

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
(CIN: L01222WB1983PLC059695)
53 A, Mirza Ghalib Street, 3rd Floor
Kolkata-700016

Sir,

1. I, **Binita Pandey**, ACS 41594, Partner, **M/s. T. Chatterjee & Associates**, **FRN-P2007WB067100**, Company Secretaries firm in Practice, have been appointed by the Board of Directors of **TAI Industries Limited**, CIN: L01222WB1983PLC059695 (hereinafter referred as **the Company**) at its meeting held on 27-05-2019 as Scrutinizer to scrutinize the remote e-Voting and voting by ballot at the **36th Annual General Meeting(AGM)** venue in a fair and transparent manner 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 as amended by the Companies (Management and Administration) Rules, 2015 and Secretarial Standards on General Meeting, on the resolutions contained in the notice dated 27th May, 2019 calling the 36th AGM of the members of the Company, held on Thursday, 22nd August, 2019 at 2:00 p.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata- 700017 and to give the Scrutinizer's Report to the Chairman.
2. The ballot boxes kept for voting was locked in the presence of the members present 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) Mr. Tarun Chatterjee, Advocate :
 - b) CA Surojit Banerjee :
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 Agents of the Company and the authorizations / proxies lodged with the company.
6. The Company had also provided 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 Monday, 19th August 2019 (10:00 A.M) to Wednesday, 21st August 2019 (5.00 P.M).
7. The votes cast were unblocked on 22nd August 2019 at 4.00 p.m. in the presence of 2 witnesses, viz., Mr. Tarun Chatterjee, Advocate and CA Surojit Banerjee who are not in the employment of the Company. They have given confirmation that the votes were 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 the AGM venue on the resolutions contained in the Notice dated 27th May, 2019 of the 36th AGM of the members of the Company.



My responsibility as a Scrutinizer of remote e-voting and voting by ballot is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company, as required under the Act.

9. I do hereby submit the Consolidated Report of vote casted by ballots at the meeting and on e-voting on the resolutions contained in the Notice dated 22nd August, 2019 of the 36th AGM of the members.

Ordinary Business

Item No.1: Adoption of Accounts for the year ended 31st March, 2019 -
(Ordinary Resolution)

"RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March 2019, and the Reports of the Directors and the Auditors thereon, placed before this Meeting, be and are hereby considered and adopted."

- (I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	57	1115	95.38
e-voting	11	1971515	100.00
Total	68	1972630	-

- (II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast*
Ballot at AGM venue	7	54	4.62
e-voting	0	0	0.00
Total	7	54	-

*Percentage of total votes cast (In favour + Against)



Item No. 2: To appoint Dasho Topgyal Dorji (DIN: 00296793), Director retiring by rotation (**Ordinary Resolution**)

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dasho Topgyal Dorji (DIN: 00296793), who retires by rotation at this Meeting under Article 68 of the Articles of Association of the Company, be and is hereby reappointed as Director of the Company.”

(I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast*
Ballot at AGM venue	57	1115	95.38
e-voting	11	1971515	100
Total	68	1972630	-

(II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	7	54	4.62
e-voting	0	0	0.00
Total	7	54	-

***Percentage of total votes cast (In favour + Against)**



Special Business

Item No. 3: Re-appointment of Mr. Prem Sagar (DIN: 00040396) as an Independent Director of the Company (**Special Resolution**)

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 27th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (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 re-appointment of Mr. Prem Sagar (DIN: 00040396) as an Independent Director of the Company, whose current period of office expires at the conclusion of this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company with effect from the conclusion of this Meeting upto the conclusion of the Company’s Forty First Annual General Meeting in the calendar year 2024, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

(I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	57	1115	95.38
e-voting	11	1971515	100
Total	68	1972630	-



(II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	7	54	4.62
e-voting	0	0	0.00
Total	7	54	-

***Percentage of total votes casted (In favour + Against)**

Item No. 4 Re-appointment of Mr. K.N. Malhotra (DIN: 00128479) as an Independent Director of the Company (**Special Resolution**)

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 27th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (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 re-appointment of Mr. K.N. Malhotra (DIN: 00128479) as an Independent Director of the Company, whose current period of office expires at the conclusion of this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company with effect from the conclusion of this Meeting upto the conclusion of the Company’s Forty First Annual General Meeting in the calendar year 2024, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”



