



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,

Subject: 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 8th 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 26th day of September, 2015 (09.00 hours) to 28th day of September, 2015 (17.00 Hours). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 22nd day 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 49th AGM of the Company, held on Tuesday, September 29, 2015.

Thanking you,

Chandratre



CS Dipti Chandratre
Company Secretary
ACS 28786 / COP 10987

Encl.: As above.

Witness:

1) Mrs. Pradnya Chandorkar

Ph...

2) Mr. Prashant Yeola

P. Yeola

ITEM NO.1		Ordinary resolution to consider and adopt the Audited Financial Statements of the Company for Financial Year ended 31 st March, 2015 including the Audited Balance Sheet as at 31 st 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.									
Sr. No.	Particulars	Remote E-voting			Voting by physical ballot forms (by post or in person)			Total (Remote E-voting + Physical Ballot Forms)			
		No. of Members voted	No. of Shares	% 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	% of total Nos. of valid e-votes + physical votes cast	
1	Votes in favour of the Resolution	14	657678	21.66	19	1017653	33.52	33	1675331	55.18	
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0	
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89	
4	Invalid votes	Nil	539890*	17.78*	Nil	835135*	27.51*	Nil	1375025*	45.29*	

* 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.

RESULT:

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 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 requisite majority.



ITEM NO. 2		Ordinary Resolution to appoint a Director in place of Shri J. K. Taparia (DIN 00126945) who retires by rotation and being eligible offers himself for re-appointment.								
Sr. No.	Particulars	Remote E-voting			Voting by physical ballot forms (by post or in person)			Total (Remote E-voting + Physical Ballot Forms)		
		No. of Members voted	No. of Shares	% 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	% of total Nos. of valid e-votes + physical votes cast
1	Votes in favour of the Resolution	14	657678	21.66	15	870177	28.66	29	1527855	50.33
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	13	106086	3.49	15	156168	5.14	28	262254	8.64
4	Invalid votes	1	551592*	18.17*	Nil	714009*	23.52*	1	1265601*	41.67*

* 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.

RESULT:

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 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 requisite majority.




ITEM No. 3		Ordinary Resolution to re-appoint M/s. Batliboi and Purohit, Chartered Accountants as the Statutory Auditors and fix their remuneration.								
Sr. No.	Particulars	Remote E-voting			Voting by physical ballot forms (by post or in person)			Total (Remote E-voting + Physical Ballot Forms)		
		No. of Members voted	No. of Shares	% 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	% of total Nos. of valid e-votes + physical votes cast
1	Votes in favour of the Resolution	14	657678	21.66	19	1017653	33.52	33	1675331	55.18
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89
4	Invalid votes	Nil	539890*	17.78*	Nil	835135*	27.51*	Nil	1375025*	45.29*

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

RESULT:

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 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 requisite majority.

ITEM NO. 4		Special Resolution to re-appoint Shri H. N. Taparia (DIN 00126774) as Chairman and Managing Director of the Company for a period of 5 years and fix his remuneration.									
Sr. No.	Particulars	Remote E-voting			Voting by physical ballot forms (by post or in person)			Total (Remote E-voting + Physical Ballot Forms)			
		No. of Members voted	No. of Shares	% 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	% of total Nos. of valid e-votes + physical votes cast	
1	Votes in favour of the Resolution	14	657678	21.66	18	653003	21.51	32	1310681	43.17	
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0	
3	Total valid votes (1+2)	13	93776	3.09	18	117193	3.86	31	210969	6.95	
4	Invalid votes	1	563902*	18.58*	Nil	535810*	17.65*	1	1099712*	36.23*	



* 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.

RESULT:

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 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.



ITEM NO. 5		Ordinary Resolution to appoint Miss Bhavna Shewakram Shamdasani (DIN 6980759) as Independent Director of the Company for a period of 5 years.									
Sr. No.	Particulars	Remote E-voting			Voting by physical ballot forms (by post or in person)			Total (Remote E-voting + Physical Ballot Forms)			
		No. of Members voted	No. of Shares	% 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	% of total Nos. of valid e-votes + physical votes cast	
1	Votes in favour of the Resolution	14	657678	21.66	19	1017653	33.52	33	1675331	55.18	
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0	
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89	
4	Invalid votes	Nil	539890*	17.78*	Nil	835135*	27.51*	Nil	1375025*	45.29*	

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

RESULT:

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 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 requisite majority.



ITEM NO. 6		Ordinary Resolution to appoint Shri Sham Malpani (DIN 00205471) as Independent Director of the Company for a period of 5 years.									
Sr. No.	Particulars	Remote E-voting			Voting by physical ballot forms (by post or in person)			Total (Remote E-voting + Physical Ballot Forms)			
		No. of Members voted	No. of Shares	% 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	% of total Nos. of valid e-votes + physical votes cast	
1	Votes in favour of the Resolution	14	657678	21.66	19	1017653	33.52	33	1675331	55.18	
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0	
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89	
4	Invalid votes	Nil	539890*	17.78*	Nil	835135*	27.51*	Nil	1375025*	45.29*	

* 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.

RESULT:

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 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 requisite majority.

