



Kashyap Shah & Co.
Practising Company Secretaries
Kashyap Shah (B.com, LL.B (Sp.), FCS)

B-203, Manubhai Towers,
Opp. Faculty of Arts, Sayajigunj,
Vadodara 390005.
Ph. (O) 2362244, (m) 9427339564
Email- kashyap.cs@gmail.com

SCRUTINIZER'S REPORT

(For Remote E-voting)

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
27th Annual General Meeting (AGM) of the Equity Shareholders of
Towa Sokki Limited
(CIN: L51909GJ1993PLC019111)
Held on Friday, 27th September, 2019 at 10.00 A.M.
At Vatika Inn, 102, Sakar Complex, Opp. Bhavans School, Makarpura Road,
Vadodara – 390009.

Dear Sir,

1. I, Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Company Secretaries have been appointed as scrutinizer by the Board of Directors of Towa Sokki Limited (the Company) for the purpose of scrutinizing the remote e-voting process and Voting through Poll / Ballot Paper (Physical Voting) and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions contained in the Notice of the 27th Annual General Meeting (AGM) of the members of Towa Sokki Limited which held on Friday, 27th September, 2019 at 10.00 A.M. at Vatika Inn, 102, Sakar Complex, Opp. Bhavans School, Makarpura Road, Vadodara – 390009.
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 electronic means on the resolutions contained in the Notice of the 27th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company.



3. Further to the above, I submit my report as under:

3.1 The Company the sent Notice dated 28th August, 2019 convening the 27th AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2018-19 together with Ballot Paper through electronic means i.e. on the registered email IDs and through post / courier, as the case may be, to the respective members, auditors and also to the Directors of the Company.

3.2. The above Notice was also placed on the website of the Company (www.towasokki.in) forthwith after it was sent to the members.

3.3. The notice clearly indicated the process and manner for voting by electronic and the time schedule of voting from 24th September, 2019 (IST 9.00 a.m) to 26th September, 2019 (IST 5.00 p.m.) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.

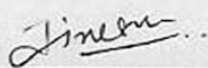
3.4. As prescribed in the aforesaid Rules, the Company has also published an advertisement on Business Standard (English) and Vadodara Samachar (Gujarati) newspaper 4th September, 2019 and it carried the required information as specified in the said Rules.

3.5. The remote e-voting remained open for a period of 3 days from 24th September, 2019 (IST 9.00 a.m) to 26th September, 2019 (IST 5.00 p.m.) and that the aforesaid remote e-voting period was completed one day prior to the date of the 27th AGM which held on 27th September, 2019.

3.6. The Equity Shareholders holding shares as on the "cut off" date i.e. 20th September, 2019 were entitled to vote on the proposed resolutions (Item Nos. 01 to 07) as set out in the Notice of the 27th Annual General Meeting of the T owa Sokki Limited.

3.7 After the closing of the period for remote e-voting on 26th September, 2019 the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 27th AGM.

3.8. The undersigned has on conclusion of 27th AGM unblocked the votes casted through remote e-voting on 27th September, 2019 around 11.30 A.M. in the presence of two witnesses viz., (1) Mr. Jinesh Patel and (2) Ms. Heena Patel. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Jinesh Patel



Ms. Heena Patel

3.9. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", against" each of the resolutions that were put to vote. were generated from the remote e-voting website of CDSL i.e. www.evotingindia.co.in.



The remote e-voting data was scrutinized by the undersigned for verification of the cast in favour of or against the resolutions.

3.10. The remote e-voting result is as under:

ORDINARY BUSINESS

(a) Resolution No. 1: Ordinary Resolution –

To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2019 including the balance sheet as at March 31,2019 and statement of profit of loss and cash flow for the year ended on that date together with and the reports of the board of directors and Auditors thereon.

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
29	3632033	100%

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

Number of members voted through electronic 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 (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) Resolution No. 2: Ordinary Resolution –

To appoint a Director in place of Smt. Sushila Omprakash. Bansal having Director Identification Number 01488071, who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
29	3632033	100%

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

Number of members voted through electronic 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 (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



SPECIAL BUSINESS

(c) Resolution No. 3: Special Resolution –

Re-appointment of Mr. O.J. Bansal (DIN: 01488025), as Managing Director of the Company

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
29	3632033	100%

(ii) Voted against the resolution:

Number of members voted through electronic 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 (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(d) Resolution No. 4: Special Resolution –

Re-appointment of Mr. S.J. Bansal (DIN: 01364898), as Whole Time Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
29	3632033	100%

(ii) Voted against the resolution:

Number of members voted through electronic 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 (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(e) Resolution No. 5: Special Resolution –

Appointment of Mr. Ajay Kumar Pithi (DIN: 00866809), as Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
29	3632033	100%

(ii) Voted against the resolution:

Number of members voted through electronic 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 (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(f) Resolution No. 6: Special Resolution –

Appointment of Mrs. Alka Agarwal (DIN: 08467037), as Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
29	3632033	100%

(ii) Voted against the resolution:

Number of members voted through electronic 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 (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(g) Resolution No. 7: Special Resolution –

Re-appointment of Mr. Heeralal Barot (DIN: 06920366), as Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
29	3632033	100%

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

Number of members voted through electronic 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 (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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 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 Kashyap Shah & Co.,
Company Secretaries,


Kashyap Shah
Proprietor
CP No – 6672, FCS – 7662



Place: Vadodara
Dated: 28.09.2019