

**TRC FINANCIAL SERVICES LIMITED (L74899MH1994PLC216417)**  
**Result of Voting of Annual General Meeting**  
**Clause 35A**

Date of Annual General Meeting Total number of shareholders as on record date	30 <sup>th</sup> September, 2015			
	2206 Shareholders as on 23 <sup>rd</sup> September, 2015			
No. of shareholders present in the Meeting either in person or through proxy	Promoters & Promoters Group		Public	
	In Person	In Proxy	In Person	In Proxy
No. of shareholders attended the Meeting through Video Conferencing	Promoters & Promoters Group	2	0	13
	Promoters & Promoters Group	N.A.	Public	1
				N.A.

The Mode of E - voting for all resolutions was:

1. E - Voting commenced on 27<sup>th</sup> September, 2015 at 09:00 a.m. and ended on 29<sup>th</sup> September, 2015 at 05:00 p.m.
2. Poll (Ballot Paper) was conducted at the Annual General Meeting on 30<sup>th</sup> September, 2015.

**Resolution 1**

**Ordinary Resolution: Adoption of the Audited Balance-Sheet of the Company as at March 31<sup>st</sup>, 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditors thereon.**

	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	2928874	2896174	98.88%	2896174	0	100.00%	0.000
Public - Institutional holders	109200	0	0.00%	0	0	0.00%	0.000
Public-Others	1962826	618245	31.49%	618245	0	100.00%	0.000
<b>Total</b>	<b>5000900</b>	<b>3514419</b>	<b>70.28%</b>	<b>3514419</b>	<b>0</b>	<b>100.00%</b>	<b>0.000</b>



**Resolution 2**

**Special Resolution:** Appointment of M/s Harish Hegde & Co., Chartered Accountants, as Statutory Auditors of the company in place of retiring auditor M/s. ASP & Co, Chartered Accountants, who have expressly conveyed their unwillingness to be re-appointed as the Statutory auditors of the company, to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board Of Directors or any committee thereof to fix their remuneration.

	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	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	2928874	2896174	98.88%	2896174	0	100.00%	0.000
Public - Institutional holders	109200	0	0.00	0	0	0.00	0.000
Public-Others	1962826	618245	31.49%	618245	0	100.00%	0.000
<b>Total</b>	<b>50000900</b>	<b>3514419</b>	<b>70.28%</b>	<b>3514419</b>	<b>0</b>	<b>100.00%</b>	<b>0.000</b>



**Resolution 3**

**Ordinary Resolution: Re-appointment of Mr. Vijay Mario Sebastian Misquitta ( DIN : 00993141) as a Director of the Company, who is liable to retire by rotation at this Annual General Meeting.**

	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	2928874	2896174	98.88%	2896174	0	100.00%	0.000
Public - Institutional holders	109200	0	0.00	0	0	0.00	0.000
Public-Others	1962826	618245	31.49%	618245	0	100.00%	0.000
<b>Total</b>	<b>5000900</b>	<b>3514419</b>	<b>70.28%</b>	<b>3514419</b>	<b>0</b>	<b>100.00%</b>	<b>0.000</b>

**Resolution 4**

**Ordinary Resolution: Appointment of Mr. Parash Patel (DIN: 01497453) as Non Executive Independent Director for a term of Five years commencing from 13<sup>th</sup> August 2015 to 12<sup>th</sup> August 2020 and shall be not liable to retire by rotation.**

	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	2928874	2896174	98.88%	2896174	0	100.00%	0.000
Public - Institutional holders	109200	0	0.00	0	0	0.00	0.000
Public-Others	1962826	618245	31.49%	618245	0	100.00%	0.000
<b>Total</b>	<b>5000900</b>	<b>3514419</b>	<b>70.28%</b>	<b>3514419</b>	<b>0</b>	<b>100.00%</b>	<b>0.000</b>



**Resolution 5**

**Ordinary Resolution:** Appointment of Ms. Madhuri Augustine Singh (DIN : 07138862) as Non Executive Independent Director for a term of five years commencing from 28<sup>th</sup> March 2015 to 27<sup>th</sup> March 2020 and shall be not liable to retire by rotation.

