



Tai Industries Limited

Registered Office

53-A, Mirza Ghalib Street, 3rd Floor, Kolkata - 700 016
 Phone : (033) 2249 2956, 2229 2292, 2229 8489, 2217 1473
 Fax : (033) 2249 7319, E-mail : taiind@cal.vsnl.net.in
 CIN : L01222WB1983PLC059695 ; Website : www.taiind.com

Result of Electronic Voting and Voting by Poll on the Item Nos. 1 to 9 of Ordinary and Special Business contained in the Notice of the 31st Annual General Meeting of the Company, held on Wednesday, 17th September, 2014.

Number of valid ballot forms received 80

Number of invalid ballot forms received 5

Resolution Nos. as given in the Notice of the 31 st AGM	Particulars of Votes Cast							Results
	Electronic Voting		Poll		Voting Result			
	Nos. A	%	Nos. B	%	Nos. A+B	%		
Ordinary Business								
1. Adoption of Annual Financial Statements for the financial year ended 31 st March, 2014, and the Reports of the Directors and Auditors thereon	Votes Cast in favour	26919	97.54	2333717	100.00	2360636	99.97	Approved by requisite majority
	Votes cast against	678	2.46	105	0.00	783	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	
2. Declaration of Dividend for the financial year ended 31 st March, 2014	Votes Cast in favour	27593	99.99	2333812	100.00	2361405	100.000	Approved by requisite majority
	Votes cast against	4	0.01	10	0.00	14	0.000	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	
3. Appointment of Dasho Topgyal Dorji, Director, who retires by rotation and being eligible offers himself for reappointment	Votes Cast in favour	26919	97.54	2333717	100.00	2360636	99.97	Approved by requisite majority
	Votes cast against	678	2.46	105	0.00	783	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	
4. Reappointment of Messrs. Ray & Ray, Chartered Accountants as Statutory Auditors and fixation of their remuneration	Votes Cast in favour	26919	97.54	2333726	100.00	2360645	99.97	Approved by requisite majority
	Votes cast against	678	2.46	96	0.00	774	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	



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Special Business								
5. Appointment of Mr. Prem Sagar as Independent Director for a term of five years	Votes Cast in favour	26919	97.54	2333727	100.00	2360646	99.97	Approved by requisite majority
	Votes cast against	678	2.46	95	0.00	773	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	
6. Appointment of Mr. K.N. Malhotra as Independent Director for a term of five years	Votes Cast in favour	26919	97.54	2333622	99.99	2360541	99.96	Approved by requisite majority
	Votes cast against	678	2.46	105	0.00	783	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	
7. Appointment of Mr. Vinay Killa as Independent Director for a term of five years	Votes Cast in favour	26919	97.54	2333622	99.99	2360541	99.96	Approved by requisite majority
	Votes cast against	678	2.46	105	0.00	783	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	
8. Appointment of Ms. Sarada Hariharan as independent Director for a term of five years	Votes Cast in favour	26919	97.54	2333632	99.99	2360551	99.96	Approved by requisite majority
	Votes cast against	678	2.46	95	0.00	773	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	
9. Appointment of Mr. Rohan Ghosh as Director of the Company and further as the Managing Director of the Company for a term of five years	Votes Cast in favour	26919	97.54	2333717	100.00	2360636	99.97	Approved by requisite majority
	Votes cast against	678	2.46	10	0.00	688	0.03	
	Invalid votes	Nil	N.A.	Nil	N.A.	Nil	N.A.	

All the Resolutions have therefore been approved by the shareholders with requisite majority.

Place : Kolkata

Date : 19.09.2014

Managing Director

SCRUTINEER'S REPORT

To the Chairman of the Thirty First Annual General Meeting of the members of Tai Industries Limited to be held at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017, on Wednesday, the 17th September, 2014 at 10.00 a.m.

Sir,

1. I, Tarun Chatterjee, a Company Secretary in whole time Practice, have been appointed by the Board of Directors of Tai Industries Limited, as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company by e-voting carried out as per the Provisions of section 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the Thirty First Annual General Meeting of the members, dated 19-05-2014, to be held at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017, on Wednesday, the 17th September, 2014 at 10.00 a.m.
2. 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 Thirty First Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated, based on the reports generated from the e-voting system provided by **Central Depository Services (India) Limited ("CDSL")**, the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Thursday, 11th September, 2014 (10:00 A.M) to Saturday, 13th September, 2014 (6.00 P.M)
 - ii) The members of the Company as on the "cut-off date" i.e. 8th August, 2014 were entitled to vote on the resolutions (items no. 1 to 9 as set out in the notice of the 31st AGM of the Company)
 - iii) The votes cast were unblocked on 15th September, 2014 at 10.30 a.m. in the presence of 2 witnesses, CA Arunava Bhattacharya and CS. Mousumi Banerjee who are not in the employment of the Company. They have given confirmation that the votes being unblocked in their presence.



