

## **SCRUTINIZER'S REPORT**

[Pursuant to section 108 of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014]

To,  
THE CHAIRMAN,  
M/S TYROON TEA CO LTD  
"MCLEOD HOUSE"  
3, NETAJI SUBHAS ROAD,  
KOLKATA - 700001  
=====

**Sub: REPORT OF THE SCRUTINIZER (E-VOTING) OF TYROON TEA CO LTD.**

Dear Sir,

I, DHRUBA CHARAN SAHOO, Practising Company Secretary (ACS: 14008/ C.P : 5508), Kolkata was appointed as Scrutinizer(s) in connection with Annual General Meeting of the Members of "TYROON TEA CO LTD" (Company) held on Monday, 28<sup>th</sup> of September, 2015 at 10.30 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of section 108 of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

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 means on the resolutions contained in the notice of the Annual General Meeting dated the 14<sup>th</sup> day of August, 2015. My responsibility as a scrutinizer is restricted to ensure that the E-voting Process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) (hereinafter referred to as the "Service Provider") and of the Registrar and Share Transfer Agent of Company M/s. R & D Infotech Private Limited, the agencies engaged by the Company to provide e-voting facilities.

I submit my report as under:

1. The e-voting period remained open from 9.00 A.M. IST on Friday, 25th of September, 2015 up to 05.00 P.M. IST on Sunday, 27th September, 2015.



2. The Shareholders holding shares as on the "cut off" date, i.e. 21st day of September, 2015 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 29th May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on 28th day of September, 2015 at 3.45 P.M. IST in the presence of two witnesses, namely, Mr. Santanu Kumar Pani residing at 1/36, Santigarh Colony, Kolkata- 700040 and Mr. Shakirul Haque, residing at 67B, Santigarh, Kolkata- 700040 as witnesses who are not in employment of the company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of National Securities Depository Limited ([https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com))
5. The result of the remote e-voting [ EVEN : 102674] are as under:

**A. ORDINARY BUSINESS**

**Resolution No. 1: TO RECEIVE, CONSIDER AND ADOPT REPORTS OF THE AUDITORS AND DIRECTORS AND THE AUDITED ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2015.**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
2272745	2272714 (99.999%)	31 (0.001%)	Carried by majority

**Resolution No. 2: To re-appoint a Director in place of Smt. Indra Jalan (DIN00046265) who retires by rotation and being eligible offers herself for re-appointment.**

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
2272745	2272714 (99.999%)	31 (0.001%)	Carried by majority

**Resolution No. 3: RATIFICATION OF APPOINTMENT OF AUDITORS:**

"Resolved that M/s. Lodha & Co. Chartered Accountants, Kolkata having Firm Registration No.301051E (who were appointed by the members up to the conclusion of the Annual General Meeting to be held in the year 2017 as statutory Auditors of the Company) be and is hereby ratified until the conclusion of the next annual general meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company."





Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
2272745	2272714 (99.999%)	31 (0.001%)	Carried by majority

**A) SPECIAL BUSINESS:**

**Resolution No. 4: CREATION OF CHARGES ON THE ASSETS OF THE COMPANY:**

"Resolved that pursuant to provision of section 180(1)(a) and other applicable provision, if any, of the Company's Act, 2013, as amended from time to time consent of the Company be and is hereby accorded to the Board of Director of the Company to mortgage, charges and hypothecation as may be necessary on such of the asset of the Company, both present and future in such manner as the Board, to or in favour of any lender including financial institution, Banks, Mutual Funds, Trusts, other bodies corporate and Trustee of the holders of debentures/bonds and /or other instruments which may be issued or private placement basis or otherwise, to secure rupee term loan/foreign currency loan, corporate loan debentures, bonds and other instruments, working capital limits or any other form of loans of whatsoever nature of an outstanding aggregate value not exceeding Rs.20 Crores (Rupees Twenty Crores only)."

"Resolved further that the Board be and is hereby authorized to finalize with the lending agency / trustee, the documents for creating the aforesaid mortgage, charges and/or hypothecation and to accept any modification to or to modify, alter or vary the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
2272745	2272714 (99.999%)	31 (0.001%)	Carried by majority

**Resolution No. 5 :INCREASE IN BORROWING LIMITS OR THE AGGREGATE OF THE PAID UP CAPITAL AND FREE RESERVES OF THE CO:**

"Resolved that pursuant to the provisions of sections 180(1)(c) and other applicable provision, 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 to borrow from time to time any sum or sums of moneys which together with the moneys already borrowed by the Company may exceed aggregate of its paid up Share Capital and free reserves, i.e. to say, reserves not set apart for any specific purpose apart from temporary loans obtain, or to be obtained from the



Company's bankers in the ordinary course of business provided that total outstanding amount so borrowed shall not at any time exceed the limit of Rs.20 crores (Rupees Twenty Crores only)."

"Resolved further that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such moneys 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 to execute all such documents, instruments and writings as may be required."

Total No. of votes casted	Total No. of votes casted in favour	Total No. of votes casted against	Result
2272745	2272714 (99.999%)	31 (0.001%)	Carried by majority

**Result:** All the resolutions proposed here in above have been passed with requisite majority.

All the related documents and papers relating to voting shall remain in our safe custody and shall be handed over to the Company Secretary or any other Designated Officer authorised by the Board of Director of the Company.

Thanking You,

Yours Faithfully,  
For D.C. Sahoo & Co



D.C. Sahoo, (ACS)  
Scrutinizer appointed for the e-voting.

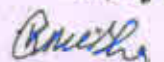
Date: 28<sup>th</sup> September, 2015  
Place: Kolkata.

Witness -1: Santanu Kumar Pani  
At/PO: Santigari  
Kolkata-70040

Witness-2:  67B, Santigari,  
Tollygunge-700040

Received the report of the Scrutinizer.

**For Tyroon Tea Company Limited**

  
(Company Secretary & CFO)