

S. Khurana & Associates

Company Secretaries

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs General Circular Nos. 10/2022 dated December 28, 2022, 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 and other Circulars as issued from time to time (the "MCA Circulars") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India]

**To,
The Chairman,**

101st Annual General Meeting (hereinafter "AGM") of the members of Haileyburia Tea Estates Limited (hereinafter "the Company") held on Tuesday, July 02, 2024 at 03:30 P.M. at 24/432, Marar Road, Willingdon Island, Kochi, Kerala - 682003 and through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Sub: Consolidated Scrutinizer's Report on Voting through electronic means, from a place other than the venue of meeting (hereinafter "Remote E-voting") conducted pursuant to provisions of Section 108 of the Act read with the Rules and the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations, 2015") as amended from time to time and MCA Circulars and SEBI Circular and Voting through E-voting system (hereinafter "Venue Voting") at the AGM of the members of the Company.

Dear Sir,

I, **Sachin Khurana**, Proprietor, S Khurana & Associates, Company Secretaries, having office at 207, Suchet Chambers, 1224/5, Bank Street, Karol Bagh, New Delhi-110005 have been appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the process of Remote E-voting and Voting at AGM through Venue Voting in respect of the items/resolutions set forth in the notice of 101st AGM of the Company, dated May 7, 2024 (**hereinafter "the AGM Notice"**) issued in accordance with MCA Circulars and SEBI Circular.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Act read with the Rules. As the Scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM; and
- (ii) process of e-voting at the AGM through Venue Voting.

Management's Responsibility

The Compliance with the requirements of (i) the Act and the Rules made there-under (ii) the MCA Circulars and SEBI Circular and (iii) the Listing Regulations, 2015 relating to e-voting on the resolutions contained in the Notice calling the AGM is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer was to ensure that the e-voting process both through Remote E-voting and Venue Voting at the AGM, is conducted in a fair and transparent manner and to render you a Consolidated Scrutinizer's Report of the total votes cast "**in favor**" or "**against**" on the resolutions, based on the reports generated through Scrutinizer's secured link as provided by **Purva Sharegistry (India) Pvt. Ltd. (PURVA)**.

I hereby submit my report as under:

1. In terms of Section 108 of the Act read with Rule 20 of the Rules and the provisions of the Listing Regulations, 2015, as amended, the Company has engaged Purva Sharegistry (India) Pvt. Ltd. (PURVA), being the authorized agency engaged by the Company to provide Remote E-voting facility and voting through Venue Voting at the AGM, on all resolutions set forth in the AGM Notice.
2. The Company has sent Notices on June 14, 2024 and the Annual Report of AGM on June 14, 2024 only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants pursuant to the aforementioned MCA Circulars and SEBI Circular and the same were also displayed on the website of the Company.
3. After sending the Notices and Annual Report, the Company published advertisement in accordance in accordance with the MCA Circulars and SEBI Circular in 'The Financial Express' (English Newspaper – All India Edition) on June 28, 2024. The said advertisement was also published in 'Chandrika' a Malayalam daily from Ernakulam District where the Registered Office of the Company is located.

4. The members of the Company whose names were recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e., June 25, 2024 were entitled to avail either of the Remote E-voting facility prior to AGM or Venue Voting facility at the AGM, in respect of resolutions as set out in the AGM Notice.
5. In terms of the AGM Notice, Remote E-voting commenced on Saturday, June 29, 2024 (9:00 A.M. IST) and ended on Monday, July 01, 2024 (5:00 P.M. IST). At the end of the Remote E-voting period, the Remote E-Voting facility was blocked by PURVA forthwith.
6. The Company provided the facility of E-Voting through Venue Voting at the AGM only to such members who had not cast their vote through Remote E-voting.
7. At the end of discussion on the resolutions on which voting at AGM was to be held, the E-voting facility was provided to the members who have not casted their vote during Remote E-voting.
8. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting was locked by PURVA under my instruction.
9. The consolidated results of Remote E-voting and Venue Voting at the AGM are attached and marked as an **Annexure** hereto.
10. Based on the aforesaid results, three (3) Ordinary Resolutions and Three (3) Special Resolutions pertaining to the items of business set forth in the AGM Notice have been passed with requisite majority as per the provisions of the Act.
11. I will return the registers/results and all other papers relating to Remote E-voting and Venue Voting at the AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM of the Company.

For S. Khurana & Associates

Company Secretaries

FRN: I2014DE1158200

Peer Review No. 804/2020

SACHIN

Digitally signed by

SACHIN KHURANA

KHURANA

Date: 2024.07.04

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CS Sachin Khurana

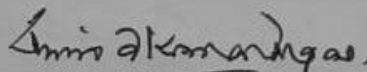
Proprietor

FCS No: 10098, CP No: 13212

Place: New Delhi; Dated: July 04, 2024

UDIN: F010098F000664136

Counter Signed by:



**Chairman of the 101st AGM of
Haileyburia Tea Estates Limited**

RESULTS OF REMOTE E-VOTING AND VENUE VOTING AT THE AGM

ORDINARY BUSINESS (RESOLUTION NO. 1 to 3)

Resolution No. 1: (Ordinary Resolution)	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
1174735	100	NIL	NIL	NA

Resolution No. 2: (Ordinary Resolution)	TO APPOINT A DIRECTOR IN THE PLACE OF SHRI VINOD KUMAR DUGAR (DIN:00558896) WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
15167	100	NIL	NIL	380246

Resolution No. 3: (Ordinary Resolution)	TO APPOINT M/S. KRISHNAMOORTHY & KRISHNAMOORTHY, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITOR OF THE COMPANY.
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
1174735	100	NIL	NIL	NA

SPECIAL BUSINESS (RESOLUTION NO. 3 TO 6)

Resolution No. 4: (Special Resolution)	APPOINTMENT OF SHRI SHANKAR MENON (DIN:00113753) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
1174735	100	NIL	NIL	NA

Resolution No. 5: (Special Resolution)	REAPPOINTMENT OF SHRI CHACKO ITTYARA PALATHINGAL AS AN INDEPENDENT DIRECTOR
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
1174735	100	NIL	NIL	NA

Resolution No. 6: (Special Resolution)	LEASE RENT PAYMENT TO SHRI ASHOK KUMAR DUGAR, MD FOR REIMBURSEMENT OF ACTUAL COST OF PURE ELECTRIC VEHICLE ACQUIRED
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Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes
Nos.	%	Nos.	%	Nos.
15167	100	NIL	NIL	1159568