

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: 29.09.2016

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 130th Annual general Meeting held on 27th September, 2016 as per the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

As per requirement of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) regulation, 2015, enclosed herewith please find details regarding the voting results of the 130th Annual General Meeting of the Shareholders of the Company held on 27th September, 2016 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	27 th September, 2016
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:	02 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, 2016 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 (Din00792563) as director who retire by rotation and being eligible offer himself for re-appointment.	Ordinary	E- Voting
3	Ratification of appointment of M/s B. Kumar & Co. Chartered Accountants as Statutory Auditors of the Company for the financial year 2016-17.	Ordinary	E- Voting



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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)
5	Approval under section 180(1) (c) of the Companies Act, 2013 for borrowing which shall not exceed ₹ 25 crores (Rupees twenty five crores) only.	Special	E- Voting
6	Adoption of New Set of Article of Association in substitution of entire exclusion of the regulations contained in the existing Article of Association and containing regulations in conformity with the Companies Act, 2013.	Special	E- Voting

The mode of voting for all resolution was E-voting and the voting details are annexed herewith as “Annexure A” in the prescribed format along with Scrutinizer Report on E-voting.

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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 based on results of Voting at the 130th Annual General Meeting held on 27th September 2016

Resolution No. 1:- Adoption of Annual Accounts of the Company as on 31 st March, 2016. (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	2,79,125	82.65%	2,79,125	-	100%	0.00%
Public - Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	300	0.21%	300	-	100%	0.00%
Total	4,80,000	2,79,425	58.21%	2,79,425	-	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	2,79,125	82.65%	2,79,125	-	100%	0.00%
Public - Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	300	0.21%	300	-	100%	0.00%
Total	4,80,000	2,79,425	58.21%	2,79,425	-	100%	0.00%



Resolution No. 3:- Ratification of appointment of M/s. B. Kumar & Co. Chartered Accountants, as Statutory Auditors of the Company for F.Y. 2016-17 (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	2,79,125	82.65%	2,79,125	-	100%	0.00%
Public - Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	300	0.21%	300	-	100%	0.00%
Total	4,80,000	2,79,425	58.21%	2,79,425	-	100%	0.00%

Resolution No. 4:- Approval under section 180(1) (c) of the Companies Act, 2013 for borrowing which shall not exceed ₹ 25 crores (Rupees twenty 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	2,79,125	82.65%	2,79,125	-	100%	0.00%
Public - Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	300	0.21%	300	-	100%	0.00%
Total	4,80,000	2,79,425	58.21%	2,79,425	-	100%	0.00%



Resolution No. 5:- Adoption of New Set of Article of Association in substitution of entire exclusion of the regulations contained in the existing Article of Association and containing regulations in conformity with the Companies Act, 2013.

(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	2,79,125	82.65%	2,79,125	-	100%	0.00%
Public – Institutional holders	1,050	-	-	-	-	-	-
Public-Others	1,41,250	300	0.21%	300	-	100%	0.00%
Total	4,80,000	2,79,425	58.21%	2,79,425	-	100%	0.00%

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

For MANABARRIE TEA CO. LTD.

Pooja Kumari Sharma
Company Secretary

SCRUTINIZER'S REPORT

To,

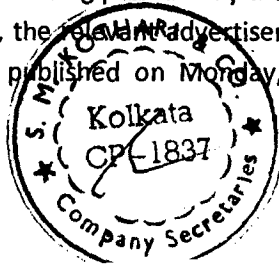
Date: 29/09/2016

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 130th Annual General Meeting of M/s. Manabarrie Tea Company Ltd., held on 27th September, 2016.

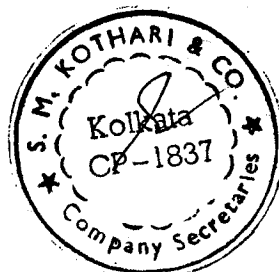
Dear Sir(s),

- A) I, Shree Mohan Kothari, has been appointed as the Scrutinizer by M/s. Manabarrie Tea Company Ltd ("the company", here in after), vide a resolution passed by the Board of Directors of the Company at their meeting held on the 11th Day of August, 2016 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 05 resolutions, as mentioned herein below and as contained in the notice of the said Annual General Meeting ("said AGM", here in after).
- 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 05. I submit my report hereunder:
- As per the information provided to me, by the officers of the Company, the Company has completed on 02nd day of September, 2016, the dispatch of the relevant notice dated 11th August, 2016 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.
 - 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.
 - 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 Monday, the 5th day of



