

K. GULGULIA & CO
Chartered Accountants

7A Bentinck Street
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Kolkata – 700 001
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**Scrutinizer's Report for E Voting for
R. C. A. Limited**

25th September, 2014

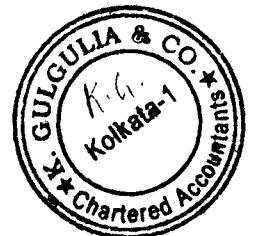
To
The Chairman
R. C. A. Limited
10 Middleton Row
Kolkata – 700071

Dear Sir,

Sub: Scrutinizer's Report on E-voting process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 167th Annual General Meeting of R. C. A. Limited.

I, Khushboo Gulgulia, Practicing Chartered Accountant, Proprietor of K. Gulgulia & Co. (Membership No.-306808 and Firm Registration No.-328690E) appointed as Scrutinizer as per the letter dated 8th August, 2014 issued by the Company as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Electronic Voting process in connection with the 167th Annual General Meeting of members of R. C. A. Limited to be held on Friday, 26th September, 2014 at 10:30 A.M. at the Registered Office of the Company at 10 Middleton Row, Kolkata – 700071 in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the Notice dated 8th August, 2014, submit my report as under

1. Pursuant to Section 101, 108 of the Act and 3(i) of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Notice convening the meeting including Statement under Section 102 of the Act has been dispatched by Registered Post and by email.
2. The Company has provided the facility of e-voting to its shareholders. R. C. A. Limited has made arrangements with the System Provider, National Securities Depository Limited (NSDL) for providing a system of recording votes of the shareholders electronically through e-Voting on the NSDL e-voting website <http://www.evoting.nsdl.com>. R. C. A. Limited through its Registrar and Transfer Agent, Maheshwari Datamatics Private Limited has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number by the system provider. All necessary formalities in compliance with the requirements specified by NSDL have been done by the Company through its Registrar and Transfer Agent. Necessary Instructions in this regard to be followed by shareholders have also been duly mentioned in the Notice dated 8th August, 2014 sent to the shareholders by email and registered post.
3. The Public Advertisement with respect to dispatch of notice and conducting of voting through electronic means was published in an English newspaper with wide circulation and a vernacular newspaper on 29th August, 2014.



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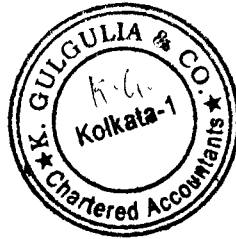
4. The members of the Company holding shares on the record date of 22nd August, 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.
5. The e-voting period remained open from Saturday, 20th September, 2014 (10.00 A.M.) to Monday, 22nd September, 2014 (6.00 P.M.).
6. At the end of the e-voting period on Monday, 22nd September, 2014, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company. My detailed Scrutinizer Report is attached herewith.
7. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL (www.evoting.nsdl.com).
8. Corporate members who have participated in the e-voting have provided scanned copy of resolutions passed by their Board of Directors for authorisation.
9. The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for this purpose. The Register, all other papers and relevant records relating to voting were sealed and handed over to the Chairman.
10. A report on details of e-voting done on all the Resolutions is attached herewith.

Thanking you.

Yours faithfully,
For K. Gulgulia & Co

Khushboo Gulgulia
(Khushboo Gulgulia)
(Proprietor)

FRN No. : 328690E
MEM No.: 306808



Place : Kolkata

Dated: 25th September, 2014

Annexure to the Scrutinizer's Report

R. C. A. LIMITED
167th Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Date of Notice of Annual General Meeting	8th August, 2014
Record Date for reckoning voting Rights	22nd August, 2014
Total No of Promoter & Promoter Group Shareholders on Record Date	7
Total No of Public Shareholders on Record Date	341
Total No of Shareholders on Record Date	348
No of Shares held by Promoter & Promoter Group Shareholders on Record Date	547,404
No of Shares held by Public Shareholders on Record Date	82,664
Total No of Shares on Record Date	630,068
Medium of Voting	E-voting
Period of E-Voting	20th September, 2014 (10.00 A.M.) to 22nd September, 2014 (6.00 P.M.)



