

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 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 the Thirty Third Annual General Meeting of the Members of **Tai Industries Limited** (the Company) held on **Monday, 26th September, 2016 at 10 a.m.**, at Kalakunj, 48, Shakespeare Sarani, Kolkata-700017.

Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice (Reg. No. - S2007WB097600) , have been appointed by the Chairman of the 33rd Annual General Meeting of Tai Industries Limited, as a Scrutinizer for the purpose of Scrutinizing the votes casted by the Equity Shareholders of the Company on ballot carried out as per the provisions of Sections 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 dated 26th May 2016 convening the 33rd Annual General Meeting (AGM) of the Members of the Company, held on 26th September, 2016 at 10.a.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata-700017.

- After the declaration of voting by ballot by the Chairman, 2 ballot boxes kept for voting were locked in my presence with due identification marks placed by me.
- The locked ballot boxes were subsequently opened in the presence of two witnesses not in the employment of the Company and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share 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 were treated as invalid and kept separately.



2. The Company had provided the e-voting facility to its members as per the Provisions of Sections 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, which remained open from 23rd September 2016 (10:00 a.m.) to 25th September, 2016 (5.00 p.m.). The Board of Directors of Tai Industries Limited, had appointed me as a Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot forms in respect of the Resolutions contained in the Notice calling 33rd Annual General Meeting, dated 26-05-2016.

3. The management of the Company is responsible for ensuring compliances with the requirements of the Companies Act, 2013 and the Rules relating to voting by electronic means, on the Resolutions contained in the Notice of the 33rd Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the Resolutions state out in the said Notice, 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. I do hereby submit the Consolidated Report of the votes caste on ballot at the Meeting as well as on the e-voting on the resolutions contained in the Notice of the 33rd Annual General Meeting (AGM) of the Members of the Company :-



Ordinary Business

Item No.1: Adoption of Accounts for the year ended 31st March, 2016 (Ordinary Resolution)

“ **RESOLVED THAT** the Statement of Profit and Loss for the year ended 31st March, 2016, 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 voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	36	18	54
Number of shares held	2653281	659	2653940
Number of voters voted in favour of the Resolution	34	18	52
Number of voters voted against the Resolution	2	0	2
Number of votes in favour of the Resolution	2653078	659	2653737
Percentage of votes in favour of the Resolution	99.99	100	99.99
Number of votes against the Resolution	203	0	203
Percentage of votes against the Resolution	0.01	0.00	0.01

Item No.2: To Declare Dividend (Ordinary Resolution)

“**RESOLVED THAT** a dividend of 5% of the paid up Equity Share Capital of the Company that is a dividend of Re. 0.50/- per Equity Share of Rs. 10/- each in the Company, for the year ended 31st March, 2016 be and is hereby declared and be paid out of the profits of the Company to the Equity Shareholders of the Company as on the book closure date, that is, at the close of business hours of 19th September, 2016”



The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	36	18	54
Number of shares held	2653281	659	2653940
Number of voters voted in favour of the Resolution	35	18	53
Number of voters voted against the Resolution	1	0	1
Number of votes in favour of the Resolution	2653278	659	2653937
Percentage of votes in favour of the Resolution	99.99	100	99.99
Number of votes against the Resolution	3	0	3
Percentage of votes against the Resolution	0.01	0.00	0.01

Item No.3: Reappointment of Mr. Rohan Ghosh (DIN: 00032965) as Director, retiring by rotation (Ordinary Resolution)

“RESOLVED THAT Mr. Rohan Ghosh (DIN: 00032965), Director, who retires by Rotation under Article No. 72(ii) of the Articles of Association of the Company, be and is hereby reappointed as Director of the Company” - **Ordinary Resolution.**

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	35	18	53
Number of shares held	2653081	659	2653740
Number of voters voted in favour of the Resolution	34	18	52
Number of voters voted against the Resolution	1	0	1
Number of votes in favour of the Resolution	2653078	659	2653737
Percentage of votes in favour of the Resolution	99.99	100	99.99
Number of votes against the Resolution	3	0	3
Percentage of votes against the Resolution	0.01	0.00	0.01



Item No.4: Appointment of Statutory Auditors and to fix their remuneration (Ordinary Resolution)

