



**30** Years of Success

IS : 7933



CM/L 7435070

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E-mail : tirufoam@tirupatifoam.com  
Website : www.tirupatifoam.com  
www.sweetdreamindia.com  
CIN : L25199GJ1986PLC009071

# TIRUPATI FOAM LTD.

**Manufacturers of : POLYURETHANE FOAM**

Date: 01.10.2019

To,  
Bombay Stock Exchange Limited  
P. J. Towers,  
Dalal Street,  
Mumbai – 400 001

Dear Sir,

Code No. BSE 540904

**Sub: Regulation 44 – Voting Result.**

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, we hereby submit the Voting result i.e. Scrutinizer report from the scrutinizer of M/s D. A.

Rupawala & Associates.

Kindly take on record and oblige.

Thanking You

Yours faithfully,

For, **TIRUPATI FOAM LIMITED**

*Akshay*

(CS AKSHABANU MEMON)  
Company Secretary

**REGD. OFFICE** : "TIRUPATI" House, 4th Floor, Nr. Topaz Restaurant, University Road, Polytechnic Char Rasta,  
Ambawadi, Ahmedabad-380015. Gujarat, INDIA.

**FACTORY** : Plot No.4-A, Block No. 65, Village, Khatraj, Post : Khatraj, Ta. Kalol, Dist. Gandhinagar (Guj.) INDIA  
Tele. : 02764-281049-281224 Fax : 91-2764-281225



**Form No. MGT-13**

**Report of Scrutinizer**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

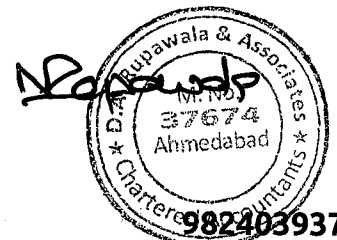
To;  
Mrs Meena Sanghavi, Chairman  
32<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders of  
Tirupati Foam Limited,  
Held on 30<sup>th</sup> September, 2019 at 03 p.m. at  
TIRUPATI HOUSE, 4TH FLOOR,  
NR. TOPAZ RESTAURANT,  
UNIVERSITY ROAD, POLYTECHNIC  
CHAR RASTA, AMBAWADI, AHMEDABAD GJ 380015 IN.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll Process**

I, D. A. Rupawala, Proprietor of M/s D.A. Rupawala & Associates, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors M/s. Tirupati Foam Limited (the Company), pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") to scrutinize the remote e-voting process and voting through poll process at the 32<sup>nd</sup> Annual General Meeting of Equity shareholders of M/s. Tirupati Foam Limited held on Monday, 30<sup>th</sup> September, 2019 at 03.00 p.m. at the Registered office of the Company. We submit our report as under:

- (i) The Notice dated 3<sup>rd</sup> September, 2019 of AGM of the company along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders.
- (ii) The shareholders of the Company holding shares as on the "cut-off" date i.e. on 23<sup>rd</sup> September, 2019 were entitled to vote on the proposed resolutions as set out in the Notice of the AGM.
- (iii) The Company has provided remote e-voting facility offered by Central Depositories Securities Limited (CDSL) for casting votes electronically by the shareholders of the





company. The Company has also provided voting through ballot papers (Poll Process) at the venue of AGM.

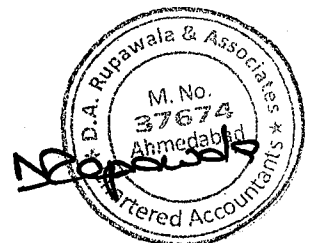
- (iv) The voting period for remote e-voting commenced from Friday, 27<sup>th</sup> September, 2019 at 10.00 a.m. and concluded on Sunday, 29<sup>th</sup> September, 2019 at 5.00 p.m. and thereafter the CDSL e-voting platform was blocked.
- (v) The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Ms. Farhin Ansari and Mr. Mufiz Vhora, who are not in the employment of the company and after the conclusion of the voting at the AGM the votes cast there under were counted.
- (vi) After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
- (vii) The locked ballot box was subsequently opened in my presence and in the presence of two witnesses Ms. Farhin Ansari and Mr. Mufiz Vhora who are not in the employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
- (viii) The two witnesses, Ms. Farhin Ansari and Mr. Mufiz Vhora who are not in the employment of the Company have signed below in confirmation of the ballot box being opened in their presence and also in confirmation of the remote votes being unblocked in their presence.

