

TAPARIA TOOLS LTD.

MINUTES OF THE FORTY NINTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S. TAPARIA TOOLS LIMITED HELD AT BON VIVANT, PATIL PARK, OLD GANGAPUR NAKA, OPP. TO DONGRE VASTI GRUHA, NASHIK – 422 002 ON TUESDAY, THE 29TH SEPTEMBER 2015 AT 9.30 A.M.

As per the Notice dated 08th August 2015, the Forty Ninth Annual General Meeting (AGM) of the Company was held on Tuesday, 29th September 2015 at 9.30 A.M. at BON VIVANT, Patil Park, Old Gangapur Naka, Opp. To Dongre Vasti Gruha, Nashik – 422 002.

- Present : 7 shareholders were present in person.
- Invitees : Shri G.S. Manasawala, Chairman, Audit Committee
: Shri Kaushal Mehta, Partner, Batliboi & Purohit, Chartered Accountants and Statutory Auditors
: CS Dipti Chandratre, Secretarial Auditor and Scrutinizer for E-Voting
: Shri Rajesh Karlekar, Representative of Registrars and Share Transfer Agents
- In Attendance : Shri V.S. Datey, Company Secretary
Shri S.R. Bagad, Chief Financial Officer
Shri S.A. Shukla, Manager - Finance

On the proposal made by Shri J.K. Gattani and seconded by Shri M.P. Taparia, and approved unanimously by all the shareholders, Shri H.N. Taparia, Chairman & Managing Director of the Company presided over the proceedings.

The quorum being present, the Chairman commenced the proceedings of the meeting and welcomed the Shareholders/Directors present. He requested Shri G.S. Manasawala, Chairman of Audit Committee to occupy a seat for Meeting. Further, the Chairman requested Shri Kaushal Mehta, Partner, Batliboi & Purohit, Chartered Accountants and Statutory Auditors of the Company to occupy a seat for Meeting. Then, the Chairman requested CS Dipti Chandratre, Secretarial Auditor to occupy a seat for Meeting and conduct the task as Scrutinizer for E-Voting and Poll. The Chairman also requested Shri Rajesh Karlekar, Representative of Registrars and Share Transfer Agents to occupy a seat for Meeting.

1. He further announced that the Company has received no of proxies from any Shareholder and that the Register of Proxy showing the proxies as Nil and the Attendance Register of Shareholders are available for inspection of the Shareholders, if they so desired.
2. With the permission of the Shareholders, the Notice convening the meeting was taken as read.



3. The Chairman, then, read the Chairman's Speech.
4. The Chairman then, informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the BSE, the Company had extended the remote e-voting facility through Central Depository Services (India) Limited (**CDSL**) to enable the Members of the Company holding shares of the Company as on the cut-off dated i.e. 28th May 2015 to enable them to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 49th AGM. The remote e-voting period had commenced on 26-09-2015 at 9.00 AM and ended on 28-09-2015 at 5.00 PM.
5. The Chairman informed the Members that the facility for voting by way of ballot papers is made available at the AGM for the Members who had not cast their vote through remote e-voting in respect of items of business as set out in the Notice of the Meeting.
6. The Chairman informed the Members that the Board of Directors had appointed CS Dipti Chandratre (ACS 28786) Practising Company Secretary, Nashik as the Scrutinizer for the purpose of scrutinizing the voting process in a fair and transparent manner (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 49th AGM.
7. Shri V.S. Datey, Company Secretary Read the Auditors' Report on the Financial Statements of the Company for the year ended 31st March, 2015.

8. **ORDINARY BUSINESS :**

Ordinary Resolution No. 1 : For Adoption of Statement of Profit and Loss, Balance Sheet and Cash Flow Statement together with the Directors' Report and Auditors' Report thereon Balance Sheet, Reports of Directors and Auditors for the Financial Year ended 31st March 2015

The following Ordinary Resolution was proposed and seconded by the Members :

"RESOLVED that the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended 31st March, 2015 and Cash Flow Statement for the year ended 31st March 2015 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted".

The Results of voting i.e. e-voting results and results of the voting done at the AGM for Resolution No. 1 announced were as under:



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 e-votes cast	No. of Members voted	No. of Shares	% of total Nos. of 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	14	657678	21.66	19	1017653	33.52	33	1675331	55.18
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89
4	Invalid votes	Nil	539890*	17.78	Nil	835135*	27.51	Nil	1375025*	45.29*

* The excess voting rights of the Promoters of the Company has been freeze as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.

Ordinary Resolution No. 2 : Re-appointment of Shri J.K. Taparia (DIN: 00126945) as a Director of the Company

The following Ordinary Resolution was proposed and seconded by the Members :

"RESOLVED that Shri J.K. Taparia (DIN: 00126945), Director of the Company, who retires by rotation and being eligible, offers himself to be re-appointed as a Director, be and is hereby re-appointed as a Director of the Company."

The Results of voting i.e. e-voting results and results of the voting done at the AGM for Resolution No. 2 announced were as under:

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 e-votes cast	No. of Members voted	No. of Shares	% of total Nos. of 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	14	657678	21.66	15	870177	28.66	29	1527855	50.33
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	13	106086	3.49	15	156168	5.14	28	262254	8.64
4	Invalid votes	1	551592*	18.17	Nil	714009*	23.52	Nil	1265601*	41.69*

* The excess voting rights of the Promoters of the Company has been freeze as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.



