

SCRUTINIZER'S REPORT

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 and 21 (1) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Thirty Second Annual General Meeting of the Members of **Tai Industries Limited** (the Company) held on **Monday, 28th September, 2015 at 10 a.m.**, at Kalakunj, 48, Shakespeare Sarani, Kolkata-700017.

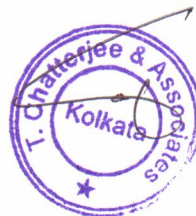
Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Chairman of the 32nd Annual General Meeting of Tai Industries Limited, as a Scrutinizer for the purpose of Scrutinizing the vote casted by the Equity Shareholders of the Company on ballot carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 32nd Annual General Meeting (AGM) of the members of the Company, held on 28th September, 2015 at 10.a.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata-700017.
 - After the declaration of voting by ballot by the Chairman, two ballot boxes kept for polling was locked in my presence with due identification mark placed by me
 - The locked ballot boxes were subsequently opened in the presence of two witness and poll papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
 - The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately



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2. The Company had provided the e-voting facility to its members as per the Provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 which remained open from 25th September 2015 (10:00 a.m.) to 27th September, 2015 (5.00 p.m.). The Board of Directors of Tai Industries Limited, appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot forms in respect of resolutions contained in the Notice calling 32nd Annual General Meeting, dated 11-05-2015.
3. 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 32nd 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 the National Securities Depository Limited ("NSDL"), the authorized agency to provide e-voting facilities, engaged by the Company.
4. Further to the above, I submit as under:-
- i) The e-voting period remained open from Friday , 25th September, 2015 (10:00 A.M) to Sunday ,27th September, 2015 (5.00 P.M)
 - ii) The members of the Company as on the "cut-off date i.e. 21st September,2015 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 32nd AGM of the Company)
 - iii) The votes cast were unblocked on 28th September, 2015 at 3.30 p.m. in the presence of 2 witnesses, CS. Shraddha Gupta and CS. Shivani Jaiswal 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 **National Securities Depository Limited ("NSDL")** i.e. <https://evoting.nsd.com/> and based on such reports generated, the result of the e-voting is reckoned.



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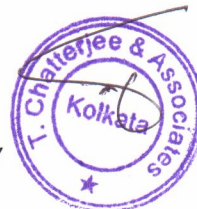
5. I do hereby submit the Consolidated Report of vote casted on ballot at the meeting as well as on e-voting on the resolutions contained in the Notice of the 32nd Annual General Meeting (AGM) of the members of the Company :-

Ordinary Business

Item No.1: To receive, consider and adopt the Statement of Profit and Loss for the financial year ended March 31, 2015, the Balance Sheet as at that date and the Reports of the Directors of the Company and Auditor's thereon - **Ordinary Resolution**

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	20	15	35
Number of shares held	2620148	926	2621074
Number of voters voted in favour of the Resolution	17	14	31
Number of voters voted against the Resolution	3	-	3
Number of votes in favour of the Resolution	2619698	876	2620574
Percentage of votes in favour of the Resolution	99.98	94.60	99.98
Number of votes against the Resolution	450	-	450
Percentage of votes against the Resolution	0.02	0.00	0.02



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Item No.2: To declare dividend on equity shares of face value of Rs.10 each (the "Equity Shares") for the financial year ended March 31, 2015 - **Ordinary Resolution**

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	20	15	35
Number of shares held	2620148	926	2621074
Number of voters voted in favour of the Resolution	17	14	31
Number of voters voted against the Resolution	3	-	3
Number of votes in favour of the Resolution	2619698	876	2620574
Percentage of votes in favour of the Resolution	99.98	94.60	99.98
Number of votes against the Resolution	450	-	450
Percentage of votes against the Resolution	0.02	0.00	0.02

Item No. 3: To appoint a Director in place of Dasho Wangchuk Dorji (DIN: 00296747), retiring by rotation and eligible for reappointment - **Ordinary Resolution.**

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	20	15	35
Number of shares held	2620148	926	2621074
Number of voters voted in favour of the Resolution	17	14	31
Number of voters voted against the Resolution	3	-	3
Number of votes in favour of the Resolution	2619698	876	2620574
Percentage of votes in favour of the Resolution	99.98	94.60	99.98
Number of votes against the Resolution	450	-	450
Percentage of votes against the Resolution	0.02	0.00	0.02



Item No.4: To appoint Auditors and to fix their remuneration. Messrs. Ray & Ray, Chartered Accountants (Registration Number: 301072E), the Retiring Auditors are eligible for reappointment." - **Ordinary Resolution**

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	20	15	35
Number of shares held	2620148	926	2621074
Number of voters voted in favour of the Resolution	17	14	31
Number of voters voted against the Resolution	3	-	3
Number of votes in favour of the Resolution	2619698	876	2620574
Percentage of votes in favour of the Resolution	99.98	94.60	99.98
Number of votes against the Resolution	450	-	450
Percentage of votes against the Resolution	0.02	0.00	0.02



Special Business

Item No.5: Alteration of the Articles of Association of the Company:

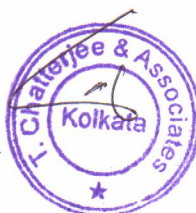
"Pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications and reenactments thereof for the time being in force), the Company does hereby approve the draft Regulations contained in the Articles of Association submitted at this Meeting as the Company's Articles of Association, in substitution for and to the exclusion of its existing Articles of Association." - **Special Resolution.**

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	20	15	35
Number of shares held	2620148	926	2621074
Number of voters voted in favour of the Resolution	17	14	31
Number of voters voted against the Resolution	3	-	3
Number of votes in favour of the Resolution	2619698	876	2620574
Percentage of votes in favour of the Resolution	99.98	94.60	99.98
Number of votes against the Resolution	450	-	450
Percentage of votes against the Resolution	0.02	0.00	0.02

Total Number of Ballot Forms Rejected (Invalid votes)

	No. of Ballot	No. of shares	Reason of rejection	Remarks
Poll Ballot	1	50	<ul style="list-style-type: none">Assent/Dissent not ticked.	

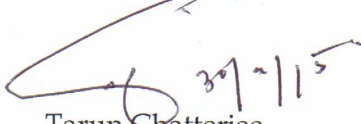


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5. A compact Disc (CD) containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is submitted with the report.
6. The Poll papers and all other relevant records are sealed and kept in our safe custody till the Chairman considers, approves and signs the minutes of the meeting.

Thanking you,

Yours faithfully


Tarun Chatterjee
Practicing Company Secretary
Membership No.17195
COP 6935

Place: Kolkata

Date: 30-09-2015