Ms. Farhin Ansari

Mr. Mufiz Vhora

- (ix) I found nil poll paper invalid.
- (x) The Consolidated results of remote e-voting as well as voting through ballot papers at the AGM are as under:

➤ **ORDINARY BUSINESS:**





I. Resolution No. 1:- As an Ordinary Resolution

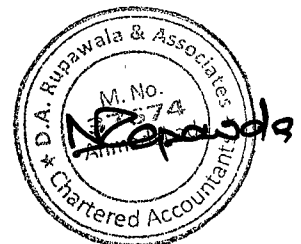
(a) Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2019 and the Reports of the Board of Directors and Auditors thereon; and

(i) Voted in **favour** of the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 41   | 2103248                      | 99.67                                  |
| Voting by Ballot | 17   | 6996                         | 0.33                                   |
| Total :          | 58   | 2110244                      | 100                                    |

(ii) Voted **against** the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 0  | 0                            | 0                                      |
| Voting by Ballot | 0  | 0                            | 0                                      |
| Total :          | 0  | 0                            | 0                                      |





(iii) Invalid votes

| Mode of voting   | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| Remote E-voting  | 0   | 0                                  |
| Voting by Ballot | 0   | 0                                  |
| Total            | 0   | 0                                  |

II. Resolution No. 2:- As an Ordinary Resolution

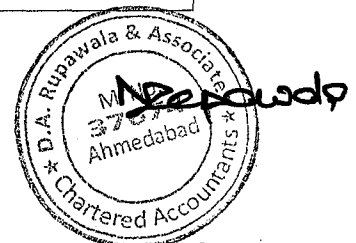
To approve dividend on Equity Shares for the year end 31<sup>st</sup> March 2019.

(i) Voted in **favour** of the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 41   | 2103248                      | 99.67                                  |
| Voting by Ballot | 17   | 6996                         | 0.33                                   |
| Total :          | 58   | 2110244                      | 100                                    |

(ii) Voted **against** the resolution:

| Mode of voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|----------------|--|------------------------------|--|
|----------------|--|------------------------------|--|





|                  |        |   |   |   |
|------------------|--------|---|---|---|
|                  | proxy) |   |   |   |
| Remote E-voting  |        | 0 | 0 | 0 |
| Voting by Ballot |        | 0 | 0 | 0 |
| Total :          |        | 0 | 0 | 0 |

(iii) **Invalid** votes

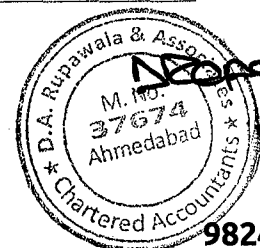
| Mode of voting   | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| Remote E-voting  | 0   | 0                                  |
| Voting by Ballot | 0   | 0                                  |
| Total            | 0   | 0                                  |

III. Resolution No. 3:- As a Ordinary Resolution

To appoint a Director in place of MR. MUKESH BABULAL SHAH (DIN: 01711956), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

(i) Voted in **favour** of the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 41   | 2103248                      | 99.67                                  |
| Voting by Ballot | 17   | 6996                         | 0.33                                   |





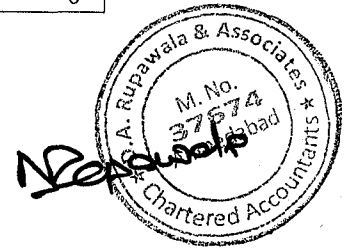
|         |    |         |     |
|---------|----|---------|-----|
| Total : | 58 | 2110244 | 100 |
|---------|----|---------|-----|

