

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
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SCRUTINIZER'S REPORT

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

The Chairman
Jay Shree Tea & Industries Limited
"Industry House" 15th Floor
10, Camac Street,
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 69th Annual General Meeting of the members of **Jay Shree Tea & Industries Ltd** ("Company") held on Tuesday, 4th day of August, 2015 at 10:30 AM at Kala Kunj, 48, Shakespeare Sarani, Kolkata-700017 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 on remote e-voting and voting through physical ballot process carried out 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 18th May, 2015. My responsibility as a scrutinizer for the voting process through electronic means and 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 e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 9:00 AM IST on Saturday, the 1st August, 2015 up to 5.00 PM IST on Monday, the 3rd August, 2015.



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2. The Shareholders holding shares as on the "cut off" date, i.e. 28th July, 2015 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the notice dated 18th day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Tuesday, the 4th day of August, 2015 around 5.00 PM after the completion of the Annual General Meeting 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.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150623008] is as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

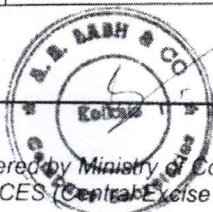
To consider & adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and Reports of the Directors' and Auditors' thereon.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772479	9772479	0

b) Resolution 2

To consider declaration of dividend for the financial year ended 31st March, 2015

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772579	9772579	0



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c) Resolution 3

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772579	9772579	0

d) Resolution 4

To ratify appointment of M/s Singhi & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

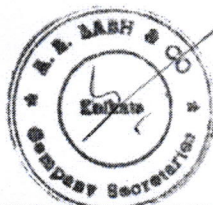
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772579	9772579	0

** SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution: Ordinary Resolution

To confirm appointment of Mr. Prashant Jhawar (DIN: 00353020) as an Independent Director of the Company for an initial period of 5 years

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772579	9772579	0



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f) Resolution 6

Type of Resolution: Special Resolution

Re-appointment of Mrs. Jayashree Mohta, Whole time Director designated as Vice Chairperson for a term of three years w.e.f 01.04.2016.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772579	9772414	165

g) Resolution 7

Type of Resolution: Special Resolution

Re-appointment of Mr. D. P. Maheshwari, Managing Director of the Company for a term of three years w.e.f 27.06.2016.

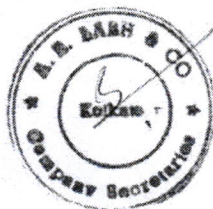
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772579	9772579	0

h) Resolution 8

Type of Resolution: Special Resolution

To increase Borrowing Power u/s 180(1)(c) of the Companies Act, 2013

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772579	9771179	1400



**i) Resolution 9****Type of Resolution: Special Resolution*****For creation of security u/s 180(1)(a) of the Companies Act, 2013***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
9772579	9772579	0

j) Resolution 10**Type of Resolution: Ordinary Resolution*****Approval of the remuneration payable to the Cost Auditors of the Company for the year 2015-16***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
9772579	9772579	0

6. 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.
7. The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:**a) Resolution 1*****To consider & adopt the Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and Reports of the Directors' and Auditors' thereon.***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
57	57	0



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b) Resolution 2

To consider declaration of dividend for the financial year ended 31st March, 2015

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	57	0

c) Resolution 3

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	5	52

d) Resolution 4

To ratify appointment of M/s Singhi & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	57	0

** SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution: Ordinary Resolution

To confirm appointment of Mr. Prashant Jhawar (DIN: 00353020) as an Independent Director of the Company for an initial period of 5 years

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	5	52



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f) Resolution 6

Type of Resolution: Special Resolution

Re-appointment of Mrs. Jayashree Mohta, Whole time Director designated as Vice Chairperson for a term of three years w.e.f 01.04.2016.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	5	52

g) Resolution 7

Type of Resolution: Special Resolution

Re-appointment of Mr. D. P. Maheshwari, Managing Director of the Company for a term of three years w.e.f 27.06.2016.

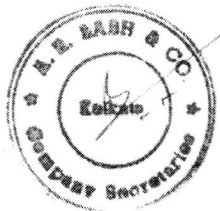
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	5	52

h) Resolution 8

Type of Resolution: Special Resolution

To increase Borrowing Power u/s 180(1)(c) of the Companies Act, 2013

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	5	52



**i) Resolution 9****Type of Resolution: Special Resolution****For creation of security u/s 180(1)(a) of the Companies Act, 2013**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	5	52

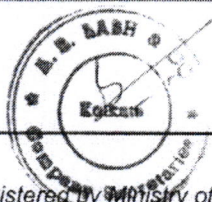
j) Resolution 10**Type of Resolution: Ordinary Resolution****Approval of the remuneration payable to the Cost Auditors of the Company for the
year 2015-16**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
57	5	52

8. Thus, the combined result of the remote e-voting [EVSN : 150623008] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1****To consider & adopt the Audited Financial Statements and Audited
Consolidated Financial Statements of the Company for the year ended 31st
March, 2015 and Reports of the Directors' and Auditors' thereon.**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772536	9772536 (100.00%)	Nil



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b) Resolution 2

To consider declaration of dividend for the financial year ended 31st March, 2015

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772636 (100.00%)	Nil

c) Resolution 3

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772584 (99.9995%)	52 (0.0005%)

d) Resolution 4

To ratify appointment of M/s Singhi & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772636 (100.00%)	Nil



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** SPECIAL BUSINESS:****e) Resolution 5**

Type of Resolution: Ordinary Resolution

To confirm appointment of Mr. Prashant Jhawar (DIN: 00353020) as an Independent Director of the Company for an initial period of 5 years

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772584 (99.9995%)	52 (0.0005%)

f) Resolution 6

Type of Resolution: Special Resolution

Re-appointment of Mrs. Jayashree Mohta, Whole time Director designated as Vice Chairperson for a term of three years w.e.f 01.04.2016.

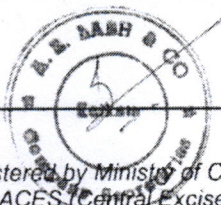
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772419 (99.9978%)	217 (0.0022%)

g) Resolution 7

Type of Resolution: Special Resolution

Re-appointment of Mr. D. P. Maheshwari, Managing Director of the Company for a term of three years w.e.f 27.06.2016.

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772584 (99.9995%)	52 (0.0005%)



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**h) Resolution 8****Type of Resolution: Special Resolution****To increase Borrowing Power u/s 180(1)(c) of the Companies Act, 2013**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9771184 (99.9851%)	1452 (0.0149%)

i) Resolution 9**Type of Resolution: Special Resolution****For creation of security u/s 180(1)(a) of the Companies Act, 2013**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772584 (99.9995%)	52 (0.0005%)

j) Resolution 10**Type of Resolution: Ordinary Resolution****Approval of the remuneration payable to the Cost Auditors of the Company for the year 2015-16**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
9772636	9772584 (99.9995%)	52 (0.0005%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.



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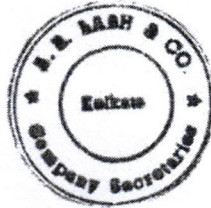
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Thanking You,

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

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



Place: Kolkata

Dated: 06.08.2015

Verified the contents and received the Report of the Scrutinizer
For Jay Shree Tea & Industries Ltd

(R. K. Ganeriwala)
President, CFO & Secretary