BHUWNESH BANSAL & ASSOCIATES
Company Secretaries

B-205, Shanti Ganga, Opposite Railway Station
Bhayander (E), Thane 401105
Mobile – 7738181976
Email- csbbansal@gmail.com

REPORT OF SCRUTINIZER
(E-VOTING)

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014

To
The Chairman
Tarapur Transformers Limited
J-20, MIDC, Tarapur Industrial Area
Boisar, Dist. Thane – 401506, Maharashtra

Dear Sir,

I, Bhuwnesh Bansal, Practicing Company Secretary (FCS – 6526/CP-9089) have been appointed as a Scrutinizer by the Board of Directors of **Tarapur Transformers Limited** in connection with 26th Annual General Meeting of the Members to the held on 29th September, 2014 at 10.00 a.m. at J-20, MIDC, Tarapur Industrial Area, Boisar, Dist. Thane- 401506, Maharashtra 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 sub-rule(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirement of Companies Act, 2013 and the rules made there under in relation to exercising of voting right through electronic means the resolutions as set out in the notice convening the 26th Annual General Meeting dated 14th August, 2014.

Responsibility as a Scrutinizer

My responsibility, as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set out in the notice convening the 26th Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company for providing e-voting facilities.

I submitted my report as under:-

1. The e-voting period remains open from 10.00 A.M. IST on Tuesday, the 23rd day of September, 2014 to 6 P.M. IST on Thursday, the 25th day of September, 2014.
2. The Shareholding shares as on the "cut – off" date i.e. 22nd August, 2014 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice date 14th day of August, 2014 of the Annual General Meeting of the Company.
3. The Votes were unblocked on 25th day of September, 2014 at 6:00 P.M. IST.



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4. Thereafter the details containing , inter - alia, list of equity shareholders, who voted "in favour" and "against" , were downloaded from the e - Voting website of Central Depository Services (India) Limited (CDSL) (https :// www.evoting.cdsl.com)
5. The Result of the e-voting is as under :

<A> ORDINARY BUSINESS:

Resolution 1

Adopt Audited Financial Statement for the year ended 31st March, 2014, Reports of Board of Directors and Auditors.

(i) Voted **in Favour** of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
41	94,68,165	100.00%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 2

Re-appointment of Mr. Rajendrakumar Anandilal Choudhary who retires by rotation

(i) Voted **in Favour** of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
40	94,68,065	100.00%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

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(iii) **Invalid** votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 3

Appointment of auditors and fixing their remuneration

(i) Voted **in Favour** of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
41	94,68,165	100.00%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

<B> SPECIAL BUSINESS:

Resolution 4

Appointment of Mr. Kesavan Mudakkarappillil Sugathan as an Independent Director

Type of Resolution: Ordinary Resolution

(i) Voted **in Favour** of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
40	94,68,065	100.00%

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(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

Resolution 5

Appointment of Mr. Ramalingam Ganesh Subramanian Iyer as an Independent Director

Type of Resolution: Ordinary Resolution

(i) Voted **in Favour** of the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
40	94,68,065	100.00%

(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes Cast by them	% of Total number of Valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by Them
NIL	NIL

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6. The Register, all other paper and relevant records relating to electronic voting shall remains in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You.
Yours faithfully,
For Bhuwnesh Bansal & Associates

Bhuwnesh Bansal
Proprietor
FCS No. - 6526
CP No. - 9089

Place: Mumbai
Date: 26/09/2014