

MANABARRIE TEA COMPANY LTD.

CIN: L01132WB1885PLC000505
28/1, SHAKESPEARE SARANI,
11& 12 GANGA JAMUNA
KOLKATA – 700 017
PHONE: 2287-2373(5Lines)
FAX: (91-33) 2287-1371
EMAIL – winsome@cal2.vsnl.net.in

Dated: 12.07.2017

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

SCRIP CODE: 23095

Sir,

Sub: Disclosure of Voting Results of the 131st Annual General Meeting held on 10th July, 2017 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 131st Annual General Meeting of the Shareholders of the Company held on 10th July, 2017 for your information and record purpose.

Thanking You,

Yours faithfully,

For Manabarrie Tea Company Limited

Punam Kumari Sharma
Punam Kumari Sharma
(Company Secretary)



Member
The Winsome Group

MANABARRIE TEA COMPANY LTD.

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DETAILS OF VOTING RESULTS

Date of the Annual General Meeting	10 th July, 2017
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:	04 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, 2017 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 & Poll
2	Appointment of Shri Paritosh Kumar Tarafder (Din 03162248) as director who retire by rotation and being eligible offer himself for re-appointment.	Ordinary	E- Voting & Poll
3	Appointment of M/s. Dhandhanias & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of five years and fixing their remuneration.	Ordinary	E- Voting & Poll

Member
The Winsome Group

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Item No.	Details of the Agenda:	Resolution required (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal Ballot/E-voting)
4	Approval for reduction of 1,00,00,000 (one crore) of 8% Non-Cumulative Redeemable Preference from the face value of Rs. 10/- per share to Re. 1/- per share and further consolidation of every 10 Redeemable Preference shares in 1 (one) Redeemable Preference share of Rs. 10/- each fully paid-up which shall be subject to confirmation by National Company Law Tribunal, Kolkata Bench.	Special	E-Voting & Poll

The Results of E-voting & Poll are annexed herewith as “Annexure A” in the prescribed format along with the Combined Scrutinizer Report on E-voting and poll dated 12.07.2017.

Thanking You,

Yours Faithfully,

For Manabarrie Tea Company Limited

Punam Kumari Sharma

Punam Kumari Sharma

(Company Secretary)



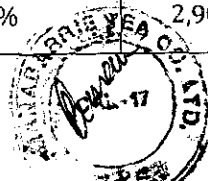
Member
The Winsome Group

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 131st Annual General Meeting held on 10th July 2017

Resolution No. 1:- Adoption of Annual Accounts of the Company as on 31st March, 2017. (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	9,400	6.65%	9,400	-	100%	0.00%
Total	4,80,000	2,90,725	60.57%	2,90,725	-	100%	0.00%

Resolution No. 2:- Re-Appointment of Shri Paritosh Kumar Tarafder (Din: 03162248) 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	9,400	6.65%	9,400	-	100%	0.00%
Total	4,80,000	2,90,725	60.57%	2,90,725	-	100%	0.00%



**Resolution No. 3:- Appointment of M/s. Dhandhanias & Associates, Chartered Accountants, as Statutory Auditors of the Company for a period of five years and fixing their remuneration
(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	9,400	6.65%	9,400	-	100%	0.00%
Total	4,80,000	2,90,725	60.57%	2,90,725	-	100%	0.00%

Resolution No. 4:- Approval for reduction of 1, 00, 00,000 (one crore) of 8% Non-Cumulative Redeemable Preference from the face value of Rs. 10/- per share to Re. 1/- per share and further consolidation of every 10 Redeemable Preference shares in 1 (one) Redeemable Preference share of Rs. 10/- each fully paid-up which shall be subject to confirmation by National Company Law Tribunal, Kolkata Bench.

(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	-	-	-	-	-	-
Public - Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	9,100	6.44%	9100	-	100%	0.00%
Total	4,80,000	9,100	6.44%	9100	-	100%	0.00%

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



S. M. Kothari & Co.

Company Secretaries

o/k.

