

To,  
Department of Corporate Services  
Bombay Stock Exchange Limited,  
P J Tower, Dalal Street,  
Mumbai - 400 001.

Dear Sir/Madam,

- Sub.: (a) E-voting and Poll Results pursuant to Clause 35A of the Listing Agreement  
(b) Scrutinizer's Report on e-voting – (Annexure 1)  
(c) Scrutinizer's Report on Poll- (Annexure 2)  
(d) Scrutinizer's Report – Combined (Annexure 3)

Pursuant to clause 35A of the Listing Agreement, we hereby furnish the details regarding the voting results in the following format:

Date of 20 <sup>th</sup> Annual general Meeting	29 <sup>th</sup> September, 2014
Total number of shareholders on Book Closure date:	1140
No. of shareholders present in the meeting either in person or through proxy:	30
Promoters and Promoter Group:	10
Public:	20
No. of Shareholders attended the meeting through Video Conferencing:	N.A.
Promoters and Promoter Group:	N.A.
Public:	N.A.

**(AGENDA-WISE)**

**Details of the Agenda:**

- To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.

**Resolution required: (Ordinary Resolution)**

**Mode of voting: (E-voting & Poll)**



### Mode of voting: (E-voting & Poll)

Promoter /Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>

2. To appoint Mr. Chetan Kothari (DIN: 00050869) as Director, who retires by rotation and being eligible, offers him for re-appointment.

**Resolution required: (Ordinary Resolution)**

**Mode of voting: (E-voting & Poll)**

### Mode of voting: (E-voting & Poll)

Promoter /Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0



Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>

3. To Appoint M/s. J.L.Bhatt & Company (FR no.:101332W), Chartered Accountants and M/s. Koshal & Associates (FR No.: 121233W), Chartered Accountants as Joint Auditors of the Company and to fix their remuneration.

**Resolution required: (Ordinary Resolution)**  
**Mode of voting: (E-voting & Poll)**

**Mode of voting: (E-voting & Poll)**

Promoter /Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour. -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915517	415500	2331117	2331117	100	2331117	0	100	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>



4. To Appoint Mr. Paresh Pathak (DIN: 00036076) as an Independent Director of the company for a period of five years.

**Resolution required: (Ordinary Resolution)**

**Mode of voting: (E-voting & Poll)**

**Mode of voting: (E-voting & Poll)**

Promoter/Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>

5. To Appoint Mr. Rajesh Panamburkar (DIN: 06478153) as an Independent Director of the company for a period of five years.

**Resolution required: (Ordinary Resolution)**

**Mode of voting: (E-voting & Poll)**

Promoter/Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100



Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>

6. To Appoint Ms. Chetna Kothari (DIN: 01127473) as Non Independent Non Executive Woman Director of the company.

**Resolution required: (Ordinary Resolution)**

**Mode of voting: (E-voting & Poll)**

**Mode of voting: (E-voting & Poll)**

Promoter/Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>



7. To approve Borrowing limits of the Company u/s 180 (1)(c) of the Companies act, 2013.

**Resolution required: (Special Resolution)**

**Mode of voting: (E-voting & Poll)**

**Mode of voting: (E-voting & Poll)**

Promoter/Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>

8. To adopt new Articles of Association of the Company in terms of the Companies Act, 2013

**Resolution required: (Special Resolution)**

**Mode of voting: (E-voting & Poll)**



Mode of voting: (E-voting & Poll)

Promoter/Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	760230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>

9. Place of keeping and inspection of registers returns etc. under Section 94 of the Companies Act, 2013.

**Resolution required: (Special Resolution)**

**Mode of voting: (E-voting & Poll)**

Mode of voting: (E-voting & Poll)

Promoter/Public	Electronic	Physical	No. of Shares held -1	No. of votes polled -2	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour -4	No. of votes against -5	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	1915617	415500	2331117	2331117	100	2331117	0	100	0



Public Institutional holders	0	0	0	0	0	0	0	0	0
Public-Others	750230	732206	13607933	1492436	10.97	1492436	0	100	0
<b>TOTAL</b>	<b>2675847</b>	<b>1147706</b>	<b>15939050</b>	<b>3823553</b>	<b>23.99</b>	<b>3823553</b>	<b>0</b>	<b>100</b>	<b>0</b>

Kindly acknowledge the receipt of the same and take it on record.