- iv) Thereafter, the details containing *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 (India) Limited ("CDSL") i.e. <https://evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

Item No. 1

"RESOLVED THAT the Statement of Profit and Loss for the year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon, as laid before the Company at this Meeting, be and the same are hereby received, approved and adopted."

The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46

Item No. 2

"RESOLVED THAT a dividend of 7% of the Paid Up Equity Share Capital of the Company i.e. a dividend of Re. 0.70/- per Equity Share for the year ended 31st March, 2014 be and is hereby declared and be paid out of profits of the Company to the Equity Shareholders of the Company whose names appear in the Register of Members of the Company as on 10th September, 2014"

The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	18
Number of voters voted against the Resolution	1
Number of votes in favour of the Resolution	27593
Percentage of votes in favour of the Resolution	99.98
Number of votes against the Resolution	4
Percentage of votes against the Resolution	0.02



Item No. 3

“**RESOLVED THAT** Dasho Topgyal Dorji (DIN: 00296793), who retires under Article No.56 of the Articles of Association be and is hereby reappointed a Director of the Company.”

The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46

Item No. 4

“**RESOLVED THAT** the retiring Auditors, Messers Ray & Ray, Chartered Accountants (Regn. No. 301072E), be and they are hereby reappointed Auditors of the Company to hold office from the conclusion of the Thirty First Annual General Meeting of the Company upto the conclusion of the Thirty Second Annual General Meeting of the Company and the Board of Directors of the Company upon recommendations of the Audit Committee be and is hereby authorised to fix their remuneration as well as the manner of payment thereof in consultation with them.”

The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46



Item No. 5

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Prem Sagar(DIN: 00040396), Director of the Company, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013, be and is hereby appointed an Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company’s Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46

Item No. 6

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. K.N. Malhotra (DIN: 00128479), Director of the Company, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013, be and is hereby appointed an Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company’s Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”



The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46

Item No. 7

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Vinay Killa (DIN: 00060906), Director of the Company, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013, be and is hereby appointed an Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company’s Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46



Item No. 8

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Ms. Sarada Hariharan (DIN: 06914753) who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed an Independent Director of the Company under Section 152(2) of the Companies Act, 2013, for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company's Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines."

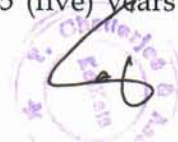
The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46

Item No. 9

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Rohan Ghosh (DIN: 00032965), who was appointed an Additional Director of the Company by the Board of Directors at its meeting held on 19th May, 2014, pursuant to Article 57A of the Articles of Association of the Company and who holds office as a Director upto the date of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the appointment of Mr. Rohan Ghosh (DIN: 00032965) as Managing Director of the Company for a period of 5 (five) years with effect from



May 19, 2014, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting with liberty to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and /or remuneration as the Board or the Nomination and Remuneration Committee may deem fit and as may be acceptable to Mr. Rohan Ghosh (DIN: 00032965), subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

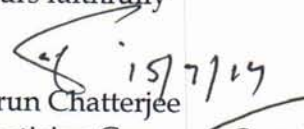
"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Results of e voting conducted are as under:

Number of Shareholders voted	19
Number of shares held	27597
Number of voters voted in favour of the Resolution	10
Number of voters voted against the Resolution	9
Number of votes in favour of the Resolution	26919
Percentage of votes in favour of the Resolution	97.54
Number of votes against the Resolution	678
Percentage of votes against the Resolution	2.46

Thanking you

Yours faithfully


Tarun Chatterjee
Practicing Company Secretary
Membership No.17195

Place: Kolkata

Date : 15-09-2014



FORM No. MGT-13

Report of Scrutinizer

**[Pursuant to Section 109 of the Companies Act,2013 and rule 21(2) of the
Companies (Management and Administration) Rules 2014]**

SCRUTINEER'S REPORT

To

The Chairman of the Thirty First Annual General Meeting of the members of Tai Industries Limited to be held at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017, on Wednesday, the 17th September, 2014 at 10.00 a.m.

Sir,

I, Tarun Chatterjee, a Company Secretary in whole time Practice, have been appointed by the Board of Directors of Tai Industries Limited, as a Scrutinizer for the purpose of poll taken on the below mentioned resolutions at the Annual General Meeting of Equity Shareholders of Tai Industries Limited held at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017, on Wednesday, the 17th September, 2014 at 10.00 a.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the record maintained by the Registrar and Share Transfer Agent of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

Further to the above, I submit that the poll boxes were opened in the presence of in the presence of two witnesses, CA Arunava Bhattacharya and CS. Mousumi Banerjee who are not in the employment of the Company. They have given confirmation to this effect.

