



# JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

January 19, 2017

**Bombay Stock Exchange 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 22 of the Companies ( Management and Administration) Rules, 2014 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. Gloster Real Estates Pvt. Ltd., a wholly-owned subsidiary of the Company, as per details set out in the Postal Ballot Notice dt. 11-11-2016, 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. 18-01-2017 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.**

*Shrard Boggell*

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

Encl : As above.

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21, STRAND ROAD, KOLKATA - 700 001

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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	19th January, 2017
Total number of shareholders on record date/ cut-off date for e-voting purpose i.e 9th December, 2016	4639
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. Gloster Real Estates 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	-	-	-	-	-	-	-
	<b>Total</b>	3106138	-	-	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Public-Institutions	E-Voting	249947	152367	60.9597	152367	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	<b>Total</b>	249947	152367	60.9597	152367	-	100.0000	-
Public-Non Institutions	E-Voting	786116	230482	29.3191	206416	24066	89.5584	10.4416
	Postal Ballot *	-	1689	0.2149	1689	-	100.0000	-
	<b>Total</b>	786116	232171	29.5339	208105	24066	89.6344	10.3656
<b>Total</b>		<b>4142201</b>	<b>384538</b>	<b>9.2834</b>	<b>360472</b>	<b>24066</b>	<b>93.7416</b>	<b>6.2584</b>

\*Excludes Invalid votes.

CERTIFIED TRUE COPY  
FOR JOONKTOLLEE TEA & INDUSTRIES LTD.

*Shared 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”) to receive, process and scrutinize the Postal Ballot process in a fair and transparent manner in respect of the following Special Resolution as stated in the Notice of the Postal Ballot dated Friday, 11<sup>th</sup> November, 2016 proposed to be passed by the Equity Shareholders of the Company:-

**SPECIAL RESOLUTION**

**Disposal of Investments in M/s. Gloster Real Estates Pvt. Ltd., a wholly-owned subsidiary of the Company**

“RESOLVED THAT pursuant to the provisions of Section 2(76), 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) Regulation, 2015, consent of the Company be and is hereby accorded to the Board of Directors to sell, transfer or dispose of the entire shareholding of M/s. Gloster Real Estates Pvt. Ltd., a wholly-owned subsidiary, for a consideration of not less than Rs.4.78 Crores to Related Parties i.e. Promoters and Promoters Group Companies as detailed in the explanatory statement accompanying this notice, based on the Report provided by M/s. R. Kothari & Company, Chartered Accountants, an Independent Valuer on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.”

CERTIFIED TRUE COPY  
For JOONKTOLLEE TEA & INDUSTRIES LTD.