Thanking you,

Yours faithfully,  
For Tricom Fruit Products Limited




Chetan Kothari  
Chairman & Managing Director  
(DIN: 00050869)

# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

[Pursuant to rule Section 108 of the Companies Act, 2013 and Rule 20(3) (x) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 20<sup>th</sup> Annual General Meeting of the members of  
**Tricom Fruit Products Limited** (the Company)  
held on Monday the 29<sup>th</sup> day of September, 2014 at  
11.00 a.m., at Gat No.336, 338-341, Village Andori,  
Taluka-Khandala, Shirval Pandarpur Road, Satara - 415521.

Dear Sir,

1. I, Hetal Gandhi of M/o, Hetal Gandhi & Associates, Mumbai, have been appointed by the Board Of Directors of **Tricom Fruit Products Limited** (the Company) as a Scrutinizer for the purpose of scrutinising the 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) Rules, 2014 (Rules) on the resolutions contained in the notice to the 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on Monday, 29<sup>th</sup> September 2014 at 11.00 a.m. at Gat No.336, 338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara - 415521.
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 to the 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make Scrutinizers' report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CSDL, the authorised agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
  - i. The e-voting process remained open from Wednesday, 17<sup>th</sup> September, 2014 (9.00a.m) to Friday, 19<sup>th</sup> September, 2014(6.00p.m).
  - ii. The members of the Company as on the "cut-off" date i.e. 29<sup>th</sup> August, 2014 were entitled to vote on the resolutions (Item Nos. 1 to 9 as set out in the notice of the 20<sup>th</sup> AGM of the Company)

### REGISTERED ADDRESS:

604, VEENA NIKETAN, DEVIDAS LANE, S.V.P. ROAD, BORIVALI (WEST), MUMBAI: 406 109

Cell: +91-9819946516, Office: 022-28995182/83/84, E-mail: [hetalgandhi.cs@gmail.com](mailto:hetalgandhi.cs@gmail.com)



# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

- III. The votes cast were unblocked on 19<sup>th</sup> September, 2014 in the presence of two witnesses, Ms. Nidhi Sharma and Ms. Bhairavi Shah who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Nidhi Sharma*

Name: Nidhi Sharma

*Bhairavi Shah*

Name: Bhairavi Shah

- IV. 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 e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports generated, the result of e-voting is as under:

- a) **Resolution No. 1:-** Adoption of Audited Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

- (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

- (iii) Invalid votes:

Total number of members whose votes were declared invalid,	Total number of votes cast by them.
Nil	Nil



**REGISTERED ADDRESS:**

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# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

b) **Resolution No. 2:-** Appointment of a Director in place of Mr. Chetan Kothari who retires by rotation and is eligible for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

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

c) **Resolution No. 3:-** Appointment of M/s J. L. Bhatt & Company, Chartered Accountants and M/s Koshal & Associates, Chartered Accountants as the Joint Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

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



**REGISTERED ADDRESS:**

504, VEENA NIKETAN, DEVIDAS LANE, S.V.P. ROAD, BORIVALI (WEST), MUMBAI-400 103.

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# HETAL GANDHI & ASSOCIATES

## COMPANY SECRETARIES

- d) **Resolution No. 4:- Ordinary Resolution:** Appointment of Mr. Paresh Pathak as an Independent Director.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

- (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of voted cast by them.
Nil	Nil

- e) **Resolution No. 5:- Ordinary Resolution:** Appointment of Mr. Rajesh Panamburkar as an Independent Director.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

- (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

- (iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of voted cast by them.
Nil	Nil



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# HETAL GANDHI & ASSOCIATES

## COMPANY SECRETARIES

f) **Resolution No. 6:- Ordinary Resolution:** Appointment of Ms. Chetna Kothari as an Additional Director, Non Executive, Non - Independent Woman Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of voted cast by them.
Nil	Nil

g) **Resolution No.7:- Special Resolution:** To set the borrowing limit by the Board under Section 180 (1) (c) and other applicable provisions and rules framed thereunder of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
25	2675847	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid.	Total number of voted cast by them.
Nil	Nil



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# HETAL GANDHI & ASSOCIATES

## COMPANY SECRETARIES

- h) **Resolution No. 8:-** Special Resolution: Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

- (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

- (iii) Invalid votes:

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

- i) **Resolution No. 9:-** Special Resolution: Fixing the place of keeping and inspection of registers, returns etc. under Section 94 of the Companies Act, 2013.