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	2928874	2896174	98.88%	2896174	0	100.00%	0.000
Public - Institutional holders	109200	0	0.00	0	0	0.00	0.000
Public-Others	1962826	618245	31.49%	618245	0	100.00%	0.000
<b>Total</b>	<b>5000900</b>	<b>3514419</b>	<b>70.28%</b>	<b>3514419</b>	<b>0</b>	<b>100.00%</b>	<b>0.000</b>

**Resolution 6**

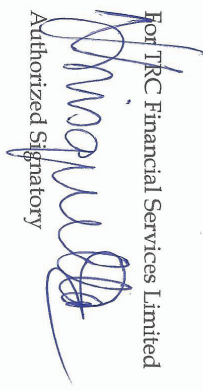
**Ordinary Resolution:** Ratifying and approving the appointment of Mr. Vijay M.S. Misquitta as the Managing Director for a period of three years commencing from 30<sup>th</sup> January 2015 on nil remuneration.

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	2928874	2896174	98.88%	2896174	0	100.00%	0.000
Public - Institutional holders	109200	0	0.00	0	0	0.00	0.000
Public-Others	1962826	618245	31.49%	618245	0	100.00%	0.000
<b>Total</b>	<b>5000900</b>	<b>3514419</b>	<b>70.28%</b>	<b>3514419</b>	<b>0</b>	<b>100.00%</b>	<b>0.000</b>



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

  
Authorized Signatory



Report of Scrutinizer(s) - Consolidated on votes casted through electronic mode  
and by poll

To,  
The Chairman,  
TRC Financial Services Ltd  
Bandra Hill View Chs, (3rd Floor), 85, Hill Road  
Opp. Yoko Sizzlers, Bandra (W),  
Mumbai 400050

21<sup>st</sup> Annual General Meeting of the Shareholders of  
TRC Financial Services Ltd  
Held on Wednesday, 30<sup>th</sup> September 2015 at the registered office of the Company

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

Dear Sir,

I, Priti J Sheth of M/s. Priti J. Sheth & Associates, Practicing Company Secretary, appointed as the Scrutinizer for the purpose of scrutinizing the electronic voting process and voting through Poll in respect to the below mentioned resolutions, at the 21<sup>st</sup> Annual General Meeting of the Shareholders of TRC Financial Services Ltd, held on 30<sup>th</sup> September, 2015 at , Bandra Hill View Chs, (3rd Floor), 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai 400050 submit our consolidated report of E-voting and voting through Poll as under:

**ORDINARY BUSINESS**

**I. Ordinary Resolution No. 1**

Adoption of the Audited Balance-Sheet of the Company as at March 31<sup>st</sup>, 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
16	3514419	100%

(ii) Voted against the resolution:

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



(iii) Invalid votes:

Number of members voted by Poll and electronically whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

II. Special Resolution No. 2

Appointment of M/s Harish Hegde & Co., Chartered Accountants, as Statutory Auditors of the company in place of retiring auditor M/s. ASP & Co, Chartered Accountants, who have expressly conveyed their unwillingness to be re-appointed as the Statutory auditors of the company, to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board Of Directors or any committee thereof to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
16	3514419	100%

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Number of members voted by Poll and electronically whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

III. Ordinary Resolution No. 3

Re-appointment of Mr. Vijay Mario Sebastian Misquitta ( DIN : 00993141) as a Director of the Company , who is liable to retire by rotation at this Annual General Meeting.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
16	3514419	100%



(ii) Voted against the resolution:

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

(iii) Invalid votes:

Number of members voted by Poll and electronically whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**SPECIAL BUSINESS**

**IV Ordinary Resolution No. 4**

Appointment of Mr. Paresh Patel (DIN: 01497453) as Non Executive Independent Director for a term of Five years commencing from 13<sup>th</sup> August 2015 to 12<sup>th</sup> August 2020 and shall be not liable to retire by rotation

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
16	3514419	100%

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Number of members voted by Poll and electronically whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





V Ordinary Resolution No. 5

Appointment of Ms. Madhuri Augustine Singh (DIN : 07138862) as Non Executive Independent Director for a term of Five years commencing from 28<sup>th</sup> March 2015 to 27<sup>th</sup> March 2020 and shall be not liable to retire by rotation.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
16	3514419	100%

(ii) Voted against the resolution:

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

(iii) Invalid votes:

Number of members voted by Poll and electronically whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VI Ordinary Resolution No. 6

Ratifying and approving the appointment of Mr. Vijay M.S. Misquitta as the Managing Director for a period of three years commencing from 30<sup>th</sup> January 2015 on nil remuneration.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
16	3514419	100%

(ii) Voted against the resolution:

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



(iii) Invalid votes:

Number of members voted by Poll and electronically whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

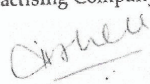
A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The ballot papers, 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  
Date: 01<sup>ST</sup> October, 2015

