

GIRISH MURARKA & CO.

Company Secretaries

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REPORT OF SCRUTINIZER

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

The Chairman

TPI INDIA LIMITED

Plot No. J-61,

Additional MIDC Area,

Murbad,

District Thane 421 401

**THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TPI INDIA LIMITED HELD ON
SATURDAY, 23RD DAY OF SEPTEMBER, 2017 AT 11.30 A.M. AT PLOT NO. J-61, ADDITIONAL
MIDC AREA, MURBAD, DISTRICT THANE 421 401**

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the
provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management & Administration) Rules, 2014 as amended by Companies (Management &
Administration) Amendment Rules, 2015 and voting by poll at 35th Annual General Meeting.**

Dear Sir,

I Mr. Girish Murarka, Proprietor of M/S Girish Murarka & Co., Practicing Company Secretaries having Membership No. 7036 and Certificate of Practice No. 4576 appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 for the purpose of remote voting as well as voting by poll taken by taken on the resolution proposed at Thirty Fifth Annual General Meeting of the of the Company held on Saturday, 23rd day of September, 2017 at 11.30 a.m., submit my report as under:

The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the Members of the Company

NSDL has set up an electronic voting facility on their website www.evoting.nsdl.com and Company had uploaded all the item of business to be transacted at the AGM on the website of NSDL and also its own website – www.tpiindia.in



The Notice clearly indicate the process and manner of voting by electronic means including stepwise procedure for voting in a secure manner.

At the venue of the Thirty Fifth Annual General Meeting of the Company on 23rd September, 2017, the facility to vote through ballot paper was provided to those members' presents in person or by Proxy and who did not participate through remote e-voting.

The Cut-off date for purpose of identification of Members who is entitled to vote on the resolution was 16th September, 2017.

The Remote e - voting period commenced on Wednesday, 20th September, 2017 at 9.00 am and end on Friday, 22nd September, 2017 at 5.00 pm and the same were blocked thereafter.

After the closure of the meeting on 23rd September, the e – voting results were unblocked by me in the presence of two witnesses Mr. Pankaj Shukla and Mr. Milind Ballal and the poll papers were diligently scrutinized. The Poll papers were reconciled with the record maintained by the RTA.

No poll paper was found defective or invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and voting by Poll at AGM. My responsibility as Scrutinizer for the remote e-voting and voting by poll process is restricted to make Scrutinizer's Report of the votes cast in favour or against the resolutions.

The consolidated results of remote e-voting and voting by poll are as under:

Item No. 1 - ORDINARY BUSINESS -

Adoption of Audited Standalone Financial Statements of the company for the financial year March 31, 2017 together with reports of Board of Directors' and Auditors' thereon

Type of Voting	No. of Members Voted	No. of Vote casted	In favor	Against	Invalid	% of Vote
Remote E-voting	1	590680	590680	0	0	1.37
Voting by Poll	30	38210116	38210116	0	0	88.94
Total	31	38800796	38800796	0	0	90.31



The Resolution as set out in the Notice of Thirty Fifth Annual General Meeting are passed unanimously as Ordinary Resolution

Item No. 2 – ORDINARY BUSINESS -

Re-Appointment of Ms. Darshana Parekh (Din 07171160), who retires by rotation

Type of Voting	No. of Members Voted	No. of Vote casted	In favor	Against	Invalid	% of Vote
Remote E-voting	1	590680	590680	0	0	1.37
Voting by Poll	30	38210116	38210116	0	0	88.94
Total	31	38800796	38800796	0	0	90.31

The Resolution as set out in the Notice of Thirty Fifth Annual General Meeting are passed unanimously as Ordinary Resolution

Item No. 3 – ORDINARY BUSINESS –

Appointment of M/s V. R. Renuka & Co. Chartered Accountant (firm registration no. 108826W) as Statutory Auditor

Type of Voting	No. of Members Voted	No. of Vote casted	In favor	Against	Invalid	% of Vote
Remote E-voting	1	590680	590680	0	0	1.37
Voting by Poll	30	38210116	38210116	0	0	88.94
Total	31	38800796	38800796	0	0	90.31

The Resolution as set out in the Notice of Thirty Fifth Annual General Meeting are passed unanimously as Ordinary Resolution

Item No. 4 – SPECIAL BUSINESS-

Appoint Mr. Ravindra Shukla, who was appointed as additional director at the meeting of the board of director held on August 14, 2017, as an Independent Director of the Company

Type of Voting	No. of Members Voted	No. of Vote casted	In favor	Against	Invalid	% of Vote
Remote E-voting	1	590680	590680	0	0	1.37
Voting by Poll	30	38210116	38210116	0	0	88.94
Total	31	38800796	38800796	0	0	90.31




The Resolution as set out in the Notice of Thirty Fifth Annual General Meeting are passed unanimously as Ordinary Resolution

The Pen drive containing the list of equity shareholders who voted for / against and also The Poll Paper, other relevant records will be sealed and handed over to the Director, for safe keeping.

Thanking You

For Girish Murarka & Co.
Company Secretaries


Girish Murarka
Proprietor
ACS – 7036
COP – 4576



Place: Mumbai

Date: 25th September, 2017