



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

7A Bentinck Street  
4th Floor, Room - 401  
Kolkata - 700 001  
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### **Report of Scrutinizer**

**[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies  
(Management and Administration Rules, 2014)]**

To

The Chairman  
168<sup>th</sup> Annual General Meeting of the  
R. C. A. LIMITED  
Held on 26<sup>th</sup> September, 2015 at 10:30 A. M. at the Registered Office at  
10, Middleton Row, Kolkata – 700 071

Dear Sir,

I, Khushboo Gulgulia, Proprietor of M/s K. Gulgulia & Co., Practicing Chartered Accountants, appointed by the Board of Directors of R.C.A. Limited (the Company) to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and by us of ballot at the Annual General Meeting pursuant to the provisions of Sections 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, in respect of the Resolutions mentioned in the Annual General Meeting (AGM) Notice dated 30<sup>th</sup> May, 2015, do hereby submit my report as under:

1. The Notice dated 30<sup>th</sup> May, 2015 convening the 168<sup>th</sup> Annual General Meeting of the Company setting out all material facts in respect of resolutions mentioned therein were sent to all the shareholders of the Company.
2. The Company had engaged the services of National Securities Depository Limited (NSDL) for providing remote e-voting facility. The Company had also provided the facility to vote through poll to its shareholders on 26<sup>th</sup> September, 2015 at the venue of the meeting to its Shareholders who had not opted to vote through the remote e-voting. However the shareholders so present at the venue abstained from voting through poll.
3. The members holding shares either in physical or in dematerialized form as on the cut-off date i.e., September 19, 2015 were entitled to vote on the resolutions.



4. The period for remote e-voting had commenced at 10.00 a.m. on Wednesday, 23<sup>rd</sup> September, 2015 and closed on 25<sup>th</sup> September, at 5.00 p.m. At the end of the remote e-voting period, the facility was blocked by the Service Provider.
5. Since No poll was required to be conducted at the venue of the Meeting, the votes cast through remote e-voting were unblocked in presence of 2 witnesses Ms. Anushri Gupta and Ms. Nikita Chourasia who are not in the employment of the Company after the conclusion of the Annual General Meeting.
6. Thereafter, the details containing *inter alia*, the list of members, who opted “FOR” or “AGAINST” on each of the resolution, were derived from the report generated from the e-voting website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 of the Act and Clause 35B of the Listing Agreement containing the results of each of the resolutions of the AGM as under:

Particulars	Number of votes(shares) cast through remote e-voting (1)	Number of Votes (shares) cast on Poll at the meeting (2)	Total (3)	% of total number of valid votes cast
<b>Item no.1:Ordinary Resolution:</b>	To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015 with the reports of the Board of Directors and Auditors thereon			
Voted in favour of the resolution	547784	0	547784	100%
Voted against the resolution	0	0	0	0%
Total	547784	0	547784	100%
Invalid Votes	0	0	0	0%
<b>Item no.2:Ordinary Resolution</b>	To declare a dividend on equity shares for the financial year ended 31st March, 2015.			
Voted in favour of the resolution	547784	0	547784	100%
Voted against the resolution	0	0	0	0%
Total	547784	0	547784	100%
Invalid Votes	0	0	0	0%



Particulars	Number of votes(shares) cast through remote e-voting (1)	Number of Votes (shares) cast on Poll at the meeting (2)	Total (3)	% of total number of valid votes cast
<b>Item no.3:Ordinary Resolution</b>	To appoint a Director in place of Smt. Indu Dabriwala (DIN: 00546365) who retires by rotation and being eligible, offers herself for re-appointment.			
Voted in favour of the resolution	547784	0	547784	100%
Voted against the resolution	0	0	0	0%
Total	547784	0	547784	100%
Invalid Votes	0	0	0	0%
<b>Item no.4:Ordinary Resolution</b>	To ratify the appointment of auditors, M/s. G. P. Agrawal & Co., Chartered Accountants, of the company and to fix their remuneration			
Voted in favour of the resolution	547784	0	547784	100%
Voted against the resolution	0	0	0	0%
Total	547784	0	547784	100%
Invalid Votes	0	0	0	0%
<b>Item no.5:Ordinary Resolution</b>	To Appoint Smt. Alka Tibrawalla (DIN : 00554318) as an Independent Director			
Voted in favour of the resolution	547784	0	547784	100%
Voted against the resolution	0	0	0	0%
Total	547784	0	547784	100%
Invalid Votes	0	0	0	0%
<b>Item no.6:Special Resolution</b>	To Re-Appoint Sri Rajendra Kumar Dabriwala (DIN : 00086658) as Managing Director			
Voted in favour of the resolution	547784	0	547784	100%
Voted against the resolution	0	0	0	0%
Total	547784	0	547784	100%
Invalid Votes	0	0	0	0%



I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider including Registers maintained in respect of votes cast through Remote e-voting are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting and Ballot process shall remain in our custody till the Chairman considers, approves and signs the AGM Minutes and thereafter the same shall be returned.

