

**CONSOLIDATED SCRUTINIZER'S REPORT**

(Voting through Remote E-Voting and Ballot Form)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 42<sup>nd</sup> Annual General Meeting of the Equity shareholders of **Terai Tea Company Limited**, held on Tuesday, the 29th day of September, 2015 at 10 Government Place (East), 1st Floor, Kolkata - 700 069.

Dear Sir,

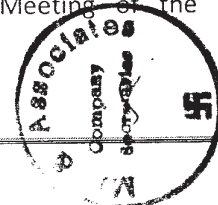
1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Terai Tea Company Limited** (the Company) for the purpose of Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and Ballot Form and for the resolutions proposed in the Notice of 42<sup>nd</sup> Annual General Meeting of the equity shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through remote e-voting and Ballot Form at the venue of AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolution proposed in the Notice of the 42<sup>nd</sup> AGM of the Company, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd. (CDSL), the agency engaged by the Company to provide e-voting facilities for voting through electronic means and votes casted through ballot forms at the venue of Annual General Meeting in respect of the resolutions considered at the 42<sup>nd</sup> Annual General Meeting of the shareholders of the Company.

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3. In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the remote e-voting facility was kept open from **Thursday, 24<sup>th</sup> September, 2015 (10:00 a.m.) to Monday, 28<sup>th</sup> September, 2015 (5:00 p.m.)** and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on e-voting platform provided by CDSL.
4. The member of the Company as on **"cut off" date (record date) i.e. Tuesday, 22<sup>nd</sup> September, 2015** were entitled to vote on the resolutions. (Item No. 1 to 5 as set out in the notice of 42<sup>nd</sup> AGM of the Company.
5. At the end of the voting period on **Tuesday, 29<sup>th</sup> September, 2015 at 5.00 P.M. IST**, the voting portal of the service provider was blocked forthwith.
6. The votes cast were unblocked on 29.09.2015 in the presence of two witnesses Ms. Tanvee Srivastava and Ms. Sneha Khaitan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Tanvee*

Ms. Tanvee Srivastava

*Sneha Khaitan*

Ms. Sneha Khaitan

7. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of Central Depository Services (India) Ltd. (CDSL), and based on such reports,

The brief analysis of the results of the voting through Remote e-voting and Ballot Form are as under:



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

Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	14	6478519	25	12069	39	6490588	100
Dissent	0	0	0	0	0	0	0
Total	14	6478519	25	12069	39	6490588	100
Abstain / Invalid	0	0	2	600	2	600	-

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

Appointment of Director in place of Dr. Ajit kumar Agarwala (DIN : 00265775), who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	14	6478519	25	12069	39	6490588	100
Dissent	0	0	0	0	0	0	0
Total	14	6478519	25	12069	39	6490588	100
Abstain / Invalid	0	0	2	600	2	600	-



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

Ratification of appointment of auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	14	6478519	25	12069	39	6490588	100
Dissent	0	0	0	0	0	0	0
Total	14	6478519	25	12069	39	6490588	100
Abstain / Invalid	0	0	2	600	2	600	-

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

Approval of the remuneration of the Cost Auditors of the Company for the year 2015-16.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	14	6478519	25	12069	39	6490588	100
Dissent	0	0	0	0	0	0	0
Total	14	6478519	25	12069	39	6490588	100
Abstain / Invalid	0	0	2	600	2	600	-

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

Recommendation for revision of remuneration payable to Dr. Ajit Kumar Agarwala, Managing Director.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	14	6478519	25	12069	39	6490588	100
Dissent	0	0	0	0	0	0	0
Total	14	6478519	25	12069	39	6490588	100
Abstain / Invalid	0	0	2	600	2	600	-

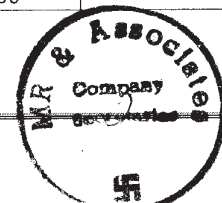
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*MR & Associates*

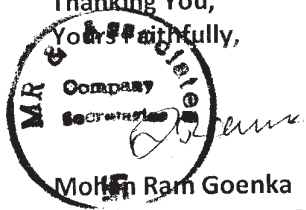
Company Secretaries

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Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting through ballot form and remote e-voting is 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 AGM.

Thanking You,  
Yours Faithfully,



Mohit Ram Goenka  
Practicing Company Secretary  
C.P. No: 2551

Place: Kolkata

Date: 29th September 2015

Countersigned by:

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