

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the companies (Management and Administration) Rules, 2014)

To,

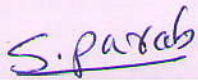
The Chairman,

21st (Twenty First) Annual General Meeting of the Equity Shareholders of TRICOM FRUIT PRODUCTS LIMITED to be held on 29th September, 2015 at 11.00 am at Gat No. 336, 338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara - 415521.

Dear Sir/ Madam,

I, Priya Paranjape, was appointed as Scrutinizer by the Board of Director of TRICOM FRUIT PRODUCTS LIMITED (the Company) for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 21st Annual General Meeting of the Equity Shareholders of the Company to be held on 29th September, 2015 at 11.00 am at Gat No. 336,338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara-415521 submit our report as under:

1. In accordance with the Notice of the 21st Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on 8th September, 2015, the e-voting opened at 9.00 a.m. on 26th September, 2015 and remained open up to 5.00 p.m. 28th September, 2015.
2. The Equity Shareholders holding shares as on 22nd September, 2015 "cut off date" were entitled to vote on the resolutions stated in the Notice of the 21st Annual General Meeting of the Company.
3. The votes were unblocked at 3.00 p.m. on 28th September, 2015 in the presence of Mr. Sadguru Parab and Mr. Santosh Shinde who are not the employees of the company, and who have signed below as witness to the unblocking of the votes.



(Sadguru Parab)



(Santosh Shinde)

4. The e-voting results/list of equity shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India)

Limited (<https://www.evotingindia.com>) and the same are being handed over to the Chairman.

5. The result of the e-voting is as under:

Resolution – 1 : Ordinary Resolution

To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2015, 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 Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
27	3157051	100

ii) Voted against of the resolution :

Number of Members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

iii) Invalid Votes :

Total number of members whose votes declared invalid.	Total Number of votes cast by them
NIL	NIL

Resolution – 2 : Ordinary Resolution

To appoint Mr. Chetna Kothari (DIN: 01127473) as Director, who retires by rotation and being eligible, offers him for re-appointment

i) Voted in favour of the resolution:

Number of Members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
27	3157051	100

ii) Voted against of the resolution :

Number of Members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast

NIL	NIL	NIL
-----	-----	-----

iii) **Invalid Votes** :

Total number of members whose votes declared invalid.	Total Number of votes cast by them
NIL	NIL

Resolution – 3 : Ordinary Resolution

To Appoint M/s. Koshal & Associates (FR No.: 121233W), Chartered Accountants as Statutory Auditor of the Company and to fix their remuneration.

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

Number of Members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
27	3157051	100

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

Number of Members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes** :

Total number of members whose votes declared invalid.	Total Number of votes cast by them
NIL	NIL

Resolution – 4 : Ordinary Resolution

To appoint Mr. Amol Mhatre, Non Executive Non Independent Director

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

Number of Members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
27	3157051	100

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

Number of Members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes** :

Total number of members whose votes declared invalid.	Total Number of votes cast by them
NIL	NIL

Resolution – 5 : Special Resolution

Special Resolution u/s 42 and 62 of the Companies Act, 2013 and rules framed there under and other applicable laws for raising of funds upto Rs. 125 Crores.

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

Number of Members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
27	3157051	100

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

Number of Members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes** :

Total number of members whose votes declared invalid.	Total Number of votes cast by them
NIL	NIL

Resolution – 6 : Special Resolution

To ratify the details of ultimate beneficial owners being the natural person behind the proposed allottee i.e. Edelweiss Asset Reconstruction Company Limited.

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

Number of Members Voting through electronic system.	Number of votes cast in favour of resolution	% of total numbers of valid votes cast
27	3157051	100

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

Number of Members Voting through electronic system.	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

iii) **Invalid Votes** :

Total number of members whose votes declared invalid.	Total Number of votes cast by them
NIL	NIL

6. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 21st Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.



