



**RASNA GOYAL**

FCS, B.Com(H)

Practicing Company Secretary

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**Combined Scrutinizer's Report on Remote E-Voting & Voting by Physical Ballot**

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of The Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Chairman of  
Tribute Trading and Finance Limited  
3, Bentinck Street, 2nd Floor, Kolkata-700 001

**32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of M/S Tribute Trading and Finance Limited held on 29<sup>th</sup> September, 2018 at 11.00 A.M. at 3, Bentinck Street, 2<sup>nd</sup> Floor, Kolkata - 700001.**

**Sub: Passing of Resolution(s) through Remote E-voting process as well as voting through Physical Ballot conducted at the venue of the AGM pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

I, Rasna Goyal (FCS: 9096, CP No.: 9209) Companies Secretaries in whole-time practice was appointed by the Board of Directors of M/s Tribute Trading and Finance Limited to act as the Scrutinizer to scrutinize the remote e-voting process and Poll conducted through Physical Ballot Forms carried out for the Resolutions [(Item Nos. 1-4) as set out in the notice dated 13<sup>th</sup> August, 2018 proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote E-Voting and Poll on the Resolutions contained in the notice of the 32<sup>nd</sup> Annual General Meeting "AGM" of the Company.
2. As Scrutinizer for Remote E-Voting process and for Poll conducted at the AGM, my responsibility is to provide the Scrutinizer's Report of the votes cast in "FAVOUR" of "AGAINST" the resolutions stated in the notice, based on the votes casted through ballot papers at the meeting and reports generated from the e-voting system provided by the Central Depository Services (India) Limited "CDSL".
3. The shareholders of the Company holding shares as on the "cut-off" date i.e. 22<sup>nd</sup> September, 2018 were entitled to vote on the Resolutions as contained in the notice of the AGM.
4. The remote e-voting commenced from Wednesday, 26<sup>th</sup> September, 2018 at 09.00 a.m. and ended on Friday, 28<sup>th</sup> September, 2018 at 5.00 p.m. and remote e-voting was blocked thereafter by CDSL.
5. At the end of the voting period on 28<sup>th</sup> September, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.





6. At the venue of the 32<sup>nd</sup> AGM of the Company held on 29<sup>th</sup> September, 2018 the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
7. Immediately after the conclusion of voting at the AGM venue, the polling box containing the ballot papers was opened and inspected and found that no ballot papers inside the box. Hence no voting by ballot paper has been done.
8. Thereafter, the results of Remote E-voting was unblocked from the website of M/s. Central Depository Services (India) Limited "CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) in the presence of Ms. Priyanka Mantry and Mr. Sushil Kumar Goyal who are not in the employment of the Company.
9. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Members together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:

#### **ORDINARY BUSINESS**

##### **Item No. 1 – (Ordinary Resolution)**

##### **Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March 2018 together with the reports of the Board of Directors and Auditors thereon.**

	Remote e-voting		Voting through Physical Ballot at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	17	1221600	NA	NA	17	1221600	100%
Voted against the Resolution	0	0	NA	NA	0	0	0
Total Votes Casted	17	1221600	NA	NA	17	1221600	100%
Invalid votes	0	0	NA	NA	0	0	0



**Item No. 2 - (Ordinary Resolution)**

**Appointment of a director in place of Mr. Manoj Sethia (DIN: 00585491), who retires by rotation and being eligible, offers himself for re-appointment.**

	Remote e-voting		Voting through Physical Ballot at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	17	1221600	NA	NA	17	1221600	100%
Voted against the Resolution	0	0	NA	NA	0	0	0
Total Votes Casted	17	1221600	NA	NA	17	1221600	100%
Invalid votes	0	0	NA	NA	0	0	0

**Item No. 3 - (Ordinary Resolution)**

**To appoint Mr. Mali Chand Agarwala (DIN: 00772091) as Independent Director of the company.**

	Remote e-voting		Voting through Physical Ballot at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	17	1221600	NA	NA	17	1221600	100%
Voted against the Resolution	0	0	NA	NA	0	0	0





Total Votes Casted	17	1221600	NA	NA	17	1221600	100%
Invalid votes	0	0	NA	NA	0	0	0

**Item No. 4 - (Ordinary Resolution)**

**To appoint Mr. Suresh Kumar Jhunjhunwala (DIN: 00520977) as Independent Director of the company.**

	Remote e-voting		Voting through Physical Ballot at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	17	1221600	NA	NA	17	1221600	100%
Voted against the Resolution	0	0	NA	NA	0	0	0
Total Votes Casted	17	1221600	NA	NA	17	1221600	100%
Invalid votes	0	0	NA	NA	0	0	0

All the papers relating to voting by remote e-voting and polls shall remain in the safe custody of the Scrutinizer until the Chairman, considers, approves and signs the minutes of the AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company Secretary/Chairman, authorised by the Board for safe keeping.

