

#### Dipti Chandratre

**Practicing Company Secretary** 

B.Com. A.C.S

#### Consolidated Scrutinizer's Report on E-voting and Poll

[Pursuant to rule section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman, Taparia Tools Limited, 52 and 52B, MIDC Area, Nashik - 422002

Dear Sir,

<u>Subject</u>: Report on resolutions passed through remote electronic voting carried out during 26th day of September, 2015 (09.00 hours) to 28th day of September, 2015 (17.00 Hours) and Poll conducted at the 49th Annual General Meeting of TAPARIA TOOLS LIMITED held on Tuesday, 29th September, 2015 at 9.30 am.

I,CS Dipti Chandratre, Practicing Company Secretary, (ACS 28786, COP 10987) have been appointed as the Scrutinizer by the Board of Directors of Taparia Tools Limited vide resolution dated 8th August, 2015, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder and (ii) the Listing Agreement with the Stock Exchanges relating to voting by electronic means. My responsibility as a Scrutinizer is restricted to making a Scrutinizer Report on the electronic voting and the voting through physical ballot forms (by post or in person) from the shareholders of the Company in respect of the resolutions passed, at the 49th meeting of the Equity Shareholders of Taparia Tools Limited, held on Tuesday, the 29th September, 2015.

In this connection, I furnish the following information.

a) As per the information and explanation provided and the documents verified, the Notice dated 8<sup>th</sup> August, 2015, convening AGM of the Company along with the statement setting out material facts under section 102 of the Act, had been sent to the shareholders, in respect of the proposed resolutions to be passed at the said AGM of the Company.;

- b) The Company engaged the services of Central Depository Services of India Limited (CDSL) (hereinafter referred to as the "Service Provider") to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on 26thday of September, 2015 (09.00 hours) to 28thday of September, 2015 (17.00 Hours). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 22ndday of September, 2015 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of e-voting.
- c) At the 49th AGM of the Company held on Tuesday, the 29th day of September, 2015, at 9:30 A.M. at Hotel Bon Vivant, Patil Park, Old Gangapur Naka, Opposite Dongre Vasti Gruha, Nashik 422 002, a Poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.
- d) Further the empty ballot (polling) box was locked and sealed by me in the presence of the members and the proxies. Subsequent to the completion of polling process, the ballot (polling) box was unlocked by me in the presence of Mrs. Pradnya Chandorkar and Mr. Prashant Yeola and the poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- e) The Company has received an Order by the Securities and Exchange Board of India (SEBI) dated 20-05-2015 regarding maintenance of Minimum Public Shareholding. Hence, the excess voting rights of the Promoters and Promoter Group has been freezed by the said order. The excess voting rights have been considered as invalid votes.
- f) As per the data downloaded from CDSL, e-voting system and polling papers received, I have reviewed and scrutinized the voting through electronic means and physical mode and the votes cast therein.



I hereby submit my report on votes cast through e-voting and polling papers in respect of the said resolutions passed at the  $49^{th}$  AGM of the Company, held on Tuesday, September 29, 2015.

Thanking you,

CS Dipti Chandratre Company Secretary

ACS 28786 / COP 10987

Encl.: As above.

Witness:

1) Mrs. Pradnya Chandorkar

2) Mr. Prashant Yeola

Phy.

P.A. Jane

4	ω	2	H	Sr. No.		
Invalid votes	Total valid votes (1+2)	Votes against the Resolution	Votes in favour of the Resolution	Particulars		ITEM NO. 1
N.	14	0	14	No. of Members voted	R	Ordinary Year ende Profit and thereon.
539890*	117788	0	657678	No. of Shares	Remote E-voting	resolutioned 31st Ma d Loss for
17.78*	3.88	0	21.66	% of total Nos. of valid e- votes cast	oting	Ordinary resolution to consider and adopt the Audite Year ended 31st March, 2015 including the Audited Bal Profit and Loss for the year ended on that date and thereon.
Zii	19	0	19	No. of Members voted	Voting by	and adopt uding the A ded on that
835135*	182518	0	1017653	No. of Shares	y physical ballot f post or in person)	the Audit audited Bate and
27.51*	6.01	0	33.52	% of total Nos. of valid physical votes cast	Voting by physical ballot forms (by post or in person)	ed Financial Sta alance Sheet as a d the Reports of
Z	33	0	33	No. of Members voted	Total (R	tements of t 31 <sup>st</sup> Marc the Board
1375025*	300306	0	1675331	No. of shares	Remote E-voting Ballot Forms)	the Comp h 2015 and l of Direct
45.29*	9.89	0	55.18	% of total Nos. of valid e-votes + physical votes cast	Total (Remote E-voting + Physical Ballot Forms)	Ordinary resolution to consider and adopt the Audited Financial Statements of the Company for Financial Year ended 31st March, 2015 including the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

