



D.A. Rupawala & Associates

CHARTERED ACCOUNTANT

Dated: September 29,2017

To,
The Chairman of 29th Annual General Meeting of,
Tirupati Foam Limited
Tirupati House, 4th Floor,
Nr. Topaz Restaurant, University Road,
Ambawadi, Ahmedabad – 380 015

Respected Sir,

Sub: Consolidated Scrutinizers Report on e-voting conducted pursuant to the provision of section 108 of the Companies Act, 2013("the Act") read with the rule 20 of Companies (Management and Administration) Rules, 2014 and the Physical poll form received from the shareholder who do not have access to e-voting.

I, D A Rupawala, Proprietor M/s D.A. Rupawala & Associates, Chartered Accountant, has been appointed as scrutinizer by the board of director vide resolution dated September 7st, 2017 pursuant to the provision of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the remote e-voting process and also for physical polling at 30th Annual General Meeting (AGM) of the company to be held on September 29th, 2017.

The Notice dated 7st September, 2017 of AGM of the company along with the statement setting out material facts u/s 102 of the Act were sent to the Shareholders in respect of the below mention resolutions to be passed at the said AGM of the company to be held on September 29,2017.

The Company has availed remote e-voting facility offered by Central Depositories Securities Limited (CDSL) for conducting e-voting by the shareholders of the company. The Company has also provided voting by physical poll papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the cut-off date of September 21, 2017, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 4 in the Notice of the AGM.

The voting period for e-voting commenced on Tuesday, September 26, 2017 at 10.00 a.m. and ended on Thursday, September 28,2017 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.

On September 29,2017 after counting votes casted at the Meeting, the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

The Company has also provided voting facility by physical poll process (ballot paper) to the shareholders present at the 30th Annual General Meeting, who did not cast their vote earlier through remote e-voting facility.





After the time fixed for the voting by the Chairman, one poll box kept for polling was locked in my presence with due identification marks placed by me. Upon conclusion of the voting, the locked poll box was subsequently opened by me. As all the members present at the Annual General Meeting had already casted their votes through remote e-voting, none of the members present at the meeting participated in the poll at the venue of the AGM. Accordingly, no poll paper can be considered invalid.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered there in based on the data downloaded from the CDSL e-voting system and the poll form received respectively.'

I now submit my report as under on the result of voting through means and physical mode on the said Resolutions.

1. Resolution No. 1:-

Adoption of Balance Sheet, Profit and Loss Account for the year ended on March 31,2017 and the Report of Directors and Auditors thereon (Ordinary Resolution).

(i) Voted in the favour of resolution:

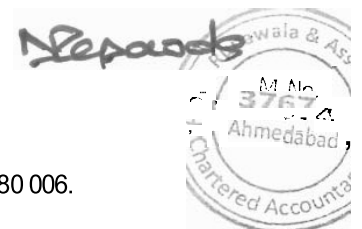
| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 39 | 2076886 | 47.13 |
| Voting by poll | 11 | 307587 | 6.98 |
| Total | 50 | 2384473 | 54.11 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 0 | 0 | 0 |
| Voting by poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes

| Mode of voting | Number of members voted. | Number of votes cast by members |
|-----------------|--------------------------|---------------------------------|
| Remote E-voting | 0 | 0 |





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| | | |
|----------------|---|---|
| Voting by poll | 0 | 0 |
| Total | 0 | 0 |

2. Resolution NO. 2:-

To Declare Dividend on Equity Shares for the year ended on 31/03/2017

(i) Voted in the favour of resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 39 | 2076886 | 47.13 |
| Voting by poll | 11 | 307587 | 6.98 |
| Total | 50 | 2384473 | 54.11 |

(ii) Voted against the resolution:

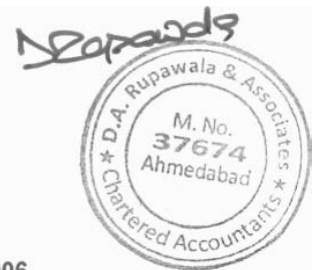
| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 0 | 0 | 0 |
| Voting by poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes

| Mode of voting | Number of members voted. | Number of votes cast by members |
|-----------------|--------------------------|---------------------------------|
| Remote E-voting | 0 | 0 |
| Voting by poll | 0 | 0 |
| Total | 0 | 0 |

3. Resolution No. 3:-

Appointment of M/s F P & Associates, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration (Ordinary Resolution).





