

ANJAN KUMAR ROY & CO.

COMPANY SECRETARIES

To,

Date: 26/08/2014

The Chairman
Asian Tea And Exports Ltd
SIKKIM COMMERCE HOUSE,
4/1, MIDDLETON Street,
Kolkata- 700 071,
West Bengal

Sub: Scrutinizer's Report on the Electronic Voting for and in respect of the Twenty eighth Annual General Meeting of M/s. Asian Tea And Exports Ltd to be held on 29th of August, 2014.

Dear Sir,

(A) I have been appointed as the Scrutinizer by M/s. Asian Tea And Exports Ltd (the company, here in after), vide a resolution passed by the Board of Directors of the Company on the 21st Day of July, 2014 to carry out the scrutiny of the electronic voting for and in respect of the 10 resolutions as mentioned herein below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors' thereon.
2. To appoint a Director in place of Shri Lakshman Srinivasan (DIN: 01349322) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT M/s. Agarwal Kejriwal & Co, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty First (31st) Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors in consultation with the said Auditor."

SPECIAL BUSINESS:

4. To re-appoint Shri H.R.Garg (DIN: 00216053) as Managing Director and in this regard to consider and if thought fit, to pass the following resolution, with or without modifications as an **ORDINARY RESOLUTION**:

Office Address : DPS Business Centre, 9A, Sebak Baidya Street, Kolkata- 700 029. E-mail: akroyco@yahoo.co.in/
anjanroy_2003@yahoo.co.in/anjankumarroyco@hotmail.com. Land Ph. No. 033 6542 0209. Hand Held Nos.
9830201949/9831891949.



"RESOLVED THAT in accordance with the provisions of sections 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to all such approvals as may be required, the approval of the members be and is hereby accorded to the re-appointment of Shri H.R.Garg , as Managing Director of the Company for a period of five years effective from 14th April, 2014 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and also the draft agreement submitted to this meeting, with liberty to the Board of Directors to alter, vary, modify the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri H.R.Garg, subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any statutory modification(s) or re-enactment thereof."

5. To consider and if thought to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, (Act) consent of the members be and is hereby given to the appointment of Mr. Lakshman Srinivasan (DIN: 01349322), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company for a period of 5 Years who shall hold office from the date of this Annual General Meeting till 31st March ,2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."

6. To consider and if thought to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, (Act) consent of the members be and is hereby given to the appointment of Mr. Chhatar Singh Surana (DIN: 00256209), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company who shall hold office from the date of this Annual General Meeting till 31st March ,2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."



7. To consider and if thought to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, (Act) consent of the members be and is hereby given to the appointment of Mr. Sanjay Choudhury (DIN: 00646848), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, as an Independent Director of the Company who shall hold office from the date of this Annual General Meeting till 31st March ,2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."

8. To consider and if thought to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Smt. Rama Garg (DIN:00471845), who is appointed as an Additional Director of the company by the Board of Directors w.e.f 21st July 2014 in terms of section 161(1) of the Companies Act,2013 and whose term of office expires at the Annual General Meeting and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by retirement of directors by rotation."

9. To consider and if thought to pass with or without modification the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Sushil Kumar Nevatia (DIN:06391023), who is appointed as an Additional Director of the company by the Board of Directors w.e.f 21st July 2014 in terms of section 161(1) of the Companies Act,2013 and whose term of office expires at the annual general meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, (Act) who shall hold office from the date of this Annual General Meeting till 31st March ,2019 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."



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

"RESOLVED THAT in supersession of all earlier resolutions passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs.100 Crore."



"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required."

(B) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with the relevant rules thereof and read with the provisions of Clause 35B of the Stock Exchanges Standard Listing Agreement, I have conducted the scrutiny of the aforesaid electronic voting process in respect of the aforesaid resolutions no. 1 to 10 and in respect of the Annual General Meeting (said "AGM" herein after) of the Company to be held on 29th of August, 2014. I submit my report hereunder:

- i. As per the information provided to me, by the officers of the Company, the Company has completed the dispatch of the relevant notices on 6th Day of August, 2014, to the members of the Company, whose names appeared on the register of members of the Company as on 25th of July 2014. Further, I have been informed by the officers of the Company and have personally verified that the relevant notice of the aforesaid AGM has been placed on the website of the Company.
- ii. The relevant notice of the said AGM, as above, mentioned, inter alia, that the business might be transacted through electronic voting system, which the company was providing.



COMPANY SECRETARIES

- iii. The said relevant notice of the said AGM also indicated the process and time period for the said electronic voting.
- iv. I have been shown by the officers of the company, the relevant advertisement in "Business Standard" and in "Arthik Lipi" published on Saturday, the 9th Day of August, 2014 containing the following information:
- a. Statement that the business may be transacted by electronic voting.
 - b. The date of completion of sending of notices.
 - c. The date and time of commencement of voting through electronic means.
 - d. The date and time of end of voting through electronic means.
 - e. The statement that voting shall not be allowed beyond the said date and time mentioned in (d.) above
 - f. Contact details of the persons responsible to address the grievances connected with the electronic voting.
- v. That to the best of my understanding the electronic voting for the aforesaid resolutions were open for 3 days i.e., from 9:00 A.M. on 21st of August, 2014 to 6:00 P.M. on 23rd of August, 2014.
- vi. That to the best of my understanding the portal i.e., www.evoting.nsdl.com where electronic voting process was provided was blocked at 6:00 P.M. on 23rd of August, 2014.
- vii. That the said portal i.e., www.evoting.nsdl.com was, after authorization, unblocked by me on 26th of August, 2014 in the presence of the following persons as witnesses:
- a. Mr. Lav Kumar Jaiswal 
 - b. Mr. Ranjan kumar Gupta 
- who are not in the employment of the Company and who have put their signatures alongside their names as above.
- viii. The results of the said evoting has been provided to me, containing the detail of votes cast by electronic mode, by the National Securities Depository Limited (NSDL), the agency which provided and maintained the electronic voting platform for electronic voting in respect of the aforesaid 10 resolutions.
- ix. The relevant details of the aforesaid electronic voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of Rule 20(3)(xii) of the



(Companies Management and Administration) Rules, 2014 read with section 108 of the Companies Act, 2013.

- (C) Based on the details of votes, cast through the aforesaid electronic voting system, in respect of the aforesaid 10 resolutions, as received from the National Securities Depository Limited (NSDL), the result of the aforesaid electronic voting is as hereunder:

Resolution No.	Votes in favor of the resolution			Votes against the resolution		
	No. of shareholders	No. of Equity shares held	%	No. of shareholders	No. of Equity shares held	%
1	35	7174543	99.99	1	1	0.00001
2	3	1844256	25.71	33	5330288	74.29
3	35	7174543	99.99	1	1	0.00001
4	35	7174543	99.99	1	1	0.00001
5	3	1844256	25.71	33	5330288	74.29
6	35	7174543	99.99	1	1	0.00001
7	35	7174543	99.99	1	1	0.00001
8	35	7174543	99.99	1	1	0.00001
9	35	7174543	99.99	1	1	0.00001
10	35	7174543	99.99	1	1	0.00001

FOR, **ANJAN KUMAR ROY & CO.**
Company Secretaries


ANJAN KUMAR ROY
FCS



Scrutinizer for and in respect of the E Voting process of M/s. Asian Tea And Exports Ltd for and in respect of their 28th AGM to be held on 29/08/2014.