



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

1st October, 2014

To,
Listing Department,
Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Outcome of 20th Annual General Meeting

With reference to the captioned matter, below is the outcome of 20th Annual General Meeting of the Company held on 30th September, 2014 passed by requisite majority briefly related to:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31st, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment
3. To re-appoint M/s. ASP & Co., Chartered Accountants, as Auditors of the Company.

SPECIAL BUSINESS:

4. Appointment of Mr. Harshad Dholakia as a Non Executive Independent Director of the Company
5. Appointment of Mr. Shailesh Hingarh as a Non Executive Independent Director of the Company.
6. Adoption of new set of Articles of Association.



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Kindly take note of the same.

Thanking you,

Yours faithfully,

For TRC Financial Services Limited

A handwritten signature in black ink, appearing to read 'Shisqut', is written over a circular stamp. The stamp contains the text 'TRC FINANCIAL SERVICES LTD' around the perimeter and 'MUMBAI' in the center, with a small star at the bottom.

Authorised Signatory



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

1st October, 2014

To,

Listing Department,
Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Subject: Voting Results of Annual General Meeting as per 35A of Listing Agreement

Dear Sir/Ma'am,

Please find enclosed voting results of Annual General of TRC Financial Services Limited, as per clause 35A of Listing Agreement for

- 1) E- voting conducted between 24th September, 2014 to 26th September, 2014
- 2) Poll conducted at the meeting

Kindly accept and Oblige

Thanking You,

For TRC Financial Services Limited

A handwritten signature in black ink, appearing to read 'Shisqulla', is written over a circular stamp. The stamp contains the text 'TRC FINANCIAL SERVICES LTD.' around the perimeter and 'MUMBAI' in the center, with a small star at the bottom.

Authorized Signatory



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Voting Results of Annual General Meeting

(As per Clause 35A of Listing Agreement)

Date of Annual General Meeting	30th September, 2014		
Total number of shareholders as on record date	945 shareholders as on 28 th August, 2014		
No. of shareholders present in the Meeting either in person or through proxy	Promoters & Promoters Group	Public	
	In Person	In Person	Through Proxy
	2	15	0
No. of Shareholders attended the meeting through Video Conferencing	Promoters & Promoters Group	Public	
	N.A.	N.A.	

Agenda wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 24th September, 2014 to 26th September, 2014 and
2. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and Poll

The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text "TRC FINANCIAL SERVICES LTD. * MUMBAI" around the perimeter.



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Resolution 1							
To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31st, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon							
Promoter/Public	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	2867474	2867474	100%	2867474	Nil	100%	0%
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	100%	0%
Public-Others	619491	619491	100%	619491	Nil	100%	0%
Total	3486965	3486965	100%	3486965	Nil	100%	0%





TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Resolution 2							
To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment							
Promoter/Public	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	2867474	2867474	100%	2867474	Nil	100%	0%
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	100%	0%
Public-Others	619491	619491	Nil	619491	Nil	100%	0%
Total	3486965	3486965	100%	3486965	Nil	100%	0%






TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Resolution 3							
To re-appoint M/s. ASP & Co., Chartered Accountants, as Auditors of the Company							
Promoter/Public	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	2867474	2867474	100%	2867474	Nil	100%	0%
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	100%	0%
Public-Others	619491	619491	100%	619491	Nil	100%	0%
Total	3486965	3486965	100%	3486965	Nil	100%	0%





TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Resolution 4							
Appointment of Mr. Harshad Dholakia (DIN: 00379819) as a Non Executive Independent Director of the Company							
Promoter/Public	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	2867474	2867474	100%	2867474	Nil	100%	0%
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	100%	0%
Public-Others	619491	619491	100%	619491	Nil	100%	0%
Total	3486965	3486965	100%	3486965	Nil	100%	0%

Handwritten signature of Harshad Dholakia and a circular stamp of TRC Financial Services Limited, Mumbai.



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Resolution 5							
Appointment of Mr. Shailesh Hingarh (DIN: 00166916) as a Non Executive Independent Director of the Company							
Promoter/Public	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	2867474	2867474	100%	2867474	Nil	100%	0%
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	100%	0%
Public-Others	619491	619491	100%	619491	Nil	100%	0%
Total	3486965	3486965	100%	3486965	Nil	100%	0%






TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Resolution 6							
Adoption of new set of Articles of Association							
Promoter/Public	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	2867474	2867474	100%	2867474	Nil	100%	0%
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	100%	0%
Public-Others	619491	619491	100%	619491	Nil	100%	0%
Total	3486965	3486965	100%	3486965	Nil	100%	0%





TRC Financial Services Limited

CIN: L74899MH1994PLC216417

As per the consolidated results of e-voting and poll on item no. 1 to 6 of the notice of AGM, all the resolutions are passed by requisite majority

For TRC Financial Services Limited

A handwritten signature in black ink, appearing to read 'Shisqulla', is written over a circular stamp. The stamp contains the text 'TRC FINANCIAL SERVICES LTD.' around the perimeter and 'MUMBAI' in the center, with a small star at the bottom.