[Handwritten signature]

Ordinary Resolution No. 3 : Appointment of M/s. Batliboi & Purohit, Chartered Accountants, Mumbai (Registration No.101048W), as Statutory Auditors of the Company

The following Ordinary Resolution was proposed and seconded by the Members :

“RESOLVED that pursuant to the provisions of Section 139 and Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/S. BATLIBOI & PUROHIT, Chartered Accountants, Mumbai (Registration No.101048W), be and are hereby appointed as the Statutory Auditors of the Company to hold Office as Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting including adjourned Annual General Meeting, if any, of the Company at a remuneration of Rs. 3,00,000/- (Rupees three lakhs only) plus Service Tax as applicable, and reimbursement of actual out-of-pocket expenses as may be incurred for the purpose of Audit”.

The Results of voting i.e. e-voting results and results of the voting done at the AGM for Resolution No. 3 announced were as under:

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 e votes cast	No. of Members voted	No. of Shares	% of total Nos. of 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	14	657678	21.66	19	1017653	33.52	33	1675331	55.18
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89
4	Invalid votes	Nil	539890*	17.78	Nil	835135*	27.51	Nil	1375025*	45.29*

* The excess voting rights of the Promoters of the Company has been freeze as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.



[Handwritten signature]

9. **SPECIAL BUSINESS :**

Special Resolution No. 4 : Re-appointment of Shri H.N. Taparia (DIN: 00126774) as Managing Director for a period of five years w.e.f. 17-09-2015 on a remuneration

The following Special Resolution was proposed and seconded by the Members :

"RESOLVED that pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri H. N. Taparia (DIN 00126774) as Chairman and Managing Director of the Company with effect from September 17th 2015 for the period of 5 (five) years as well as the payment of salary (hereinafter referred to as "remuneration") and perquisites, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors."

"RESOLVED FURTHER THAT the remuneration payable to Shri H. N. Taparia, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

The Results of voting i.e. e-voting results and results of the voting done at the AGM for Resolution No. 4 announced were as under:

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 e-votes cast	No. of Members voted	No. of Shares	% of total Nos. of 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	14	657678	21.66	18	653003	21.51	32	1310681	43.17
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	13	93832	3.09	18	117193	3.86	31	211025	6.95
4	Invalid votes	1	563846*	18.57	Nil	535810*	17.65	Nil	1099656*	36.22*

* The excess voting rights of the Promoters of the Company has been freeze as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.



Ordinary Resolution No. 5 : Appointment of Miss Bhavna Shewakram Shamdasani ((DIN: 6980759), as an Independent Director of the Company

The following Ordinary Resolution was proposed and seconded by the Members :

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory Clause 49 of the Listing Agreement, Miss Bhavna Shewakram Shamdasani (DIN : 6980759), who qualifies for being appointed as an Independent Director and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 54th Annual General Meeting of the Company in the calendar year 2020 not liable to retire by rotation."

The Results of voting i.e. e-voting results and results of the voting done at the AGM for Resolution No. 5 announced were as under:

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 e-votes cast	No. of Members voted	No. of Shares	% of total Nos. of 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	14	657678	21.66	19	1017653	33.52	33	1675331	55.18
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89
4	Invalid votes	Nil	539890*	17.78	Nil	835135*	27.51	Nil	1375025*	45.29*

* The excess voting rights of the Promoters of the Company has been freeze as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.



Ordinary Resolution No. 6 : Appointment of Shri Shyam Malpani (DIN: 00205471), as an Independent Director of the Company

The following Ordinary Resolution was proposed and seconded by the Members :

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Shyam Malpani (DIN:00205471), who qualifies for being appointed as an Independent Director and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 54th Annual General Meeting of the Company in the calendar year 2020 not liable to retire by rotation."

The Results of voting i.e. e-voting results and results of the voting done at the AGM for Resolution No. 6 announced were as under:

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 Member's voted	No. of Shares	% of total Nos. of e-votes cast	No. of Member's voted	No. of Shares	% of total Nos. of 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	14	657678	21.66	19	1017653	33.52	33	1675331	55.18
2	Votes against the Resolution	0	0	0	0	0	0	0	0	0
3	Total valid votes (1+2)	14	117788	3.88	19	182518	6.01	33	300306	9.89
4	Invalid votes	Nil	539890*	17.78	Nil	835135*	27.51	Nil	1375025*	45.29*

* The excess voting rights of the Promoters of the Company has been freeze as per SEBI Order dated 20-05-2015. Hence the same has been included in invalid votes.



10. The Chairman announced that the results of voting i.e. e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report should be announced on 1st October 2015 at the registered Office of the Company and would be displayed on the website of the Company, He also informed that the results would also be intimated to BSE Ltd. and CDSL and would be available at the Registered Office of the Company. He further announced that the results would be incorporated in the Minutes of the 49th Annual General Meeting. Accordingly, these results have been incorporated against the resolution nos. 1 to 6 as described hereinabove.

The Chairman thanked all the shareholders present and declared the meeting as concluded.

Based on the Scrutinizers consolidated Report on voting, all the resolutions contained in the Notice of the 49th Annual General Meeting were approved by the requisite majority of the Members and accordingly, all the resolutions were declared to be passed on the date of AGM dated 29th September 2015.

The Consolidated Scrutinizers Report was uploaded on the website of the Company. Further, the results in the format prescribed under Clause 35A of the Listing Agreement were notified to the BSE.

Mumbai,
26th October 2015

H. N. Japaria

CHAIRMAN

