



TAI INDUSTRIES LIMITED

CIN: L01222WB1983PLC059695
53A, Mirza Ghalib Street, 3rd Floor, Kolkata - 700 016
Ph No.: (033) 4041 6666; Fax : (033) 22497319
Email: info@taiind.com; Website: www.taiind.com

NOTICE

(Note: The business of this Meeting may be transacted through electronic voting system)

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of Tai Industries Limited will be held on Monday, 24th September, 2018 at 10.00 a.m., at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, and the Reports of the Directors and the Auditors thereon and pass the following Resolution as Ordinary Resolution:
“**RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31st March, 2018, and the Reports of the Directors and the Auditors thereon placed before this Meeting be and are hereby considered and adopted.”
2. To appoint Dasho Wangchuk Dorji (DIN: 00296747), Director retiring by rotation, eligible for reappointment, and in this regard to pass the following Resolution as Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Dasho Wangchuk Dorji (DIN: 00296747), who retires by rotation at this Meeting under Article 72(ii) of the Articles of Association of the Company, be and is hereby reappointed as Director of the Company.”

By Order of the Board
Indira Biswas
(ACS 9621)

*General Manager- Corporate
& Company Secretary*

Place: Kolkata
Date: 28th May, 2018

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. A proxy need not be a member of the Company.
A proxy, in order to be effective, must be received at the Company's Registered Office at 53A, Mirza Ghalib Street, Kolkata - 700 016, not less than forty-eight hours before the commencement of the Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate shares not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and the instructions for e-voting are annexed hereto. The route map of the AGM venue is provided herein.
4. Members/proxies/authorized representatives should:
 - a. bring their duly filled in Attendance Slips, as enclosed, for easy identification of attendance at the Annual General Meeting.
 - b. bring their copies of the Annual Report to the Meeting.
5. The Register of Members of the Company will remain closed from 17th September, 2018 to 24th September, 2018 both days inclusive.



6. The Company is registered with National Securities Depository Ltd. ('NSDL'), and Central Depository Services (India) Ltd. ('CDSL'), for dematerialization of its Equity Shares which has been allotted the ISIN INE358D01018. Link Intime India Private Limited, having their office at 59C, Chowringhee Road, Kolkata-700 020 are the Registrar and Share Transfer Agents of the Company.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address and bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agent, Link Intime India Private Limited. The notification of change of address should be accompanied by the address proof, i.e., voter's identity card, electric/telephone bill, driving licence or a copy of the passport or bank statement of the member.
8. To support the "Green Initiative in Corporate Governance" of Ministry of Corporate Affairs, for paper less compliances by companies, members are requested to register their e-mail addresses, in respect of their holdings in the securities of the Company, for service of notice/documents including Annual Reports by the Company by email. Members who hold securities in electronic form are requested to register their e-mail addresses with the Depositories through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses either by e-mail at or sending a duly signed letter by the sole/first named shareholder, mentioning his name and Folio number, to the Company's Registrar and Share Transfer Agent. Members are requested to keep the Company/Depository Participants informed as and when there is any change in their e-mail addresses. Even after registering for e-communication, the Share holders of the Company shall be entitled to receive such communication in physical form, upon request.
9. Members are requested to:
 - a. communicate on all matters pertaining to their shareholdings with the Company's Registered Office/Company's Registrar, quoting their respective Ledger Folio Number(s)/Client ID(s) and DPID(s);
 - b. note that as per provisions of the Companies Act, 2013, facility for making/varying/cancelling nominations is available for shareholders in respect of Equity Shares held by them. The relevant Forms can be obtained from the Company's Registrars.
10. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are hereby requested to update their PAN and Bank details with the Company / Registrar and Share Transfer Agent.
11. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 dividends for the Financial Year ended 31st March, 2014 and thereafter and equity shares on which such dividend remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2014 or any subsequent financial year(s) are urged to claim such amount from the Company/Registrar and Share Transfer Agent.

Members may note that unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the [weblink:http://iepf.gov.in/IEPFA/refund.html](http://iepf.gov.in/IEPFA/refund.html).

