

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
38th Annual General Meeting
of the Equity Shareholders
Held on 29th December, 2020 at 11 A.M.
J-61, 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 38th Annual General Meeting of the Company held on Tuesday, the 29th day of December, 2020 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

I, have carried out the work as Scrutinizer of the 38th Annual General Meeting commenced at 11 A.M. and concluded at 11:30 A.M. on Tuesday, the 29th day of December, 2020 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 38th 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 38th Annual General Meeting of the Equity Shareholders of TPI India Limited, held on Tuesday, the 29th day of December, 2020 at 11 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

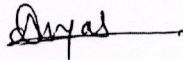
I, herewith submit the scrutinizer's report on the results of the remote e-voting and Poll process along with the relevant listings.

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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 31st March, 2020 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	35	38015009	100
Voting by Ballot	-	-	-
Total	35	38015009	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	35	38015009	100
Voting by Ballot	-	-	-
Total	35	38015009	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

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(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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Jain Jagawat Kamdar & Co. Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company in place of M/s. V. R. Renuka & Co., Chartered Accountants, Mumbai.

Resolved further that M/s. Jain Jagawat Kamdar & Co. Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them.”

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	35	38015009	100
Voting by Ballot	-	-	-
Total	35	38015009	100

(ii) Voted against the resolution:

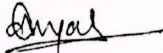
Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting by Ballot	0	0	0
Total	0	0	0

(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: 46184, COP: 17283)*

Date: 29/12/2020

Place: Mumbai

TPI INDIA LTD.

Date of Annual General Meeting : 29th December, 2020

Total no. of Members on record Date : 6873

No. of members present either through person or proxy : 35

Promoter and Promoter : 10

Public : 25

No. of Resolution passed in the meeting : 3

Resolution (1)

		Resolution required : (ordinary / Special)		Ordinary						
		Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	Description of resolution considered			Adoption of the Financial Statement year ended March 31, 2020					
		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		37862967	94.25	37862967	0	100 %	0	0	
	Poll	40171634	0	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	TOTAL	40171634	39701224	94.25	37862967	0	100 %	0	0	
Public – Non Institution	E Voting		152042	5.44	152042	0	100 %	0	0	
	Poll	2791836	0	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	TOTAL	2791836	152042	5.44	152042	0	100 %	0	0	
Total		42963470	38015009	88.48	38015009	0	100 %	0	0	
							Whether resolution passed or not		Yes	

Resolution (2)										
Resolution required : (ordinary / Special)										
Whether promoter / promoter group are interested in the agenda / resolution										
Ordinary										
No										
Reappointment of Mr. 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		37862967	94.25	37862967	0	100 %	0	0	
	Poll	40171634	0	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	TOTAL	40171634	39701224	94.25	37862967	0	100 %	0	0	
Public – Non Institution	E Voting		152042	5.44	152042	0	100 %	0	0	
	Poll	2791836	0	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	TOTAL	2791836	152042	5.44	152042	0	100 %	0	0	
Total		42963470	38015009	88.48	38015009	0	100 %	0	0	
Whether resolution passed or not										Yes

Resolution (3)										
Resolution required : (Ordinary / Special)										Ordinary
Whether promoter / promoter group are interested in the agenda / resolution										No
Description of resolution considered										Appointment of M/s Jain Jagawat Kamdar & 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		37862967	94.25	37862967	0	100 %	0	0	
	Poll	40171634	0	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	TOTAL	40171634	39701224	94.25	37862967	0	100 %	0	0	
Public – Non Institution	E Voting		152042	5.44	152042	0	100 %	0	0	
	Poll	2791836	0	0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	0	
	TOTAL	2791836	152042	5.44	152042	0	100 %	0	0	
Total		42963470	38015009	88.48	38015009	0	100 %	0	0	
Whether resolution passed or not										Yes

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