**A. K. LABH**
M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
*Practising Company Secretary*

**A. K. LABH & Co.**
*Company Secretaries*
40, Weston Street, 3rd Floor, Kolkata - 700 013
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# REPORT OF SCRUTINIZER
# [E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

**To,**
**The Chairman**
***Jay Shree Tea & Industries Ltd.***
**"Industry House",**
**10, Camac Street, 15th Floor,**
**Kolkata-700 017**

***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 68th Annual General Meeting of the members of ***"Jay Shree Tea & Industries Ltd."*** ("*Company*") to be held on Friday, 1st August, 2014 at 10.30 A.M. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata-700 017 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 10.00 A.M IST on Wednesday, the 23rd day of July, 2014 up to 6.00 P.M IST on Friday, the 25th day of July, 2014.

2. The Shareholders holding shares as on the "cut off" date, i.e. 20th day of June, 2014 were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the notice dated 26th day of May, 2014 of the Annual General Meeting of the Company.

3. The votes were unblocked on Saturday, the 26th day of July, 2014 at 1.00 P.M. IST in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108 Sarat Chatterjee Road, Howrah-711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the company.

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4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (***https://www.evotingindia.co.in***)

5. The result of the e-voting [**EVSN : 140628002**] is as under :

<A> ***ORDINARY BUSINESS:***

**a) Resolution 1**

***Adoption of Accounts for the year ended 31.03.2014***

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768744 (99.99%) | 431 (0.01%) | Carried by majority |

**b) Resolution 2**

***Declaration of Dividend***

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769155 | 9768724 (99.99%) | 431 (0.01%) | Carried by majority |

**c) Resolution 3**

***Re-appointment of Mrs. Jayashree Mohta as a Director***

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768644 (99.99%) | 531 (0.01%) | Carried by majority |

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d) **Resolution 4**

***Appointment of Auditors***

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768529 (99.99%) | 646 (0.01%) | Carried by majority |

***<B> SPECIAL BUSINESS:***

e) **Resolution 5**

***Appointment of Mr. B. M. Khaitan as an Independent Director***

**Type of Resolution: Ordinary Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768644 (99.99%) | 531 (0.01%) | Carried by majority |

f) **Resolution 6**

***Appointment of Mr. G. P. Goenka as an Independent Director***

**Type of Resolution: Ordinary Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768644 (99.99%) | 531 (0.01%) | Carried by majority |

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**g) Resolution 7**

***Appointment of Mr. S. S. Kothari as an Independent Director***

**Type of Resolution: Ordinary Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768644 (99.99%) | 531 (0.01%) | Carried by majority |

**h) Resolution 8**

***Appointment of Mr. S. K. Tapuriah as an Independent Director***

**Type of Resolution: Ordinary Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768529 (99.99%) | 646 (0.01%) | Carried by majority |

**i) Resolution 9**

***Appointment of Mr. Subodh Kumar Agarwal as an Independent Director***

**Type of Resolution: Ordinary Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768429 (99.99%) | 746 (0.01%) | Carried by majority |

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j) **Resolution 10**

***Payment of remuneration to Mrs. Jayashree Mohta***

**Type of Resolution: Special Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768429 (99.99%) | 746 (0.01%) | Carried by requisite majority |

k) **Resolution 11**

***Re-appointment of Mr. Vikash Kandoi, Wholetime Director under the designation "Executive Director"***

**Type of Resolution: Special Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768644 (99.99%) | 531 (0.01%) | Carried by requisite majority |

a) **Resolution 12**

***Re-appointment of Cost Auditor of the Company for the year 2014-2015***

**Type of Resolution: Ordinary Resolution**

| *No. of Folios casting the votes* | *Total No. of votes cast* | *Total No. of votes cast in favour* | *Total No. of votes cast in against* | *Result* |
|---|---|---|---|---|
| 38 | 9769175 | 9768744 (99.99%) | 431 (0.01%) | Carried by majority |

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6. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

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:** 30.07.2014