(I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	56	1114	95.30
e-voting	11	1971515	100
Total	67	1972629	-

(II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	8	55	4.70
e-voting	0	0	0.00
Total	8	55	-

*Percentage of total votes casted (In favour + Against)

Item No. 5: Re-appointment of Mr. Vinay Killa (DIN: 00060906) as an Independent Director of the Company **(Special Resolution)**

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 27th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (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 re-appointment of Mr. Vinay Killa (DIN: 00060906) as an Independent Director of the Company, whose current period of office expires at the conclusion of this Annual General Meeting and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company with effect from the conclusion of this Meeting upto the conclusion of the Company’s Forty First Annual General Meeting in the calendar year 2024, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines.”



“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.

(I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	56	1114	95.30
e-voting	11	1971515	100
Total	67	1972629	

(II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	8	55	4.70
e-voting	0	0	0.00
Total	8	55	

***Percentage of total votes cast (In favour + Against)**

Item No. 6: Re-appointment of Ms. Sarada Hariharan (DIN: 06914753) as an Independent Director of the Company (**Special Resolution**)

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 27th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (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 re-appointment of Ms. Sarada Hariharan (DIN: 06914753) as an Independent Director of the Company, whose current period of office expires at the conclusion of this Annual General Meeting and who has submitted a declaration confirming that she meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 as amended from time to time, and



who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company with effect from the conclusion of this Meeting upto the conclusion of the Company's Forty First Annual General Meeting in the calendar year 2024, or till such earlier date as may be determined by any applicable statute, rules, regulations or guidelines."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

(I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	56	1114	95.30
e-voting	11	1971515	100
Total	67	1972629	

(II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	8	55	4.70
e-voting	0	0	0.00
Total	8	55	-

***Percentage of total votes cast (In favour + Against)**



Item No. 7: Re-appointment of Mr. Rohan Ghosh (DIN: 00032965) as Managing Director of the Company (**Special Resolution**)

“RESOLVED 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 re-appointment and terms of remuneration of Mr. Rohan Ghosh (DIN: 00032965) as Managing Director of the Company for a period of 3 (three) years with effect from May 19, 2019, whose reappointment has been recommended by the Nomination and Remuneration Committee, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby authorised 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 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 amendment 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. Rohan Ghosh (DIN: 00032965) in the office of the Managing Director, the salary and perquisites as set out in the aforesaid agreement be paid or granted to Mr. Rohan Ghosh (DIN: 00032965) 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.”

(I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast*
Ballot at AGM venue	56	1114	95.30
e-voting	11	1971515	100
Total	67	1972629	-



(II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	8	55	4.70
e-voting	0	0	0.00
Total	8	55	-

*Percentage of total votes cast (In favour + Against)

Item No. 8: Re-appointment of Mr. Wangchuk Dorji (DIN : 00296747) as Whole time Director of the Company (**Special Resolution**)

“RESOLVED 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) and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the reappointment and terms of remuneration 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, 2019, whose reappointment has been recommended by the Nomination and Remuneration Committee, 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,

“RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee, be and are 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 Board/ Nomination and Remuneration Committee 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 amendment 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 authorised to take steps and do all other acts, deeds and things as may be necessary or desirable to give effect to the Resolution.”

(I) Voted **in favour** of the Resolution :

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	56	1114	95.30
e-voting	11	1971515	100
Total	67	1972629	-

(II) Voted **against** the Resolution:

Manner of voting	No. of members who voted	No. of votes cast by them	% of total number of valid votes cast *
Ballot at AGM venue	8	55	4.70
e-voting	0	0	0.00
Total	8	55	-

***Percentage of total votes cast (In favour + Against)**

Total Number of Ballots Rejected

Number of Ballots rejected	Reason of Rejection
Six (6) Ballots comprising 127 shares are rejected	Ballots are Unsigned



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 Ballots and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

Yours faithfully

M/s. T. Chatterjee & Associates
Practicing Company Secretaries Firm
(FRN No. P2007WB067100)



Binita Pandey - Partner
Membership No: A41594
Certificate of Practice: 19730

Place: Kolkata

Date: 23rd August, 2019

