

30th September, 2014

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 22 nd Annual general Meeting | 30 th September, 2014 |
| Total number of shareholders on record date: | 6538 |
| No. of shareholders present in the meeting either in person or through proxy: | 32 |
| Promoters and Promoter Group: | 32 |
| Public: | Nil |
| 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:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31st 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)

| Promote /Public | Electronic | Physical | No. of Shares held | No. of votes polled | % of votes polled on outstandi ng shares (3)=[(2)/(1)]*100 | No. of votes in Favour | No. of votes against | % of votes in favour on votes polled (6)= [(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/ (2)]*100 |
|--|----------------|----------------|-----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| | | | -1 | -2 | | -4 | -5 | | |
| Promote and Promote Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public Institutio nal holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Public- Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |

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)

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



| | | | | | | | | | |
|--|----------------|----------------|-----------------|-----------------|--------------|----------------|----------|--------------|----------|
| Promote r and Promote r Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public nstitutional holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Public- Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |

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

Resolution required: (Ordinary Resolution)

Mode of voting: (E-voting & Poll)

Mode of voting: (E-voting & Poll)

| Promote /Public | Electronic | Physical | No. of Shares held | No. of votes polled | % of votes polled on outstandi ng shares (3)=[(2)/(1)]*100 | No. of votes in Favour | No. of votes against | % of votes in favour on votes polled (6)= [(4) /(2)] *100 | % of votes against on votes polled (7)=[(5)/ (2)]*100 |
|------------------------------------|----------------|----------------|-----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| | | | -1 | -2 | | -4 | -5 | | |
| Promote and Promote Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public nstitutional holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Public- Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |



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)

| Promote /Public | Electronic | Physical | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in Favour | No. of votes against | % of votes in favour on votes polled (6)= [(4)/(2)] *100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|----------------|----------------|--------------------|---------------------|---|------------------------|----------------------|--|--|
| | | | -1 | -2 | | -4 | -5 | | |
| Promote and Promote Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public Institutional holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Public-Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |

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)

Mode of voting: (E-voting & Poll)

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



| | | | -1 | -2 | | -4 | -5 | | |
|------------------------------------|----------------|----------------|-----------------|-----------------|--------------|----------------|----------|--------------|----------|
| Promote and Promote Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public Institutional holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Public- Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |

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)

| Promote /Public | Electronic | Physical | No. of Shares held | No. of votes polled | % of votes polled on outstandi ng shares (3)=[(2)/(1)]*100 | No. of votes in Favour | No. of votes against | % of votes in favour on votes polled (6)=[(4) /(2)] *100 | % of votes against on votes polled (7)=[(5)/ (2)]*100 |
|------------------------------------|------------|----------|-----------------------|---------------------------|--|------------------------------|----------------------------|--|---|
| | | | -1 | -2 | | -4 | -5 | | |
| Promote and Promote Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public Institutional holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |



| | | | | | | | | | |
|-------------------|----------------|----------------|-----------------|-----------------|--------------|----------------|----------|--------------|----------|
| Public- Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |

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)

| Promote /Public | Electronic | Physical | No. of Shares held | No. of votes polled | % of votes polled on outstandi ng shares (3)=[(2)/(1)]*100 | No. of votes in Favour | No. of votes against | % of votes in favour on votes polled (6)= [(4) /(2)] *100 | % of votes against on votes polled (7)=[(5)/ (2)]*100 |
|--|----------------|----------------|-----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| | | | -1 | -2 | | -4 | -5 | | |
| Promote and Promote Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public Institutio nal holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Public- Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |

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)

| Promote /Public | Electronic | Physical | No. of Shares held | No. of votes polled | % of votes polled on outstandi ng shares (3)=[(2)/(1)]*100 | No. of votes in Favour | No. of votes against | % of votes in favour on votes polled (6)= [(4) /(2)] *100 | % of votes against on votes polled (7)=[(5)/ (2)]*100 |
|--|----------------|----------------|-----------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| | | | -1 | -2 | | -4 | -5 | | |
| Promote and Promote Group | 2986601 | 1762800 | 4797851 | 4749401 | 98.99017 | 2331117 | 0 | 49.08 | 0 |
| Public Institutio nal holders | 0 | 0 | 187235 | 0 | 0 | 0 | 0 | 0.00 | 0 |
| Public- Others | 5701418 | 63372 | 68270364 | 5764790 | 8.44 | 1492436 | 0 | 25.89 | 0 |
| TOTAL | 8688019 | 1826172 | 73255450 | 10514191 | 14.35 | 3823553 | 0 | 36.37 | 0 |

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

Thanking you,

Yours faithfully,
For Tricom India Limited



Chetan Kothari
Chairman & Managing Director



HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

SCRUTINIZER'S REPORT

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

To,
The Chairman of 22nd Annual General Meeting of the members of
Tricom India Limited (the Company) held on
Tuesday the 30th day of September, 2014 at
11.00 a.m. at School Hall, Damodar Hall
Educational Campus, Dr. Ambedkar Marg,
Parel Naka, Mumbai – 400 012.

