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803, Parsh Galacia, Mani Kunj CHS Ltd., 11<sup>th</sup> Road, Santacruz (East), Mumbai-400 055.

### Consolidated Scrutinizer's Report

#### [Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman of 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Twin Roses Trades & Agencies Limited held on September 30, 2016 at 84-A, Mittal Court, 8<sup>th</sup> Floor, 224, Nariman Point, Mumbai – 400021.

Dear Sir,

1. I, Devesh Vasavada, a Chartered Accountant in practice, have been appointed as a scrutinizer by the Board of Directors of Twin Roses Trades & Agencies Limited (the Company) for the purpose of:
  - (i) Scrutinizing the e-voting process (remote e-voting) 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 as amended (Rules) and
  - (ii) Poll through electronic voting systems (Insta Poll) under the provisions of section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolution contained in the notice to the 31<sup>st</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on September 30, 2016, at 84-A, Mittal Court, 8<sup>th</sup> Floor, 224, Nariman Point, Mumbai – 400 021.
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 [i.e. by remote e-voting and voting by poll by using an electronic voting system (Insta Poll) at the AGM] for the resolution contained in the Notice to the AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM).
3. I have issued separate scrutinizer's Report dated September 30, 2016 on remote e-voting and on the poll through electronic voting system on the resolution contained in the notice to the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) as under:-

Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos	% of total number of valid votes cast (Favour and Against)	Nos	% of total number of valid votes cast (Favour and Against)	Nos
Item No. 1: Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon. (as an ordinary resolution)	2241000	100.00	0	0	0
Item No. 2: Re-appointment of Shri Udaykumar Damani (DIN: 00094367), Director retiring by rotation. (as an ordinary resolution)	2241000	100.00	0	0	0
Item No. 3: Appointment of M/s. V. P. Mehta & Co., Chartered Accountants (Registration No. 106326W) as Auditors of the Company and fixing their remuneration. (as an ordinary resolution)	2241000	100.00	0	0	0

4. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,  
Yours faithfully,



**Devesh Vasavada**  
Practicing Chartered Accountant  
Membership No. 32715

**Date: 30/09/2016**  
**Place: Mumbai**

**Countersigned by**  
**For Twin Roses Trades & Agencies Limited**



**Bhavin Mehta**  
Company Secretary