

# J. U. POOJARI & ASSOCIATES

## Company Secretaries

111, 11<sup>th</sup> floor, Sai Dwar CHSL, Sab TV Lane ,Opp. Laxmi Indl Estate,  
Off Link Road, Andheri (W), Mumbai – 400 053  
Tel: 022-26301232/33, Mobile: 9820373992 Email: jupoojari@rediffmail.com

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FORM NO. MGT-13

### Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Raja Bahadur International Limited  
3<sup>rd</sup> Floor Hamam house,  
Ambalal Doshi Marg, Fort,  
Mumbai - 400021

**The Annual General Meeting of the Equity Shareholders of Raja Bahadur International Limited held on Thursday, July 24, 2014 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20 Kaikhushru Dubash Marg, Mumbai - 400 001.**

Dear Sir,

I, J.U. Poojari, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Raja Bahadur International Limited held on Thursday, July 24, 2014 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20 Kaikhushru Dubash Marg, Mumbai - 400 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

**ORDINARY RESOLUTION NO. 1 :**

**Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	15	100

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
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**ORDINARY RESOLUTION NO. 2:**

**Appointment of Director in place of Shri. M. M. Pittie, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	15	100

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
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**ORDINARY RESOLUTION NO. 3:**

**Re-appointment of Auditors and to fix their remuneration.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	15	100

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
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**ORDINARY RESOLUTION NO. 4:**

**Appointment of Shri. Milind Korde as Director pursuant to the provisions of Sections 160 of the Companies Act, 2013 .**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	15	100

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
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**SPECIAL RESOLUTION NO. 5:**

**Re-appointment of Shri Shridhar .N. Pittie as Managing Director for a period of 3 years w.e.f 30.06.2014 pursuant to the provisions of section 196, 197, & 203 of Companies Act, 2013.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	15	100

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
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**SPECIAL RESOLUTION NO. 6:**

**Consent of the Company under Section 180(1)(c) of the Act to the Board of Directors to borrow upto Rs.500 crores. (Five Hundred Crores only).**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	15	100

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
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**SPECIAL RESOLUTION NO. 7:**

**Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the assets of the Company for the purpose of securing financial assistance not exceeding Rs. 500 Crores (Rupees 500 Hundred Crores).**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	15	100

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
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5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Managing Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Scrutinized

Name : Mr. J.U. Poojari

Practising Company Secretary

FCS: 22867 CP No.: 8187

111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd  
Sab TV Lane, Opp Laxmi Indl  
Estate, Off Link Road, Above  
Shabari Restaurant, Andheri (W),  
Mumbai - 400053

Dated: 24<sup>th</sup> July, 2014