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
23	2675847	100%

- (ii) Voted against the resolution:

Number of members voted	Number of votes casted by them	% of total number of Valid votes cast
Nil	Nil	Nil

- (iii) Invalid votes:

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



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# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

4. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until Chairman considers, approves and signs the minutes of the aforesaid AGM and thereafter the same would be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,



Hetal Gandhi  
Scrutinizer  
Practicing Company Secretary  
C.P.No.9510; ACS: 24892



Place: MUMBAI  
Date: 20-09-2014

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**REGISTERED ADDRESS:**

604, VEENA NIKETAN, DEVIDAS LANE, S.V.P. ROAD, BORIVALI (WEST), MUMBAI: 400 103.

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# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

[Pursuant to rule Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of 20<sup>th</sup> Annual General Meeting of the members of  
Tricom Fruit Products Limited (the Company)  
held on Monday the 29<sup>th</sup> day of September, 2014 at  
11.00 a.m., at Gat No.336, 338-341, Village Andori,  
Taluka-Khandala, Shirval Pandarpur Road, Satara - 415521.

Dear Sir,

I, Hetal Gandhi Proprietor of M/s. Hetal Gandhi & Associates, Company Secretaries Mumbai, have been appointed by the Board Of Directors of Tricom Fruit Products Limited (the Company) as a Scrutinizer for the purpose of scrutinising the Poll taken on the below mentioned resolutions, at the 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on Monday, 29<sup>th</sup> September, 2014 at 11.00 a.m. at Gat No.336, 338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara - 415521.

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll paper invalid or incomplete or defective.
4. The result of the Poll is as under:



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### REGISTERED ADDRESS:

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# HETAL GANDHI & ASSOCIATES

## COMPANY SECRETARIES

- a) **Resolution No. 1-** Adoption of Audited Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147706	100%

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of votes casted by them.
NIL	NIL

- b) **Resolution No. 2-** Appointment of a Director in place of Mr. Chetan Kothari who retires by rotation and is eligible for re-appointment.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147706	100%

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL



**REGISTERED ADDRESS:**

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# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

(iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of voted cast by them.
NIL	NIL

c) **Resolution No. 3:-** Appointment of M/s J. L. Bhatt & Company, Chartered Accountants and M/s Koshal & Associates, Chartered Accountants as the Joint Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147706	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of voted cast by them.
NIL	NIL



**REGISTERED ADDRESS:**

604, VEENA NIKETAN, DEVIDAS LANE, S.V.P. ROAD, BORIVALI (WEST), MUMBAI: 400 103.

Cell: +91-9819946516, Office: 022-28995182/83/84, E-mail: [hetalgandhi.cs@gmail.com](mailto:hetalgandhi.cs@gmail.com)

# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

d) **Resolution No. 4:-** Ordinary Resolution: Appointment of Mr. Paresh Pathak as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147706	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of voted cast by them.
NIL	NIL

e) **Resolution No. 5:-** Ordinary Resolution: Appointment of Mr. Rajesh Panamburkar as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147706	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	



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# HETAL GANDHI & ASSOCIATES

## COMPANY SECRETARIES

(iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of voted cast by them.
NIL	NIL

f) **Resolution No. 6:-** Ordinary Resolution: Appointment of Ms. Chéeta Kothari as an Additional Director, Non Executive, Non - Independent Woman Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast.
9	1147706	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of voted cast by them.
NIL	NIL

g) **Resolution No.7:-** Special Resolution: Borrowing limit by the Board under Section 180 (1) (c) and other applicable provisions and rules framed thereunder of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147706	100%



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# HETAL GANDHI & ASSOCIATES

## COMPANY SECRETARIES

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of voted cast by them.
NIL	NIL

h) **Resolution No. 8:-** Special Resolution: Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147705	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of voted cast by them.
NIL	NIL



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# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

- i) **Resolution No. 9:-** Special Resolution: Place of keeping and inspection of registers, returns etc. under Section 94 of the Companies Act, 2013.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
9	1147706	100%

- (ii) Voted against the resolution:

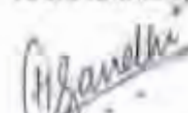
Number of members present and voting (in person or by proxy)	Number of votes casted by them	% of total number of Valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes:

Total number of members (in person whose votes were declared invalid.	Number of votes casted by them.
NIL	NIL

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorised by the Board for safe keeping.