Dear Sir,

1. I, Hetal Gandhi of M/s. Hetal Gandhi & Associates, Mumbai, have been appointed by the Board of Directors of **Tricom India 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 22nd Annual General Meeting (AGM) of the members of the Company, to be held on Tuesday, 30th September 2014 at 11.00 a.m. at School Hall, Damodar Hall Educational Campus, Dr. Ambedkar Marg, Parel Naka, Mumbai – 400 012.
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 22nd 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 Monday, 22nd September, 2014 (9.00a.m) to Wednesday, 24th September, 2014(6.00p.m).
 - II. The members of the Company as on the "cut-off" date i.e. 29th August, 2014 were entitled to vote on the resolutions (Item Nos. 1 to 8 as set out in the notice of the 22nd AGM of the Company)



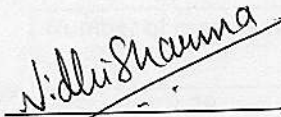
REGISTERED ADDRESS:

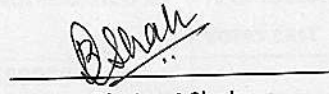
604, VEENA NIKETAN, DEVIDAS LANE, S.V.P. ROAD, BORIVALI (WEST), MUMBAI: 400 103.

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

HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

- III. The votes cast were unblocked on 25th 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.


Name: Nidhi Sharma


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 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 31st 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:

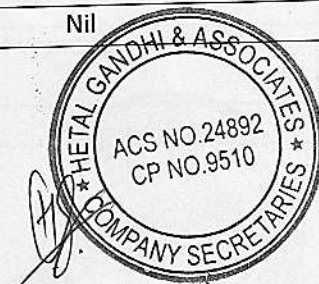
| Number of members voted | Number of votes casted by them | % of total number of Valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 100% |

- (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 |



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

- 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 |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 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 |

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

- (i) Voted in favour of the resolution:

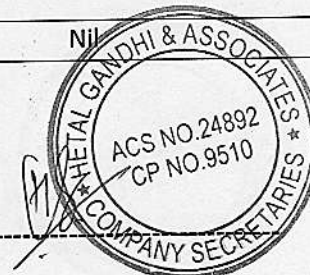
| Number of members voted | Number of votes casted by them | % of total number of Valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 100% |

- (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 |



REGISTERED ADDRESS:

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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 |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 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:

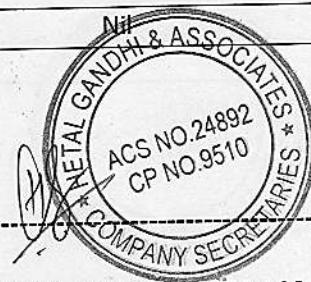
| Number of members voted | Number of votes casted by them | % of total number of Valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 100% |

(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 |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 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:

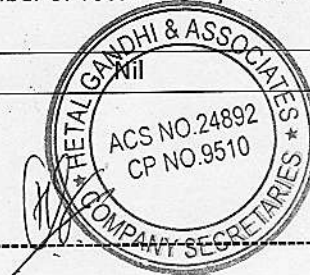
| Number of members voted | Number of votes casted by them | % of total number of Valid votes cast |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 100% |

(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 |



REGISTERED ADDRESS:

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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 |
|-------------------------|--------------------------------|---------------------------------------|
| 29 | 8688019 | 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 |

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: 25-09-2014

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

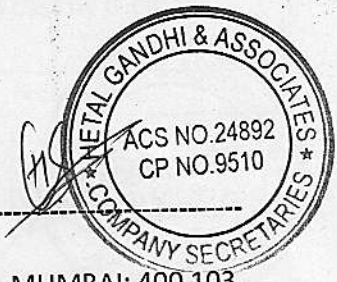
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of 22nd Annual General Meeting of the members of
Tricom India Limited (the Company)
held on Tuesday the 30th day of September, 2014 at
**11.00 a.m. at School Hall, Damodar Hall Educational Campus,
Dr. Ambedkar Marg, Parel Naka,
Mumbai – 400 012**

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 India Limited** (the Company) as a Scrutinizer for the purpose of scrutinising the Poll taken on the below mentioned resolutions, at the 22nd Annual General Meeting (AGM) of the members of the Company, to be held on Tuesday the 30th day of September, 2014 at 11.00 a.m. at School Hall, Damodar Hall Educational Campus, Dr. Ambedkar Marg, Parel Naka, Mumbai – 400 012.

