

**NAMRATA VYAS & ASSOCIATES**  
**COMPANY SECRETARIES**

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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**  
37<sup>th</sup> Annual General Meeting  
of the Equity Shareholders  
Held on 27<sup>th</sup> September, 2019 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 37<sup>th</sup> Annual General Meeting of the Company held on Friday, the 27<sup>th</sup> day of Sept., 2019 at Plot No X-27, MIDC, Murbad, Thane-421401.

I, have carried out the work as Scrutinizer of the 37<sup>th</sup> Annual General Meeting commenced at 11 A.M. and concluded at 11:35 A.M. on Friday, the 27<sup>th</sup> day of Sept., 2019 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 37<sup>th</sup> 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 37<sup>th</sup> Annual General Meeting of the Equity Shareholders of TPI India Limited, held on Friday the 27<sup>th</sup> September, 2019 at 11 A.M. at X-27, MIDC, Murbad, Thane-421401.

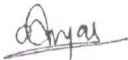
I, herewith submit the scrutinizer's report on the results of the remote e-voting and Poll process along with the relevant listings.



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: 46184, COP: 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 31<sup>st</sup> March, 2019 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	2	620	-
Voting by Ballot	29	39882994	100
<b>Total</b>	<b>31</b>	<b>39883614</b>	<b>100</b>

(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	1	660	100
Voting by Ballot	0	0	0
<b>Total</b>	<b>1</b>	<b>660</b>	<b>100</b>

(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 Mrs. Darshana Bharat Parekh (DIN: 07171160) 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	2	620	-
Voting by Ballot	29	39882994	100
<b>Total</b>	<b>31</b>	<b>39883614</b>	<b>100</b>

(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	1	660	0
Voting by Ballot	1	660	100

Total	0	0	0
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<b>(iii) Invalid votes:</b>	
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(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. V.R. Renuka & Co, Chartered Accountants (Firm Registration No. 108826W), as the 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 2019-20 (subject to rectification in each financial year) 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	2	620	-
Voting by Ballot	29	39882994	100
<b>Total</b>	<b>31</b>	<b>39883614</b>	<b>100</b>

(ii) Voted against the resolution:

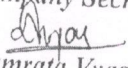
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	660	0
Voting by Ballot	0	0	0
<b>Total</b>	<b>1</b>	<b>660</b>	<b>0</b>

(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: 46184, COP: 17283)

Date: 01/10/2019

Place: Mumbai

**TPI INDIA LTD.**

Date of Annual General Meeting : 27<sup>th</sup> September, 2019

Total no. of Members on record Date : 6877

No. of members present either through person or proxy : 33

Promoter and Promoter : 8

Public : 24

No. of Resolution passed in the meeting : 3

Resolution (1)									
Resolution required : (ordinary / Special)									
Whether promoter / promoter group are interested in the agenda / resolution									
Adoption of the Financial Statement year ended March 31, 2019									
Category	Mode of Voting	No. of Shares Held	No. of Vote Polled	% of vote ' polled on outstanding shares	No. of Vote in favour	No. of Vote Against	% of Vote in favour on vote polled	% of Vote against	Invalid vote
Promoter and Promoter Group	E Voting		0	0	0	0	0	0	0
	Poll	40216434	39701224	98.72	39701224	0	100 %	0	0
	Postal Ballot		0	0	0	0	0	0	0
	<b>TOTAL</b>	40216434	39701224	<b>98.72</b>	39701224	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>
Public – Non Institution	E Voting		620	0.02	620	0	100 %	0	0
	Poll	2747036	181770	6.61	181770	0	100 %	0	0
	Postal Ballot		0	0	0	0	0	0	0
	<b>TOTAL</b>	<b>2747036</b>	<b>182390</b>	<b>6.63</b>	<b>182390</b>	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>42963470</b>	<b>39883614</b>	<b>92.83</b>	<b>38054597</b>	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>
Whether resolution passed or not									Yes

Invalid Valid – 660

**Resolution (2)**

Resolution required : (ordinary / Special)

Whether promoter / promoter group are interested in the agenda / resolution

Ordinary

No

Description of resolution considered

Reappointment of Mrs. Darshana Bharat Parekh as Director who retire by rotation

Category	Mode of Voting	No. of Shares Held	No. of Vote Polled	% of vote polled on outstanding shares	No. of Vote in favour	No. of Vote Against	% of Vote in favour on vote polled	% of Vote against	Invalid vote
Promoter and Promoter Group	E Voting		0	0	0	0	0	0	0
	Poll		39701224	98.72	39701224	0	100 %	0	0
	Postal Ballot		0	0	0	0	0	0	0
	<b>TOTAL</b>	40216434	39701224	<b>98.72</b>	39701224	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>
Public – Non Institution	E Voting		620	0.02	620	0	100 %	0	0
	Poll		181770	6.61	181770	0	100 %	0	0
	Postal Ballot		0	0	0	0	0	0	0
	<b>TOTAL</b>	2747036	182390	6.63	182390	0	100 %	0	0
<b>Total</b>		<b>429963470</b>	<b>39883614</b>	<b>92.83</b>	<b>38054597</b>	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>

Invalid/ Valid – 660

Whether resolution passed or not

Yes

Resolution (3)										
Resolution required : (Ordinary / Special)										
Whether promoter / promoter group are interested in the agenda / resolution										
Ordinary										
No										
Description of resolution considered										
Appointment of M/s V R Renuka & Co. as statutory auditor and fix their remuneration										
Category	Mode of Voting	No. of Shares Held	No. of Vote Polled	% of vote polled on outstanding shares	No. of Vote in favour	No. of Vote Against	% of Vote in favour on vote polled	% of Vote against	Invalid vote	
Promoter and Promoter Group	E Voting		0	0	0	0	0	0	0	
	Poll	40216434	39701224	98.72	39701224	0	100 %	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	<b>TOTAL</b>	40216434	39701224	<b>98.72</b>	39701224	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>	
Public – Non Institution	E Voting		620	0.02	620	0	100 %	0	0	
	Poll	2747036	181770	6.61	181770	0	100 %	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	<b>TOTAL</b>	<b>2747036</b>	<b>182390</b>	<b>6.63</b>	<b>182390</b>	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>	
Total		<b>42963470</b>	<b>39883614</b>	<b>92.83</b>	<b>38054597</b>	<b>0</b>	<b>100 %</b>	<b>0</b>	<b>0</b>	
Whether resolution passed or not										
Yes										
Invalid Valid – 660										

Note : All the aforesaid resolutions were passed with requisite majority.