



# TRANSFORMERS AND ELECTRICALS KERALA LIMITED

(A Joint Venture of Government of Kerala & NTPC Limited)



Our Ref: SEC/17/AAGMR

## DECLARATION OF RESULTS OF REMOTE E-VOTING AND BALLOT VOTING IN RESPECT OF 53<sup>rd</sup> ADJOURNED ANNUAL GENERAL MEETING HELD ON 12<sup>TH</sup> JANUARY 2017

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Transformers and Electricals Kerala Limited provided facilities of remote e-voting and voting through Ballot to the members vide Notice of 53<sup>rd</sup> Adjourned AGM dated 10.12.2016. Remote e-voting period was from 09<sup>th</sup> January 2017 to 11<sup>th</sup> January 2017. At the Adjourned AGM, physical ballot forms were distributed to the members present in person to vote through ballot voting.

CS Vivek Vijayan P., Practising Company Secretary, Cochin was appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and ballot voting. Scrutinizer prepared and submitted the Consolidated Scrutinizer's Report on the remote e-voting and ballot voting on 13<sup>th</sup> January 2017.

Based on the Consolidated Scrutinizer's Report dated 13<sup>th</sup> January, 2017, I hereby declare that the resolution mentioned in the notice of 53<sup>rd</sup> Adjourned AGM has been duly passed on the date of 53<sup>rd</sup> Adjourned AGM as per the details given below:

Item No.	Subject matter of Resolutions	Particulars of Business	Votes in favour of Resolution		Votes against Resolution		Remarks
			Number	%	Number	%	

### ORDINARY BUSINESS

1.	To consider and adopt Annual Accounts, Board's Report, Auditor's Report, Comments of Comptroller & Auditor General of India and Comments of Finance Secretary, Government of Kerala on Accounts for the year ended 31 <sup>st</sup> March 2016 and Company's replies.	E-voting	0	0	0	0	Passed with requisite majority
		Poll	2,34,45,652	100	0	0	
		Total	2,34,45,652	100	0	0	

A copy of the report of the Scrutinizer is also attached.

For Transformers and Electricals Kerala Limited

Place: Angamally  
Date: 13<sup>th</sup> January 2017



(Adv. N.C. Mohanan)  
**Chairman**

ANGAMALLY SOUTH P.O., PIN - 683 573, ERNAKULAM DISTRICT, KERALA, INDIA.

Phone : 0484 - 2510251 Fax : 0484 - 2452873, 2452363, 2458995

E-mail: edp@telk.com, ceoffice@telk.com, hr@telk.com, mtl@telk.com, marketing@telk.com, finance@telk.com

website: www.telk.com

CIN-U31102KL1963SGC002043

**VIVEK VIJAYAN. P** B.COM, ACS  
Practising Company Secretary

L2/25, JRWA, Justice Lane,  
Major Road, Vytilla, Cochin - 682019  
Ph: +91 9946638801 | 0484 - 4010004  
E-mail : vivek@proficio.co.in  
vivekvp1990@gmail.com

**CONSOLIDATED SCRUTINIZER REPORT ON REMOTE E-VOTING AND POLL**  
**(Pursuant to 108 of the Companies Act 2013 and Rule 20(4)(xii) of the**  
**Companies (Management and Administration) Rules, 2014)**

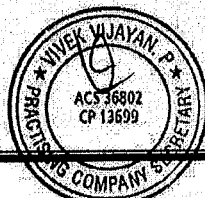
To  
Chairman,  
Transformers and Electricals Kerala Limited  
CIN: U31102KL1963SGC002043  
Angamally South P.O  
Ernakulam, Kerala - 683573

Dear Sir,

**Sub: Report on electronic voting carried out during 09<sup>th</sup> day of January, 2017**  
**(10.00 am) to 11<sup>th</sup> January (5.00 pm) and Poll conducted at the 53<sup>rd</sup> Adjourned**  
**Annual General Meeting of Transformers and Electricals Kerala Limited held on**  
**12<sup>th</sup> January 2017**

I, **CS. Vivek Vijayan**, Practising Company Secretary, having office at L2/25, JRWA, Justice Lane, Major road, Ernakulam - 682019, holding Membership Number: ACS-36802 and Certificate of Practice Number-13699, was appointed as Scrutinizer by the Board of Directors of Transformers and Electricals Kerala Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act 2013, read with Rule 20 and 21 of the Companies (Management and Administration) Rules 2014, Amendment Rules (2015) in respect of the below mentioned resolution proposed at the 53<sup>rd</sup> Adjourned Annual General meeting of the Company, do hereby submit my report as follows:

The compliance with the provision of Companies Act 2013 and the rules made there under relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolution proposed in the Notice of the 53<sup>rd</sup> Adjourned Annual General meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure



that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizers report of the total votes cast in favour or against if any, to the Chairman on the resolution based on the reports generated from the electronic voting systems provided by Central Securities Depository Limited (CDSL), and the reports generated electronically for voting by use of ballots at the meeting.