Shree Mohan Kothari, ACA, FCS

Karnani Estate, 209, A. J. C. Bose Road
3rd Floor, Suite No. 112A, Kolkata-700 017
Ph. : 3028 2031/5, (M) : 9830063393

To,

Date: 12/07/2017

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

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 131ST Annual General Meeting of M/s. Manabarrie Tea Company Ltd., held on 10th July, 2017.

Dear Sir(s),

Please find the enclosed herewith the Scrutinizer's Report, dated 12th July, 2017 on the "Remote E – Voting" AND "Voting through Poll at the meeting", in respect of the 131st Annual General Meeting of M/s. Manabarrie Tea Company Ltd., held on 10th July, 2017.

Regards,

for S. M. KOTHARI & CO
Company Secretaries

S.M. KOTHARI

S. M. KOTHARI
CP 1837

Place: Kolkata

Enclosures: as above

SCRUTINIZER'S REPORT

To,

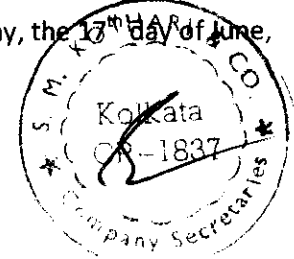
Date: 12/07/2017

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

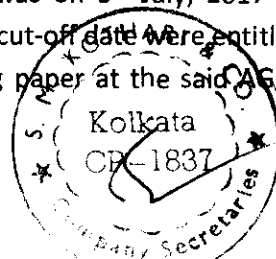
Sub: **Scrutinizer's report on the "Remote E – Voting" AND "Voting through Polling Paper at the meeting", in respect of the resolutions contained in the notice of the 131st Annual General Meeting of M/s. Manabarrie Tea Company Ltd., held on 10th July, 2017.**

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 30th Day of May, 2017 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 04 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 04. I submit my report hereunder:
- i. As per the information provided to me, by the officers of the Company, the Company has completed on 15th day of June, 2017, the dispatch of the relevant notice dated 7th June, 2017 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**" and in "**Sukhabar**" published on Saturday, the 17th day of June, 2017, 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 7th July 2017 and ends at 5:00 P.M on 9th July, 2017. 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 3rd July, 2017 (**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 address of NSDL, 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 the 7th day of July 2017 to 5:00 P.M. on the 9th day of July 2017.
- 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 9th Day of July 2017.
- vi. That after the discussions on the above 04 resolutions at the said AGM were over, a facility for casting the vote by poll at the venue of the said AGM was provided to those members/ proxy holders who wanted to cast their votes by said polling paper.
- 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 4.35 P.M. on 10th Day of July, 2017 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. Mr. Gopal Halder *Gopal Halder*
 - 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 3rd July, 2017 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 04 resolutions, are as hereunder:

AS ORDINARY BUSINESS:

Item No. 1

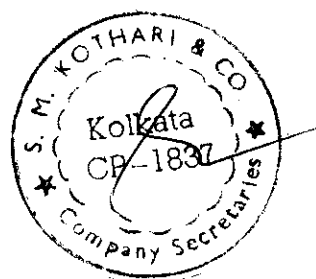
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017 and the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors 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
Remote E – Voting	6	6	281625	281625	100
Through Poll	2	2	9100	9100	100
Total	8	8	290725	290725	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
Remote E – Voting	6	0	281625	0	0
Through Poll	2	0	9100	0	0
Total	8	0	290725	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
Remote E Voting	6	281625	0	0
Through Poll	2	9100	0	0
Total	8	281625	0	0

Item no. 2

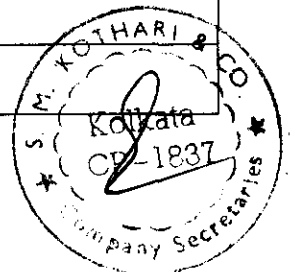
To appoint a director in place of Shri Paritosh Kumar Tarafder (DIN 03162248), who retires by rotation, and being eligible, offers himself for re-appointment.