(i) Voted in the favour of resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 39 | 2076886 | 47.13 |
| Voting by poll | 11 | 307587 | 6.98 |
| Total | 50 | 2384473 | 54.11 |

(ii) Voted against the resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 0 | 0 | 0 |
| Voting by poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iii) Invalid votes

| Mode of voting | Number of members voted. | Number of votes cast by members |
|-----------------|--------------------------|---------------------------------|
| Remote E-voting | 0 | 0 |
| Voting by poll | 0 | 0 |
| Total | 0 | 0 |

4. Resolution No. 4:-

To Regularize the Appointment of Mr. VIRAL S MEHTA as Independent Director of the Company. (Ordinary Resolution).

(iv) Voted in the favour of resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 39 | 2076886 | 47.13 |
| Voting by poll | 11 | 307587 | 6.98 |
| Total | 50 | 2384473 | 54.11 |





(v) Voted against the resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 0 | 0 | 0 |
| Voting by poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(vi) Invalid votes

| Mode of voting | Number of members voted. | Number of votes cast by members |
|-----------------|--------------------------|---------------------------------|
| Remote E-voting | 0 | 0 |
| Voting by poll | 0 | 0 |
| Total | 0 | 0 |

5. Resolution No. 5:-

To Regularize the Appointment of Mr. ARVIND M KOTHARI as Independent Director of the Company. (Ordinary Resolution)

(vii) Voted in the favour of resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 39 | 2076886 | 47.13 |
| Voting by poll | 11 | 307587 | 6.98 |
| Total | 50 | 2384473 | 54.11 |

(viii) Voted against the resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 0 | 0 | 0 |
| Voting by poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |





(ix) Invalid votes

| Mode of voting | Number of members voted. | Number of votes cast by members |
|-----------------|--------------------------|---------------------------------|
| Remote E-voting | 0 | 0 |
| Voting by poll | 0 | 0 |
| Total | 0 | 0 |

6. Resolution No. 6:-

Authority to keep Register of Members and copies of Annual Return at a place other than Registered Office of the Company (Special Resolution).

(x) Voted in the favour of resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 39 | 2076886 | 47.13 |
| Voting by poll | 11 | 307587 | 6.98 |
| Total | 50 | 2384473 | 54.11 |

(xi) Voted against the resolution:

| Mode of voting | Number of members voted. | Number of votes cast by members | % of total number of valid votes cast. |
|-----------------|--------------------------|---------------------------------|--|
| Remote E-voting | 0 | 0 | 0 |
| Voting by poll | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(xii) Invalid votes

| Mode of voting | Number of members voted. | Number of votes cast by members |
|-----------------|--------------------------|---------------------------------|
| Remote E-voting | 0 | 0 |
| Voting by poll | 0 | 0 |
| Total | 0 | 0 |



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Based on the above result of voting, all the resolutions were carried on with the requisite majority.

The register, all other papers and relevant data/ records relating to electronic voting and physical poll shall remain in our safe custody and will be handed over to Company Secretary for preserving safely after the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully,

For, D. A. Rupawala & Associates.

D. Rupawala

D. A. Rupawala
(Scrutinizer)



AKSHAY

Witness 1

Place: Ahmedabad
Dated: 29/09/2017

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Witness 2

Countersign by
For Tirupati Foam Limited

Roshan Sanghavi

ROSHAN SANGHAVI
Chairman of 30th Annual General Meeting