Thanking You,  
Yours faithfully,



**Hetal Gandhi**  
Scrutinizer  
Practicing Company Secretary  
C.P.No.9510; ACS: 24892  
Place: MUMBAI  
Date: 29-09-2014



**REGISTERED ADDRESS:**

604, VEENA NIKETAN, DEVIDAS LANE, S.V.P. ROAD, BORIVALI (WEST), MUMBAI: 400 103.

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# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

## SCRUTINIZER'S REPORT – COMBINED

To,  
The Chairman of 20<sup>th</sup> Annual General Meeting of the members of  
Tricom Fruit Products Limited (the Company)  
held on Monday the 29<sup>th</sup> day of September, 2014 at  
11.00 a.m., at Gat No.336, 338-341, Village Andori,  
Taluka-Khandala, Shirwal Pandarpur Road, Satara – 415521.

Dear Sir,

1. I, Hetal Gandhi, a Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of Tricom Fruit Products Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizer's Report dated 20<sup>th</sup> September, 2014 on the e-voting.
3. I, Hetal Gandhi, a Company Secretary in practice, have also been appointed as the Scrutinizer for the poll by the Chairman of the Annual General Meeting (AGM) under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules on the resolutions contained in the notice to the 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on Monday, 29<sup>th</sup> September 2014 at 11.00 a.m. at Gat No.336, 338-341, Village Andori, Taluka-Khandala, Shirwal Pandarpur Road, Satara - 415521.
4. I have issued a separate Scrutinizer's Report dated 29<sup>th</sup> September, 2014 on the poll on the resolutions contained in the notice to the 20<sup>th</sup> AGM. As requested by management, I submit herewith my combined report on the result of e-voting together with that of Poll as under:-

Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No. of shares	%of total number of valid votes cast (Favour and Against)	No. of shares	%of total number of valid votes cast (Favour and Against)	No. of shares
1. Adoption of Audited Statement of Profit and Loss for the Financial Year ended 31 <sup>st</sup> March,	3823553	100%	0	0	0

### REGISTERED ADDRESS:

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# HETAL GANDHI & ASSOCIATES

## COMPANY SECRETARIES

2014 (Ordinary Resolution)					
2. Appointment of a Director in place of Mr. Chetan Kothari who retires by rotation and is eligible for re-appointment. (Ordinary Resolution)	3823553	100%	0	0	0
3. Appointment of M/s J. L. Bhatt & Company, Chartered Accountants and M/s Koshal & Associates, Chartered Accountants as the Joint Auditors of the Company. (Ordinary Resolution)	3823553	100%	0	0	0
4. Appointment of Mr. Paresh Pathak as an Independent Director. (Ordinary Resolution)	3823553	100%	0	0	0
5. Appointment of Mr. Rajesh Panamburkar as an Independent Director. (Ordinary Resolution)	3823553	100%	0	0	0
6. Appointment of Ms. Chetna Kothari as an Additional Director, Non Executive, Non - Independent Woman Director. (Ordinary Resolution)	3823553	100%	0	0	0
7. To set the borrowing limit by the Board under Section 180 (1) (c) and other applicable provisions and rules	3823553	100%	0	0	0

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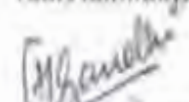


# HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

framed thereunder of the Companies Act, 2013.(Special Resolution)					
8. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.(Special Resolution)	3823553	100%	0	0	0
9. Fixing the place of keeping and inspection of registers, returns etc. under Section 94 of the Companies Act, 2013. (Special Resolution)	3823553	100%	0	0	0

5. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 20<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutiner for the e-voting process and for poll at the AGM is restricted to make Scrutinizers' report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CSDL, the authorised agency engaged by the Company to provide e-voting facilities for e-voting and Sharex Dynamic (India) Pvt.ltd. (Registrar & Share Transfer Agents) and also at the time of poll at 20<sup>th</sup> AGM.

Thanking You,  
Yours faithfully,



**HETAL GANDHI**  
SCRUTINIZER FOR E-VOTING  
Practicing Company Secretary  
C.P.No.9510; ACS:24892  
Place: Mumbai  
Date: 29<sup>th</sup> September, 2014





**CHAIRMAN**  
Tricom Fruit Products Limited  
DIN:00050869

Address: B 907/908 Raj Madhur, I.C  
Colony, Devidas Lane, Borivali (West),  
Mumbai-400103.

**REGISTERED ADDRESS:**

604, VEENA NIKETAN, DEVIDAS LANE, S.V.P. ROAD, BORIVALI (WEST), MUMBAI: 400 103.

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