The excess voting rights of the Promoters and Promoter Group of the Company has been freezed as per SEBI Order dated 20-05-2015. Hence the same has been considered as invalid.

requisite majority. Resolution with regard to Item No. 1 as set out in the Notice of the Annual General Meeting is passed in favour of the resolution with As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary EL CHANDRATAE.

TSING COMPRISECRETARY

		Sr. No.		1 Voi	1 Vot 1 of t 2 Vot 2 Res	
		Particulars	Votes in favour of the Resolution	Votes against the Resolution	Total valid votes (1+2)	,
rotation a	R	No. of Members voted	14	0	13	
nd being	Remote E-voting	No. of Shares	657678	0	106086	
rotation and being eligible offers himself for re-appointment.	oting	% of total Nos. of valid e-votes cast	21.66	0	3.49	
nimself for	Voting l	No. of Members voted	15	0	15	200000
re-appoi	ig by physical ballot j (by post or in person)	No. of Shares	870177	0	156168	71 10004
ntment.	Voting by physical ballot forms (by post or in person)	% of total Nos. of valid physical votes cast	28.66	0	5.14	)3 F)*
Param (SA)	Total (R	No. of Members voted	29	0	28	47
OTTO TO	emote E-voting Ballot Forms)	No. of shares	1527855	0	262254	*1085601
ntment.	Total (Remote E-voting + Physical Ballot Forms)	% of total Nos. of valid e- votes + physical votes cast	50.33	0	8.64	11 67*

The excess voting rights of the Promoters and Promoter Group of the Company has been freezed as per SEBI Order dated 20-05-2015. Hence the same has been considered as invalid

requisite majority. Resolution with regard to Item No. 2 as set out in the Notice of the Annual General Meeting is passed in favour of the resolution with As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary

	ITEM No. 3	Ordinary Auditors	Resoluti and fix th	Ordinary Resolution to re-appoint Auditors and fix their remuneration.	on.	atliboi an	d.	Purohit, Ch	Purohit, Chartered Ac	Ordinary Resolution to re-appoint M/s. Batliboi and Purohit, Chartered Accountants as the Statutory Auditors and fix their remuneration.
		R	Remote E-voting	oting	Voting by 1	y physical ballot f post or in person)	all.	Voting by physical ballot forms (by post or in person)		ot forms (by Total (Remote E-voting + Physical Ballot Forms)
Sr. No.	Particulars	No. of Members voted	No. of Shares	% of total Nos. of valid e- votes cast	No. of Members voted	No. of Shares	2. N.	% of total Nos. of valid pluysical votes cast	o of total no. of s. of valid physical physical voted voted	Organia de Santa de La Carta d
ш	Votes in favour of the Resolution	14	657678	21.66	19	1017653		33.52	33.52 33	
2	Votes against the Resolution	0	0	0	0	0		0	0 0	0 0 0
ယ	Total valid votes (1+2)	14	117788	3.88	19	182518		6.01	6.01 33	
4	Invalid votes	Nii	539890*	17.78*	Nii	835135*	V-20	27.51*	27.51* Nil	

The excess voting rights of the Promoters and Promoter Group of the Company has been freezed as per SEBI Order dated 20-05-2015. Hence the same has been considered as invalid.

requisite majority. Resolution with regard to Item No. 3 as set out in the Notice of the Annual General Meeting is passed in favour of the resolution with As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary

	0/ -2			
No. of Nos. of No. of Shares valid e-voted voted	% of total Nos. of valid e- votes cast	% of total No. of Nos. of valid e-votes cast	% of total No. of Nos. of valid e- votes cast  No. of No. of No. of Shares	% of total No. of Nos. of valid e- votes cast  No. of No. of Nos. of valid Shares Votes cast  No. of Nos. of valid votes votes cast
	18	18 653003	18 653003 21.51	votes cast
Members voted		Shares	Shares physical votes cast	Shares physical woted votes cast
Mark Street Company Committee Commit	No. of Shares		% of total Nos. of valid physical votes cast	Nos. of valid No. of Nos. of valid physical votes cast voted

Hence the same has been considered as invalid. The excess voting rights of the Promoters and Promoter Group of the Company has been freezed as per SEBI Order dated/20-05-2015.

