDL and physical voting at the AGM is hereunder:-





## **ORDINARY BUSINESS:**

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

Adoption of the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the year ended on that date together with the Directors' Report and the Auditor's Report thereon:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	23	7013347	0	0	23	7013347	99.99
Voted against the resolution	1	500	0	0	1	500	0.01
Invalid votes	0	0	0	0	0	0	0
Total	24	7013847	0	0	24	7013847	100

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

To appoint a Director in place of Smt. Rama Garg who retires by rotation and being eligible offers herself for re-appointment:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	23	7013347	0	0	23	7013347	99.99
Voted against the resolution	1	500	0	0	1	500	0.01
Invalid votes	0	0	0	0	0	0	0
Total	24	7013847	0	0	24	7013847	100





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

Ratification of Appointment of Statutory Auditors & fixing their remuneration:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	23	7013347	0	0	23	7013347	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	23	7013347	0	0	23	7013347	100

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

To consider and approve the extend Corporate Guarantee to M/S Asian Tea Company Private Limited:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	22	6378349	0	0	22	6378349	99.9921616
Voted against the resolution	1	500	0	0	1	500	0.007838405
Invalid votes	0	0	0	0	0	0	0
Total	23	6378849	0	0	23	6378849	100

*Votes cast by the interested party as disclosed in the explanatory statement to the Notice of the meeting have not been considered for the purpose of calculating voting results.*





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

To consider and approve the appointment of Shri Ashok Chamaria (DIN: 00445605) as a director of the Company:

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	23	7013347	0	0	23	7013347	99.99
Voted against the resolution	1	500	0	0	1	500	0.01
Invalid votes	0	0	0	0	0	0	0
Total	24	7013847	0	0	24	7013847	100

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

To consider the ratification of appointment of Shri Ram Narayan Bansal as an Independent Director and In this regard to consider and thought fit to pass, with or without modification(s):

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	23	7013347	0	0	23	7013347	99.99
Voted against the resolution	1	500	0	0	1	500	0.01
Invalid votes	0	0	0	0	0	0	0
Total	24	7013847	0	0	24	7013847	100





**Item No.7- Special Resolution:**

To consider the ratification of appointment of Shri Manash Kumar Banerjee as an Independent Director and In this regard to consider and thought fit to pass, with or without modification (s):

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	23	7013347	0	0	23	7013347	99.99287124
Voted against the resolution	1	500	0	0	1	500	0.007128755
Invalid votes	0	0	0	0	0	0	0
Total	24	7013847	0	0	24	7013847	100

The Electronic data and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Date: 01.10.2018

Place: Kolkata

Yours faithfully,

For Manoj Shaw & Co.



*Manoj Prasad Shaw*

(Manoj Prasad Shaw)

(Scrutinizer)

FCS-5517; CP-4194

WITNESS 1:

*Arjit Karanakar*

(ARIT KARMAKAR)

WITNESS 2:

*Abhishek Pal*

(ABHISHEK PAL)

Counter-signed by  
For Asian Tea And Exports Ltd  
ASIAN TEA & EXPORTS LTD.

*Sunil Ganguly*

(Chairman)  
DIRECTOR