

R.C.A. LIMITED

Registered Office: 10, Middleton Row, Kolkata - 700 071

Phone: (033) 2229-2823 / 3744 | E- mail: realtd@rediffmail.com | Website: www.rcaltd.co.in

CIN: L10200WB1899PLC000255

POSTAL BALLOT FORM

1. Serial No. :

2. Name and Registered address
of sole/first named member :

3. Name(s) of the joint
member(s) (if any) :

4. Registered Folio No :

5. No. of Share(s) held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated July 6, 2017 of the Company by recording my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares	I/ We assent to the resolution (FOR)	I/ We dissent to the resolution (AGAINST)
1	Special Resolution pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, for seeking voluntary delisting of Equity Shares of R.C.A. Limited from The Calcutta Stock Exchange Ltd.			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	PASSWORD

- Note:** 1. Last date of receipt of postal ballot by the Scrutinizer is **September 23, 2017** before 5:00 PM.
2. Please read the instructions printed overleaf carefully before exercising your vote.
3. If the voting rights are exercised electronically, there is no need to use this Form.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named member and in his / her absence, by the next-named member.
4. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member's signature does not tally;
 - b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
5. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on September 23, 2017. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on August 11, 2017.
8. A member may request for a duplicate Postal Ballot Form, if so required, from the Company by writing at the Registered Office. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in note (6) above.
9. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form. In case of voting through electronic means, they may upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name - EVENT NO."
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid postage envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders on the date of dispatch of this Notice.
12. The scrutinizer's decision on the validity of the postal ballot form shall be final and binding.
13. The date of declaration of the result of the Postal Ballot shall be taken to be date of passing of the resolution.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.

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NOTICE OF POSTAL BALLOT TO MEMBERS

(Pursuant to Section 110 of the Companies Act, 2013)

Dear member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") seeking approval of the shareholders of R.C.A. Limited (the "Company") to the appended special business by passing resolution through Postal Ballot. The explanatory statements pertaining to the said resolution setting out the material facts and the reasons thereof is also annexed hereto.

Special Business:

ITEM NO. 1: VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE CALCUTTA STOCK EXCHANGE LIMITED

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to all applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force ("the Act"), provisions of the Memorandum of Association and Articles of Association, and in terms of the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (referred as "SEBI Delisting Regulations"), as amended, and such other applicable laws, rules and regulations and guidelines and subject to such other approvals, permissions and sanctions including those from Stock Exchange, as may be necessary and such other conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (referred as "Board") (which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution) to seek voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited in terms of SEBI Delisting Regulations and other applicable provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds and things at its sole and absolute discretion it may deem necessary to give effect to the above stated resolution, including making application to the Calcutta Stock Exchange Limited seeking their in-principle and final approval for the proposed voluntary delisting of equity shares of the Company and to execute all such deeds and documents and to settle all quarries, difficulties and doubts that may arise in this regard as may consider necessary and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors, Director or Directors or any other officers/authorized representatives of the Company to give effect the resolution."

By order of the Board of Directors
For **R.C.A. Limited**

6th July, 2017
Registered Office
10, Middleton Row, Kolkata - 700 071

Pankaj Khanna
Company Secretary

Notes:

- 1) The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
- 2) The Statement pursuant to Section 102(1) of the Act setting out the material facts concerning the item of business to be transacted is annexed hereto.
- 3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members as on August 11, 2017.
- 4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with the Company. For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self addressed postage pre-paid envelope.
- 5) Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.rcaltd.co.in where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before September 23, 2017.

- 6) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.
- 7) The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail, and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 8) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on August 11, 2017.
- 9) Facility to exercise vote by postal ballot including voting through electronic means will be available during the period commencing from 10.00 a.m. (IST) on August 25, 2017 and ending at 5.00 p.m. (IST) on September 23, 2017.
- 10) A member cannot exercise his vote by proxy on postal ballot. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- 11) The Board of Directors has appointed Mr. Mohammed Shahnawaz, a Practicing Company Secretary (Membership No. 21427, CP No. 15076), Kolkata, as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
- 12) The Scrutinizer will submit his report to the Director after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing the results along with the Scrutinizer's report on the Company's website www.rcaltd.co.in and communicated to the Stock Exchange.
- 13) The resolution, if approved, shall be deemed to have been passed on the date of declaration of results of the postal ballot, i.e. September 26, 2017.
- 14) In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at NSDL's website: www.evoting.nsdl.com or send e-mail to evoting@nsdl.co.in for any further clarifications.
- 15) Members who have not registered their e-mail addresses are requested to register the same with the Company for sending future communication(s) in electronic form.
- 16) Instructions for e-voting are attached herewith.

The instructions for remote e-voting are as under:

- A. In case a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories):
 - i. Read the e-mail carefully and open the attached PDF file specifying your Client ID (in case shares held in demat form) and folio no. (in case shares held in physical mode) as default password. The attachment contains your "User Id" and "Password" for e-Voting. Please note that the password is an initial password.
 - ii. Launch the Internet Browser by typing <http://www.evoting.nsdl.com> on the address bar. The home screen will be displayed, select the member "login" name. Enter the login details viz. User Id and password are sent to you by email/post. On the first login, you need to change the password. In case you have earlier logged in at www.evoting.nsdl.com for exercising your vote in respect of a Ballot relating to any other Company and you have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - iii. On successful login, you have to select the "EVEN" (E Voting Event Number) for casting your vote.
 - iv. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - v. The e-voting period commences on Friday, August 25, 2017 (10:00 a.m. IST) and ends on Saturday, September 23, 2017 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on August 11, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
 - vi. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 11, 2017.
 - vii. In case of any query, you may refer to the frequently asked questions (FAQ) for members and e-Voting user manual for shareholders available at the "downloads" Section of www.evoting.nsdl.com or contact them on their telephone 022-24994600.
 - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future.