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 papers invalid or incomplete or defective.
4. The result of the Poll is as under:
 - a) **Resolution No. 1:-** Adoption of Audited Statement of Profit and Loss for the Financial Year ended 31st March, 2014, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.



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

(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 |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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 |

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 |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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



HETAL GANDHI & ASSOCIATES

COMPANY SECRETARIES

c) **Resolution No. 3:-** Appointment of M/s Koshal & Associates, Chartered Accountants as the 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 |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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 |

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 |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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 |

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 |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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 |

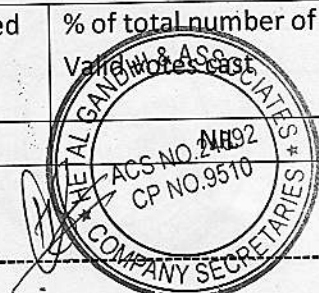
f) **Resolution No. 6:-** Ordinary Resolution: Appointment of Ms. Chetna Kothari as an Additional Director, Non Executive, Non - Independent Woman Director.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes casted by them | % of total number of Valid votes cast |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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 |

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 |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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 |

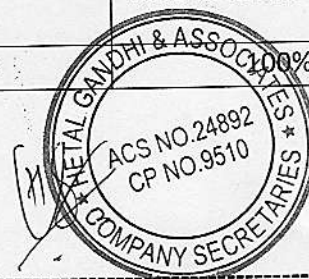
(iii) Invalid votes:

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

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 |
|--|--------------------------------|---------------------------------------|
| 12 | 1826172 | 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 |

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: 30th September, 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

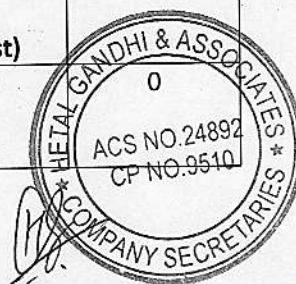
SCRUTINIZER'S REPORT – COMBINED

To,
The Chairman of 22nd Annual General Meeting of the members of
Tricom India Limited (the Company) held on
Tuesday the 30th day of September, 2014 at
**11.00 a.m. at School Hall, Damodar Hall
Educational Campus, Dr. Ambedkar Marg,
Parel Naka, Mumbai – 400 012.**

Dear Sir,

1. I, Hetal Gandhi, a Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of **Tricom India 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 25th 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 22nd Annual General Meeting (AGM) of the members of the Company, to be held on Tuesday, 30th September, 2014 at 11.00 a.m. at School Hall, Damodar Hall Educational Campus, Dr. Ambedkar Marg, Parel Naka, Mumbai – 400 012.
4. I have issued a separate Scrutinizers' Report dated 30th September, 2014 on the poll on the resolutions contained in the notice to the 22nd 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 | 10514191 | 100% | 0 | 0 | 0 |



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HETAL GANDHI & ASSOCIATES

COMPANY SECRETARIES

| | | | | | |
|--|----------|------|---|---|---|
| Year ended 31 st March, 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) | 10514191 | 100% | 0 | 0 | 0 |
| 3. Appointment of M/s Koshal & Associates, Chartered Accountants as the Auditors of the Company. (Ordinary Resolution) | 10514191 | 100% | 0 | 0 | 0 |
| 4. Appointment of Mr. Paresh Pathak as an Independent Director. (Ordinary Resolution) | 10514191 | 100% | 0 | 0 | 0 |
| 5. Appointment of Mr. Rajesh Panamburkar as an Independent Director. (Ordinary Resolution) | 10514191 | 100% | 0 | 0 | 0 |
| 6. Appointment of Ms. Chetna Kothari as an Additional Director, Non Executive, Non - Independent Woman Director. (Ordinary Resolution) | 10514191 | 100% | 0 | 0 | 0 |
| 7. 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, | 10514191 | 100% | 0 | 0 | 0 |



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HETAL GANDHI & ASSOCIATES COMPANY SECRETARIES

| | | | | | |
|--|----------|------|---|---|---|
| 2013.(Special Resolution) | | | | | |
| 8. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.(Special Resolution) | 10514191 | 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 22nd 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 22nd AGM.

Thanking You,
Yours faithfully,

Hetal Gandhi

HETAL GANDHI
SCRUTINIZER FOR E-VOTING AND POLL
Practicing Company Secretary
C.P.No.9510; ACS:24892
Place: Mumbai
Date: 30th September, 2014



Chetan Kothari

CHETAN KOTHARI - CHAIRMAN
Tricom India 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.

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

K. NARAYANANKUTTY
B.A., LL.M., LL.M., F.C.S.

Company Secretary

Phone : 27417068

Mobile : 9426391547 E-mail : knkuttynair@gmail.com

H-5, Vishram Nagar,
Gurukul Road, Memnagar,
Ahmedabad - 380 052.