Priya Paranjape
Scrutinizer

Place: Mumbai
Dated: 29.09.2015

FORM No. MGT-13**Report of Scrutinizer(s)**

[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 21st Annual General Meeting of the Equity Shareholders of Tricom Fruit Products Ltd held on Tuesday the 29th September, 2015 at 11.00 a.m., at Gat No. 336,338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara-415521

Dear Sir,

I Priya Paranjape, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions at the 21st Annual General Meeting of the Equity Shareholders of Tricom Fruit Products Ltd, held on Tuesday the 29th September, 2015 at 11.00 a.m., at Gat No. 336,338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara-415521 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman one 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 papers invalid.
4. The result of the Poll is as under:
 1. To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2015, 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 cast by them	% of total number of valid votes cast
8	623631	100%

II. Voted against the resolution;

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

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

2. To appoint Mr. Chetna Kothari (DIN: 01127473) as Director, who retires by rotation and being eligible, offers him for re-appointment.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	623631	100%

II. Voted against the resolution;

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

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

3. To Appoint M/s. Koshal & Associates (FR No.: 121233W), Chartered Accountants as Statutory Auditor of the Company and to fix their remuneration.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	623631	100%

II. Voted against the resolution;

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

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

4. To appoint Mr. Amol Mhatre, Non Executive Non Independent Director.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	623631	100%

II. Voted against the resolution;

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

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

5. Special Resolution u/s 42 and 62 of the Companies Act, 2013 and rules framed there under and other applicable laws for raising of funds upto Rs. 125 Crores.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	623631	100%

III. Voted against the resolution;

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

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

6. To ratify the details of ultimate beneficial owners being the natural person behind the proposed allottee i.e. Edelweiss Asset Reconstruction Company Limited.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	623631	100%

IV. Voted against the resolution;

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

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast 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 Managing Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Priya Paranjape
Scrutinizer

Place: Mumbai
Dated: 29.09.2015

SCRUTINIZER'S REPORT – COMBINED

To,
The Chairman of 21st Annual General Meeting of the members of
Tricom Fruit Products Limited (the Company) held on
Tuesday the 29th day of September, 2015 at
11.00 a.m. at Gat No. 336, 338-341, Village Andori,
Taluka- Khandala, Shirval Pandarpur Road,
Satara – 415521, Maharashtra.

Dear Sir,

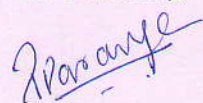
1. I, Priya Paranjape, have been appointed as the Scrutinizer by the Board of Directors of **Tricom Fruit Products Limited** (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizer's Report dated 29th September, 2015 on the e-voting.
3. I, Priya Paranjape, 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 21st Annual General Meeting (AGM) of the members of the Company, to be held on Tuesday, 29th September, 2015 at 11.00 a.m. Gat No. 336, 338-341, Village Andori, Taluka- Khandala, Shirval Pandarpur Road, Satara – 415521, Maharashtra.
4. I have issued a separate Scrutinizers' Report dated 29th September, 2015 on the poll on the resolutions contained in the notice to the 21st 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 st March, 2015 (Ordinary Resolution)	3780682	100%	0	0	0
2. Appointment of a Director in place of Mr. . Chetna Kothari (DIN: 01127473) as Director, who retires by rotation and being eligible, offers him for re-appointment	3780682	100%	0	0	0

(Ordinary Resolution)					
3. Reappointment of M/s Koshal & Associates, Chartered Accountants as the Auditors of the Company. (Ordinary Resolution)	3780682	100%	0	0	0
4. Appointment of Mr. Amol Mhatre, Non Executive Non Independent Director (Ordinary Resolution)	3780682	100%	0	0	0
5. Special Resolution u/s 42 and 62 of the Companies Act, 2013 and rules framed there under and other applicable laws for raising of funds upto Rs. 125 Crores. (Special Resolution)	3780682	100%	0	0	0
6. Ratification of the details of ultimate beneficial owners being the natural person behind the proposed allottee i.e. Edelweiss Asset Reconstruction Company Limited. (Special Resolution)	3780682	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 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer 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 21st AGM.

Thanking You,
Yours faithfully,



Priya Paranjape
Scrutinizer

Place: Mumbai
Dated: 29.09.2015