

**Scrutinizer's Report**  
**[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 of the 31st Annual General Meeting of the Members of  
Kanco Tea & Industries Limited (the Company)  
to be held on 13th August, 2014 at  
Bharatiya Bhasha Parishad",  
36A, Shakespeare Sarani, Kolkata – 700017

Dear Sir/Madam,


1. I, Priti Todi, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the E-voting process and ascertaining the results on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 31<sup>st</sup> Annual General Meeting (AGM) of the members of the Company to be held on 13<sup>th</sup> August 2014 at Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata – 700017.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the 31<sup>st</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the E-voting process 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, as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
3. Further to the above, I submit my report as under:-
  - i) The e-voting period remained open from Thursday, 07<sup>th</sup> August, 2014 (9:00 am) to Friday 08<sup>th</sup> August, 2014 (6:00 pm).
  - ii) The members of the Company as on the "cut-off" date i.e. 11<sup>th</sup> July, 2014 were entitled to vote on the resolutions (items no 1 to 16) as set out in the Notice dated 1st July 2014, of the 31<sup>st</sup> AGM of the members of the Company.
  - iii) The votes cast were unblocked on 11<sup>th</sup> August 2014 in the presence of 2 witnesses, Mr. Sundeep Bubna and Mr. Shyam Sunder Saraf, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

**Witness No 1.**

Signature: 

Name: Mr. Sundeep Bubna

**Witness No 2.**

Signature: 

Mr. Shyam Sunder Saraf



- iv) Thereafter, the details containing, *inter-alia*, list of Equity Share holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

Total Nos of valid Folios that have cast their vote	:	28
Total No of Shares representing the 106 valid folios that have voted	:	13,22,593

**Item No. 1:-**

Ordinary Resolution to consider and adopt the audited financial statements - Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date and Reports of the Board of Directors and Auditors thereon.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

**Item No. 2:-**

Ordinary Resolution to declare dividend on 7% Non Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

**Item No. 3:-**

Ordinary Resolution to declare dividend on Equity Shares for the financial year ended 31st March, 2014.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

97

#### Item No. 4:-

Ordinary Resolution to reappoint Mr. Govind Ram Banika (DIN: 00207385), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

#### Item No. 5:-

Ordinary Resolution to reappoint of M/s Jain & Co. Chartered Accountants (Registration No. 302023E) as Statutory Auditors

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

#### Item No. 6:-

##### Special Business

Ordinary Resolution to appoint Mr. Umang Kanoria (DIN: 00081108) as a Non-Executive Director whose period of office shall be liable to determination by retirement of directors by rotation

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>



**Item No. 7:-**

**Special Business**

Ordinary Resolution to reappoint Mrs. Anuradha Kanoria (DIN: 00081172) as a Whole-time Director for a period of five years with effect from 1<sup>st</sup> December, 2014

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

**Item No. 8:-**

**Special Business**

Ordinary Resolution to appoint Mr. Navin Nayar (DIN: 00136057) as an Independent Director.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

**Item No. 9:-**

**Special Business**

Ordinary Resolution to appoint Mr. Golam Momen (DIN: 00402662) as an Independent Director.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

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**Item No. 10:-**

**Special Business**

Ordinary Resolution to ratify the remuneration payable to Cost Auditors

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

**Item No. 11:-**

**Special Business**

Ordinary Resolution to increase in limit of Contribution to be made by the Company to any bonafide charitable, benevolent, public, national or general and other funds

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99312
Number of votes cast against	91	0.00688
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>



**Item No. 12:-**

**Special Business**

Special Resolution regarding creation of Charges, Mortgages and Hypothecations upto a limit of Rs. 75 Crores over and above the aggregate of the paid up capital and free reserves of the Company under Section 180(1)(a) of the Companies Act, 2013

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>



## Item No. 13:-

### Special Business

Special Resolution regarding approval for borrowing monies upto a limit of Rs.75 Crores over and above the aggregate of the paid up capital and free reserves of the Company under Section 180(1)(c) of the Companies Act,2013.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

## Item No. 14:-

### Special Business

Special Resolution regarding remuneration to be paid to the non-executive directors and independent directors of the Company, in addition to the sitting fees for attending the meetings of the Board of Directors.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

## Item No. 15:-

### Special Business

Special Resolution regarding consent to keep the Registers of Members, etc with the Registrar & Transfer Agents, instead of keeping it at the registered office of the Company.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

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**Item No. 16:-**

**Special Business**

Special Resolution regarding approval of the Company for payment of Rs.15,000/- as sitting fees to the Directors.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,22,592	99.99992
Number of votes cast against	1	0.00008
Number of votes that abstained	0	0
<b>Total</b>	<b>13,22,593</b>	<b>100</b>

Thanking You,  
For P.S. & Associates



(Priti Todi)  
Partner  
C.P. No. 7270  
ACS : 14611  
Date: 12<sup>th</sup> August 2014