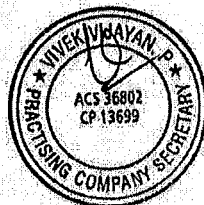
The Company engaged the services of Central Depository Services of India Limited (CDSL) (herein referred to as the "**Service Provider**") to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its shareholders for the period commencing from Monday, 9<sup>th</sup> January 2017 (10.00 am) to Wednesday, 11<sup>th</sup> January 2017 (5.00 pm).

The shareholders whose names appeared in the Register of Members as on 5<sup>th</sup> day of January 2017, (i.e cut-off date) were allowed to participate and vote electronically during the aforesaid period of voting. The remote e-voting results were unblocked by me in the capacity of Scrutinizer on 12<sup>th</sup> January 2017 in the presence of two witnesses who are not in employment of the Company. The names and signatures of the witnesses appear elsewhere in the report.

At the 53<sup>rd</sup> Adjourned AGM of the Company held on Thursday, the 12<sup>th</sup> of January 2017, at 3.00 pm at the Registered office of the Company, located at Angamally South P.O, Ernakulam, Kerala – 683573, a poll was conducted on the resolution to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.

Further, an empty ballot polling box was locked and sealed by me in the presence of the members. Subsequent to the completion of the polling process, the ballot (polling) box was unlocked by me in the presence of two witnesses and the poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company

The resolution was passed with requisite majority. No voting rights were exercised through remote e-voting facility by the shareholders. The result of e-voting together with that of poll in the form of a combined scrutinizer report as well as the detailed results with respect to individual resolutions passed, is being annexed herewith the report.



**CONSOLIDATED SCRUTINIZER REPORT ON REMOTE E-VOTING AND POLL**

Res. No	Subject Matter of Resolution	Particulars of Business	Votes In favour of Resolution		Votes against the Resolution	
			Number	%	Number	%
<b>ORDINARY BUSINESS</b>						
1.	To consider the Annual Accounts, Board's Report, Auditors' Report, Comments of the Comptroller and Auditor General of India and Comments of Finance Secretary, Government of Kerala on Accounts for the year ended 31st March 2016 and Company's replies	E-voting	0	0	0	0
		Poll	2,34,45,652	100	0	0
		Total	2,34,45,652	100	0	0

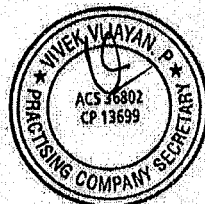
Witnesses to the unblocking of votes:



1. Vishnu Vijayan  
Challasseril House  
Piravom P.O – 686664



2. Harsha M.V  
Flat No: 331, Panrichmonde  
Asoka Road, Kaloore - 682017



**Report of Scrutinizer with respect to the results of individual resolution passed at the Adjourned Annual General meeting as per Form MGT 13, pursuant to Section 109 of the Companies Act 2013 and Rule 21(2) of the Companies (Management and Administration) Rules 2014**

**A. Resolution 1: Ordinary Resolution**

To consider the Annual Accounts, Board's Report, Auditors' Report, Comments of the Comptroller and Auditor General of India and Comments of Finance Secretary, Government of Kerala on Accounts for the year ended 31st March 2016 and Company's replies

I. Voted in favour of the Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
18	2,34,45,652	100

II. Voted against the resolution:

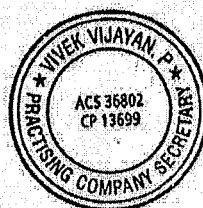
Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

III. Invalid /Abstain votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 53<sup>rd</sup> Adjourned Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Place: Ernakulam  
Date: 13/01/2017



Thanking you,  
Yours faithfully,  
*Vivek Vijayan*  
Vivek Vijayan  
ACS:36802, CP No:13699  
Scrutinizer