Thereafter, the details containing *inter alia*, list of Equity Share Holders (including proxies) , who voted "for" or "against" each of the resolutions that were put to vote, were generated and based on such reports generated, the result of the poll is as under:



Item No. 1

“RESOLVED THAT the Statement of Profit and Loss for the year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon, as laid before the Company at this Meeting, be and the same are hereby received, approved and adopted.”

The Results of Poll conducted are as under:


Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	91
Number of voters voted against the Resolution	2
Number of votes in favour of the Resolution	2333727
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	95
Percentage of votes against the Resolution	-

Item No. 2

“RESOLVED THAT a dividend of 7% of the Paid Up Equity Share Capital of the Company i.e. a dividend of Re. 0.70/- per Equity Share for the year ended 31st March, 2014 be and is hereby declared and be paid out of profits of the Company to the Equity Shareholders of the Company whose names appear in the Register of Members of the Company as on 10th September, 2014”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	92
Number of voters voted against the Resolution	1
Number of votes in favour of the Resolution	2333812
Percentage of votes in favour of the Resolution	100
Number of votes against the Resolution	10
Percentage of votes against the Resolution	0.00



Item No. 3

“**RESOLVED THAT** Dasho Topgyal Dorji (DIN: 00296793), who retires under Article No.56 of the Articles of Association be and is hereby reappointed a Director of the Company.”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	91
Number of voters voted against the Resolution	2
Number of votes in favour of the Resolution	2333717
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	105
Percentage of votes against the Resolution	-

Item No. 4

“**RESOLVED THAT** the retiring Auditors, Messers Ray & Ray, Chartered Accountants (Regn. No. 301072E), be and they are hereby reappointed Auditors of the Company to hold office from the conclusion of the Thirty First Annual General Meeting of the Company upto the conclusion of the Thirty Second Annual General Meeting of the Company and the Board of Directors of the Company upon recommendations of the Audit Committee be and is hereby authorised to fix their remuneration as well as the manner of payment thereof in consultation with them.”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	91
Number of voters voted against the Resolution	2
Number of votes in favour of the Resolution	2333726
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	96
Percentage of votes against the Resolution	-

Item No. 5

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Prem Sagar(DIN: 00040396), Director of the Company, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013, be and is hereby appointed an Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company’s Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	92
Number of voters voted against the Resolution	1
Number of votes in favour of the Resolution	2333727
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	95
Percentage of votes against the Resolution	-

Item No. 6

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. K.N. Malhotra (DIN: 00128479), Director of the Company, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013, be and is hereby appointed an Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company’s Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	91
Number of voters voted against the Resolution	2
Number of votes in favour of the Resolution	2333717
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	105
Percentage of votes against the Resolution	-

Item No. 7

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Vinay Killa (DIN: 00060906), Director of the Company, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013, be and is hereby appointed an Independent Director of the Company, to hold office for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company’s Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	91
Number of voters voted against the Resolution	2
Number of votes in favour of the Resolution	2333717
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	105
Percentage of votes against the Resolution	-

Item No. 8

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Ms. Sarada Hariharan (DIN: 06914753) who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed an Independent Director of the Company under Section 152(2) of the Companies Act, 2013, for a period of five consecutive years from the conclusion of this Meeting upto the conclusion of the Company’s Thirty Sixth Annual General Meeting in the calendar year 2019, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333828
Number of voters voted in favour of the Resolution	92
Number of voters voted against the Resolution	1
Number of votes in favour of the Resolution	2333727
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	95
Percentage of votes against the Resolution	-

Item No. 9

“RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Rohan Ghosh (DIN: 00032965), who was appointed an Additional Director of the Company by the Board of Directors at its meeting held on 19th May, 2014, pursuant to Article 57A of the Articles of Association of the Company and who holds office as a Director upto the date of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

“RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or

re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the appointment of Mr. Rohan Ghosh (DIN: 00032965) as Managing Director of the Company for a period of 5 (five) years with effect from May 19, 2014, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting with liberty to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and /or remuneration as the Board or the Nomination and Remuneration Committee may deem fit and as may be acceptable to Mr. Rohan Ghosh (DIN: 00032965), subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Results of Poll conducted are as under:

Number of Shareholders voted	93
Number of shares held	2333822
Number of voters voted in favour of the Resolution	92
Number of voters voted against the Resolution	1
Number of votes in favour of the Resolution	2333812
Percentage of votes in favour of the Resolution	100.00
Number of votes against the Resolution	10
Percentage of votes against the Resolution	-

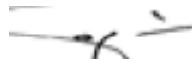
Total Number of Ballot Forms rejected

Number of Shareholders voted	5
Number of shares held	163
Reason of rejection	<ul style="list-style-type: none"> • Signatures mismatch and • Number of shares mismatch

- a. A list of equity shareholders who voted 'FOR', 'AGAINST' and those whose votes were declared invalid for each resolution is enclosed.
- b. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you

Yours faithfully



Tarun Chatterjee
Practicing Company Secretary
Membership No.17195

Place : Kolkata

Date : 18-09-2014