Special Resolution with regard to Item No. 4 as set out in the Notice of the Annual General Meeting is passed in favour of the resolution with requisite majority. As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, I report that the

	ITEM NO. 5	Ordinar Director	ry Resolution to	Ordinary Resolution to appoint Miss Bhavna Director of the Company for a period of 5 years.  Remote E-voting  Voting by ph (by posi	t Mi riod	ss Bho of 5 yo	ss Bhavna Shev of 5 years. oting by physical (by post or in	Miss Bhavna Shewakram Shamo od of 5 years. Voting by physical ballot forms (by post or in person)	ss Bhavna Shewakram Shamdasani (DIN of 5 years.  ting by physical ballot forms Total (Rating by post or in person)	Ordinary Resolution to appoint Miss Bhavna Shewakram Shamdasani (DIN 6980759) as Independent Director of the Company for a period of 5 years.  Remote E-voting  Voting by physical ballot forms  Remote E-voting (by post or in person)  Total (Remote E-voting + Physical Ballot Forms)
	Particulars	No. of Members voted	No. of Shares	% of total Nos. of valid e-votes cast	Voting b (by No. of Members voted	y physical post or in No. of Shares	ballon person % o Nos. phi	ballot forms person) % of total Nos. of valid physical votes cast	<i>A</i>	<i>A</i>
Votes of the	Votes in favour of the Resolution	14	657678	21.66	19	1017653	33.52		33	Second Second
	Votes against the Resolution	0	0	0	0	0	0		0	0 0
ယ	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01		33	33 300306
4	Invalid votes	N:I	539890*	17.78*	Nil	835135*	27.51*	*	1* Nil	

Hence the same has been considered as invalid. The excess voting rights of the Promoters and Promoter Group of the Company has been freezed as per SEBI Order dated 20-05/2015.

requisite majority. Resolution with regard to Item No. 5 as set out in the Notice of the Annual General Meeting is passed in favour of the resolution with As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary SING COMPAN

CS DIPTI CHANDRATRE Practicing Company Secretary, Nasik

Particulars	Ordinar Compan R No. of Members voted	y Resolu y for a pe  cemote E-  No. of  Shares	Ordinary Resolution to appoin Company for a period of 5 years.  Remote E-voting  No. of Members Voted  No. of Nos. of valid e-votes cast	Voting b  Voting b  No. of  Members  voted	Sham Malpani (DIN 19 by physical ballot f (by post or in person)  No. of Physical ballot f (by post or in person)  Shares Physical ballot f (by post or in person)  Shares Physical ballot f (by post or in person)	Ordinary Resolution to appoint Shri Sham Malpani (DIN 00205471) as Independent Director of the Company for a period of 5 years.  Remote E-voting  No. of Mos. of valid Members Shares voted  No. of Nos. of valid voted  No. of Nos. of valid voted  No. of Physical No. of Physical No. of Physical votes cast votes cast votes cast	5471) as In Total (R No. of Members voted		dependent Directing  Ballot Forms)  No. of of a shares + a
Remote E-voting	emote E-v	(4	oting	Voting b	y physical post or in	ballot forms person)	Total	3	Total (Remote E-voting + Physical Ballot Forms)
	No. o Share	25	% of total Nos. of valid e-votes cast	No. of Members voted	No. of Shares	% of total Nos. of valid physical votes cast	No. of Members voted		No. of shares
14 6	6	657678	21.66	19	1017653	33.52	33		1675331
0		0	0	0	0	0	0		0
14		117788	3.88	19	182518	6.01	33		300306
Nii		539890*	17.78*	Z	835135*	27.51*	Nii		1375025*

Hence the same has been considered as invalid. The excess voting rights of the Promoters and Promoter Group of the Company has been freezed as per SEBI Order dated 20-05-2015.

requisite majority. Resolution with regard to Item No. 6 as set out in the Notice of the Annual General Meeting is passed in favour of the resolution with As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary TOME COMPANY ST

CS DIPTI CHANDRATRE Practicing Company Secretary, Nasik