

PRAMOD AGARWAL & CO.
Company Secretaries

BAGREE MARKET
71, CANNING STREET
4TH FLOOR, R.N.C-459
KOLKATA-700001
PH.NO.4005-2098

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,
THE CHAIRMAN
BATELI TEA CO LTD.
130 COTTON STREET,
Kolkata - 700 007 (W.B.)

SUBJECT : Report on the e-Voting Process for the Extra-Ordinary General Meeting of
BATELI TEA CO LTD

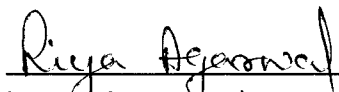
Dear Sir,

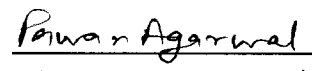
I, Pramod Agarwal, a Company Secretary in practice, holding Membership Number FCS 5895 and Certificate of Practice Number 4193 and Proprietor of PRAMOD AGARWAL & CO., Company Secretaries at 71, Canning Street, "Bagri Market", 4th floor, Room No C459, Kolkata- 700001 have been appointed by the Board of Directors of **M/s BATELI TEA CO LTD** as a Scrutinizer for conducting the e-voting process for the Extra-ordinary General Meeting of the Company to be held on 25TH March 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the Extra-ordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated, based on the reports generated from the E-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide E-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:-

- I. The e-voting period remained open from Wednesday, 18TH March, 2015 (9.00 A.M) to Friday, 20TH March, 2015 (6:00 P.M).
- II. The members of the Company as on the "cut-off" date i.e. 20TH March, 2015 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the EGM of the Company).
- III. The votes cast were unblocked on March 21th, 2015 in the presence of two witnesses, Ms. Riya Agarwal and Mr. Pawan Agarwal who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

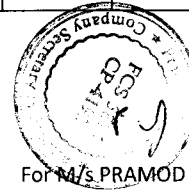

Name: Riya Agarwal


Name: Pawan Agarwal

- IV. Thereafter, the details *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited i.e., <http://www.evotingindia.com> and based on such reports generated, the results of the e-voting are as under:

SUMMARY OF E-VOTING RESULT

Resolution No.	Subject Matter of the Resolution	Total No. of Shares through E-Voting	Assent/ in Favour of			Dissent/ Against		
			No. of members voted	No. of Votes through E-Voting	% of votes in favour of votes through e-voting	No. of members voted	No. of Votes through E-Voting	% of votes against on votes through e-voting
1	Approval of Related Party Transaction to be Entered by the Company (Special Resolution)	89501	2	89501	100	0	0	0
2	Increase in remuneration payable to Mr. Girdhar Gopal Dalmia as Managing Director of the Company (Special Resolution)	89501	2	89501	100	0	0	0
3	Appointment of Mr. Vijay Dalmia as Whole-Time Director designated as Chief Financial Officer (CFO) of the Company (Ordinary Resolution)	89501	2	89501	100	0	0	0
4	Approval to make investments or give/ provide loans/ guarantees / security to subsidiaries/ joint ventures/ associates companies/ body corporates (Special Resolution).	89501	2	89501	100	0	0	0
5	Adoption of new Articles of Association. (Special Resolution)	122410	9	122410	100	0	0	0
6	Amendment in the Main Object Clause of the Memorandum of Association (Special Resolution).	122410	9	122410	100	0	0	0



Thanking you,
Yours Faithfully,

P. Agarwal

For M/s PRAMOD AGARWAL & CO.
PRAMOD AGARWAL (PROP)
MEMBERSHIP NO.: 5895
C. P. No.: 4193

PLACE: KOLKATA
DATE: 23.03.2015