



**K. GULGULIA & CO.**  
Chartered Accountants

7A Bentinck Street  
4th Floor, Room - 401  
Kolkata - 700 001  
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## Scrutinizer's Report on E-Voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

To  
**The Chairman of the 171st Annual General Meeting of the Members of R.C.A. LIMITED** held on the 25<sup>th</sup> day of September, 2018 at 10, Middleton Row, Kolkata – 700 071.

Dear Sir,

1. I, Khushboo Gulgulia, a Chartered Accountant-in-Practice, have been appointed as a Scrutinizer by the Board of Directors of **R.C.A. LTD.** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and ascertain the requisites on majority on e-voting, under the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 171st Annual General Meeting (AGM) of the Members of the Company dated 13<sup>th</sup> August, 2018, held on Tuesday, the 25<sup>th</sup> September, 2018 at 11.30 A.M. at 10, Middleton Row, Kolkata – 700 071.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolution contained in the Notice of the **171st Annual General Meeting (AGM)** of the Members of the Company dated 13<sup>th</sup> August, 2018. My responsibility as the Scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast in "favour" or "against" on the resolutions as set out in the notice to the AGM, based on the reports generated from e-voting platform provided by **National Securities Depository Ltd (NSDL)**, the authorized agency to provide e-voting facilities, engaged by the Company.
3. The Company had also provided the facility to vote through poll to its shareholders on 25<sup>th</sup> September, 2018 at the venue of the meeting to its Shareholders who had not opted to vote through the remote e-voting. However, since no shareholder present opted to vote through poll, no poll was required to be conducted.
4. Further to the above, I submit my report as under :-
  - i. The e-voting period remained open from **Saturday, the 22nd September, 2018 (10.00 a.m.)** till **Monday, the 24th September, 2018 (5.00 p.m.)**.
  - ii. The Members of the Company as on "**cut-off**" date i.e. on **Thursday, the 20<sup>th</sup> September, 2018**, were entitled to vote on the resolutions (Items No. 1 to 3 as set out in the notice of the AGM of the Company dated 13<sup>th</sup> August, 2018).
  - iii. The votes cast were unblocked on 25/09/2018 after completion of the Annual General Meeting in the presence of two witnesses, Mr. Ashish Gulgulia & Ms. Vineeta Gulgulia who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Ashish Gulgulia*

Witness 1: Ashish Gulgulia



*Vineeta Gulgulia*

Witness 2: Vineeta Gulgulia

- iv. The total paid-up equity share capital of the Company as on "**cut-off**" date 20<sup>th</sup> September, 2018, was Rs.63,00,680/- divided into 12,60,136 equity shares of Rs.5/- each.





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- v. Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted “for” and “against” each of the resolution contained in the notice of the AGM dated 13<sup>th</sup> August, 2018, that were put to vote, were generated from the e-voting website of **National Securities Depository Limited (NSDL)**, and based on such reports generated, the result of e-voting is as under :-

**Item No. 1 : (Ordinary Resolution) :** - Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, and the reports of the Board of Directors and Auditors thereon.

(i) **Voted in favour of the resolution (out of valid votes cast) :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	11,43,034	100.00%

(ii) **Voted against the resolution (out of valid votes cast) :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Item No. 2: (Ordinary Resolution):** - Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2018.

(i) **Voted in favour of the resolution (out of valid votes cast) :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	11,43,034	100.00%

(ii) **Voted against the resolution (out of valid votes cast) :**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) **Invalid Votes:**

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil







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**Item No. 3: (Ordinary Resolution)** - Appointment of a Director in place of Smt. Indu Dabriwala, who retires from office by rotation, and being eligible, offer herself for re-appointment.

(i) Voted in favour of the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	200	100.00%

(ii) Voted against the resolution (out of valid votes cast) :

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
6	11,42,834

The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure – “A”** (2 pages).

Note: All the above resolutions passed by Majority

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

[Khushboo Gulgulia]  
Chartered Accountant- in - Practice  
Membership No. 306808



Place : Kolkata

Dated : 26<sup>th</sup> September, 2018





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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting result)**

**ANNEXURE - "A" (Page 1 of 2)**

Date of the AGM	25-09-2018
Total number of shareholders on record date	177
No. of shareholders presented in the meeting either in person or through proxy :	
Promoters and Promoters Group :	4
Public :	7
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoters Group :	--- NIL ---
Public :	--- NIL ---

**Agenda – wise disclosure**

**Resolutions / Agenda No. 1 : (Ordinary Resolution) : - Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditors thereon**

Resolution required : (Ordinary/Special)		ORDINARY RESOLUTIONS						
Whether promoter / promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – favour (4)	No of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	11,42,834	11,42,834	100.00 %	11,42,834	--- NIL --	100.00 %	--- NIL ---
Public-Institutions	E-voting	6,468	--- NIL -	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions*	E-voting	1,10,834	200	0.18%	200	--- NIL ---	100.00 %	--- NIL ---
<b>TOTAL</b>		<b>12,60,136</b>	<b>11,43,034</b>	<b>90.71 %</b>	<b>11,43,034</b>	<b>--- NIL ---</b>	<b>100.00 %</b>	<b>0.00 %</b>

\*includes 960 shares held by State Government.







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**Format for Voting Results prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being part of Scrutinizer's Report (E-voting Result)**

**ANNEXURE - "A" (Page 2 of 2)**

<b>Resolutions / Agenda No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2018.</b>								
Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	11,42,834	11,42,834	100.00 %	11,42,834	--- NIL ---	100.00 %	--- NIL ---
Public-Institutions	E-voting	6,468	--- NIL --	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions*	E-voting	1,10,834	200	0.18%	200	--- NIL ---	100.00 %	--- NIL ---
<b>TOTAL</b>		<b>12,60,136</b>	<b>11,43,034</b>	<b>90.71 %</b>	<b>11,43,034</b>	<b>--- NIL ---</b>	<b>100.00 %</b>	<b>0.00 %</b>

\*includes 960 shares held by State Government.

<b>Resolutions / Agenda No. 3 : (Ordinary Resolution) : - Appointment of a Director in place of Smt. Indu Dabriwala (DIN-00546365), who retires from office by rotation, and being eligible, offer herself for re-appointment.</b>								
Resolution required : (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/ resolution?			YES. ALL THE PROMOTERS AND THE ENTIRE PROMOTER GROUP ARE CONCERNED OR INTERESTED, FINANCIALLY OR OTHERWISE, IN THE RESOLUTION HOLDING IN TOTAL 11,42,834 SHARES. HENCE THEIR VOTES HAVE BEEN EXCLUDED BELOW.					
Category	Mode of Voting	No. of shares held (1)	No of voted polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes - favour (4)	No of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	11,42,834	--- NIL --	--- NIL --	--- NIL --	--- NIL ---	--- NIL --	--- NIL ---
Public-Institutions	E-voting	6,468	--- NIL --	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions*	E-voting	1,10,834	200	0.18%	200	--- NIL ---	100.00 %	--- NIL ---
<b>TOTAL</b>		<b>12,60,136</b>	<b>200</b>	<b>0.02 %</b>	<b>200</b>	<b>--- NIL ---</b>	<b>100.00 %</b>	<b>0.00 %</b>

\*includes 960 shares held by State Government.

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

**[KHUSHBOO GULGULIA]**  
Chartered Accountant-in-Practice  
Membership No. 306808



Place : Kolkata

Dated : 26<sup>th</sup> September, 2018