“RESOLVED THAT Messrs. KAMG and Associates, Chartered Accountants (Reg- No. 3110276), be and they are hereby appointed Auditors of the Company, to hold office from the conclusion of the Thirty third Annual General Meeting of the Company upto the conclusion of the Thirty eighth 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 voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	36	18	54
Number of shares held	2653281	659	2653940
Number of voters voted in favour of the Resolution	34	18	52
Number of voters voted against the Resolution	2	0	2
Number of votes in favour of the Resolution	2653078	659	2653737
Percentage of votes in favour of the Resolution	99.99	100	99.99
Number of votes against the Resolution	203	0	203
Percentage of votes against the Resolution	0.01	0.00	0.01

Special Business

Item No.5: Re-Appointment of Mr. Wangchuk Dorji (DIN: 00296747) as a Whole-time Director (Special Resolution)

“RESOLVED THAT Pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the reappointment of Mr. Wangchuk Dorji (DIN: 00296747) as Whole Time Director of the Company for a period of 3 (three) Years with effect from 20th May, 2016 upon such terms and conditions as set out in the Agreement entered into between the Company and Mr. Wangchuk Dorji (DIN: 00296747), a copy whereof is placed before the Meeting and initialed by the Managing Director for the purpose of identification, and the Board of Directors be and is hereby authorized to alter and vary from time to time the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed upon by and between the Directors and Mr.



Wangchuk Dorji (DIN: 00296747), subject to the limitations in that behalf contained in Schedule V to the Act including any statutory modification or reenactment thereof for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits of the Company in any financial year during the term of Mr. Wangchuk Dorji (DIN: 00296747) in the office of the Whole-time Director, the salary and perquisites as set out in the aforesaid agreement be paid or granted to Mr. Wangchuk Dorji (DIN: 00296747) as minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take steps and do all other acts, deeds and things as may be necessary or desirable to give effect to the Resolution."

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	35	18	53
Number of shares held	2653278	659	2653937
Number of voters voted in favour of the Resolution	34	18	52
Number of voters voted against the Resolution	1	0	1
Number of votes in favour of the Resolution	2653275	659	2653934
Percentage of votes in favour of the Resolution	99.99	100	99.99
Number of votes against the Resolution	3	0	3
Percentage of votes against the Resolution	0.01	0.00	0.01

Item No.6: Determination of fees for dispatching documents to shareholders by Specific mode (Ordinary Resolution)

"RESOLVED THAT sanction of the Company be and is hereby accorded as per the Proviso to Section 20(2) of the Companies Act, 2013, to demand from any shareholder, in respect of each of his/her folio, as appearing in the shareholders' ledger, and/or each of his/her DPID/Client ID in the list of beneficial holders, as applicable, irrespective of which order his/her name appears in each such folio and/or DPID/ Client ID, advances, postage amounting to Rs. 1 Lakh, should she/he request the Company for dispatching documents meant for shareholders, to him/her through a particular mode"



“RESOLVED FURTHER that upon receipt of the prescribed amount from the Shareholder such amount be credited to a Postage Suspense Account in the name of the concerned Shareholder and Company documents be dispatched to the Shareholder only through such mode and no other mode;”

“RESOLVED FURTHER that such amount, credited in postage suspense in the name of the shareholder, be adjusted against actual postage incurred by the Company in dispatching Company documents to him/her through the particular mode indicated by him/her,”

“RESOLVED FURTHER that no interest is payable to a Shareholder in respect of any balance in his/her Postage Suspense Account.”

“RESOLVED FURTHER THAT should the shareholder sell his/her holding in the company, the balance lying to him/her credit in the postage Suspense Account , be refunded by the Company to him/her within fifteen working days of the company receiving an intimation from the Shareholder to this effect”.

The Results of voting conducted are as under:

	E-voting	Ballot at AGM	Total
Number of Shareholders voted	35	18	53
Number of shares held	2653278	659	2653937
Number of voters voted in favour of the Resolution	33	18	51
Number of voters voted against the Resolution	2	0	2
Number of votes in favour of the Resolution	2653075	659	2653734
Percentage of votes in favour of the Resolution	99.99	100	99.99
Number of votes against the Resolution	203	0	203
Percentage of votes against the Resolution	0.01	0.00	0.01



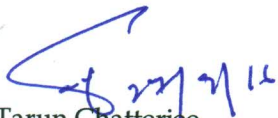
Total Number of Ballot Forms Rejected

	No. of Ballot	Reason of rejection
Ballot at AGM	6	<ul style="list-style-type: none">• Mismatch of Signature.• Incorrect Folio Number• Assent/Dissent not marked

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, Postal Ballot and all other relevant records were sealed and has been 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

Place: Kolkata

Date: 27/09/2016

