

# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
*Practicing Company Secretary*



# A. K. LABH & Co.

*Company Secretaries*

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## **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman  
of the 72<sup>nd</sup> Annual General Meeting of  
Jay Shree Tea & Industries Limited  
"Industry House"  
10, Camac Street  
Kolkata-700017**

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 72<sup>nd</sup> Annual General Meeting of the members of "**Jay Shree Tea & Industries Limited**" ("*Company*") held on Wednesday, 1<sup>st</sup> August, 2018 at "Kala Kunj", 48, Shakespeare Sarani, Kolkata - 700017 at 10:30 A.M.. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 29<sup>th</sup> May, 2018. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Sunday, the 29<sup>th</sup> July, 2018 up to 5.00 P.M. IST on Tuesday, the 31<sup>st</sup> July, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 25<sup>th</sup> July, 2018 were entitled to vote on the proposed 11 (Eleven) resolutions as mentioned in the Notice dated 29<sup>th</sup> May, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/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.
5. The votes were unblocked on Wednesday, the 1<sup>st</sup> August, 2018 around 11:55 A.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180627009] and votes casted through physical ballot papers distributed at the AGM venue are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

*To consider and adopt the Audited Financial Statement for the Financial Year ended 31.03.2018 and the Reports of the Board of Directors and Auditors thereon*

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	31	9348479	
Voting by ballot	3	14	
<b>Total</b>	<b>34</b>	<b>9348493</b>	<b>100.00%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	1



**b) Resolution 2**

*To consider declaration of dividend by the Company, as recommended by the Board of Directors for the Financial Year ended March 31, 2018*

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	31	9348479	
Voting by ballot	3	14	
<b>Total</b>	<b>34</b>	<b>9348493</b>	<b>100.00%</b>

*(ii) Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



**c) Resolution 3**

**To appoint a Director in place of Mr. B. K. Birla (DIN: 00055856), who retires by rotation and is eligible for re- appointment**

(i) Voted in favour of the Resolution:

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	31	9348479	
Voting by ballot	3	14	
<b>Total</b>	<b>34</b>	<b>9348493</b>	<b>100.00%</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) Invalid Votes:

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	1



**<B> SPECIAL BUSINESS:****d) Resolution 4 : Ordinary Resolution****Appointment of Mr. Sumit Mazumder (DIN: 00116654) as an Independent Director for an initial period of five years***(i) Voted in favour of the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	31	9348479	
Voting by ballot	3	14	
<b>Total</b>	<b>34</b>	<b>9348493</b>	<b>100.00%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	1



**e) Resolution 5 : Special Resolution**

*To approve continuation of directorship of Non-Executive Director – Mr. B. K. Birla, Chairman*

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	31	9348479	
Voting by ballot	3	14	
<b>Total</b>	<b>34</b>	<b>9348493</b>	<b>100.00%</b>

*(ii) Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



**f) Resolution 6 : Special Resolution**

**Re-appointment of Mrs. Jayashree Mohta (DIN: 01034912), Whole-time Director designated as Vice Chairperson for a term of three years w.e.f. 01.04.2019**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	30	9348079	
Voting by ballot	3	14	
<b>Total</b>	<b>33</b>	<b>9348093</b>	<b>99.99572%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	1	400	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>400</b>	<b>0.00428%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	1





**g) Resolution 7 : Special Resolution**

**Re-appointment of Mr. D. P. Maheshwari (DIN: 02203749), Managing Director of the Company for a term of three years w.e.f. 27.06.2019**

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

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	31	9348479	
Voting by ballot	3	14	
<b>Total</b>	<b>34</b>	<b>9348493</b>	<b>100.00%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



**h) Resolution 8 : Special Resolution**

**Re-appointment of Mr. S. K. Tapuriah (DIN: 01065278) as an Independent Director for a second term w.e.f. 01.04.2019**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	29	9347979	
Voting by ballot	3	14	
<b>Total</b>	<b>32</b>	<b>9347993</b>	<b>99.99465%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	2	500	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>500</b>	<b>0.00535%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	1



**i) Resolution 9 : Special Resolution****Re-appointment of Mr. Subodh Kumar Agrawal (DIN: 00553916) as an Independent Director for a second term w.e.f. 01.04.2019***(i) Voted in favour of the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	31	9348479	
Voting by ballot	3	14	
<b>Total</b>	<b>34</b>	<b>9348493</b>	<b>100.00%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	1



**j) Resolution 10 : Special Resolution**

*Approval of payment of remuneration to Non-Executive Directors of the Company*

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	30	9348379	
Voting by ballot	3	14	
<b>Total</b>	<b>33</b>	<b>9348393</b>	<b>99.99893%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	1	100	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>100</b>	<b>0.00107%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
1	1



**k) Resolution 11 : Ordinary Resolution****Approval of the remuneration of the Cost Auditor of the Company for the year 2018-19***(i) Voted in favour of the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	30	9348474	
Voting by ballot	3	14	
<b>Total</b>	<b>33</b>	<b>9348488</b>	<b>99.99995%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	1	5	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>5</b>	<b>0.00005%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared Invalid</b>	<b>Total number of votes cast by them</b>
1	1



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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
**Company Secretaries**

(CS A. K. LABH)  
**Practicing Company Secretary**  
FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 02.08.2018

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*Witness :*

1. *Amrita Sampat*

*(Amrita Sampat)*

59, Kalicharan Ghosh Road  
Kolkata – 700 050

2. *Priti Priya Singh*

*(Priti Priya Singh)*

8/A, Kailash Saha Lane  
Kolkata – 700007



Received the Report of the Scrutinizer

For Jay Shree Tea & Industries Limited

(R. K. Ganeriwala)

President, CFO & Secretary