September, 2016 and Saturday, the 3rd day of September, 2016 respectively, 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 24th September 2016 and ends at 5:00 P.M on 26th September, 2016. Remote E-Voting shall not be allowed beyond said date and time.
- c. Statement that members voting rights shall be in proportion to his/her share of the paid up equity share capital of the company as on 20th September, 2016 (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 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.
- f. Website address of NSDL, where notice of the said AGM was displayed.
- g. 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 24th day of September 2016 to 5:00 P.M. on the 26th day of September 2016.
- 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 26th Day of September 2016.
- vi. That after the discussions on the above 05 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 who wanted to cast their votes by said polling paper.
- vii. That the said Remote E – Voting at portal <https://www.evoting.nsdl.com> was unblocked by me 4.25 P.M. on 27th Day of September, 2016 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. Mr. Sangram keshori Ojha *Sangram Keshori Ojha*.who are not in the employment of the Company and who have put their signatures alongside their names above.
- viii. The results, containing the details of votes cast by Remote E – Voting mode, have been provided to me by NSDL.
- ix. 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>.
- x. The cut-off date for determining eligibility to cast vote was on 20th September, 2016 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 05 resolutions, are as hereunder:

AS ORDINARY BUSINESS:

Item No. 1

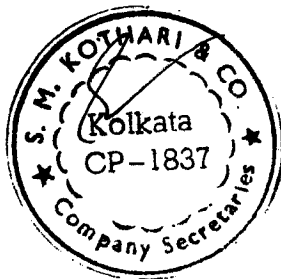
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, including the Audited Balance Sheet as at 31st March, 2016 and the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors 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	5	5	279425	279425	100
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	5	279425	279425	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	5	0	279425	0	0
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	0	279425	0	0



iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of valid votes cast (one share one vote basis)	Total no. of invalid votes cast against	% of total number of valid votes cast
Remote E Voting	5	279425	0	0
Through Poll	NIL	NIL	NIL	NIL
Total	5	279425	0	0

Item no. 2

To appoint a director in place of Shri Nitai Charan Biawas (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
Remote E – Voting	5	5	279425	279425	100
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	5	279425	279425	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	5	0	279425	0	0
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	0	279425	0	0



iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of valid votes cast (one share one vote basis)	Total no. of invalid votes cast against	% of total number of valid votes cast
Remote E - Voting	5	279425	0	0
Through Poll	NIL	NIL	NIL	NIL
Total	5	279425	0	0

Item no. 3

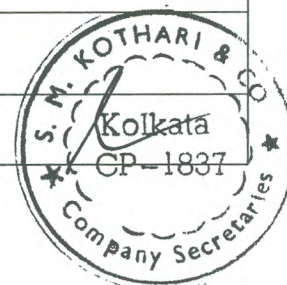
To ratify the appointment of M/s. B. Kumar & Company, Chartered Accountants as Statutory Auditors of the Company for the financial year 2016- 17 and to authorise Board of Directors or Committee thereof to fix their remuneration

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	5	5	279425	279425	100
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	5	279425	279425	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	5	0	279425	0	0
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	0	279425	0	0



iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of valid votes cast (one share one vote basis)	Total no. of invalid votes cast against	% of total number of valid votes cast
Remote E Voting	5	279425	0	0
Through Poll	NIL	NIL	NIL	NIL
Total	5	279425	0	0

AS SPECIAL BUSINESS:

Item no. 4

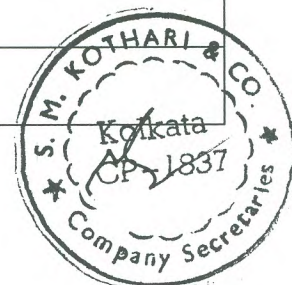
To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by shareholders at the Annual General Meeting held on 28.09.2012 under section 293(1) (d) of the Companies Act 1956, and pursuant to provision of section 180(1) (c), and other applicable provisions, if any of the Companies Act, 2013 as amended from time to time, and the article 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 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 Rs. 25 crores (Rupees twenty five crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 this 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
Remote E – Voting	5	5	279425	279425	100
Through Poll	NIL	NIL	NIL	NIL	NIL



Total	5	5	279425	279425	100
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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	5	0	279425	0	0
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	0	279425	0	0

iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of valid votes cast (one share one vote basis)	Total no. of invalid votes cast against	% of total number of valid votes cast
Remote E Voting	5	279425	0	0
Through Poll	NIL	NIL	NIL	NIL
Total	5	279425	0	0

Item No. 5

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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
Remote E – Voting	5	5	279425	279425	100
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	5	279425	279425	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	5	0	279425	0	0
Through Poll	NIL	NIL	NIL	NIL	NIL
Total	5	0	279425	0	0

iii. Invalid Votes:

Mode of voting	Total no. of voters (folios)	Total no. of valid votes cast (one share one vote basis)	Total no. of invalid votes cast against	% of total number of valid votes cast
Remote E Voting	5	279425	0	0
Through Poll	NIL	NIL	NIL	NIL
Total	5	279425	0	0

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



For S. M. KOTHARI & CO
Company Secretaries

S.M. S.M. S.M.

S. M. KOTHARI
CP 1837