



## **SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

**The Chairman  
Assambrook Limited  
Tinkharia Tea Estate  
P.O. Dhekiajuli  
Dist. Sonitpur  
Assam-784110**

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 66<sup>th</sup> Annual General Meeting of the Members of **Assambrook Limited** (“Company”) held on Wednesday, 30<sup>th</sup> day of December, 2015 at 10:00 AM at “Borsola Gymkhana Club”, Tinkharia Tea Estate, P.O. Dhekiajuli, Dist. Sonitpur (Assam) for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 3<sup>rd</sup> December, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 09:00 AM IST on Sunday, the 27<sup>th</sup> December, 2015 up to 5.00 PM IST on Tuesday, the 29<sup>th</sup> December, 2015.





2. The Shareholders holding shares as on the "cut off" date, i.e. 24<sup>th</sup> December, 2015 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the notice dated 3<sup>rd</sup> day of December, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Wednesday, the 30<sup>th</sup> day of December, 2015 around 4.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>).
5. The result of the remote e-voting [EVEN : 103628] is as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1*****Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1750119	1750019	100

**b) Resolution 2*****Appointment of Auditors and fixing of their remuneration***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1750119	1750019	100



**b) Resolution 2*****Appointment of Auditors and fixing of their remuneration***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1750119	1750019 (99.99%)	100 (00.01%)

**<B> SPECIAL BUSINESS:****c) Resolution 3****Type of Resolution : Ordinary Resolution**

***To confirm appointment of Smt. Pooja Goenka (DIN: 07171173) as an  
Independent Director of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1750119	1750019 (99.99%)	100 (00.01%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.



**<B> SPECIAL BUSINESS:****c) Resolution 3****Type of Resolution : Ordinary Resolution*****To confirm appointment of Smt. Pooja Goenka (DIN: 07171173) as an Independent Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1750119	1750019	100

6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. However, no shareholders present in the meeting exercised their right to vote through ballot and no vote was cast through the physical ballot distributed at the venue of the Annual General Meeting.
8. Thus, the combined result of the remote e-voting [**EVEN : 103628**] and votes casted through physical ballot papers distributed at the venue are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1*****Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1750119	1750019 (99.99%)	100 (00.01%)



# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
*Practicing Company Secretary*



# A. K. LABH & Co.

**Company Secretaries**

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10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

Yours truly

(CS A. K. LABH)  
*Practicing Company Secretary*  
FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 01.01.2016

*Verified the contents and received the Report of the Scrutinizer*  
For Assambrook Limited

(J. C. Nag )  
Company Secretary