



K. GULGULIA & CO.
Chartered Accountants

7A Bentinck Street
4th Floor, Room - 401
Kolkata - 700 001
Ph: 033 - 2243 7820
Email: khushboo.gulgulia@yahoo.com

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 170th Annual General Meeting of the Members of
R.C.A. LIMITED** held on the 15th day of September, 2017 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 170th Annual General Meeting (AGM) of the Members of the Company dated 4th August, 2017, held on Friday, the 15th September, 2017 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 170th Annual General Meeting (AGM) of the Members of the Company dated 4th August, 2017. 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 15th September, 2017 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 **Tuesday, the 12th September, 2017 (10.00 a.m.)** till **Thursday, the 14th September, 2017 (5.00 p.m.)**.
 - ii. The Members of the Company as on "cut-off" date i.e. on **Friday, the 8th September, 2017**, were entitled to vote on the resolutions (Items No. 1 to 5 as set out in the notice of the AGM of the Company dated 4th August, 2017).
 - iii. The votes cast were unblocked on 15/09/2017 after completion of AGM in the presence of two witnesses, Mr. Harsh Vardhan Bolia & 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.

Witness 1 : Mr. Harsh Vardhan Bolia

Witness 2 : Ms. Vineeta Gulgulia

- iv. The total paid-up equity share capital of the Company as on "cut-off" date 8th September, 2017, 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 4th August, 2017, 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 31st March, 2017, 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
9	10,95,368	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 31st March, 2017.

- (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
9	10,95,368	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. 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
9	10,95,368	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%





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(iii) Invalid Votes:

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

Item No. 4: (Ordinary Resolution) : - To appoint M/s. Shyamsukha Associate., Chartered Accountants (Firm Registration No. 315030E) as Statutory Auditors of the Company and to fix their remuneration.

(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
9	10,95,368	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. 5: (Special Resolution) : - Re- appointment of Sri Rajendra Kumar Dabriwala as Managing Director.

(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
9	10,95,368	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

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” (3 pages)**.

Note: All the above resolutions passed by Majority

Thanking You,

Yours Faithfully,

Khushboo Gulgia

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



Place : Kolkata

Dated : 18th September, 2017



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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 3)

Date of the AGM	15-09-2017
Total number of shareholders on record date	332
No. of shareholders presented in the meeting either in person or through proxy :	
Promoters and Promoters Group :	4
Public :	6
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 31st March, 2017 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	10,94,808	10,94,808	100.00 %	10,94,808	--- NIL ---	100.00 %	--- NIL ---
Public-Institutions	E-voting	7,032	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions*	E-voting	1,58,296	560	0.34	560	--- NIL ---	100.00 %	0
TOTAL		12,60,136	10,95,368	86.92 %	10,95,368	--- NIL ---	100.00 %	0.00 %

*includes 960 shares held by State Government.





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 3)

Resolutions / Agenda No. 2 : (Ordinary Resolution) : - Declaration of dividend on Equity Shares for the financial year ended 31st March, 2017.

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	10,94,808	10,94,808	100.00 %	10,94,808	— NIL —	100.00 %	— NIL —
Public-Institutions	E-voting	7,032	— NIL —	— NIL —	— NIL —	— NIL —	— N. A. —	— N.A. —
Public- Non Institutions*	E-voting	1,58,296	560	0.35	560	— NIL —	100.00	0
TOTAL		12,60,136	10,95,368	86.92 %	10,95,368	— NIL —	100.00 %	0.00 %

*includes 960 shares held by State Government.

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 himself for re-appointment.

Resolution required (Ordinary/Special)			ORDINARY RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			Yes, 4 (Four) Promoters holding in total 9,18,412 Shares					
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	10,94,808	10,94,808	100.00 %	10,94,808	— NIL —	100.00 %	— NIL —
Public-Institutions	E-voting	7,032	— NIL —	— NIL —	— NIL —	— NIL —	— N. A. —	— N.A. —
Public- Non Institutions*	E-voting	1,58,296	560	0.35	560	— NIL —	100.00	0
TOTAL		12,60,136	10,95,368	86.92 %	10,95,368	— NIL —	100.00 %	0.00 %

*includes 960 shares held by State Government.

Resolutions / Agenda No. 4 : (Ordinary Resolution) : - Appointment of Auditors and to fix their remuneration.

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	10,94,808	10,94,808	100.00 %	10,94,808	— NIL —	100.00 %	— NIL —
Public-Institutions	E-voting	7,032	— NIL —	— NIL —	— NIL —	— NIL —	— N. A. —	— N.A. —
Public- Non Institutions*	E-voting	1,58,296	560	0.35	560	— NIL —	100.00	0
TOTAL		12,60,136	10,95,368	86.92 %	10,95,368	— NIL —	100.00 %	0.00 %

*includes 960 shares held by State Government.

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ANNEXURE - "A" (Page 3 of 3)

Resolutions / Agenda No. 5 : (Special Resolution) :- Re- appointment of Sri Rajendra Dabriwala (DIN : 0086658) as Managing Director								
Resolution required : (Ordinary/Special)			SPECIAL RESOLUTIONS					
Whether promoter / promoter group are interested in the agenda/resolution ?			Yes, 4 (Four) Promoters holding in total 9,18,412 Shares					
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	10,94,808	10,94,808	100.00 %	10,94,808	--- NIL ---	100.00 %	--- NIL ---
Public-Institutions	E-voting	7,032	--- NIL ---	--- NIL ---	--- NIL ---	--- NIL ---	--- N. A. ---	--- N.A. ---
Public- Non Institutions*	E-voting	1,58,296	560	0.35	560	--- NIL ---	100.00	--- NIL ---
TOTAL		12,60,136	10,95,368	86.92 %	10,95,368	--- NIL ---	100.00 %	0.00 %

*includes 960 shares held by State Government.

Note : 1) All the above resolutions passed by Majority

2) 960 shares held by Government Authorities are included in Public- Non Institutions holding.

No voting has been done on these shares

Thanking You,

Yours Faithfully,

Khushboo Gulgulia

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



Place : Kolkata

Dated : 18th September, 2017