

MANABARRIE TEA CO. LIMITED

CIN: L01132WB1885PLC000505

28/1, SHAKESPEARE SARANI,

11& 12 GANGA JAMUNA

KOLKATA – 700 017

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Email – manabarrietea@kredogroup.in

Website: www.winsomeindia.com

Dated: 25.09.2018

To
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata- 700 001

SCRIP CODE: 023095

Sir,

Sub: Disclosure of Voting Results of the 132nd Annual General Meeting held on 24th September, 2018 as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith please find details regarding the voting results of the 132nd Annual General Meeting of the Shareholders of the Company held on 24th September, 2018 for your information and record purpose.

Thanking You,

Yours faithfully,

For Manabarrie Tea Co. Limited

Punam Kumari Sharma.

**Punam Kumari Sharma
(Company Secretary)**

Encl: As Above



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DETAILS OF VOTING RESULTS

Date of the Annual General Meeting	24 th September, 2018
Total number of shareholders on record date:	67 Nos.
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	03 Nos.
Public:	08 Nos.
No. of Shareholders attended the meeting through Video Conferencing:	Not Arranged
Promoters and Promoter Group:	-
Public:	-

Agenda-wise:-

Item No.	Details of the Agenda:	Resolution required (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal Ballot/E-voting)
1	Adoption of the Audited Balance Sheet as at 31 st March, 2018 and the Statement of Profit and Loss for the year ended on that date and Reports of the Directors and Auditors thereon.	Ordinary	E- Voting
2	Appointment of Shri Nitai Charan Biswas (Din 00792563) as director who retire by rotation and being eligible offer himself for re-appointment.	Ordinary	E- Voting
3	Approval under section 180(1) (c) of the Companies Act, 2013 for borrowing which shall not exceed ₹ 35 crores (Rupees thirty-five crores) only.	Special	E- Voting

The Results of E-voting are annexed herewith as “Annexure A” in the prescribed format along with the Scrutinizer Report on E-voting dated 25.09.2018.

Thanking You,
Yours Faithfully,

For Manabarrie Tea Co. Limited

Punam Kumari Sharma

Punam Kumari Sharma
(Company Secretary)

Encl: As Above



Annexure A

Details of reporting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on results of Voting at the 132nd Annual General Meeting held on 24th September 2018

Resolution No. 1:- Adoption of Annual Accounts of the Company as on 31st March, 2018. (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3,37,700	2,81,325	83.31%	2,81,325	-	100%	0.00%
Public - Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	78,400	55.50%	78,400	-	100%	0.00%
Total	4,80,000	3,59,725	74.94%	3,59,725	-	100%	0.00%

Resolution No. 2:- Re-Appointment of Shri Nitai Charan Biswas (Din: 00792563) as director of the Company. (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3,37,700	2,81,325	83.31%	2,81,325	-	100%	0.00%
Public - Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	78,400	55.50%	78,400	-	100%	0.00%
Total	4,80,000	3,59,725	74.94%	3,59,725	-	100%	0.00%



Resolution No. 3:- Approval under section 180(1) (c) of the Companies Act, 2013 for borrowing which shall not exceed ₹ 35 crores (Rupees thirty five crores) only.

(Special Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3,37,700	2,81,325	83.31%	2,81,325	-	100%	0.00%
Public – Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	78,400	55.50%	78,400	-	100%	0.00%
Total	4,80,000	3,59,725	74.94%	3,59,725	-	100%	0.00%

All the Resolutions with respect to the agenda items were passed by requisite majority.



SCRUTINIZER'S REPORT

To,
The Board of Directors,
Manabarrie Tea Company Ltd.,
28/1, Shakespeare Sarani,
11 & 12 Ganga Jamuna,
Kolkata - 700017.

Date: 25-09-2018

Sub: Scrutinizer's report on the "Remote E – Voting" AND "Voting through Polling Paper at the meeting", in respect of the resolutions contained in the notice of the 132nd Annual General Meeting of M/s. Manabarrie Tea Company Ltd., held on 24th September, 2018.

