

# Tai Industries Limited

## Registered Office

53A, Mirza Ghalib Street, 3rd Floor, Kolkata - 700 016  
Phone : (033) 2226 0938, 4041 6666, Fax : (033) 2249 7319  
E-mail : info@taiind.com, Website : www.taiind.com  
CIN : L01222WB1983PLC059695

TAI/ SEC/SE/AGM/17 – 18/ 274  
12<sup>th</sup> September, 2017

The Corporate Relationship Department,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Scrip Code No. 519483

The Secretary,  
The Calcutta Stock Exchange Association Limited  
7, Lyons Range, Kolkata – 700 001

Scrip Code No. 30055

Dear Sirs,

Sub: Voting Results of the 34<sup>th</sup> AGM held on 11<sup>th</sup> September, 2017, in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to our letter Ref. No. TAI/ SEC/SE/AGM/17 – 18/ 266, dated 11<sup>th</sup> September, 2017, we now enclose the Voting Results in the prescribed format, in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as provided to us by the Scrutiniser, Mr. Tarun Chatterjee, Company Secretary in Whole-time Practice, appointed by the Company for the purpose.

Kindly take the same on record.

Yours faithfully,  
Tai Industries Limited

Indira Biswas  
General Manager – Corporate  
& Company Secretary

Encl: As above

**CONSOLIDATED 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  
TAI Industries Limited  
(L01222WB1983PLC059695),  
53A, Mirza Ghalib Street, 3<sup>rd</sup> floor  
Kolkata-700016

Sir,

1. I, Tarun Chatterjee, Company Secretary in whole time Practice, have been appointed by the Board of Directors of the Company to act as a Scrutinizer for the purpose of Scrutinizing the votes casted by the Equity Shareholders of the Company on e-voting as well as 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 read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), on the resolutions contained in the Notice dated 25<sup>th</sup> May, 2017 of the 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Monday, 11<sup>th</sup> September, 2017 at Kalakunj, 48, Shakespeare Sarani, Kolkata- 700017.
2. After the declaration of voting by ballot by the Chairman, 2 (two) ballot boxes were kept at the AGM hall for voting was locked in my presence with due identification mark placed by me.
3. The locked ballot boxes were subsequently opened in the presence of the following two witnesses not in the employment of the Company.
  - a) CS Shivani Jaiswal
  - b) CS Ambalika Sarkar
4. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



5. The ballots were diligently scrutinized. The ballots were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the company.
6. The Company had also provided the remote e-voting facility for 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 8<sup>th</sup> September, 2017 (10:00 A.M) to 10<sup>th</sup> September, 2017 (5.00 P.M). The Board of Directors of TAI Industries Limited, appointed me as Scrutinizer for the purpose of scrutinizing the e-voting process and voting on ballot in respect of resolutions contained in the Notice calling 34<sup>th</sup> Annual General Meeting on 11<sup>th</sup> September, 2017.
7. The votes cast through e-voting were unblocked on 11<sup>th</sup> September, 2017 at 12.10 p.m. in the presence of two (2) witnesses, CS. Abhijit Majumdar and Mr. Ankit Kumar who are not in the employment of the Company. They have given confirmation of the votes being unblocked in their presence.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to e-voting and voting by ballot at Annual General Meeting contained in the Notice dated 25<sup>th</sup> May, 2017 convening the 34<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer of remote e-voting and ballots is limited to prepare and submit Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required by the Act.
9. I do hereby submit the Consolidated Report of votes cast on voting through Ballot Paper and on remote e-voting process on the resolutions contained in the Notice of the 34<sup>th</sup> Annual General Meeting (AGM) dated 25<sup>th</sup> May, 2017 under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as under:



Date of the AGM	11-09-2017
Total Number of Shareholders on record date	10072
Cut off date	04-09-17
No. of Shareholders present in the meeting either in person or through proxy:	
1. Promoters and Promoter Group:	0
2. Public:	857
No. of Shareholders attended the meeting through Video Conferencing:	
1. Promoters and Promoter Group:	Nil
2. Public:	Nil

### Ordinary Business

#### Item No. 1: Adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017

To receive, consider and adopt the Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2017, the Balance Sheet as at that date and the Reports of the Directors of the Company and of the Auditors thereon.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1216000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institution	E-Voting	200	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institution	E-Voting	4783800	2606591	54.49	2606590	1	100.00	0.00
	Poll		104365	2.18	104360	5	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		2710956	56.67	2710950	6	100.00	0.00
<b>TOTAL</b>		<b>6000000</b>	<b>2710956</b>	<b>45.18</b>	<b>2710950</b>	<b>6</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was carried by requisite majority of votes.



**Item No. 2: Re-Appointment of Dasho Topgyal Dorji (DIN 00296793) as a Director**

To appoint Dasho Topgyal Dorji (DIN: 00296793), Director, who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1216000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institution	E-Voting	200	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institution	E-Voting	4783800	2606591	54.49	2606591	0	100.00	0.00
	Poll		104365	2.18	104365	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		2710956	56.67	2710956	0	100.00	0.00
<b>TOTAL</b>		<b>6000000</b>	<b>2710956</b>	<b>45.18</b>	<b>2710956</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was carried by requisite majority of votes.



**Item No. 3: Ratification of Appointment of Statutory Auditors**

To ratify the appointment Messrs. KAMG & Associates, Chartered Accountants (Reg-No. 311027E) as Statutory Auditors of the Company.

Resolution Required:					Ordinary Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1216000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institution	E-Voting	200	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institution	E-Voting	4783800	2606591	54.49	2606590	1	100.00	0.00
	Poll		104365	2.18	104360	5	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		2710956	56.67	2710950	6	100.00	0.00
<b>TOTAL</b>		<b>6000000</b>	<b>2710956</b>	<b>45.18</b>	<b>2710950</b>	<b>6</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was carried by requisite majority of votes.



Special Business

**Item No. 4: Fixation of remuneration of Rohan Ghosh (DIN: 00032965) as Managing Director, for the remaining period of 2 years of his appointment.**

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT, pursuant to 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), the remuneration payable to Mr. Rohan Ghosh (DIN: 00032965) as Managing Director of the Company, in terms of the remuneration, including perquisites, as per the Service Contract dated 19th September, 2014, by and between the Company and Mr. Rohan Ghosh (DIN: 00032965), for the remaining period of two years of his appointment as Managing Director with effect from 20th May, 2017, with liberty to the Board of Directors and 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 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force, be and is hereby approved."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of Mr. Rohan Ghosh (DIN: 00032965) as Managing Director, the said remuneration including perquisites shall be payable as minimum remuneration."

"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."



Resolution Required:					Special Resolution			
Whether promoter/promoter group are interested in the resolution					No			
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1216000	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institution	E-Voting	200	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institution	E-Voting	4783800	2606591	54.49	2606591	0	100.00	0.00
	Poll		104365	2.18	104365	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		2710956	56.67	2710956	0	100.00	0.00
<b>TOTAL</b>		<b>6000000</b>	<b>2710956</b>	<b>45.18</b>	<b>2710956</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was carried by requisite majority of votes






**Total Number of Ballot Forms Rejected**

	No. of Ballot Paper	Reasons of Rejection
Ballot Paper	23	<ul style="list-style-type: none"><li>• Folio Mismatch</li><li>• Folio Missing</li><li>• Votes not Cast</li><li>• Signature Mismatch</li><li>• Signature Missing</li></ul>

10. 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.
11. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully

  
Tarun Chatterjee  
Practicing Company Secretary  
Membership No. 17195  
C. P - 6935

Place: Kolkata  
Date: 11/09/2017

