

R. C. A. LIMITED

Registered Office : A Block, 1st Floor, 10, Middleton Row, Kolkata – 700 071
 Phone : 2229-2823/3744 • Fax : 2217 2269 • E-mail : rcaltd@rediffmail.com
 CIN : L10200WB1899PLC000255 • Website : www.rcaltd.co.in

Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM	Postal Ballot Voting period – From August 25, 2017 to September 23, 2017
Total number of shareholders on record date	332
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA

Resolution required: (Ordinary/ Special)			Special Resolution - Voluntary delisting of the Equity Shares of the Company from the Calcutta Stock Exchange Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes - in 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	1094808	1094808	100.00	1094808	Nil	100.00	Nil
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1094808	1094808	100.00	1094808	Nil	100.00
Public-Institutions	E-Voting	7032	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		7032	-	-	-	-	-
Public-Non Institutions	E-Voting	158296	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		3,588	2.17	3,588	Nil	100.00	Nil
	Total		158296	3,588	2.17	3,588	Nil	100.00
Total		1260136	1098396	87.16	1098396	Nil	100.00	Nil



M Shahnawaz & Associates
Company Secretaries

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SCRUTINIZER'S REPORT

To,
Mr. Sambhaw Kumar Jain
Director
R.C.A. Limited
10, Middleton Row,
Kolkata -700 071

Dear Sir,

1. The Board of Directors of **R.C.A. Limited** (the Company) has appointed me as Scrutinizer vide its resolution dated July 6, 2017, for conducting the postal ballot voting process in respect of the following resolutions as contained in the Postal Ballot Notice dated July 6, 2017.
 - a. **Resolution No. 1 (Special Resolution)** - Voluntary Delisting of equity shares of the Company from the Calcutta Stock Exchange Limited.

The Company had despatched to the members the Notice of Postal Ballot, Postal Ballot Form along with a postage prepaid envelope, which was addressed to the scrutinizer bearing the address of Company.

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 has engaged National Securities Depository Limited (NSDL) as the Authorised Agency to provide e-voting facility.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through postal ballots by the shareholders on the resolutions proposed in the notice of postal ballot is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of postal ballot forms are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on September 23, 2017.

2. I submit my report on the postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Postal Ballot Notice dated July 6, 2017 as under:
 - a. As per the information provided to me, the Company had completed despatch of notice of the postal ballot to the members on August 24, 2017.



- b. The voting commenced at 9.00 a.m. (IST) on August 25, 2017 and ended at 5.00 p.m. (IST) on September 23, 2017.
- c. The Company had engaged NSDL for providing e-voting facility to the members of the Company to cast their vote, and members were given option to cast their vote either by postal ballot or e-voting.
- d. Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
- e. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- f. At the end of the voting period, portal where votes have been cast was blocked and the same has been unblocked in the presence of two witnesses who were not in the employment of the Company.
- g. The ballot box was opened in the presence of Mr. Pankaj Khanna, Company Secretary of the Company and in the presence of two witnesses who were not in the employment of the Company.
- h. The postal ballots, including e-voting data, were scrutinized by me for verification of votes cast in favour and against the resolutions and the shareholding of each of the members were matched/confirmed with the Register of Members of the Company as on August 11, 2017.
- i. All postal ballot forms received up to the close of working hours up to 5:00 p.m. on Saturday, September 23, 2017, being the end time and last date fixed by the Company for receipt of the forms/e-voting were considered for scrutiny.
- j. No envelopes containing postal ballot forms were received after 5.00 p.m. on Saturday, September 23, 2017.
- k. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- l. I have not found any defaced/ mutilated postal ballot form.
- m. Details of the **Ballot Forms** received are as under:

Resolution No.	Total Number ballot paper received	No. of Equity shares Held
Resolution No. 1	7	3,588



n. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar and Share Transfer Agent of the Company.

o. Details of the votes cast on the e-voting platform are as under:

Resolution No.	Total Number of shareholders who have cast their vote on the e-voting platform	No. of Equity shares
Resolution No. 1	6	10,94,808

After the time fixed for closing of the e-voting, i.e. 5.00 p.m. on September 23, 2017, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evoting.nsdl.com> of NSDL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes has been diligently scrutinized.

p. The details of valid votes cast "FOR" and "AGAINST" through ballot papers between August 25, 2017 and September 23, 2017 are as under:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	7	3,588	3,588	100.00	Nil	Nil

q. The details of valid votes cast "FOR" and "AGAINST" under the e-voting platform held between August 25, 2017 and September 23, 2017 are as under:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	6	10,94,808	10,94,808	100.00	Nil	Nil



- r. The consolidated report on the votes cast through the ballot papers and e-voting platform (held between August 25, 2017 and September 23, 2017) is as below:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	13	10,98,396	10,98,396	100.00	Nil	Nil

- s. The summary of the results of the Postal Ballot (including e-voting) as per Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, are as under:

Resolution no.1 i.e., Special Resolution as per SEBI (Delisting of Equity Shares) Regulations, 2009 for delisting of Equity Shares of the Company on voluntary basis.						
Particulars	Promoters' vote			Public Shareholders' vote		
	No. of ballots & e-voting	No. of Votes	% of votes to total paid up Equity capital	No. of ballots/e-voting	No. of Votes	% of votes to total paid up Equity capital
Total Postal Ballot & e-voting received from the shareholders	6	10,94,808	86.88	7	3,588	0.28%
Less: Invalid Postal Ballots & e-Votes	Nil	Nil	Nil	Nil	Nil	Nil
Net Valid Postal Ballot & e-Votes	6	10,94,808	86.88	7	3,588	0.28%
Total no. of votes with assent for the Resolution	6	10,94,808	86.88	7	3,588	0.28%
Total no. of votes against the resolution (dissenting)	Nil	Nil	Nil	Nil	Nil	Nil

% of votes casted in favour of resolution as a % of total votes casted: 100%

% of votes casted against the resolution as a % of total votes casted: Nil

Total votes casted by public shareholders: 3,588

Total votes casted by public shareholders in favour of the resolution: 3,588
(100% of votes casted by public shareholders)

Total votes casted by public shareholders against the resolution: Nil



RESULT

Resolution No.1

Thus, the proposed resolution has been duly approved by the shareholders as a Special Resolution under the Companies Act, 2013, and that the requirement of the proviso to Regulation 8(1)(b) of the Delisting Regulations (i.e. the numbers of votes cast through Postal Ballot & e-voting by Public shareholders in favour of the Special Resolution amount to at least two times of the number of the votes cast by the public shareholders against the Special Resolution) is satisfied as no public shareholders have voted against the resolution.

Consequently, in terms of the proviso to Regulation 8(1)(b) of the Delisting Regulations, the Special Resolution shall be acted upon/given effect to.

3. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

**For M Shahnawaz & Associates
Practicing Company Secretary**

Md. Shahnawaz



CS Md. Shahnawaz
(Proprietor)
ACS No. 21427
C P No: 15076

September 25, 2017, Kolkata