*Shradha Baghel*  
Company Secretary

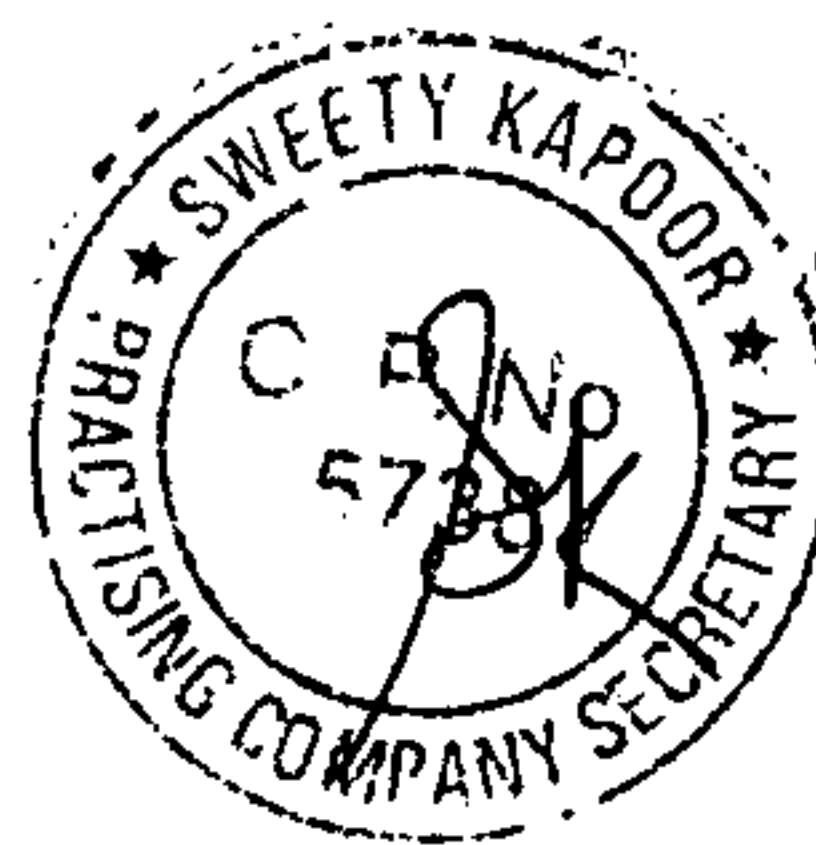


RESOLVED FURTHER THAT Shri K.C. Mohta, Executive Director and Shri S. Bagree, Manager (Finance) & Company Secretary of the Company, be and are hereby severally authorized to do and perform all acts, deeds and things including but not limited to execution and filing of documents with appropriate authority etc and to take all such steps as may be necessary or desirable for the purpose of giving effect to this resolution.”

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 11th December, 2016 along with prepaid postage envelope as under:-
  - On Friday, 16th December, 2016 by Registered Post to 2949 members in physical form.
  - On Saturday, 17th December, 2016 by email to 1690 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 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 Monday, 19th December, 2016.
4. 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>.
5. The Voting rights were reckoned as on Friday, 9th December, 2016, 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.
6. Remote e-Voting platform was open from 09:00 a.m. on Monday, 19th December, 2016 to 05:00 p.m. on Tuesday, 17th January, 2017.

7. The postal ballot forms were kept under safe custody before commencing the scrutiny of such postal ballot forms.
8. Envelopes containing postal ballot forms, returned from postal authorities for various reasons undelivered aggregated to 174.
9. 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, 9th December, 2016. I have relied on the information provided & records maintained by the RTA of the Company in relation to details regarding number of shares & signatures.
10. All postal ballot forms received upto 05:00 p.m on Tuesday, 17th January, 2017, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
11. On Tuesday, 17th January, 2017 after 05:00 p.m the votes cast through remote e-Voting facility was duly unblocked by me as Scrutinizer in the presence of Miss. Sukhjit Kaur and Mrs. Premlata Soni who acted as the witnesses, as prescribed in sub rule 3 (xi) of said Rule 20 of the Companies (Management and Administration) Rules, 2014.
12. In respect of members who have exercised their voting rights through both postal ballot and remote e-Voting, the votes cast through remote e-Voting has been considered as valid.
13. 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.
14. During the course of scrutiny, I didn't find any defaced or mutilated ballot paper.
15. 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	30	358,783	93.3024
Voting through Postal Ballot	29	1,689	0.4392
<b>Total (remote e- voting + Voting through postal ballot)</b>	<b>59</b>	<b>360,472</b>	<b>93.7416</b>

## (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	14	24,066	6.2584
Voting through Postal Ballot	0	0	0
<b>Total (remote e- voting + Voting through postal ballot)</b>	<b>14</b>	<b>24,066</b>	<b>6.2584</b>

## (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**	2	9,152
<b>Total (remote e-voting + Voting through postal ballot)</b>	<b>2</b>	<b>9,152</b>

\*\* a. One ballot paper contained 50 equity shares found unsigned have been treated as *invalid*.

b. One Shareholder holding 9102 equity shares casted his votes both by remote e-Voting and Postal Ballot. Votes casted by remote e-Voting has been taken in account and votes casted through Postal Ballot has been considered as *invalid*.

16. Based on the foregoing, the resolution as outlined hereinabove may be considered as carried by the requisite majority of members under the applicable provisions of the Companies Act, 2013.
17. 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.
18. You may accordingly declare the result of the voting by Postal Ballot and remote e-Voting.

Thanking you,

Yours faithfully



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

Place: Kolkata  
Date: 18/01/2017

CERTIFIED TRUE COPY  
FOR JOONKTOLLEE TEA & INDUSTRIES LTD.

*Sharad Behera*  
Company Secretary