

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, 2016]

To,
The Chairperson,
Taparia Tools Limited,
52 and 52B,
MIDC Area,
Satpur, Nashik -422007

Dear Sir,

Subject: *Report on electronic voting carried out during 26th day of September, 2016 (09.00 hours) to 28th day of September, 2016 (17.00 Hours) and Poll conducted at the 50th Annual General Meeting of TAPARIA TOOLS LIMITED held on Thursday, 29th September, 2016 at 9.30 am.*

I CS Sagar Ramesh Khandelwal, Practicing Company Secretary, (ACS 25781, COP 13778) have been appointed as the Scrutinizer by the Board of Directors of Taparia Tools Limited vide resolution dated 13th August, 2016, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2016 for the purpose of scrutinizing.

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 50th meeting of the Equity Shareholders of Taparia Tools Limited, held on Thursday, 29th September, 2016

In this connection, I furnish the following information.

- a) As per the information and explanation provided and the documents verified, the Notice dated 13th August, 2016, 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 said 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



A handwritten signature in black ink, appearing to be 'S R Khandelwal', written over the bottom right corner of the stamp.

Company to its Shareholders for the period commencing on 26th day of September, 2016 (09.00 hours) to 28th day of September, 2016 (17.00 Hours). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 22nd day of September, 2016 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of e-voting.

- c) At the 50th Annual General Meeting of the Company held on Thursday, the 29th day of September, 2016, at 9:30 A.M. at Hotel Emerald Park, Sharanpur Link Road, 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) boxes were locked and sealed by me in the presence of the members and the proxies. Subsequent to the completion of polling process, both the ballot (polling) boxes were unlocked by me in the presence of Savita Bhimrao Shinde and Vaishakh E. M. 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) As per the data downloaded from CDSL/~~NSDL~~, 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 50th AGM of the Company, held on Thursday, September 29, 2016.

Thanking you,




CS Sagar R Khandelwal
Company Secretary

Encl.: As above.

Witness

1) Savita Bhimrao Shinde 

2) Vaishakh E. M. 

ITEM NO.1
To consider and adopt the Audited Financial Statements of the Company for Financial Year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March 2016 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	25	299841	85.20	5	15668	100.00	30	315509	85.83
2	Votes against the Resolution	4	52107	14.80	0	0	0	4	52107	14.17
3	Total valid votes (1+2)	29	351948	100.00 ^b	5	15668	100.00 ^b	34	367616 ^b	100.00 ^b
4	Invalid votes	Nil	1375195 ^a	-	Nil	70126 ^a	-	Nil	1445321 ^a	-

- a. The excess voting rights of the Promoters of the Company has been frozen as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.
- b. The percentage has been calculated on the total number of valid votes received by the company, the valid votes excludes excess voting right as mentioned in note number a.

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.



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	21	253417	82.95	5	15668	100.00	26	269085	83.78
2	Votes against the Resolution	4	52107	17.05	0	0	0	4	52107	16.22
3	Total valid votes (1+2)	25	305524	100.00 ^b	5	15668	100.00 ^b	30	321192	100.00 ^b
4	Invalid votes	Nil	1375195 ^a	-	Nil	70126 ^a	-		1445321 ^a	Nil
5.	Abstain from Voting	4	46424	-	0	0	0	4	46424	-

- a. The excess voting rights of the Promoters of the Company has been frozen as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.
- b. The percentage has been calculated on the total number of valid votes received by the company, the valid votes excludes excess voting right as mentioned in note number a

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.



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	28	343298	97.54	5	15668	100.00	33	358966	97.65
2	Votes against the Resolution	1	8650	2.46	0	0	0	1	8650	2.35
3	Total valid votes (1+2)	29	351948	100.00 ^b	5	15668	100.00 ^b	34	367616	100.00 ^b
4	Invalid votes	Nil	1375195 ^a	-	Nil	70126 ^a	-	Nil	1445321 ^a	-

- a. The excess voting rights of the Promoters of the Company has been frozen as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.
- b. The percentage has been calculated on the total number of valid votes received by the company, the valid votes excludes excess voting right as mentioned in note number a

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.



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	25	299841	85.20	5	15668	100.00	30	315509	85.83	
2	Votes against the Resolution	4	52107	14.80	0	0	0	4	52107	14.17	
3	Total valid votes (1+2)	29	351948	100.00 ^b	5	15668	100.00 ^b	34	367616 ^b	100.00 ^b	
4	Invalid votes	Nil	1375195 ^a	-	Nil	70126 ^a	-	Nil	1445321 ^a	-	

- c. The excess voting rights of the Promoters of the Company has been frozen as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.
- d. The percentage has been calculated on the total number of valid votes received by the company, the valid votes excludes excess voting right as mentioned in note number a

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 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	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.									
	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	25	299841	85.20	5	15668	100.00	30	315509	85.83
2	Votes against the Resolution	4	52107	14.80	0	0	0	4	52107	14.17
3	Total valid votes (1+2)	29	351948	100.00 ^b	5	15668	100.00 ^b	34	367616 ^b	100.00 ^b
4	Invalid votes	Nil	1375195 ^a	-	Nil	70126 ^a	-	Nil	1445321 ^a	-

- a. The excess voting rights of the Promoters of the Company has been frozen as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.
- b. The percentage has been calculated on the total number of valid votes received by the company, the valid votes excludes excess voting right as mentioned in note number a

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 Special 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.

