

ANNEXURE-II

SCRUTINIZER'S REPORT

[Pursuant to provision of Section 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended till date and to the extent applicable]

To  
The Chairman,  
M/s New Chumta Tea Company Limited  
3, Netaji Subhas Road, Mcleod House  
Kolkata- 700001

Sub: Scrutinizer's Report on postal ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the notice dated 14<sup>th</sup> February, 2023 through Postal Ballot

Dear Sir,

I, S. K. Patnaik, Partner of Patnaik & Patnaik, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of New Chumta Tea Company Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 14.02.2023(Tuesday) ("Notice") issued in accordance with General Circular Nos. 14/2020 dated 8 April, 2020 and 17/2020 dated 13 April, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23 June, 2021, issued by Ministry of Corporate Affairs(MCA), Government of India (hereinafter referred to as "MCA Circulars").

1. The said appointment as Scrutinizer is under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.
2. **Management's Responsibility**  
The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
3. **Scrutinizer's Responsibility**  
My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and



reports generated from CDSL e-voting website <https://www.evoting.cdsl.com>, till the time fixed for closing of the e-voting process i.e. till 5 p.m. on 21<sup>st</sup> March, 2023.

4. **Cut-off date**

The Members of the Company as on the "cut-off" date as set out in the Notice, i.e., 10<sup>th</sup> February, 2023 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

5. **Remote e-voting process**

- I. The remote e-voting period remained open from Monday, 20 February, 2023 (9:00 a.m. IST) to Tuesday, 21 March, 2023 (5:00 p.m. IST).
  - II. The votes cast during the remote e-voting were unblocked on Tuesday, 21<sup>st</sup> March, 2023 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, who are not in the employment of the Company.
  - III. Thereafter, the details containing, inter alia, the list of Members who voted "infavour" or "against" on the resolution were generated from the remote e-voting website of CDSL, i.e., (<https://www.evoting.cdsl.com>). Based on the report generated and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated, scrutinized on test-check basis, and relied upon by me as under:

**Special Business:**

**(a) Resolution No. 1: (Special Resolution)**

**Appointment of Mr. Sidharth Tantia (DIN: 00580089) as an Independent Director.**

**(i) Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	20,28,242	99.98

**(ii) Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	305	0.02

**(iii) Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them



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**(b) Resolution No. 2: (Special Resolution)**

**Appointment of Mr. Ishan Bajoria (DIN: 05227742) as an Executive Director.**

**(i) Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	20,28,242	99.98

**(ii) Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	305	0.02

**(iii) Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**(c) Resolution No. 3: (Special Resolution)**

**Sale of the Whole or substantially the whole of the undertaking of the Company.**

**(i) Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	20,28,237	99.98

**(ii) Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	310	0.02

**(iii) Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

Notes:

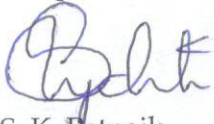
- I. Aforesaid resolution contained in the Notice dated 14<sup>th</sup>February, 2022 is passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.



- II. The figures in percentage have been rounded off to 2 decimal points.
7. a. This report is issued in accordance with the terms of the Engagement Letter.
- b. I have conducted my examination in accordance with the Guidance Note on Reports or E-voting (Ready Reckoner) issued by the Institute of Company Secretaries of India (ICSI). The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICSI.

Thanking You,

Yours faithfully,  
For **Patnaik & Patnaik**  
Company Secretaries  
Unique Code: P2017WB064500



S. K. Patnaik  
Partner  
FCS No.:5699,  
C.P. No.:7117  
Peer Review Cert. No. 1688/2022  
UDIN: F005699D003305017



Place: Kolkata  
Date: 22<sup>nd</sup> March, 2023