Authorised Signatory

Date: 1st October, 2014



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

1st October, 2014

To,

Listing Department,
Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Subject: Declaration of Results of e-voting and poll

Dear Sir, Ma'am,

Please find enclosed e-voting and poll results of Annual General of TRC Financial Services Limited, along with Scrutinizers Report.

Kindly accept and Oblige

Thanking You,

For TRC Financial Services Limited

A handwritten signature in black ink, appearing to read 'Shisqetta', is written over a circular stamp. The stamp contains the text 'TRC FINANCIAL SERVICES LTD.' around the perimeter and 'MUMBAI' in the center, with a small star at the bottom.

Authorized Signatory



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

20TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2014

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 20th Annual General Meeting (AGM). The e-voting was open from 24th September, 2014 at 09.00 A.M to 26th September, 2014 at 06.00 P.M.

As per the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the General Meeting where e-voting has been offered to the Shareholders. Therefore, at the 20th AGM, voting was conducted by means of Poll.

The Board of Directors had appointed, **Ms. Priti J Sheth** of **M/s. Priti J Sheth & Associates, Practising Company Secretary** as the Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received up to the close of working hours i.e 06.00 P.M on 26th September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 30th September, 2014.

The Consolidated Results as per the Scrutinizers' Report dated 30th September, 2014 is as follows

Particulars	Number of votes in favour	% of Votes in Favour of the total votes casted	Number of votes against	% of Votes in Against of the total votes casted
Resolution 1: To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31 st , 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon	3486965	100	NIL	NIL

Regd. Office : 3rd Floor, Bandra Hill View CHS, 85, Hill Road, Opp. Yoko Sizzlers, Bandra (West), Mumbai-400 050.

Ph. :26414725 Fax : 26433887 Email : trcfsLtd@gmail.com



TRC Financial Services Limited

CIN: L74899MH1994PLC216417

Resolution 2: To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment	3486965	100	NIL	NIL
Resolution 3: To re-appoint M/s. ASP & Co., Chartered Accountants, as Auditors of the Company	3486965	100	NIL	NIL
Resolution 4: Appointment of Mr. Harshad Dholakia (DIN: 00379819) as a Non Executive Independent Director of the Company	3486965	100	NIL	NIL
Resolution 5: Appointment of Mr. Shailesh Hingarh (DIN: 00166916) as a Non Executive Independent Director of the Company	3486965	100	NIL	NIL
Resolution 6: Adoption of new set of Articles of Association	3486965	100	NIL	NIL

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 20th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For TRC Financial Services Limited

Authorised Signatory

Date: 1st October, 2014

Priti j Sheth & Associates

Company Secretaries

Report of Scrutinizer(s)

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

Date: 27th September, 2014

To,

The Chairman of 20th Annual General Meeting of the Equity Shareholders of TRC Financial Services Limited (the Company) to be held on 30th day, of September 2014 at Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (West), Mumbai: 400050.

Subject: Scrutinizers Report on E-voting conducted pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, **Priti Sheth** of **M/s. Priti J Sheth & Associates**, Practising Company Secretary appointed by the Board of Directors of the Company as Scrutinizer in terms of section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the electronic voting process in respect to the below mentioned resolutions at the 20th Annual General Meeting of the Company, to be held on 30th day, of September 2014 Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (West), Mumbai: 400050 submit my report as under:

1. The voting period started on Wednesday 24th September, 2014 at 9 a.m. and ended on Friday 26th September, 2014 at 6 p.m.
2. The e-voting process was provided by Central Depository Services India Limited (CDSL).
3. The members of the Company as on the "cut-off" date i.e 28th August, 2014 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 20th AGM of the Company).



4. The votes cast were unblocked on 27th September, 2014 at 12.30 p.m. in the presence of two witnesses, Mr. Pratik Mondkar and Ms. Bhakti Sampat both of whom are not the employee of the company.
5. Based on the reports generated from CDSL e-voting website www.evotingindia.com, the result of the E-voting is as under :

ORDINARY BUSINESS

- I. Resolution1-To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31st, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast 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

- II. Resolution 2-To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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

Number of members voted	Number of votes cast 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

III. Resolution 3- To re-appoint M/s. ASP & Co., Chartered Accountants, as Auditors of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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

Number of members voted	Number of votes cast 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

SPECIAL BUSINESS

IV. Resolution 4- Appointment of Mr. Harshad Dholakia (DIN: 00379819) as a Non Executive Independent Director of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Invalid votes:

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

V. Resolution 5- Appointment of Mr. Shailesh Hingarh (DIN: 00233245) as a Non Executive Independent Director of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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

Number of members voted	Number of votes cast 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

VI. Resolution 6- Adoption of new set of Articles of Association.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast

(iii) Invalid votes:

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


6. The relevant records shall be handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For Priti J Sheth & Associates
Practising Company Secretaries



Priti J Sheth
Membership No. 6833
C.P. No. 5518
Place::Mumbai

We, the undersigned, have witnessed that the votes were unblocked from CDSL e-voting website <https://www.evotingindia.com/> in our presence on 27th September, 2014 at 12.30 p.m.



