

**JIGYASA SINGHI**  
**& ASSOCIATES**

Company Secretaries

Office :  
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Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
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jigyasasinghi@yahoo.com

To,  
The Chairman,  
Raja Bahadur International Ltd.,  
3<sup>RD</sup> Floor Hamam House,  
Ambalal Doshi Marg,  
Fort, Mumbai 400023.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Raja Bahadur International Limited held on Tuesday, July 28, 2015 at 4.00p.m.**

I, Ms. Jigyasa N. Ved, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Raja Bahadur International Limited pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Raja Bahadur International Limited held on Tuesday, July 28, 2015 at 4.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on July 28, 2015.

The Notice dated May 26, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.



The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding shares as on the "cut-off" date of July 21, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

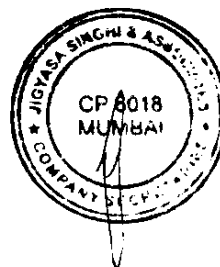
The voting period for remote e-voting commenced on Saturday, July 25, 2015 at 09:00 a.m. (IST) and ended on Monday, July 27, 2015 at 05:00 p.m. (IST) and the CSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. No Physical ballot forms were received.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Service Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution**

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

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	207717	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

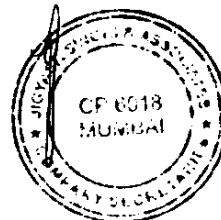
Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

**Resolution 2 : Ordinary Resolution**

**To appoint a Director in place of Shri. M.M. Pittie (DIN 00760307), who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	207717	100



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

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

**Resolution 3: Ordinary Resolution**

**Appointment of Auditors and fixing their remuneration.**

(i) Voted in favour of the resolution:

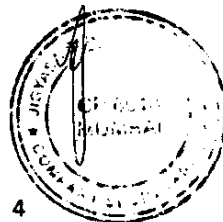
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	207717	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

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



**Resolution 4: Ordinary Resolution**

**Appointment of Shri. M.L. Apte (DIN 00003656), as an Independent Director of the Company w.e.f from February 10, 2015 to February 09, 2020.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	207717	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

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

**Resolution 5 : Ordinary Resolution**

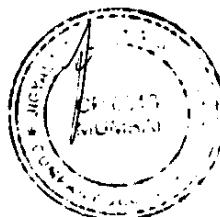
**Appointment of Shri. Nayan C. Mirani (DIN 00045197), as an Independent Director of the Company w.e.f from February 10, 2015 to February 09, 2020.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	207717	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.



(iii) Invalid votes:

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

**Resolution 6: Ordinary Resolution**

**Appointment of Shri. Milind Korde (DIN 00434791), as an Independent Director of the Company w.e.f from February 10, 2015 to February 09, 2020.**

(i) Voted in favour of the resolution:

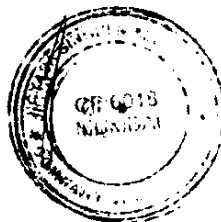
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	207717	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

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



**Resolution 7: Ordinary Resolution**

Appointment of Smt. Malvika Shridhar Pittie (DIN 00730352), as a Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
29	207717	100

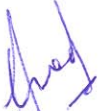
(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	N.A.

(iii) Invalid votes:

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

Thanking you,  
Yours faithfully,




Ms. Jigyasa N. Ved  
Practising Company Secretaries  
FCS: 6488 CP No.: 6018  
111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp.Laxmi Indl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053  
Place: Mumbai  
Dated: July 28, 2015