

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and administration) Rules, 2014)

To
The Board of Directors
TITAN BIOTECH LTD.
A-902 A, RIICO.INDL.AREA
PHASE-III, BHIWADI
RAJASTHAN-301019

Dear Sir,

1. The Board of Directors of the company at its meeting held on 27th July, 2015 appointed me as a Scrutinizer for conducting the postal ballot voting process in a fair & transparent manner.
2. The Company completed the dispatch of Postal Ballot Notice to its Members on 29th September, 2015, through courier service and e-mail of the respective shareholders registered with the Company.
3. The Company has published an advertisement regarding completion of postal ballot notice in the newspapers **The Financial Express (English)** and **Naya India(Hindi)** on 01st day of October, 2015.
4. Particulars of all the postal ballot forms and e-voting received from the Shareholders have been entered in the Register maintained separately for the purpose. The Register is annexed.
5. The postal ballot forms were kept under my safe custody.
6. The postal ballot forms were duly opened in my presence of Mr. Nitesh Kumar Sinha.
7. All postal ballot forms and e-voting received up to the close of working hours on 30th day of October 2015(5:00 P.M.), the last date and time fixed by the Company for receipt of the forms and e voting were considered for my scrutiny.
8. The shareholders exercised their voting either by electronic or physical mode. Shareholders opting for e-voting facility, casted their votes, via CDSL on the designated web site www.evotingindia.com. There was no shareholder who opted for both the facilities.
9. Envelopes containing postal ballot forms received after close of working hours on 30th day of October 2015, if any, were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.
11. The following resolution was recommended as Special Resolution and marked as Agenda Item No.-1, 2, 3 & 4 as per the Postal Ballot Notice dated 28.09.2015.



ITEM NO. 1:- ALTERATION / SUBSTITUTION OF MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Memorandum of Association of Company by a new set of Memorandum of Association;

RESOLVED FURTHER THAT any one of the directors of the company and/ or Mr. Charanjit Singh, Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

A Summary of Postal Ballot forms received is given below:

Particulars	Total No. of shares (Through Postal Ballot Forms and E-Voting)	% of Total Net Valid Votes (in percentage)
Total number of votes received	1382797	100
Less: No. of Invalid Votes Cast	0	0
Less: No. of Votes not Polled	100	0.01
Net valid number of votes cast	1382697	99.99
Total number of votes which have been cast in favour of the Resolution	1381597	99.91
Total number of votes which have been cast against the Resolution	1100	0.08

ITEM NO. 2:- ALTERATION/SUBSTITUTION OF ARTICLES OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the company be and is hereby accorded to substitute the existing Articles of Association of the company by a new set of Articles of Association;

RESOLVED FURTHER THAT any of the Directors of the company and /or Mr. Charanjit Singh, Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."



Particulars	Total No. of shares (Through Postal Ballot Forms and E-Voting)	% of Total Net Valid Votes (in percentage)
Total number of votes received	1382747	100
Less: No. of Invalid Votes Cast	0	0
Less: No. of Votes not Polled	100	0.01
Net valid number of votes cast	1382647	99.99
Total number of votes which have been cast in favour of the Resolution	1381647	99.91
Total number of votes which have been cast against the Resolution	1000	0.08

ITEM No.3: - BORROWING OF MONEY BEYOND THE PAID UP CAPITAL AND FREE RESERVES OF COMPANY ON COMPANY PROPERTY:

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) and other applicable provisions of Companies Act, 2013, as amended from time to time, and rules made there under the consent of the Company do and is hereby accorded to the Board of Directors to borrow funds exceeding company's paid up capital and free reserves of the company but not exceeding a sum of Rupees Twenty Five Crores (25 Crores) for the purpose of renovation of existing facilities at works, improvement in existing infrastructure, building, procurement of plant, machinery, furniture and restructure of existing facilities of the company at Bhiwadi ,for all business needs and for working capital needs with other permissions and authorizations, approvals as may be required, if any.

FURTHER RESOLVED THAT the board is hereby empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise however as it may think and to do all acts, deeds, things and to execute all such documents, instruments and writings as may be required.

FURTHER RESOLVED THAT the consent of the company is hereby accorded to the Board of Directors of the Company to mortgage and/or create and / or modify charges and / or hypothecation of assets or on the properties of the company, present and future, for the purpose of securing any term loan to be taken for the aforesaid purpose and to do all such acts, things as may be necessary to give effect to above Resolutions."



Particulars	Total No. of shares (Through Postal Ballot Forms and E-Voting)	% of Total Net Valid Votes (in percentage)
Total number of votes received	1382747	100
Less: No. of Invalid Votes Cast	0	0
Less: No. of Votes not Polled	100	.01
Net valid number of votes cast	1382647	99.99
Total number of votes which have been cast in favour of the Resolution	1381547	99.91
Total number of votes which have been cast against the Resolution	1100	0.08

ITEM No.-4:- CREATION OF MORTGAGE OR CHARGE ON ASSETS OF COMPANY AND/OR DISPOSAL OF WHOLE OR SUBSTANTIALLY THE WHOLE OF UNDERTAKING OF COMPANY.

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of the provisions of section 180(1)(a) of the Companies Act, 2013 (previously being Section 293(1)(a) of the Companies Act, 1956) to the Board of Directors of the Company to mortgage and/or charge all the immovable & movable properties of the company wheresoever situate, both present and future, and whole or substantially whole of the undertaking of the company (*with power to takeover the management of the business and concern of the company in certain events) to or in favour of HDFC Bank Ltd and/or any other bank(s)/lender(s) to secure such sum or sums as they may deem requisite but not exceeding Rs. 2500 LACS (Rupees Twenty Five Hundred Lacs Only)."

Particulars	Total No. of shares (Through Postal Ballot Forms and E-Voting)	% of Total Net Valid Votes (in percentage)
Total number of votes received	1382797	100
Less: No. of Invalid Votes Cast	0	0

Less: No. of Votes not Polled	100	0.01
Net valid number of votes cast	1382697	99.99
Total number of votes which have been cast in favour of the Resolution	1382647	99.97
Total number of votes which have been cast against the Resolution	50	0.02

Place: Vaishali
Date: 31-10-2015



For **NKS & Company**

Nitesh K.
(Nitesh Kumar Sinha)

Practicing Company Secretary
FCS No.-7536
C P No.:7648