B. The instructions for e-Voting for Members other than in (A) above

- i. Initial "User Id" and "Password" are provided with the Notice. Please follow the steps (ii) to (vii) stated above to cast your vote through e-voting.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM CALCUTTA STOCK EXCHANGE LIMITED

The equity shares ("Equity Shares") of R.C.A. Limited ("Company") are presently listed on the Calcutta Stock Exchange Limited ("CSE").

The Promoters' Group of the Company holds 10,94,808 equity shares with a face value of Rs. 5/- each of the Company representing 86.88% of the Equity Shares of the Company and the balance 1,65,328 equity shares with a face value of Rs.5/- each, comprising 13.12% of the equity share capital of the Company is held by the Public Shareholders. IGE (India) Private Limited (IGEI), being part of Promoter Group of the Company, has informed to the Company vide its letter dated May 29, 2017, of its intention to voluntarily delist the Equity Shares of the Company from CSE in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

Pursuant to the aforesaid letter received from IGEI, the Board of Directors of the Company at their meeting held on July 6, 2017 have consented to recommend the Special Resolution for approving the Delisting Proposal by way of postal ballot.

The Shares of the Company are listed in Calcutta Stock Exchange Limited and are infrequently traded.

Since the Equity Shares of the Company are infrequently traded in terms of the Delisting Regulations, the floor price has been determined in accordance with the Regulation 15(2)(b) of the SEBI Delisting Regulations.

IGE (INDIA) PRIVATE LIMITED, vide its letter dated May 29, 2017 has forwarded a copy of fair valuation report on the Equity Shares of the Company. M/s K Agrawal & Co, Chartered Accountants, having their office at 34, Ezra Street, Kolkata – 700001 vide its valuation report dated May 23, 2017 ("Valuation Report"), have arrived at a fair price of Rs.113/- (Rupees One Hundred Thirteen Only) per equity share based on the parameters mentioned in the said Valuation Report. The Promoter in consultation with Microsec Capital Limited (the "Merchant Banker") has considered floor price of Rs.120/- (Rupees One Hundred Twenty Only) per share.

The said letter and the valuation report were considered by the Board while considering the proposal for delisting.

The Shareholders may tender their equity shares during the Reverse Book Building Process at a price they elect, independent of the floor price. The floor price is the minimum price at which Equity Shares will be acquired and is not a ceiling or maximum price.

The main objectives of the promoter in making delisting of shares are as under:

1. The success of delisting offer of equity shares would result in obtaining full ownership in the company by the promoter with increased operational flexibility and greater efficiency in the operations of the Company and to support future plans;
2. The delisting offer will provide an exit opportunity to the public shareholders of the company as the shares are not traded in CSE; and
3. The Company will save significant cost every year towards listing fee and other statutory compliances.

As per the SEBI Delisting Regulations, a Company may voluntarily delist its equity shares from the Stock Exchanges where its equity shares are listed, if the Promoter provides an exit opportunity to the shareholders of the Company and accepts the exit price for delisting the equity shares in accordance with the Reverse Book Building process prescribed in the Regulations and subject to the other terms and conditions contained therein (including the making of a public announcement containing the requisite information as prescribed in the Regulations).

The Promoter has reserved the right not to proceed with the Delisting proposal and the Delisting and the Delisting proposal is conditional upon:

1. The acceptance by the Promoter of the price payable for the shares as determined by the book building process in accordance with Delisting Regulations ("Exit Price"). The exit price shall not be lower than the floor price of Rs. 120/- (Rupees One Hundred Twenty Only) determined in accordance with the Delisting Regulations. It is clarified that the Promoter shall have the right to accept or reject the price discovered through reverse book building at its sole discretion;
2. The number of shares tendered in the Delisting Proposal at or below the exit price being sufficient to result in the Delisting Proposal being successful in terms of the Delisting Regulations;
3. Receipt of such approvals as may be required for such acquisition under applicable laws;
4. There being no amendments to the Delisting Regulations or any applicable regulations which would prejudice the Promoter in proceeding with the Delisting proposal;
5. Such other terms and conditions as may be set out in the public announcement or the letter of offer to be sent to the shareholders.

In accordance with Regulation 8(1)(a) of the SEBI Delisting Regulations, the Board of Directors of the Company at its meeting held on July 6, 2017, considered the delisting proposal of the Promoter as informed to the Company by its letter dated May 29, 2017 and approved it.

In terms of Regulation 8(1) (b) of the SEBI (Delisting of Equity Shares) Regulations, 2009 the delisting proposal requires the approval of the shareholders of the company by way of a special resolution passed through a postal ballot/e-voting. The special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the special resolution amount to at least two times the votes cast by the public shareholders against the special resolution.

The approval of the shareholders is sought for the aforesaid special resolution, after which, the Promoter will proceed, at its discretion, to make an offer to the shareholders of the Company and purchase the shares at the exit price in accordance with the provisions of the SEBI Delisting Regulations.

The Board of Directors accordingly recommends the resolution of the accompanying notice for approval of the members.

Accordingly, the approval of the members of the Company is sought by way of Special Resolution through postal ballot.

Except Sri Rajendra Kumar Dabriwala and Smt. Indu Dabriwala and their relatives, none of other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

By order of the Board of Directors
For **R.C.A. Limited**

Pankaj Khanna
Company Secretary

6th July, 2017
Registered Office
10, Middleton Row, Kolkata - 700 071