Dear Sir(s),

- A) I, Shree Mohan Kothari, has been appointed as the Scrutinizer by M/s. Manabarrie Tea Company Ltd ("the Company", hereinafter), vide a resolution passed by the Board of Directors of the Company at their meeting held on the 8th August, 2018 pursuant to Section 108 of the Companies Act 2013, read with the relevant rules and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to carry out the scrutiny of the remote e-voting and voting through polling paper at the aforesaid Annual General Meeting, for and in respect of the 03 resolutions, as mentioned herein below and as contained in the notice of the said Annual General Meeting ("said AGM", hereinafter).
- 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 the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I have conducted the scrutiny of the aforesaid Remote E – Voting and Voting through polling paper at the said AGM, in respect of the aforesaid resolutions no. 01 to 03. I submit my report hereunder:
- i. As per the information provided to me, by the officers of the Company, the Company has completed on 31st August, 2018 the dispatch of the relevant notice dated 8th August, 2018 along with the statements setting out material facts under Section 102 of the Companies Act 2013, convening the said AGM, to the members of the company by courier. 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 NSDL.
 - ii. The relevant notice of the said AGM, mentioned, *inter alia*, that the business might be transacted through Remote E- Voting system and through ballot/polling paper at the venue of the said AGM, the necessary facilities whereof were being provided by the Company.
 - iii. I have been shown by the officers of the Company, the relevant advertisement of the said notice, in "Financial Express"(English) and in "Sombad Najar"(Bengali) published on Saturday, the 1st day of September 2018, containing the following information:
 - a. Statement that the business may be transacted by Remote E-Voting.
 - b. Statement that the period of Remote E – Voting would commence at 9:00 A.M on 21st September, 2018 and ends at 5:00 P.M on 23rd September, 2018. Remote E-Voting shall not be allowed beyond said date and time.
 - c. Statement that members voting rights shall be in proportion to their share of the paid up equity share capital of the company as on 17th September, 2018 (cut-off date).
 - d. Statement that a Person whose name is recorded in the register of member of the Company or in the register of beneficial owner maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in AGM.
 - e. Statement that the facility for voting either by polling/ballot paper shall also be made available at the AGM and the Members who have not cast their votes by remote E- voting shall be able to exercise their right to vote in AGM.
 - f. Statement that members who cast their vote by Remote E Voting may attend the said AGM but would not be entitled to cast their votes once again.



- g. Website of the Company at www.winsomeindia.com & on the website of NSDL at www.evoting.nsdl.com , where notice of the said AGM was displayed.
- h. Contact details, in case of queries/grievances connected with the remote e – voting.
- iv. That to the best of my understanding, the Remote E – Voting for the aforesaid resolutions were opened for 3 days i.e., from 9:00 A.M on 21st September, 2018 and ends at 5:00 P.M on 23rd September, 2018.
- v. That to the best of my understanding, the portal i.e., <https://www.evoting.nsdl.com>, where Remote E – Voting process was provided, was blocked at 5:00 P.M. on the 23rd September, 2018
- vi. That after the discussions on the above 03 resolutions at the said AGM were over, a facility for casting the vote by polling paper at the venue of the said AGM was provided to those members who were present at the Annual General Meeting and has not cast their vote electronically but no voting by polling paper has been done.
- vii. That all the polling papers received from the Members and were kept under my safe custody in sealed and tamper proof ballot boxes before commencing of such ballot forms.
- viii. The ballot box was opened in my presence.
- ix. The ballot forms were duly opened in my presence and scrutinized and I did not find any defaced or mutilated polling papers.
- x. That the said Remote E – Voting at portal <https://www.evoting.nsdl.com> was unblocked by me 12:59 P.M. on 24th Day of September, 2018 that is after the voting by polling paper were completed and counted. The said Remote E – Voting was unblocked by me in the presence of the following persons;
- a. Ms. Puja Arora *Puja Arora*
- b. Mrs. Doly Paul *Doly Paul*
- who are not in the employment of the Company and who have put their signatures alongside their names above.
- xi. The results, containing the details of votes cast by Remote E – Voting mode, have been provided to me by National Securities Depository Limited (NSDL) and by Polling Paper mode.
- xii. The relevant details of the aforesaid Remote E – Voting process in respect of the aforesaid resolutions have been entered into a register, electronically as per the provisions of the rule 20(3) (xii) of the (Companies Management And Administration) Rules, 2014 read with Section 108 of the Companies Act, 2013 and are available as on this day at the website <https://www.evoting.nsdl.com>.
- xiii. The cut-off date for determining eligibility to cast vote was on 17th September, 2018 and such persons who were members of the company as on the said cut-off date were entitled to cast their vote either by Remote E – Voting or through polling paper at the said AGM on the relevant resolutions.