R. C. A. LIMITED
167th Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Resolution No - 1 (Ordinary Resolution)

Adoption of Audited Financial Statements, Director's Report and Auditor's Report for the Financial year ended 31.03.2014

Promoter & Promoter Group/ Public	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against (Dissent)		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	547,404	547,404	100.00%	7	547,404	100.00%	0	0	0.00%
Public	82,664	80	0.10%	1	80	100.00%	0	0	0.00%
Total	630,068	547,484	86.89%	8	547,484	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00% **Percentage of votes cast against : 0.00%**

As the votes casted in favour of the resolution i.e., 100.00% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 1 is passed with requisite majority.

Resolution No - 2 (Ordinary Resolution)

Declaration of Final Dividend on Equity Shares for the Financial year ended 31.03.2014

Promoter & Promoter Group	547,404	547,404	100.00%	7	547,404	100.00%	0	0	0.00%
Public	82,664	80	0.10%	1	80	100.00%	0	0	0.00%
Total	630,068	547,484	86.89%	8	547,484	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00% **Percentage of votes cast against : 0.00%**

As the votes casted in favour of the resolution i.e., 100.00% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 2 is passed with requisite majority.



R. C. A. LIMITED
167th Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Resolution No - 3 (Ordinary Resolution)

Appoint a Director in place of Smt. Indu Dabriwala who retires by rotation and being eligible, offers herself for

Promoter & Promoter Group/ Public	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against (Dissent)		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	547,404	547,404	100.00%	7	547,404	100.00%	0	0	0.00%
Public	82,664	80	0.10%	1	80	100.00%	0	0	0.00%
Total	630,068	547,484	86.89%	8	547,484	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 3 is passed with requisite majority.

Resolution No - 4 (Ordinary Resolution)

Re-appointment of M/s. G. P. Agrawal & Co., Charetered Accountants as Statutory Auditors and fixing their remuneration

Promoter & Promoter Group	547,404	547,404	100.00%	7	547,404	100.00%	0	0	0.00%
Public	82,664	80	0.10%	1	80	100.00%	0	0	0.00%
Total	630,068	547,484	86.89%	8	547,484	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00%

Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 4 is passed with requisite majority.



R. C. A. LIMITED
167th Annual General Meeting - 26th September, 2014

Result of Voting through Electronic Means

Resolution No - 5 (Ordinary Resolution)

Appointment of Sri Sambhaw Kumar Jain as an Independent Director

Promoter & Promoter Group/ Public	No of Shares held	No of Votes Casted	% Of Votes casted on Outstanding Shares	Voting in Favour(Assent)			Voted Against (Dissent)		
				No. of Members Voting	No. of Votes	%	No. of Members Voting	No. of Votes	%
Promoter & Promoter Group	547,404	547,404	100.00%	7	547,404	100.00%	0	0	0.00%
Public	82,664	80	0.10%	1	80	100.00%	0	0	0.00%
Total	630,068	547,484	86.89%	8	547,484	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00% Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% exceed the votes cast against i.e., 0.00%, the Ordinary Resolution contained in Item no 5 is passed with requisite majority.

Resolution No - 6 (Special Resolution)

Appointment of Sri Rajendra Kumar Dabriwala as Managing Director

Promoter & Promoter Group	547,404	547,404	100.00%	7	547,404	100.00%	0	0	0.00%
Public	82,664	80	0.10%	1	80	100.00%	0	0	0.00%
Total	630,068	547,484	86.89%	8	547,484	100.00%	0	0	0.00%

Percentage of votes cast in favour : 100.00% Percentage of votes cast against : 0.00%

As the votes casted in favour of the resolution i.e., 100.00% is more than three times the number of votes cast against i.e., 0.00%, the Special Resolution contained in Item no 6 is passed with requisite majority.