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Scrutiniser's Report

**(Pursuant to section 108 of the companies Act, 2013 and Rule 20(3)(xi) of the companies
(Management and Administration) Rules, 2014)**

To,

The chairman of 14th Annual General Meeting of the members of **TIMBOR HOME LTD.** ('The company') to be held on the **TUESDAY, 30TH DAY OF SEPTEMBER, 2014 AT 11:00 A.M.** at the Registered Office of the Company situated at **A-2, HARIKRUPA APARTMENT, NR. NARANPURA RAILWAY CROSSING, NARANPURA, AHMEDABAD-380 013.**

Dear Sir,

1. I, CS K Narayankutty Nair, Company Secretary in whole Time practice, have been appointed by the Board of Directors of **TIMBOR HOME LTD.** ('The company') as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the companies Act (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 14th Annual General Meeting (AGM) of the company, to be held on the **TUESDAY, 30TH DAY OF SEPTEMBER, 2014** at the Registered Office of the Company situated at **A-2, HARIKRUPA APARTMENT, NR. NARANPURA RAILWAY CROSSING, NARANPURA, AHMEDABAD-380 013.**
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 14th Annual General Meeting of the members of the Company. My responsibility as a scrutiniser for the e voting process is restricted to make a scrutiniser's 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 Central Depository Services Limited, 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 period remained open from **Thursday, September 25, 2014 (9.00 A.M.) to Saturday, September 27, 2014 (6.00 P.M.).**
 - ii. The members of the company as on "cut- off" date i.e. **Friday, August 22, 2014** were entitled to vote on the resolutions (Item No.1 to 5) as set out in the notice of the 14th Annual General Meeting of the company.
 - iii. The votes cast were unblocked on **Tuesday 30th day of September, 2014** during the working hours in the presence of at least two witnesses, CS K Narayankutty Nair,

Company Secretary in whole Time practice who is not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

- 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 central depository services Limited (CDSL) i.e. <https://evotingindia.co.in> and on such reports generated, the result of the e-voting as under :

Item No. 1:

Ordinary Resolution: To receive, consider, approve and adopt the Statement of Profit and Loss for the year ended 31st march, 2014 and Balance sheet of the company as on that date along with all the schedules, notes and annexures thereto and reports of the Auditors and Directors 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 (Favour and Against) |
|-------------------------|------------------------------|--|
| 15 | 5248709 | 100% |

ii. Voted against the resolution :

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

iii. Invalid Votes

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 2:

Ordinary Resolution: To appoint a director, in place of Mr. Tejdeep Singh Harvindersingh Anand (DIN: 03121912), Director who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in favour of the resolution :

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 15 | 5248709 | 100% |

ii. Voted against the resolution :

| Number of members | Number of votes cast by | % of total number of valid votes cast (Favour |
|-------------------|-------------------------|---|
|-------------------|-------------------------|---|

| | | |
|-------|------|--------------|
| Voted | them | and Against) |
| NIL | NIL | NIL |

iii. Invalid Votes

| | | |
|-------------------------|------------------------------|--|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
| NIL | NIL | NIL |

Item No. 3:

Ordinary Resolution: To appoint M/s. Motwani & Agarwal, Chartered Accountants, Ahmedabad [FRN: 127781W] as the statutory Auditors of the company for the financial year 2014-15, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit.

i. Voted in favour of the resolution:

| | | |
|-------------------------|------------------------------|--|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
| 15 | 5248709 | 100% |

ii. Voted against the resolution :

| | | |
|-------------------------|------------------------------|--|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
| NIL | NIL | NIL |

iii. Invalid Votes

| | | |
|-------------------------|------------------------------|--|
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
| NIL | NIL | NIL |

Item No.4:

Ordinary Resolution: To appoint Mr. Karen Lucienne Salick (DIN: 00333119), who was appointed as an additional director of the company w.e.f. August 1st, 2014, as director on the board of the company, whose office shall be liable for determination through retirement by rotation.

i. Voted in favour of the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 15 | 5248709 | 100% |

ii. Voted against the resolution :

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

iii. Invalid Votes

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No.5:

Special Resolution: pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force).

To adopt and approve the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

Further that to authorize the Board of Directors of the Company to do all acts and take all such steps as may be necessary, proper or expedient to give effect to alter Article of Association of 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 (Favour and Against) |
|-------------------------|------------------------------|--|
| 15 | 5248709 | 100% |

ii. Voted against the resolution :

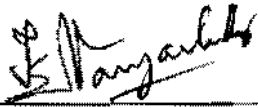
| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

iii. Invalid Votes

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Thanking You

For,



(K Narayankutty)

Practising Company Secretary

Membership No. : F2538

CP No: 2392

J.

Place:- Ahmedabad

Date:- October 2, 2014