

JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

February 1, 2018

BSE Limited

Corporate Relations Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Sub : Declaration of results of the Postal Ballot under Regulation 44(3) of the
SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sirs,

Scrip Code : 538092

The Board of Directors of the Company had sought the approval of the shareholders of the Company through Postal Ballot Process in terms of the Provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of Special Resolution pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and allied rules made thereunder, for disposal of investments in M/s. Cowcoody Builders Pvt. Ltd., a wholly-owned subsidiary of the Company, as per details set out in the Postal Ballot Notice dt. 06-12-2017, alongwith the explanatory statement thereto.

Ms. Sweety Kapoor, Practicing Company Secretary (FCS No. 6410, CP No. 5738) was appointed as Scrutinizer for conducting Postal Ballot Process and has submitted her report dt. 01-02-2018 which is enclosed.

The voting details are annexed herewith in the prescribed format.

Please take the information on record.

Thanking You,

Yours faithfully,
For **JOONKTOLLEE TEA & INDUSTRIES LTD.**

Sharad Baghel

Manager (Finance) & Company Secretary
Membership No. ACS 21047

Encl : As above.

21, STRAND ROAD, KOLKATA - 700 001

☎ : +91 (33) 2230-9601 (4 lines), Fax : +91 (33) 2230 2105, E-mail: info@joonktolleetea.in, Website : www.joonktolleetea.in
TEA ESTATES : JOONKTOLLEE • JAMIRAH • NILMONI • GOOMANKHAN • PULLIKANAM • COFFEE ESTATE : COWCOODY
RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD

JOONKTOLLEE TEA & INDUSTRIES LTD.

Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of declaration of Postal Ballot Results	1st February, 2018
Total number of shareholders on record date/ cut-off date for e-voting purpose i.e 15th December, 2017	4196
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group Public	Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable

Item No 1 - Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/Special)	Special Resolution for disposal of investments in M/s. Cowcoody Builders Pvt. Ltd., a wholly-owned subsidiary of the Company
Mode of Voting	Postal Ballot and E-Voting

Remarks
The resolution has been approved with requisite majority

Whether promoter/promoter group are interested in the agenda/resolution /

Yes

Category	Mode of Voting	No. of shares held	No. votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour	No. of votes against	% 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	E-Voting	3106138	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	3106138	-	-	-	-	-	-
Public-Institutions	E-Voting	249412	0	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	249412	0	0.0000	0	-	-	-
Public-Non Institutions	E-Voting	786651	179249	22.7863	179240	9	99.9950	0.0050
	Postal Ballot *	-	29934	3.8052	17007	12927	56.8150	43.1850
	Total	786651	209183	26.5916	196247	12936	93.8159	6.1841
Total		4142201	209183	5.0500	196247	12936	93.8159	6.1841

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For JOONKTOLLEE TEA & INDUSTRIES LTD.

Shradh Baghel
Company Secretary

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable]

To
The Chairman
Joonktollee Tea & Industries Limited
21, Strand Road
Kolkata - 700 001

Dear Sir,

I, Sweety Kapoor, Practising Company Secretary, holding Membership Number FCS-6410 and Certificate of Practice Number 5738, appointed as Scrutinizer by the Board of Directors of Joonktollee Tea and Industries Limited ("the Company") for the purpose of scrutinizing the Postal Ballot Voting Process (comprising of electronic mode and physical ballot papers) under the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned Special Resolution as stated in the Notice of the Postal Ballot dated Wednesday, 6th December, 2017 proposed to be passed by the Equity Shareholders of the Company:-

SPECIAL RESOLUTION

Disposal of Investments in M/s. Cowcoody Builders Pvt. Ltd., a wholly-owned subsidiary of the Company:-

"RESOLVED THAT pursuant to the provisions of Section 2(76), 180(1)(a), 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and consent of the Company be and is hereby accorded to the Board of Directors to sell, transfer or dispose of the entire shareholding of the Company in M/s. Cowcoody Builders Pvt. Ltd., a wholly-owned subsidiary, to Related Parties i.e. Promoters and Promoters Group Companies as detailed in the explanatory statement accompanying this notice, in one or more tranches, for a consideration of not less than Rs. 26.80 Crores based on the Report provided by M/s. VC Corporate Advisors Pvt Ltd, SEBI Registered Category I Merchant Bankers, and on such terms and conditions as may be agreed

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For JOONKTOLLEE TEA & INDUSTRIES LTD.

Shradha Baghel
Company Secretary



between the Company and the Purchasers being the Promoter and Promoter Group companies, and with power to agree to and accept such modifications, if any, as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the best interest of the Company; provided however that such sale, transfer or disposal shall be completed by 31st March, 2019.