Mr. Pratik Mondkar
Witness



Ms. Bhakti Sampat
Witness

Priti j Sheth & Associates

Company Secretaries

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 20th Annual General Meeting of the Equity Shareholders of TRC Financial Services Limited (the Company) held on 30th, September 2014 At Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (West), Mumbai: 400050.

Dear Sir,

I, Priti J Sheth of M/s. Priti J Sheth & Associates, Practising Company Secretary, the Scrutinizer appointed for the poll taken on the below mentioned resolutions, at the 20th Annual General Meeting of the Equity Shareholders of TRC Financial Services Limited, held on Tuesday, 30th, September 2014 at the registered office of the Company, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman -Mr. Ajay Sarupria ; ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by 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:



ORDINARY BUSINESS

- I. Resolution 1-To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31st, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast 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

- II. Resolution 2-To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment.

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100



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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast 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

III. Resolution 3- To re-appoint M/s. ASP & Co., Chartered Accountants, as Auditors of the Company.

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast 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



SPECIAL BUSINESS

IV. Resolution 4- Appointment of Mr. Harshad Dholakia (DIN: 00379819) as a Non Executive Independent Director of the Company.

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast 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

V. Resolution 5- Appointment of Mr. Shailesh Hingarh (DIN: 00166916) as a Non Executive Independent Director of the Company.

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100



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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast 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

VI. Resolution 6- Adoption of new set of Articles of Association.

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

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100%

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

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

(iii) Invalid votes:

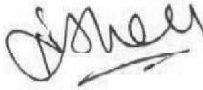
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

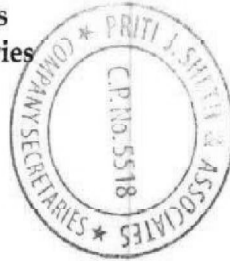


6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For Priti J Sheth & Associates
Practising Company Secretaries



Priti J Sheth
Membership No. 6833
C.P. No. 5518



Place: Mumbai

Dated: 30th September, 2014

Priti j Sheth & Associates

Company Secretaries

Report of Scrutinizer Consolidated Results of E-voting and voting through Poll

To,

The Chairman 20th Annual General Meeting of the Equity Shareholders of TRC Financial Services Limited (the Company) held on 30th day, September 2014 At Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (West), Mumbai: 400050.

Subject : Consolidated Results of E-voting and voting through Poll

Dear Sir,

I, **Priti J Sheth** of **M/s. Priti J Sheth & Associates**, Practising Company Secretary appointed by the Board of Directors of the Company as Scrutinizer for the purpose of scrutinizing the electronic voting process and voting through Poll in respect to the below mentioned resolutions, 20th Annual General Meeting of the Equity Shareholders of **TRC Financial Services Limited**, held on 30th day, September 2014 Bandra Hill View CHS, 3rd Floor, 85 Hill Road, Opp. Yoko Sizzlers, Bandra (West), Mumbai: 400050 submit our consolidated report of E-voting and voting through Poll as under:

ORDINARY BUSINESS

- I. Resolution 1- To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31st, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.

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

Number of members voted by poll and through e- voting.	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100



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

Number of members voted by poll and through e- voting	Number of votes cast 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

II. Resolution 2- To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment.

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

Number of members voted by poll and through e- voting	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100

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

Number of members voted by poll and through e- voting	Number of votes cast 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

III. Resolution 3- To re-appoint M/s. ASP & Co., Chartered Accountants, as Auditors of the Company.

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

Number of members voted by poll and through e- voting	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100%



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

Number of members voted by poll and through e- voting	Number of votes cast 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

SPECIAL BUSINESS

IV. Resolution 4- Appointment of Mr. Harshad Dholakia (DIN: 00379819) as a Non Executive Independent Director of the Company.

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

Number of members voted by poll and through e- voting	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100

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

Number of members voted by poll and through e- voting	Number of votes cast 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

V. Resolution 5- Appointment of Mr. Shailesh Hingarh (DIN: 00166916) as a Non Executive Independent Director of the Company.



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

Number of members voted by poll and through e- voting	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100

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

Number of members voted by poll and through e- voting	Number of votes cast 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

VI. Resolution 6- Adoption of new set of Articles of Association.

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

Number of members voted by poll and through e- voting	Number of votes cast by them	% of total number of valid votes cast
17	3486965	100

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

Number of members voted by poll and through e- voting	Number of votes cast 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

The ballot papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For Priti J Sheth & Associates
Practising Company Secretaries



Priti J Sheth
Membership No. 6833
C.P. No. 5518
Place::Mumbai
Dated: 30th September, 2014