You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as mentioned above.

Thanking you,

Yours faithfully,

**For K. Gulgulia & Co.**  
**Chartered Accountants**  
**F.R.No.: 328690E**

*Khushboo Gulgulia*

**Khushboo Gulgulia**  
Proprietor  
Membership No.: 306808



**Place: Kolkata**  
**Dated: 29 .09.2015**

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of R.C.A. Limited were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence at 6.15 p.m. on 26<sup>th</sup> September, 2015.

*Anushri Gupta*  
Anushri Gupta  
5/B, Sarang Lane  
Kolkata – 700 014

*Nikita Chourasia*  
Nikita Chourasia  
6 Guha Park, Liluah  
Howrah-711 204

# R. C. A. LIMITED

**Registered Office :** A Block, 1<sup>st</sup> 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

## Details of Voting Results pursuant to Clause 35A of the Listing Agreement

Particulars	Details
Date of AGM	26 <sup>th</sup> September, 2015
Total number of Shareholders on record date	354
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	3
No. of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group:	Not arranged
Public:	

### Agenda-wise

Sl.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Poll /E-voting)	Remarks
1.	Adoption of Annual Accounts	Ordinary	e-voting	Passed with requisite majority
2.	Declaration of Dividend	Ordinary	e-voting	Passed with requisite majority
3.	Re-appointment of Smt. Indu Dabriwala, retiring by rotation	Ordinary	e-voting	Passed with requisite majority
4.	Appointment of M/s. G. P. Agrawal & Co. as Statutory Auditors	Ordinary	e-voting	Passed with requisite majority
5.	Appointment of Smt. Alka Tibrawalla (DIN: 00554318) as an Independent Director of the Company.	Ordinary	e-voting	Passed with requisite majority
6.	Re-appointment of Sri Rajendra Kumar Dabriwala as Managing Director	Special	e-voting	Passed with requisite majority

R.C.A. LIMITED

*Rahala*

Authorised Signatory

**Details of reporting of Poll/E-voting**

**Resolution no.1: Ordinary Resolution**

**Adoption of Audited financial statements together with the Reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2015**

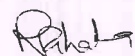
Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	547404	547404	100	547404	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	82664	380	0.46	380	0	100	0
<b>Total</b>	<b>630068</b>	<b>547784</b>	<b>86.94</b>	<b>547784</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution no.2: Ordinary Resolution**

**Declaration of Dividend on Equity Shares for the financial year ended March 31, 2015**

Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	547404	547404	100	547404	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	82664	380	0.46	380	0	100	0
<b>Total</b>	<b>630068</b>	<b>547784</b>	<b>86.94</b>	<b>547784</b>	<b>0</b>	<b>100</b>	<b>0</b>

**R.C.A. LIMITED**



Authorised Signatory

**Resolution no.3: Ordinary Resolution**

Appointment of Smt. Indu Dabriwala (DIN: 00546365) who retires by rotation and being eligible, offers herself for re-appointment.

Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)			
Promoter and Promoter Group	547404	547404	100	547404	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	82664	380	0.46	380	0	100	0
<b>Total</b>	<b>630068</b>	<b>547784</b>	<b>86.94</b>	<b>547784</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution no.4: Ordinary Resolution**

Ratification of the Appointment of M/s. G. P. Agrawal & Co, as Statutory Auditors of the Company

Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against (5)	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)			
Promoter and Promoter Group	547404	547404	100	547404	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	82664	380	0.46	380	0	100	0
<b>Total</b>	<b>630068</b>	<b>547784</b>	<b>86.94</b>	<b>547784</b>	<b>0</b>	<b>100</b>	<b>0</b>

**R.C.A. LIMITED**

  
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**Resolution no.5: Ordinary Resolution**

**Appointment of Smt. Alka Tibrawalla (DIN: 00554318) as an Independent Director**

Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	547404	547404	100	547404	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	82664	380	0.46	380	0	100	0
<b>Total</b>	<b>630068</b>	<b>547784</b>	<b>86.94</b>	<b>547784</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution no.6: Special Resolution**

**Re-appointment of Sri Rajendra Kumar Dabriwala as Managing Director of the Company for a further period of 1(one) year**

Promoter/ Public	No. of Shares held	No. of Votes e- voted	% of Votes e- voted on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes e-voted (6)=[(4)/(2)]*100	% of Votes against on votes e-voted (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	547404	547404	100	547404	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public – Others	82664	380	0.46	380	0	100	0
<b>Total</b>	<b>630068</b>	<b>547784</b>	<b>86.94</b>	<b>547784</b>	<b>0</b>	<b>100</b>	<b>0</b>

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