



**MANOJ SHAW & CO.**  
COMPANY SECRETARIES

"COMMERCE HOUSE", 8<sup>TH</sup> FLOOR, R. NO. 8C  
2A, GANESH CHANDRA AVENUE, KOLKATA-700013  
☎ : 033-2213-2007, Cell : 9830271137  
e-mail : shawmanoj2003@yahoo.co.in  
shawmanoj2003@gmail.com

**SCRUTINIZER'S REPORT**

To,  
The Chairman  
Asian Tea & Exports Ltd,  
Sikkim Commerce House4/1 Middleton St,  
Kolkata- 700 071

**Sub: Scrutinizer's report on the postal Ballot/e-voting for and in respect of the Special Resolution under section 62 of the companies Act, 2013 for preferential allotment of 1,45,00,000 warrants convertible into equity shares as per Chapter VII of SEBI (ICDR) Regulations 2009.**

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 11<sup>th</sup> December, 2014 have appointed me as the Scrutinizer for conducting the postal ballot/e-voting process for and in respect of the Special Resolution under section 62 of the companies Act, 2013 for preferential allotment of 1,45,00,000 warrants convertible into equity shares as per Chapter VII of SEBI (ICDR) Regulations 2009 as under:

**PREFERENTIAL ISSUE OF WARRANTS:**

To consider and if thought fit, to pass with or without modifications the following resolution as Special Resolution:

"RESOLVED THAT pursuant to section 62 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the company, the Security and Exchange Board of India (SEBI), Issue of Capital and Disclosure Requirements (ICDR) Regulations 2009 as amended and any other Rules/Regulations/Guidelines if any prescribed by the SEBI, Reserve Bank of India, Stock Exchanges and/or any other statutory/Regulatory Authority, the Listing Agreement entered into by the Company with the Stock Exchanges where the Securities of the company are listed and subject to the approval(s) , if any, of the appropriate authorities, institutions, or bodies as may be required and subject to such other conditions as may be prescribed by any of them while granting any such approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter refer to as "the Board" which terms shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by the Resolutions) the Board be and is hereby authorized on behalf of the company to create, offer, issue and allot from time to time and in one or more tranches up to 1,45,00,000 (One Crore forty five Lacs) Warrants convertible into equity shares (hereinafter referred to as "Warrants") as per Chapter VII of SEBI (ICDR) Regulations 2009 on cash basis to the allottees as mentioned hereunder at a price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations, each warrant convertible into one equity share resulting into issue of each equity shares of face value of Rs.10 (Rupees Ten only) of an aggregate nominal amount of up to Rs.14,50,00,000 to be subscribed by the bodies corporate, individuals or other entities, whether or not such investors are Members of the Company on preferential basis, and that the Board of directors be and is hereby authorized to finalize all matters incidental thereto as it may in its absolute discretion deem fit, in accordance with all applicable laws, rules and regulations for the time being in force in that behalf."



2. Based on the dispatch proof being provided by you, the Ballots were sent to all members and subsequently on the completion of the formalities of the Postal Ballot process, I hereby submit my report as under:

2.1 The Company has completed on 26<sup>th</sup> December, 2014 the dispatch of Postal Ballot Forms along with self-addressed, pre-paid postage envelopes to its Members whose name(s) appeared on the Register of Member as on 11<sup>th</sup> December, 2014.

2.2 The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Register of Members of the Company.

2.3 The ballot box was opened after the close of working hours on 27<sup>th</sup> January, 2015.

2.4 All postal ballot forms received up to the close of working hours on 27<sup>th</sup> January, 2015, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.

2.5 40 shareholders of the Company aggregating to 7029782 equity shares of the Company exercised his/their voting right on the resolution through e-voting process provided by the Company through the National Securities Depository Limited ("NSDL"), as an alternate, to physical postal ballot.

2.6 I did not find any physical postal ballot forms in the ballot box.



A summary of the Physical Postal Ballot Forms and E-Voting results received is given below:

Sl. No.	Particulars	No. of shares (through Physical Postal Ballot)	No. of shares (through e-voting)	Total No. of Shares voted	Total % of Shares voted
a.	Total no. of votes received	Nil	7029782	7029782	70.30
b.	Less: No. of invalid votes	Nil	Nil	Nil	Nil
c.	Net valid no. of votes cast	Nil	7029782	7029782	70.30
d.	Postal Ballot Forms/ No. of votes with assent to the Resolution (including Promoters)	Nil	7026326	7026326	99.95
(i)	Postal Ballot /Votes received from the Promoters with assent to the Resolution [percentage (d (i) /c)]	Nil	6436911	6436911	91.57
(ii)	Postal Ballot /Votes received from the Public Shareholders with assent to the Resolution [percentage (d (ii) /c)]	Nil	589415	589415	8.38
e.	Postal Ballot Forms/No. of votes received with dissent to the Resolution (including Promoters)	Nil	3456	3456	0.05
(i)	Postal Ballot /Votes received from the Promoters with dissent to the Resolution [percentage (e (i) /c)]	Nil	Nil	Nil	Nil
(ii)	Postal Ballot /Votes received from the Public Shareholders with dissent to the Resolution [percentage (e (ii) /c)]	Nil	3456	3456	0.05

As per clause 35A of the Listing Agreement the summary of the postal ballot received are as follows:

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Promoter and Promoter Group	6448407	6436911	64.37	6436911	Nil	91.57	Nil
Public Institutional Holders	14700	Nil	Nil	Nil	Nil	Nil	Nil
Public – Others	3536893	592871	5.93	589415	3456	8.38	0.05
Total	10000000	7029782	70.30	7026326	3456	99.95	0.05

In view of the above scrutiny, I hereby certify that the special resolutions set out in notice dated 15<sup>th</sup> December, 2014 has been passed.

Kindly arrange to declare the results accordingly.



Thanking you.  
*Manoj Prasad Shaw*  
 Manoj Prasad Shaw  
 Company Secretary in practice  
 CP No.: 4194  
 Scrutinizer

Place: Kolkata  
 Date: 29<sup>th</sup> January, 2015