

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,
3rd Floor, Kolkata- 700 016
West Bengal

Sir,

1. I, Binita Pandey , Practicing Company Secretary, ACS 41594, CP 19730, Partner of **M/s. T.Chatterjee & Associates**, FRN - P2007WB067100, Company Secretaries Firm in Practice, have been appointed by the Board of Directors of TAI Industries Limited, **(herein after referred as the Company)** at its meeting held on 25-05-2022 as the Scrutinizer to scrutinize the remote e-Voting and electronic voting during 39th Annual General Meeting (**AGM**) of the Company held through Video Conferencing (VC) / Other Audio Video Means (OAVM) on 26th September 2022 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 Meetings , on the resolutions contained in the Notice dated 25-05-2022 of the 39th AGM of the members of the Company.



2. The Company had provided 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 Friday, 23rd September 2022 (10:00 A.M IST) to Sunday, 25th September 2022 (5:00 P.M IST).
3. The Company had also provided e-voting facility to vote during the AGM for the members who attended the meeting through VC/OAVM and had not voted through remote e-voting, to cast their vote during the AGM.
4. After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked on 26th September 2022 at 5.20 P.M. and were counted.
5. I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from Link Intime India Private Limited e-voting system.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereto relating to remote e-voting and voting through electronic voting system during the AGM held on the resolutions contained in the Notice dated 25th May 2022 of the 39th AGM of the members of the Company.

My responsibility as a Scrutinizer of remote e-voting and e-voting during the AGM 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.



7. I do hereby submit the Consolidated Report of vote casted through electronic voting system during the meeting and on remote e-voting on the resolutions contained in the Notice dated 25th May 2022 of 39th AGM.

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2022, and the Reports of the Directors and the Auditors thereon.

“**RESOLVED THAT** the Audited Financial Statement of the Company for the year ended 31st March, 2022, and the Reports of the Directors and the Auditors thereon, placed before this Meeting be and are hereby considered and adopted.”

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
84	2275023	99.9997

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	6	0.0003



Item No. 2: **Ordinary Resolution**

To appoint a Director in place of Mr. Dasho Topgyal Dorji (DIN: 00296793), who retires by rotation and being eligible, seeks re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Dasho Topgyal Dorji (DIN: 00296793), who retires by rotation at this Meeting under Article 72(ii) of the Articles of Association of the Company, be and is hereby re-appointed as Director of the Company.”

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
83	2275023	99.9997

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
4	7	0.0003



Item No. 3: **Special Resolution**

Re-appointment of Mr. Rohan Ghosh (DIN: 00032965) as Managing Director of the Company.

“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, 2022, 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 authorized 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 re-enactment 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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
84	2275024	99.9997

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
3	6	0.0003



Item No. 4: **Special Resolution**

Re-appointment of Mr. Wangchuk Dorji (DIN: 00296747) as Whole time Director of the Company.

“**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, 2022, 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 be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
83	2275023	99.9997

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
4	7	0.0003



A compact Disc (CD) containing list of equity shareholders who vote "FOR" and "AGAINST" for each resolution is submitted with the report.

Thanking you,

Yours faithfully

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



**Binita Pandey, Partner
Membership No. 41594
Certificate of Practice: 19730
UDIN: A041594D001052824**

**Place: Kolkata
Date: 27-09-2022**