

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata – 700 069
Mobile: 9831196869; Email: droliapraavin@yahoo.co.in

Scrutinizers' Report

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and rule 22 respectively of the Companies (Management and Administration) Rules, 2014, as amended] and Regulation 44 of the SEBI (LODR) Regulations 2015]

To,
The Director
SPBP Tea Plantation Ltd
Jaipur TE
P. O. – Jeypore,
Dist: Dibrugarh, Assam-786614

SUB: REPORT ON RESULT OF POSTAL BALLOT

Dear Sir,

I, Pravin Kumar Drolia (FCS No. 2366 & CP 1362) Proprietor of Drolia & Company, Company Secretaries, Kolkata, was appointed as Scrutinizer, by the Board of Directors of M/S SPBP TEA PLANTATION LIMITED ("the Company") of Kolkata 700069 at its meeting held on 7th October, 2016, in terms of the provisions of Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, for conducting the Postal Ballot voting process (Which includes e voting also) in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot Notice dated 7th October 2016 :

Resolution Number	Type of Resolution	Matter of Resolution
I.	Special Resolution	Special Resolution under the provisions the Companies Act, 2013 and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 to consider the Delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited.

I. I submit my report as under:

- 1.1. The Company had completed on 19th October, 2016, the dispatch of Notice dated 7th October 2016 along with Postal Ballot Forms and self-addressed stamped envelopes through Speed Post, to those Members whose names were appeared on the Register of Members/List of beneficiaries as on 14 October, 2016 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013. The number of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
- 1.2. In Compliance to the provisions of Rule 20 and 22 of the Companies (Management and Administration Rules), 2014, as amended read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has provided e-voting facility to all its Members to enable them to cast their votes electronically. The Central Depository Services (India) Limited (CDSL) provided the e-voting services. The e-voting period was commenced on 20th October 2016 from 9:00 AM (IST) and concluded on 18th November, 2016 at 5:00 PM (IST). The vote cast by the Shareholders through e- voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e- voting website,
- 1.3. At the meeting of the Board of M/S SPBP Tea Plantation Limited, Mr. Dharendra Kumar, Wholetime Director, was made responsible for the entire postal ballot process conducted and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
- 1.4. The Company has published on advertisement on 21st October 2016 in the following newspaper that is; The Financial Express (Kolkata Edition) and Dainik Assam (Assam Edition) and it carried the required information as specified in the rules.



- 1.5. Particulars of all the Postal Ballot Forms received from the shareholders and the votes cast by electronically and physical modes by the Members have been entered in a register separately maintained for the purpose in electronic mode.
- 1.6. The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company.
- 1.7. All the Postal Ballot Forms, received up to the close of working hours (1700 hours) on 18th November, 2016, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- 1.8. No. envelopes containing Postal Ballot Forms received after working hours (1700 hours) on 18th November, 2016.
- 1.9. Scrutiny of physical Ballots were commenced on 19th November 2016 at 11.00A.M in presence of my authorized representative and continue till 1.00 P.M on 19th November 2016 .The Postal Ballot envelopes were started opened in the presence of my Authorized Representatives and shareholdings were matched /confirmed with the register of Members of the Company /list of beneficiaries as on 14/10/ 2016.
- 1.10. No Envelopes containing Postal Ballot Forms were returned undelivered.
- 1.11. I have not found any Defaced/Mutilated Postal Ballot Form.
- 1.12. The e-voting facility provided by CDSL were unblocked on 19th November 2016 around 11.52 A.M. in the presence of two witnesses, Mr. Subhjit Dutta and Mrs. Sangita Drolia, who were not in the employment of the Company.

2. On proper scrutiny of all the Ballot papers, I report the result of the Postal Ballot (physical and electronic) as under:

2.1. Summary of the Postal Ballot votes casted through Physical Mode in respect of Resolution specified in the notice is as follows: -

1.	Total No. of Postal Ballot Forms Received	3
2.	Less: Total No. of invalid Postal Ballot Forms (As per details attached in Annexure –III)	0
3.	Total No. of Valid Postal Ballot Forms received from Public Shareholders	3
4.	Total No. of Valid Postal Ballot Forms received from Public Shareholders in favour of the Resolution	3
5.	Total No. of Valid Postal Ballot Forms against the Resolution	0
6.	Total No. of Votes caste by the Public Shareholders	20,739
7.	Total No. of Votes caste in favour of the Resolution by the Publics Shareholders	20,739
8.	Total No. of Votes against the Resolution	0

2.2. Summary of the Postal Ballot votes casted through Electronic Voting System is as follows:

	No. of Folio	No. of Votes	
1.	Total No. of Votes caste through e-voting system	13	3,10,838
2.	Total No. of Votes caste in favour of the Resolution by the Promoters	5	2,65,725
3.	Total No. of Votes caste in favour of the Resolution by the Public Shareholders	8	45,113
4.	Total No. of Votes caste against the Resolution	0	0



2.3. Total summary of the votes caste (aggregate of Physical and Electronic Voting System) is as follows:-

Summary of E-voting / Postal Ballot result								
SL. No.	Promoter/ Public	No. of Shares Held	Total No. of Votes Polled(Pos tal + E- Voting)	% of votes polled on Outstanding shares	No. of votes – in favour of the Resolution	No. of votes – against the Resoluti on	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)x100	(4)	(5)	(6) = [(4)/(2)x1 00	(7) = [(5)/(2)x10 0
1	Promoter & Promoter Group	2,65,725	2,65,725	100%	2,65,725	NIL	100%	NIL
2	Public – Institutional Holders	NA	NA	NA	NA	NA	NA	NA
3	Public – Other	91,425	65,852	72%	65,852	NIL	100%	NIL
	TOTAL	3,57,150	3,31,577	92.84%	3,31,577	NIL	100%	NIL

- The Resolution accordingly stands passed as special with requisite majority.
- You may accordingly declare the result of the voting by Postal Ballot.
- We the undersigned witness that the votes were unlocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 11.52 A.M on the 19th November, 2016.

For DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S. No. 2366
Certificate of Practice No. 1362



Signature of Witness

Subhajit Dutta *Sangita Drolia*
1) Mr. Subhajit Dutta
Dharapara, Chandannagar
Hooghly-712136
2) Mrs. Sangita Drolia
13, Selimpur Road
Kolkata-700031

Place: Kolkata
Date: 19.11.2016

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONICS VOTES

SL. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (equity share of Rs. 10/- each)
A. PHYSICAL BALLOT FORM:			
1.	No votes polled	Nil	Nil
2.	Not signed	Nil	Nil
3.	Blank Form i.e. no signature & no votes polled	Nil	Nil
4.	Not properly filled up	Nil	Nil
5.	Authority Letter /Board Resolution not attached	Nil	Nil
6.	Power of Attorney not enclosed	Nil	Nil
7.	Signature not available	Nil	Nil
8.	Signature not tallied	Nil	Nil
9.	Votes Polled for both Against and for	Nil	Nil
10.	Photocopy of Postal Ballot Form sent	Nil	Nil
11.	Form found in Mutilated form	Nil	Nil
B. VOTING THROUGH ELECTRONIC MODE			
12.	Voted through e-voting and Physical both	Nil	Nil
TOTAL			

For DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S. No. 2366
Certificate of Practice No. 1362



Place: Kolkata
Date: 19/11/2016