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
(POLL)

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014

To
The Chairman of 26th Annual General Meeting of the Members of
Tarapur Transformers Limited held on
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 Chairman of 26th Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 26th Annual General Meeting of the Members of **Tarapur Transformers Limited** held on Monday, 29th September 2014 at 10.00 p.m. at the J -20, MIDC, Tarapur Industrial Area, Boisar, Dist. Thane- 401506, Maharashtra.

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 poll 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 poll at the 26th Annual General Meeting 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.

I submitted my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling were locked in my presence.

2. The locked ballot box was 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 Agent of the Company and the authorizations/proxies lodged with the Company.

3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

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I did not find any poll paper invalid.

4. The Result of the Poll 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 present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
4	4001	100.00

(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

Resolution 2

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

(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
4	4001	100.00

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(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

Resolution 3

Appointment of auditors and fixing their remuneration

(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
4	4001	100.00

(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

<B> **SPECIAL BUSINESS:**

Resolution 4

Appointment of Mr. Kesavan Mudakkarappillil Sugathan as an Independent Director

Type of Resolution: Ordinary Resolution

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(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
4	4001	100.00

(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

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 present And voting (in person or by proxy)	Number of votes Cast by them	% of total number of Valid votes cast
4	4001	100.00

(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

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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
NIL	NIL

5. 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.

Thanking You.
Yours faithfully,
For Bhuwnesh Bansal & Associates

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

Place: Mumbai
Date: 29/09/2014