RESOLVED FURTHER THAT Shri K.C. Mohta, Executive Director and Shri S. Bagree, Manager (Finance) & Company Secretary of the Company, be and are hereby severally authorized to do and perform all acts, deeds and things including but not limited to execution and filing of documents with appropriate authority etc and to take all such steps and give all such directions as may be necessary or desirable for the purpose of giving effect to this resolution and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

I, hereby submit my report on the voting of the Special Resolution proposed in the Postal Ballot Notice as under:-

1. The Company on the basis of the Register of Members and the List of Beneficiary Owners made available by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), completed dispatch of the Notice of the Postal Ballot dated 6th December, 2017 along with self addressed prepaid postage envelope as under:-
 - On Thursday, 28th December, 2017 by Registered Post to 2532 members in physical form.
 - On Thursday, 28th December, 2017 by email to 1664 members, through Maheshwari Datamatics Pvt. Ltd. along with Login ID and password, who had registered their e-mail ids with the Company/Depositories/Registrar.
2. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of remote e-Voting to the Shareholders of the Company.
3. The management of the Company is responsible for the Compliance with the requirements of the Companies Act, 2013 and rules made thereunder, in the matter of voting on the business contained in the notice of postal ballot.
4. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Echo of India"



- and in a Bengali newspaper "Arthik Lipi" having wide circulation, in their respective editions dated Friday, 29th December, 2017.
5. The postal ballot notice was also placed on the website of the Company (www.joonktolleetea.in) forthwith after it was sent to the members.
 6. The notice for postal ballot and e-Voting dated 6th December, 2017 contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
 7. The Shareholders of the Company were given an option to vote either through the physical voting on Postal Ballot forms or by using the remote e-Voting facility. Members opting remote e-Voting facility, casted their votes on the designated website <https://www.evotingindia.com>.
 8. The Voting rights were reckoned as on Friday, 15th December, 2017, being the Cut-off date for the purpose of deciding the entitlements of members to vote either through the physical voting on Postal Ballot forms or by using the remote e-Voting.
 9. Remote e-Voting platform was open from 09:00 a.m. on Monday, 1st January, 2018 to 05:00 p.m. on Tuesday, 30th January, 2018.
 10. The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
 11. Envelopes containing postal ballot forms, returned from postal authorities for various reasons undelivered aggregated to 153.
 12. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ List of Beneficiaries as on Friday, 15th December, 2017. I have relied on the information provided & records maintained by the RTA of the Company in relation to details regarding number of shares & signatures.
 13. All postal ballot forms received upto 05:00 p.m on Tuesday, 30th January, 2018, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
 14. On Tuesday, 30th January, 2018 after 05:00 p.m the votes cast through remote e-Voting facility was duly unblocked by me as Scrutinizer in the presence of Shri Dilip Kumar Ojha and Smt. Premlata Soni, Witnesses who are not in the employment of the Company, as prescribed in sub rule 4 (xii) of said Rule 20 of the Companies (Management and Administration) Rules, 2014.



15. There is NIL cases where the shareholder has voted both through Postal Ballot form as well as through e-Voting.
16. Particulars of all postal ballot forms received from the shareholders and votes cast by electronic means have been maintained in a separate register in electronic mode.
17. During the course of scrutiny, I didn't find any defaced or mutilated ballot paper.
18. My responsibility as a scrutinizer is to scrutinize the physical ballot papers and e-Voting process in a fair and transparent manner and prepare scrutinizer report based on the report generated from the voting system provided by the CDSL India.
19. The Consolidated report on the results of the voting through Ballot Papers and remote e-Voting are as under:-

(i) Voted in favour of the resolution

Particulars (remote e-voting/ Voting through postal ballot)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + Voting through postal ballot)
Remote E- Voting	26	179,240	85.6857
Voting through Postal Ballot	66	17,007	8.1302
Total (remote e- voting + Voting through postal ballot)	92	196,247	93.8159

(ii) Voted against the resolution

Particulars (remote e-voting/ Voting through postal ballot)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast (remote e-voting + Voting through postal ballot)
Remote E- Voting	6	9	0.0043
Voting through Postal Ballot	3	12,927	6.1798
Total (remote e- voting + Voting through postal ballot)	9	12,936	6.1841

(iii) Invalid Votes

Particulars (remote e-voting/ Voting through postal ballot)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Voting through Postal Ballot	0	0
Total (remote e-voting + Voting through postal ballot)	0	0


20. Based on the foregoing, the special resolution as outlined hereinabove may be considered as carried by the requisite majority of members on the last date fixed for receipt of Postal Ballot forms/ e-Voting dated 30th January, 2018.

21. The relevant records relating to Postal Ballot and all other papers including voting by electronic means shall be under safe custody till the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the Company Secretary.

22. You may accordingly declare the result of the voting by Postal Ballot and remote e-Voting.

Thanking you,

Yours faithfully,

Skapoor

SWEETY KAPOOR
 Practising Company Secretary
 FCS - 6410; COP - 5738

Place: Kolkata
 Date: 01.02.2018

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 For JOONKTOLLEE TEA & INDUSTRIES LTD.

Sharad Baghel
 Company Secretary