

FORM 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]

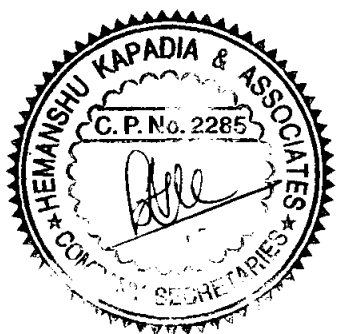
To,  
The Chairman  
65<sup>th</sup> Annual General Meeting of  
Trade Wings Limited  
6, Mascarenhas Building,  
Mahatma Gandhi Road, Panaji,  
Goa - 403001

Sub.: Results of Poll ordered at the 65<sup>th</sup> Annual General Meeting (AGM) of the Members of Trade Wings Limited held on Wednesday, September 30, 2015 at the Registered Office of the Company at 12.00 noon at 6, Mascarenhas Building, Mahatma Gandhi Road, Panaji, Goa - 403001.

Dear Sir,

We, Hemanshu Kapadia, Practicing Company Secretary (Membership No.: F3477), Proprietor of M/s. Hemanshu Kapadia & Associates, Mumbai, and Vipin Mehta, Member of the Company (DP-Client id: 1206690000058462) were appointed as the Scrutinizers for the purpose of the poll taken on the resolutions mentioned in the notice convening the 65<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Trade Wings Limited held on Wednesday, September 30, 2015 at the Registered Office of the Company at 12.00 noon at 6, Mascarenhas Building, Mahatma Gandhi Road, Panaji, Goa - 403001. We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized, serially numbered and initialled by us. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company as on the "cut-off" date i.e. Wednesday, September 23, 2015 and the authorizations/ proxies lodged with the Company.
3. We did not find any invalid poll papers.
4. The result of the Poll is as under with brief description of resolutions. Kindly refer to the notice of the 65<sup>th</sup> AGM for complete resolutions:



*Cm*

I. Ordinary Business:

(a) Resolution No. 1:

- i. To receive, consider and adopt the Audited Standalone Balance Sheet as on March 31, 2015 and Profit and Loss Account (Statement of Profit and Loss) for the year ended as on that date together with Reports of the Directors and the Auditors thereon. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 1  | 1079                         | 100   |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 0  | N.A.                         | N.A.  |

(iii) Invalid votes:

| Total number of members (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 0   | N.A.                                       |

- ii. To receive, consider and adopt the Audited Consolidated Balance Sheet as on March 31, 2015 and Profit and Loss Account (Statement of Profit and Loss) for the year ended as on that date together with the Report of the Auditors thereon. (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

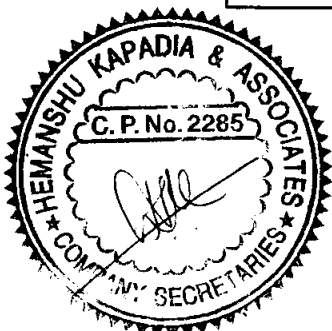
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 1  | 1079                         | 100   |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 0  | N.A.                         | N.A.  |

(iii) Invalid votes:

| Total number of members (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 0   | N.A.                                       |



*Handwritten signature*

(b) Resolution No. 2: To re-appoint Mr. Vinayak S. Ubhayakar (DIN: 00221822), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 1  | 1079                         | 100   |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 0  | N.A.                         | N.A.  |

(iii) Invalid votes:

| Total number of members (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 0   | N.A.                                       |

(c) Resolution No. 3: To ratify the appointment of M/s. Santosh Shah & Associates Chartered Accountants, (Firm Registration No. 121711W) as Statutory Auditors of the Company and fixing their remuneration (ORDINARY RESOLUTION):

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 1  | 1079                         | 100   |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 0  | N.A.                         | N.A.  |

(iii) Invalid votes:

| Total number of members (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 0   | N.A.                                       |



*Des*

(d) **Resolution No. 4: To authorise the Board of Directors to appoint the Branch Auditors for the financial year ended March, 2016 and fixing terms and conditions of their appointment and remuneration (ORDINARY RESOLUTION):**

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 1  | 1079                         | 100   |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 0  | N.A.                         | N.A.  |

(iii) **Invalid votes:**

| Total number of members (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 0   | N.A.                                       |

## II. Special Business:

(e) **Resolution No. 5: Appointment of Ms. Jyoti G. Gupta (DIN: 07139260) as a Non-Independent Non-executive Director of the Company and approval for payment of professional fees (ORDINARY RESOLUTION):**

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 1  | 1079                         | 100   |

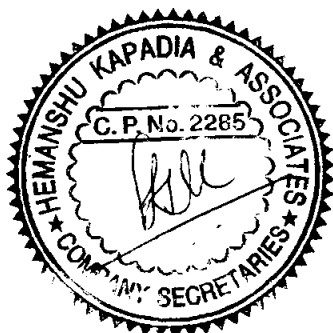
(ii) **Voted against the resolution:**

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast on poll |
|--|------------------------------|---|
| 0  | N.A.                         | N.A.  |

(iii) **Invalid votes:**

| Total number of members (in person or by proxy) | Total number of votes cast by them on poll |
|---|--|
| 0   | N.A.                                       |

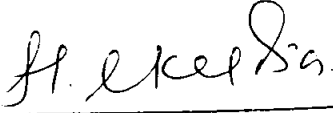
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" for each resolution is enclosed.



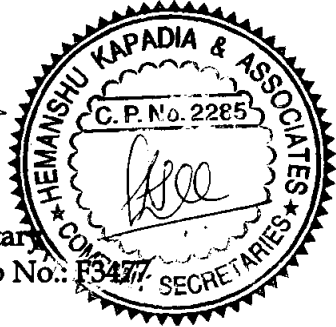
*Jyoti*

6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company authorised by the Board for safe keeping.

Thanking you,



**Hemanshu Kapadia**  
Scrutinizer  
Practicing Company Secretary  
C.P. No.: 2285 Membership No.: F3477



Date: October 1, 2015  
Place: Mumbai

Acknowledge receipt of the same  
For Trade Wings Limited,



**Dr. Shailendra P. Mittal**  
(DIN: 00221661)  
Chairman of the 65<sup>th</sup> AGM of  
Trade Wings Limited



Date: October 1, 2015  
Place: Mumbai



**Vipin Mehta**  
Scrutinizer  
Member  
DP-Client id: 1206690000058462

Date: October 1, 2015  
Place: Mumbai