The last dates of claims for the following dividends are as follows:

Dividend for the financial year ended	Date of declaration of dividend	Last date for claiming unpaid dividend
31st March, 2014	17th September, 2014	22nd October, 2021
31st March, 2015	28th September, 2015	3rd November, 2022
31st March, 2016	26th September, 2016	1st November, 2023

12. For registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company as well as the Registrar.
13. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. Members are advised to dematerialise the shares held by them in physical form.
14. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Meeting are provided herein. It is hereby affirmed that the Director seeking reappointment is not debarred from holding the office of director by virtue of any SEBI order or any order from such other authority.



15. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 26th September, 2016.
16. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system. The Company is providing facility for such voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information including details of user id and password relating to e-voting are being sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

The facility for voting through ballot paper shall also be made available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting or who do not have access to the e-Voting facility shall be able to exercise their right at the Meeting.
17. The Notice of the Thirty Fifth Annual General Meeting and instructions for e-voting, alongwith the Attendance Slip and Proxy form is being sent as follows:
 - a. Electronically, to those shareholders whose e-mail addresses are registered with the Company/available with the depositories; and
 - b. By Registered Post/Courier, to those shareholders whose e-mail addresses were not accessible and/or those who have expressly opted to receive a physical copy.
18. The Notice for the Meeting and the Annual Report 2017-2018 will also be available on the Company's website at www.taiind.com and the website of Link Intime India Pvt. Ltd, at <https://instavote.linkintime.co.in>
19. Voting shall be reckoned in relation to a shareholder's holding of the Paid-up Equity Share Capital of the Company as on 17th September, 2018 ("cut-off date"). Any person who acquires shares of the Company and becomes a member of the Company after despatch of the Notice and holding shares as on 17th September, 2018, may obtain the Attendance Slip and Proxy form from the Registered Office of the Company.
20. The instructions for e-Voting are given on the reverse of the Attendance Slip.
21. Any query relating to the Resolutions and e-Voting proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to the Company Secretary of the Company.
22. Voting can be exercised only by the concerned member or his/her duly constituted attorney or, in case of bodies corporate, its duly authorised person. A member need not use all his/her votes.
23. The Company has appointed Messers. T. Chatterjee & Associates, Company Secretaries (FRN No. - P2007WB067100), as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The firm's e-mail address is tchatterjeeassociates@gmail.com.
24. The Scrutinizer shall, immediately after the conclusion of the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and, not later than 48 hours from the conclusion of the Meeting, submit a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other person authorised by the Board.
25. The Results declared together with the Scrutinizer's Report shall be placed on the Company's website at www.taiind.com and on the website of LinkIntime India Pvt. Ltd, at <https://instavote.linkintime.co.in> within forty eight hours of conclusion of the Meeting and communicated to the Stock Exchanges.
26. Members are requested to note that in accordance with Clause 14 of the Secretarial Standards on General Meeting, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with this Meeting.

**BRIEF PARTICULARS OF DASHO WANGCHUK DORJI IN TERMS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:****Name of Director:** Dasho Wangchuk Dorji (DIN: 00296747)**Brief resume and nature of his expertise**

Dasho Wangchuk Dorji (DIN: 00296747), aged about 52 years, is a Graduate of New Hampshire College, USA, with specialization in Finance and has been serving the Company for the last twenty six years. He is the Vice-Chairman of Tashi Commercial Corporation, the largest business conglomerate in Bhutan and is also a Director on the Board of several companies in Bhutan.

Directorships / Committee Memberships in listed entities

Dasho Wangchuk Dorji (DIN: 00296747) does not hold any Directorship or Committee Membership in any listed entity other than Tai Industries Limited.

Shareholding

Dasho Wangchuk Dorji (DIN: 00296747) does not hold any share in the Company.

Relationships between directors inter-se

Dasho Wangchuk Dorji (DIN: 00296747) is related to Dasho Topgyal Dorji (DIN: 00296793), who is a Non-executive Director of the Company. Other than Dasho Topgyal Dorji, he is not related to any other Director or Key Managerial Personnel.

By Order of the Board

Indira Biswas

(ACS 9621)

*General Manager- Corporate
& Company Secretary*

Place: Kolkata

Date: 28th May, 2018

ROUTE MAP TO THE AGM VENUE
“Kala Kunj”, 48, Shakespeare Sarani, Kolkata - 700 017





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35TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE
MONDAY

24TH SEPTEMBER, 2018

VENUE
KALAKUNJ

48, SHAKESPEARE SARANI
KOLKATA - 700 017

TIME
10.00 A.M.