(ii) Voted **against** the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 0  | 0                            | 0                                      |
| Voting by Ballot | 0  | 0                            | 0                                      |
| Total :          | 0  | 0                            | 0                                      |

(iii) **Invalid** votes

| Mode of voting   | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| Remote E-voting  | 0   | 0                                  |
| Voting by Ballot | 0   | 0                                  |
| Total            | 0   | 0                                  |





➤ **SPECIAL BUSINESS:**

IV. Resolution No. 4:- As a Special Resolution

RE-APPOINTMENT OF DEEPAK T MEHTA, AS WHOLE TIME DIRECTOR OF THE COMPANY.

(i) Voted in **favour** of the resolution:

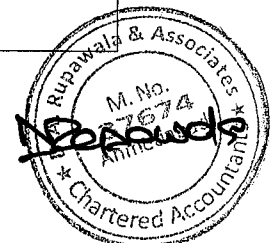
| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 41   | 2103248                      | 99.67                                  |
| Voting by Ballot | 17   | 6996                         | 0.33                                   |
| Total :          | 58   | 2110244                      | 100                                    |

(ii) Voted **against** the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 0  | 0                            | 0                                      |
| Voting by Ballot | 0  | 0                            | 0                                      |
| Total :          | 0  | 0                            | 0                                      |

(iii) **Invalid** votes

| Mode of voting | Total number of members (in person or by proxy) whose votes were | Total number of votes cast by them |
|----------------|--|------------------------------------|
|----------------|--|------------------------------------|







|                  | declared invalid |   |
|------------------|------------------|---|
| Remote E-voting  | 0                | 0 |
| Voting by Ballot | 0                | 0 |
| Total            | 0                | 0 |

V. Resolution No. 5:- As a Special Resolution

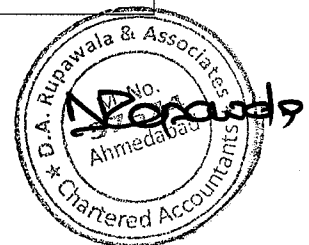
TO REGULARIZE THE APPOINTMENT OF MR. ARVIND T GANDHI AS INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in **favour** of the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 41   | 2103248                      | 99.67                                  |
| Voting by Ballot | 17   | 6996                         | 0.33                                   |
| Total :          | 58   | 2110244                      | 100                                    |

(ii) Voted **against** the resolution:

| Mode of voting  | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|-----------------|--|------------------------------|--|
| Remote E-voting | 0  | 0                            | 0                                      |





|                  |   |   |   |
|------------------|---|---|---|
| Voting by Ballot | 0 | 0 | 0 |
| Total :          | 0 | 0 | 0 |

(iii) **Invalid votes**

| Mode of voting   | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| Remote E-voting  | 0   | 0                                  |
| Voting by Ballot | 0   | 0                                  |
| Total            | 0   | 0                                  |

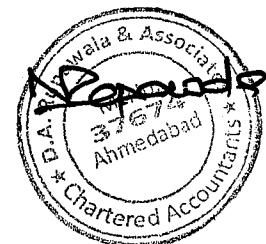
VI. Resolution No. 6:- As a Special Resolution

TO REGULARIZE THE APPOINTMENT OF MR. DIPAKKUMAR BACHUBHAI KOTADIA AS INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in **favour** of the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 41   | 2103248                      | 99.67                                  |
| Voting by Ballot | 17   | 6996                         | 0.33                                   |
| Total :          | 58   | 2110244                      | 100                                    |

(ii) Voted **against** the resolution:





| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 0  | 0                            | 0                                      |
| Voting by Ballot | 0  | 0                            | 0                                      |
| Total :          | 0  | 0                            | 0                                      |