Soft copy containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" and those whose votes were declared "**INVALID / ABSTAINED**", for each resolution is being delivered to the Company Secretary/Chairman, authorised by the Board for safe keeping separately.

All the Resolutions mentioned hereinabove stand passed with the required majority through Remote e-voting and Poll and deemed to have been passed as on the date of the AGM, accordingly I request the Chairman of the Company to announce the result of the meeting.



Thanking you,

Yours faithfully,

**RASNA GOYAL**  
Practising Company Secretary

*Rasna Goyal*

**CP No. 9209**

(Rasna Goyal)

Proprietor

FCS: 9096, CP No.: 9209

SCRUTINIZER

Place: Kolkata

Dated: 29<sup>th</sup> September, 2018

We the undersigned have witnessed that the votes in respect of e-voting of shareholders of M/s Tribute Trading and Finance Limited were unblocked from CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) in our presence on 29<sup>th</sup> September, 2018.

*P. Mantry*

Priyanka Mantry  
61, Nimu Goswami Lane  
Kolkata- 700005  
West Bengal

*Sushil Kumar Goyal*

Sushil Kumar Goyal  
883, Jessore Road  
Kolkata- 700055  
West Bengal





# Details of Voting Results

Date of the AGM	29th September, 2018
Total number of shareholders on record date	524
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	2
Public:	15
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	
Public:	NIL

## Resolution: 1

Agenda- wise disclosure (to be disclosed separately for each agenda item)			To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2018, together with the Reports of the Board of Directors' and Auditors Report thereon					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of the votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	11,50,000	11,50,000	100.00	11,50,000	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		11,50,000	100.00	11,50,000	-	100	-
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-voting	48,50,000	71,600	1.48	71,600	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48,50,000	71,600	71,600	-	100	-
TOTAL		60,00,000	12,21,600	20.36	12,21,600	-	100	-

For Tribute Trading and Finance Ltd.

*M. K. Thakur*  
Director

Resolution: 2

Agenda- wise disclosure (to be disclosed separately for each agenda item)			To appoint a Director in place of Mr. Manoj Sethia (DIN: 00585491) who retires by rotation and being eligible, offers himself for re-appointment					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of the votes polled on outstanding shares $(3)=[(2)/(1)]*100$	No. of votes - In favour	No. of votes - Against	% of votes in foavour on votes polled $(6)=[(4)/(2)]*100$	% of votes against on votes polled $(7)=[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting	11,50,000	11,50,000	100.00	11,50,000	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	11,50,000	11,50,000	100.00	11,50,000	-	100	-
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-voting	48,50,000	71,600	1.48	71,600	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	48,50,000	71,600	1.48	71,600	-	100	-
TOTAL		60,00,000	12,21,600	20.36	12,21,600	-	100	-

For Tribute Trading and Finance Ltd.

  
Director



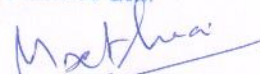
## Resolution: 3

Agenda- wise disclosure (to be disclosed separately for each agenda item)				Appointment of Mr. Mali Chand Agarwala (DIN: 00772091), as an Independent Director				
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of the 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)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting	11,50,000	11,50,000	100.00	11,50,000	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		11,50,000	100.00	11,50,000	-	100	-
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-voting	48,50,000	71,600	1.48	71,600	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48,50,000	1.48	71,600	-	100	-
TOTAL		60,00,000	12,21,600	20.36	12,21,600	-	100	-

## Resolution: 4

Agenda- wise disclosure (to be disclosed separately for each agenda item)				Appointment of Mr. Suresh Kumar Jhunjhunwala (DIN: 00520977), as an Independent Director				
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/ promoter group are interested in the				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of the 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)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-voting	11,50,000	11,50,000	100.00	11,50,000	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		11,50,000	100.00	11,50,000	-	100	-
Public Institutions	E-voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public Non-Institutions	E-voting	48,50,000	71,600	1.48	71,600	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		48,50,000	1.48	71,600	-	100	-
TOTAL		60,00,000	12,21,600	20.36	12,21,600	-	100	-

For Tribute Trading and Finance Ltd.

  
 Director