Name & Address of Member

I/We hereby record my/our presence at the 35th Annual General Meeting of the Members of the Company held on Monday, 24th September, 2018 at Kalakunj, 48, Shakespeare Sarani, Kolkata 700017.

No. of Shares _____

Member's Folio/DP ID/Client ID No. _____

Member's/Proxy's name in Block Letters _____

Member's/Proxy's Signature _____

- Note :** 1) Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.
2) Duplicate Attendance slip will not be issued at the venue.

ELECTRONIC VOTING

Dear Shareholder,

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 35th Annual General Meeting to be held on Monday, 24th September, 2018, at 10.00 a.m. The Company has engaged the services Link Intime India Pvt. Ltd. to provide e-voting facilities. The Notice is displayed on the Company's website, www.taiind.com, and on the website of Link Intime India Pvt. Ltd, <http://instavote.linktime.co.in>.

The electronic voting facility is available at the link, <http://instavote.linktime.co.in>.

The electronic voting particulars are set out as below:

EVEN (Electronic Voting Event Number)	User ID	Password

The electronic voting will be available during the following voting period:

Commencement of e-voting	End of e-voting
September, 21, 2018 at 10.00 a.m.	September, 23, 2018 at 5.00 p.m.

Note: Please read the instructions printed overleaf before exercising the vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 24th September, 2018.

Instructions for shareholders to vote electronically:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). ■ Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. ■ Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

Note: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> , under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

General Instructions

1. The e-voting period commences on 21st September, 2018 (10.00 a.m.) and ends on 23rd September, 2018 (5.00 p.m.). During this period, shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date, i.e. 17th September, 2018, may cast their vote electronically. The e-voting module will be disabled by Link Intime India Private Limited (LIPL) for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
2. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. 17th September, 2018, may obtain login ID and password by sending a request at enotices@linkintime.co.in.
3. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
4. The facility for voting through ballot paper will also be made available at the AGM, and members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM by casting their vote through ballot paper.
5. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the company as on 17th September, 2018.
6. Messers. T. Chatterjee & Associates, Company Secretaries (FRN No. - P2007WB067100), has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
8. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company or any other person authorized by the Chairman, who shall declare the results of the voting forthwith.
9. The result, along with the Scrutinizer's Report, will be placed on the Company's website at www.taiindia.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Calcutta Stock Exchange and Bombay Stock Exchange.

All the documents referred to in the accompanying Notice will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 35th Annual General Meeting of the Company.



TAI INDUSTRIES LIMITED

CIN: L01222WB1983PLC059695

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Email: info@taiind.com; Website: www.taiind.com

35TH ANNUAL GENERAL MEETING on 24TH SEPTEMBER, 2018

PROXY FORM

(FORM NO. MGT 11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

1. Name of the Shareholder(s) :

2. Registered Address :

3. E-mail ID :

4. Registered Folio No./
Client ID No./DP ID No. :

I/We, being the member(s) of _____ shares of Tai Industries Limited, hereby appoint

(1) Name : _____

Address : _____

E-mail ID : _____ Signature: _____, or failing him

(2) Name : _____

Address : _____

E-mail ID : _____ Signature: _____, or failing him

(3) Name : _____

Address : _____

E-mail ID : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on the 24th day of September, 2018 at 10.00 a.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata 700 017, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
Ordinary Business			
1.	Adoption of Annual Financial Statements for the financial year ended 31 st March, 2018, and the Reports of the Directors and Auditors thereon.		
2.	Re-appointment of Dasho Wangchuk Dorji (DIN: 00296747), Director, who retires by rotation and, being eligible, offers himself for re-appointment.		

Signed this _____ day of _____ 2018.

Folio/DP ID/Client ID _____ Signature of shareholder _____

Signature of Proxy holder(s) _____

Revenue
Stamp

Note:

1. This Proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. by 10.00 a.m. on 22nd September, 2018.
2. For the Resolutions and Notes, please refer to the Notice of the 35th Annual General Meeting.
3. It is optional to put a "✓" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.