(iii) Invalid votes

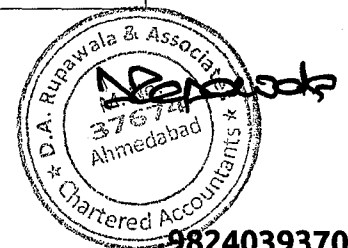
| Mode of voting   | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| Remote E-voting  | 0   | 0                                  |
| Voting by Ballot | 0   | 0                                  |
| Total            | 0   | 0                                  |

VII. Resolution No. 7:- As a Special Resolution

Increase in borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, provided that the total amount that may be borrowed and outstanding at any point of time shall not exceed the sum of Rs.7500 Lacs.

(i) Voted in **favour** of the resolution:

| Mode of voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|----------------|--|------------------------------|--|
|----------------|--|------------------------------|--|





|                  |    |         |       |
|------------------|----|---------|-------|
| Remote E-voting  | 41 | 2103248 | 99.67 |
| Voting by Ballot | 17 | 6996    | 0.33  |
| Total :          | 58 | 2110244 | 100   |

(ii) Voted **against** the resolution:

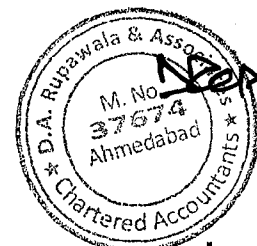
| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 0  | 0                            | 0                                      |
| Voting by Ballot | 0  | 0                            | 0                                      |
| Total :          | 0  | 0                            | 0                                      |

(iii) **Invalid** votes

| Mode of voting   | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|------------------|---|------------------------------------|
| Remote E-voting  | 0   | 0                                  |
| Voting by Ballot | 0   | 0                                  |
| Total            | 0   | 0                                  |

VIII. Resolution No. 8:- As a Special Resolution

Creation of charge/ security over the assets/ undertakings of the Company under Section 180(1) (a) of the Companies Act, 2013 for securing the borrowings of the Company, which shall not exceed at any point of time the sum of Rs.7500 Lacs.





(i) Voted in **favour** of the resolution:

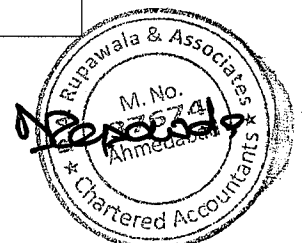
| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 41   | 2103248                      | 99.67                                  |
| Voting by Ballot | 17   | 6996                         | 0.33                                   |
| Total :          | 58   | 2110244                      | 100                                    |

(ii) Voted **against** the resolution:

| Mode of voting   | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast. |
|------------------|--|------------------------------|--|
| Remote E-voting  | 0  | 0                            | 0                                      |
| Voting by Ballot | 0  | 0                            | 0                                      |
| Total :          | 0  | 0                            | 0                                      |

(iii) **Invalid** votes

| Mode of voting  | Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------|---|------------------------------------|
| Remote E-voting | 0   | 0                                  |





# D.A. Rupawala & Associates

CHARTERED ACCOUNTANT

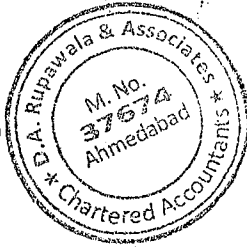
All the relevant records relating to remote e-voting and ballot voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 32<sup>nd</sup> Annual General Meeting and the same shall be handed over thereafter to the Company Secretary for safe keeping.

**UDIN: 19037674AAAAIL3681**

Thanking you,  
Yours faithfully,

Date: 01.10.2019  
Place: Ahmedabad

*D.A. Rupawala*



D.A. Rupawala  
Proprietor of  
D.A Rupawala & Associates,  
Chartered Accountants  
Membership No. 37674  
Scrutinizer

*[Signature]*  
Witness 1

*[Signature]*  
Witness 2

Counter Signed

*[Signature]*

Meena Sanghavi  
Chairman & Women Non Executive Director