C. That the details of voting, through remote e voting and through polling paper at the said AGM, in respect of the said 03 resolutions, are as hereunder:

AS ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018 and the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Mode of Voting	Total no. of Voters (folios)	Total voters (folios) in favour	Total no. of valid votes cast (one share one vote basis)	Total no. of valid votes cast in favour	% of total number of valid votes cast
E Voting	17	17	359725	359725	100
Total	17	17	359725	359725	100



ii. Voted against the resolution:

Mode of Voting	Total no. of voters (folios)	Total voters (folios) in against	Total no. of valid votes cast (one share one vote basis)	Total no. of valid votes cast against	% of total number of valid votes cast
E Voting	17	0	359725	0	0
Total	17	0	359725	0	0

iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of votes cast (one share one vote basis)	Total no. of invalid votes cast	% of total number of invalid votes cast
E- Voting	17	359725	0	0
Total	17	359725	0	0

Item no. 2

To appoint a director in place of Shri Nitai Charan Biswas (DIN 00792563), who retires by rotation, and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Mode of Voting	Total no. of Voters (folios)	Total voters (folios) in favour	Total no. of valid votes cast (one share one vote basis)	Total no. Of valid votes cast in favour	% of total number of valid votes cast
E Voting	17	17	359725	359725	100
Total	17	17	359725	359725	100

ii. Voted against the resolution:

Mode of Voting	Total no. of voters (folios)	Total voters (folios) in against	Total no. of valid votes cast (one share one vote basis)	Total no. of valid votes cast against	% of total number of valid votes cast
E Voting	17	0	359725	0	0
Total	17	0	359725	0	0



iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of votes cast (one share one vote basis)	Total no. of invalid votes cast	% of total number of invalid votes cast
E- Voting	17	359725	0	0
Total	17	359725	0	0

AS SPECIAL BUSINESS:

Item no. 3

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members at the 130th Annual General Meeting held on 27.09.2016 and pursuant to provision of section 180(1)(c), and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any of the Companies Act, 2013 as amended from time to time, and the Articles of Association of the Company, 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 be deemed to 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 share capital and free reserves of the Company provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 35.00 crores (Rupees thirty five 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 monies are to be borrowed from time to time as it may think fit and to do all such acts, deeds and things including delegation of authority, to execute all such documents, instrument and writings as may be necessary, proper, expedient or incidental to give effect to the above resolution.”

i Voted in favour of the resolution:

Mode of Voting	Total no. of Voters (folios)	Total voters (folios) in favour	Total no. of valid votes cast (one share one vote basis)	Total no. of valid votes cast in favour	% of total number of valid votes cast
E –Voting	17	17	359725	359725	100
Total	17	17	359725	359725	100

ii Voted against the resolution:

Mode of Voting	Total no. of voters (folios)	Total voters (folios) in against	Total no. of valid votes cast (one share one vote basis)	Total no. of valid votes cast against	% of total number of valid votes cast
E –Voting	17	0	359725	0	0
Total	17	0	359725	0	0



iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of votes cast (one share one vote basis)	Total no. of invalid votes cast	% of total number of invalid votes cast
E- Voting	17	359725	0	0
Total	17	359725	0	0

D) The register, all other papers and relevant records relating to remote e – voting and polling paper where sealed and handed over to the Company secretary / Director authorized by the Board for safe keeping.

Kindly arrange to declare the results accordingly.

Thanking you.

Shree Mohan Kothari

Shree Mohan Kothari
Practicing Company Secretary
C.P. No.: 1837
Mem No.: 3215

Place: Kolkata
Date: 25/9/2018

