

SCRUTINIZER'S REPORT

MGT-13

**For the Poll Conducted on 39th Annual General Meeting of
TPI INDIA LIMITED**

(CIN: L28129MH1982PLC026917)

**Held on Saturday the 30th day of October, 2021 at 11:00 A.M. and Concluded at 11:30
P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

NAMRATA VYAS & ASSOCIATES

COMPANY SECRETARIES

Office: 406/Omkar Apts, Near BhadrakaliMandir, Bhayander (W), Thane-401101.

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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of
TPI India Limited
39th Annual General Meeting
of the Equity Shareholders
Held on 30th October, 2021 at 11 A.M.
X-27, MIDC, Murbad, Thane-421401

Dear Sir,

I, refer to my appointment as scrutinizer by the Board of Directors of TPI India Limited, to Scrutinize the remote e-voting and poll process in fair, and transparent manner as per the provision of section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 for the 39th Annual General Meeting of the Company held on Saturday, the 30th day of October, 2021 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

I, have carried out the work as Scrutinizer of the 39th Annual General Meeting commenced at 11 A.M. and concluded at 11:30 A.M. on Saturday, the 30th day of October, 2021 and I had scrutinized and reviewed the voting through electronic means and poll process and votes tendered therein.

My responsibility as a scrutinizer for the remote e-voting and poll process is restricted to make a consolidated scrutinizers' report of the votes cast in "Favor" or "Against" or "Invalid" for the matters/resolution stated in the Notice of the 39th Annual General Meeting based on the reports generated in the e-voting system provided by Central Depository Services (India) Limited, “CDSL” the authorized agency to provide remote e-voting facility and votes casted through poll process at the Annual General Meeting.

I, Namrata G Vyas, Company Secretaries (Membership No. 46184 and COP No. 17283,) appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 39th Annual General Meeting of the Equity Shareholders of TPI India Limited, held on Saturday, the 30th day of October, 2021 at 11 A.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

I, herewith submit the scrutinizer's report on the results of the remote e-voting and Poll process along with the relevant listings.

I hereby submit my report as under:

- 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.
- The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. 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.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- A Compilation of Data containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

***For Namrata Vyas & Associates
Company Secretaries***



***Namrata Vyas
Proprietor
ACS No. – 46184
CP No. – 17283***

“RESULT OF THE POLL AND REMOTE E-VOTING IS AS UNDER”

Item No. 1: Ordinary Resolution: To Receive, Consider and Adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditor’s thereon.

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

Mode of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	44	36109425	100
Voting by Ballot	-	-	-
Total	44	36109425	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:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2: To Appoint a Director in place of Mr. Bharat Parekh (DIN: 02650644) who retires by rotation and being eligible offers himself for Re-Appointment.

i) Voted **in favor** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	44	36109425	100
Voting by Ballot	-	-	-
Total	44	36109425	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:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
-	-

Item No. 3: Ordinary Resolution: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved that pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) the company hereby ratifies the appointment of M/s. Jain Jagawat Kamdar & Co. Chartered Accountants, (firm registration No. 122530W), as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2021-2022 on such remuneration as may be determined by the Board of Directors.

i) Voted **in favor** of the resolution:

Mode of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	44	36109425	100
Voting by Ballot	-	-	-
Total	44	36109425	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:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4: Special Resolution: To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution

‘RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197, 203, Schedule V of the Companies Act, 2013 (Act) and other applicable provisions of the Act the Company hereby accords its approval and consent to the re-appointment of Shri Bharat Parekh (DIN:02650644) as Managing Director of the Company for a period of 5 (five) years with effect from 1st Oct, 2021 to 30th Sept, 2026 on the terms, conditions and stipulations including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board which have been detailed in the Explanatory Statement annexed hereto (which shall form part hereof), with a liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to

include Nomination and Remuneration Committee of the Board) to fix, increase, alter or vary from time to time, the terms and conditions of the said appointment and remuneration and/or monetary value of the perquisites as may be agreed upon by the Board of Directors and Shri Bharat Chimanlal Parekh, (subject to the same not exceeding at any point of time, the ceiling specified in Schedule V to the said Act, (including any statutory Modifications or re-enactment thereof for the time being in force) or any amendment and/or modifications that may hereinafter from time to time be made thereto by the Central Government.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of said appointee, the company has no profit or its profits are inadequate, the Company shall pay salary & perquisites as provided under Schedule V to the Companies Act, 2013 as minimum remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters or things as may be necessary, expedient or desirable in the best interest of the Company as may be determined by the Board of Directors.”

i) Voted **in favor** of the resolution:

Mode of Voting	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	44	36109425	100
Voting by Ballot	-	-	-
Total	44	36109425	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:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**For Namrata Vyas & Associates
Company Secretaries**



**Namrata Vyas
Proprietor
ACS No. – 46184
CP No.– 17283
UDIN: A046184C001347847**

**Date: 01/11/2021
Place: Mumbai**