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
Remote E - Voting	6	6	281625	281625	100
Through Poll	2	2	9100	9100	100
Total	8	8	290725	290725	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
Remote E - Voting	6	0	281625	0	0
Through Poll	2	0	9100	0	0
Total	8	0	290725	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
Remote E - Voting	6	281625	0	0
Through Poll	2	9100	0	0
Total	8	290725	0	0

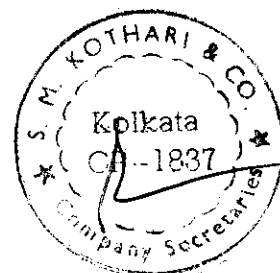
Item no. 3

To appoint Auditors of the Company for a period of five years and in this regards, if though fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of section 139,142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory re-enactment or modification thereof, M/S. Dhandhanian & Associates, Chartered Accountants, (Firm Registration no. 316052E) be and is hereby appointed as the Statutory Auditors of the Company and to hold office from the conclusion of this Annual General Meeting till the conclusion of 136th Annual General Meeting on such remuneration as may be mutually agreed by and between the Board of Directors and the Auditors.

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
Remote E - Voting	6	6	281625	281625	100
Through Poll	2	2	9100	9100	100
Total	8	8	290725	290725	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
Remote E – Voting	6	0	281625	0	0
Through Poll	2	0	9100	0	0
Total	8	0	290725	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
Remote E Voting	6	281625	0	0
Through Poll	2	9100	0	0
Total	8	290725	0	0

AS SPECIAL BUSINESS:

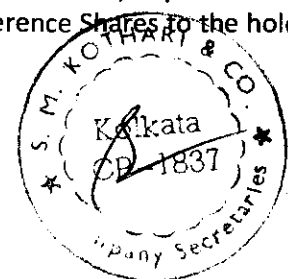
Item no. 4

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

“RESOLVED THAT subject to confirmation by the National Company Law Tribunal, Kolkata Bench, the paid up Preference Share Capital of the Company be reduced from Rs. 10,00,00,000/- (Rupees ten crores) divided into 1,00,00,000 Redeemable Preference Share @ 8% Non-Cumulative of Rs. 10/- each all fully paid up to Rs. 1,00,00,000/- (Rupees one crore) divided into 1,00,00,000/- Redeemable Preference Share @ 8% Non-Cumulative paid up to the extent of Re. 1/- each by cancelling a sum of Rs. 9/- per Preference Share which capital has been lost or is unrepresented by the available assets.

“RESOLVED FURTHER THAT every 10 Redeemable Preference Shares @ 8% Non-Cumulative of Rs. 10/- paid up to the extent of Re. 1/- each be consolidated into 1 (one) Redeemable Preference Share @ 8% Non- Cumulative of Rs. 10/- each fully paid up and consequently post reduction the paid up Preference Share capital of the Company shall be Rs. 1,00,00,000/- (Rupees one crore) divided into 10,00,000 Redeemable Preference Shares @ 8% Non-Cumulative of Rs. 10/- each all fully paid up.

“RESOLVED FURTHER THAT consequent upon reduction and consolidation of Preference Share Capital of the Company the existing Preference Share Certificates of the Company shall stand cancelled and the Company do issue fresh Share Certificates for the Preference Shares to the holder of the Preference Shares upon surrender of the old share certificates”.



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
Remote E – Voting	0	0	0	0	0
Through Poll	2	2	9100	9100	100
Total	2	2	9100	9100	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
Remote E – Voting	0	0	0	0	0
Through Poll	2	0	9100	0	0
Total	2	0	9100	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
Remote E Voting	6	281625	281625	100
Through Poll	2	9100	0	0
Total	8	290725	281625	96

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.



For S. M. KOTHARI & CO
Company Secretaries

S. M. Kothari

S. M. KOTHARI
CP 1837