

NAVIN MAHESHWARI & COMPANY

ADD: Office No.22, Siddharth Modern Homes Society, Beside Corporation Bank,
Viman Nagar, Pune-411014 Tel. No:-020-41302930, E-mail: csnavin@gmail.com

Report of Scrutinizer in Respect of Postal Ballot Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Taneja Aerospace and Aviation Limited,
Belagondapalli Village, Thally Road,
Denkanikotta Belagondapalli,
Tamil Nadu-635114.

SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

The Board of Directors of **Taneja Aerospace and Aviation Limited ("the Company")** has vide resolution passed on 20th January 2017, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company in respect of the Special Resolution mentioned in the notice of Postal Ballot dated 20th January 2017.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of clause 35B(i) of the Listing Agreement as entered by the Company with BSE Limited and The National Stock Exchange of India Limited.

I, Navin Maheshwari, Practicing Company Secretary, was appointed as a Scrutinizer for the purpose of the conducting the postal ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of Shareholders of the Company for the Special Resolution mentioned in the notice as required under the provisions of the Companies Act, 2013.

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 postal ballot and electronic means on the resolution contained in the notice of postal ballot. My responsibility as a scrutinizer for the postal ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution mentioned in the said Notice, based on the reports generated from the postal ballots received from the shareholders and e-

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voting system provided by the Central Depository Services (India) Limited ('CDSL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice of Postal Ballot dated 20th January 2017 along with the statement setting out material facts pursuant to the applicable provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date, 10th February 2017 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to 5.00 p.m. on 20th March 2017, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from 19th February 2017 at 09.00 a.m. up to 20th March 2017 till 05.00 p.m.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
7. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of CDSL.
8. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the shareholders through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the Postal Ballot Forms received and votes casted (including e-voting) by Shareholders of the Company is as under:

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Resolution: Re-appointment of Mr. Salil Taneja as the Whole Time Director of the Company - Special Resolution.

S:no	Particulars	Through Postal Ballot	Through E-Voting	Total
1	Total Number of postal Ballot forms/e -voting received	29	54	83
2	Less: Number of invalid postal Ballot/ e -voting received	10	0	10
3	Number of valid postal ballot forms/ e-voting received (3=1-2)	19	54	73
4	Total Number of Vote cast	3646	12767888	12771534
5	Less: Number of Invalid votes	1030	0	1030
6	Total number of valid votes cast (6=4-5)	2616	12767888	12770504
6.1	Number of Valid votes assent for the resolution	2616	12766340	12768956
6.2	Number of Valid votes with dissent for the resolution	0	1548	1548

11. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary for safe keeping.

Recommendation:

The resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,



Name: Navin Maheshwari
Practicing Company Secretaries
Membership No.: F8897
CP No. 8434



Place: Pune

Date: 22nd March 2017

Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Salil Taneja as the Whole-time Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	12732016	12732016	100.0000	12732016	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12732016	12732016	100.0000	12732016	0	100.0000
Public-Institutions	E-Voting	33812	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		33812	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	12164908	35872	0.2949	34324	1548	95.6847	4.3153
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		3646	0.0300	2616	0	71.7499	0.0000
	Total		12164908	39518	0.3249	36940	1548	93.4764
Total		24930736	12771534	51.2281	12768956	1548	99.9798	0.0121
Whether resolution is Pass or Not.							Yes	