

CA. S. C. Agrawal

B. Com., (Hons.) L.L.B., F.C.A., DISA (ICAI)



Shyam C. Agrawal & Co.

Chartered Accountants

14, Nityanand Nagar No. 2,
Opp. Bank of Maharashtra,
Near Sanjeevani Hospital, Sahar Road,
Andheri (E), Mumbai - 400 069.
Tel. : (O) 2684 0916 • Tele Fax : 2683 5699
E-mail : shyam31774@yahoo.com
Mobile : 98200-52168
Website : www.casca.in

SCRUTINIZER'S REPORT (Combined)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

Date: 03.10.2017

To,
The Chairman
Tirupati Industries (India) Limited
42-45, Emerald Industrial Estate,
Dheku, Taluka Khalapur,
Dist. Raigad
Maharashtra-410203

Dear Sir,

- 1) I, Shyam C. Agrawal, an Practising Chartered Accountant (Membership No. 31774) have been appointed as a Scrutinizer, for the agenda items including resolutions thereof contained in the notice convening 44th Annual General Meeting of the Members of Tirupati Industries (India) Limited, held on Friday, 29th September, 2017 at 12.30 pm at 42-45 Emerald Industrial Estate, Dheku, Tal. Khalapur, Dist. Raigad, Maharashtra -410203 by the Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and also for poll taken under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Rules.
- 2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and poll on the resolutions contained in the Notice to the 44th AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for the poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company and also at the time of poll at the AGM.
- 3) I submit herewith combined report on the results of e-voting together with that of Poll as under:-



Item No. of the Notice	Voted in favour of the resolution			Voted against the resolution			Invalid votes
	Number of members	Number of votes	% of total number of valid votes cast (Favour and against)	Number of members	Number of votes	% of total number of valid votes cast (Favour and against)	
No. 1 of the Notice (Ordinary Resolution)	34	1528579	100	NIL	NIL	N.A.	NIL
No. 2 of the Notice (Ordinary Resolution)	33	1528414	100	1	165	100.	NIL
No. 3 of the Notice (Ordinary Resolution)	34	1528579	100	NIL	NIL	N.A.	NIL
No. 4 of the Notice (Special Resolution)	33	1528414	100	1	165	100.	NIL
No. 5 of the Notice (Special Resolution)	33	1528414	100	1	165	100.	NIL

- 4) The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For Shyam C. Agrawal & Co
Chartered Accountants

(S.C. Agrawal)
Proprietor



CA. S. C. Agrawal

B. Com., (Hons.) L.L.B., F.C.A., DISA (ICAI)



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SCRUTINIZER'S REPORT (e-voting)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the
Companies (Management and Administration) Rules, 2014]

Date: 03.10.2017

To,
The Chairman
Tirupati Industries (India) Limited
42-45, Emerald Industrial Estate,
Dheku, Taluka Khalapur,
Dist. Raigad
Maharashtra-410203

Dear Sir,

I, Shyam C. Agrawal, an Practising Chartered Accountant (Membership No. 31774) have been appointed as a Scrutinizer of Tirupati Industries (India) Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 44th Annual General Meeting of the Members of Tirupati Industries (India) Limited, held on Friday, 29th September, 2017 at 12.30 pm at 42-45 Emerald Industrial Estate, Dheku, Tal. Khalapur, Dist. Raigad, Maharashtra -410203. I submit herewith report on the results of e-voting as under:

1. The e-voting period remained open from 25th September, 2017 (9.00 AM IST) to 28th September, 2017 (5.00 PM IST).
2. The shareholders holding shares as on the "cut off" date i.e. 22nd September, 2017 were entitled to vote on the proposed resolutions (Item Nos. 1 to 5 as set out in the Notice of the 44th AGM of Tirupati Industries (India) Limited.
3. The e-voting votes were unblocked on 29th September, 2017 in the presence of Mr. R. Chalke and Mr. A. Thaker, Mumbai, who is not in the employment of the Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) and based on such reports generated, the result of e-voting is as under:



Item No. of the Notice	Voted in favour of the resolution			Voted against the resolution			Invalid votes
	Number of members	Number of votes	% of total number of valid votes cast (Favour and against)	Number of members	Number of votes	% of total number of valid votes cast (Favour and against)	
No. 1 of Item the Notice (Ordinary Resolution)	1	165	100	NIL	NIL	N.A.	NIL
No. 2 of Item the Notice (Ordinary Resolution)	NIL	NIL	N.A	1	165	100	NIL
No. 3 of Item the Notice (Ordinary Resolution)	1	165	100	NIL	NIL	N.A.	NIL
No. 4 of Item the Notice (Special Resolution)	NIL	NIL	N.A	1	165	100.	NIL
No. 5 of Item the Notice (Special Resolution)	NIL	NIL	N.A	1	165	100	NIL

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For Shyam C. Agrawal & Co
Chartered Accountants



CA. S. C. Agrawal

B. Com., (Hons.) L.L.B., F.C.A., DISA (ICAI)



Shyam C. Agrawal & Co.

Chartered Accountants

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FORM No. MGT- 13

SCRUTINIZER'S REPORT -on POLL

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

Date: 03.10.2017

To,
The Chairman
Tirupati Industries (India) Limited
42-45, Emerald Industrial Estate,
Dheku, Taluka Khalapur,
Dist. Raigad
Maharashtra-410203

Dear Sir,

I, Shyam C. Agrawal, an Practising Chartered Accountant (Membership No 31774) have been appointed as a Scrutinizer, inter alia, for the purpose of the poll taken on the below mentioned resolutions at the 44th Annual General Meeting of the Members of Tirupati Industries (India) Limited, held on Friday 29th September, 2017 at 12.30 pm at 42-45 Emerald Industrial Estate, Dheku, Tal. Khalapur, Dist. Raigad, Maharashtra -410203, submit my report as under:

- 1) After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
- 2) The locked ballot box was subsequently opened in our 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.
- 3) I did not find any poll papers invalid.
- 4) The result of the poll is as under:

ITEM/Resolution No. 1: Ordinary Resolution for adoption of Financial Statements of the Company for the year ended 31st March, 2017.

i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	1528414	100



ii)

Voted against the resolution:

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

iii)

Invalid votes:

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

ITEM/Resolution No.2: Ordinary Resolution for Reappointment of Mr. R. Sanghvi as Director of the Company.

i)

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	1528414	

ii)

Voted against the resolution:

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

iii)

Invalid votes:

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

ITEM/Resolution No. 3: Ordinary Resolution for Appointment of Statutory Auditors

i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	1528414	100



ii) Voted against the resolution:

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

iii) Invalid votes:

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

ITEM/Resolution No. 4: Special Resolution for Appointment of Shri Ketan F. Karani as Managing Director.

i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	1528414	100

ii) Voted against the resolution:

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

iii) Invalid votes:

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

ITEM/Resolution No. 5: Special Resolution for Appointment of Shri Narsu R. Thanage as Whole-time Director.

i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	1528414	100



ii) Voted against the resolution:

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

iii) Invalid votes:

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

- 5) Lists of equity shareholders who voted "FOR", "AGAINST" and those votes were declared invalid for each resolution is enclosed with the report.
- 6) The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

For Shyam C. Agrawal & Co
Chartered Accountants

(S.C. Agrawal)
Proprietor

