

JIGYASA SINGHI

& ASSOCIATES

Company Secretaries

Office :

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To,
The Chairman
Raja Bahadur International Limited
3rd floor Hamam house,
Ambalal Doshi marg, Fort,
Mumbai - 400001

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

I, Jigyasa N. Ved of Jigyasa Singhi & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Raja Bahadur International Limited vide resolution dated May 29, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the Eighty-eighth Annual General Meeting of the Company to be held on July 24, 2014.

The Notice dated May 29, 2014 convening Annual General Meeting (AGM) of the Company 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 to be passed at the said AGM of the Company to be held on July 24, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Ltd (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of June 27, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 7 in the Notice of the 88th AGM of Raja Bahadur International Limited.

The voting period commenced on Friday, July 18, 2014 at 10.00 a.m. and ended on Sunday, July 20, 2014 at 6:00 p.m. and the CDSL e-voting platform was blocked thereafter. The votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. No physical ballots were received from any shareholders.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Ltd e-voting system.



Continuation Sheet

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

I. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
18	197500	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



II. Resolution No. 2 :-

Appointment of Director in place of Mr. M. M. Pittie (holding DIN 00760307), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

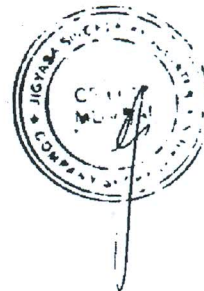
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
18	197500	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



III. Resolution No. 3 :-

Appointment of Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
18	197500	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



Continuation Sheet

IV. Resolution No. 4 :-

Appointment of Mr. Milind Korde (DIN 00085682) as an Director pursuant to the provisions of Sections 160 of the Companies Act, 2013 ('Act') and the Rules framed thereunder.

(i) Voted in favour of the resolution:

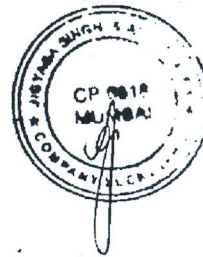
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
18	197500	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



V. Resolution No. 5 :-

Re-appointment of Shri. Shridhar M. Pittie (holding DIN 00562400) as Managing Director pursuant to the provisions of section 196, 197, & 203 of Companies Act, 2013.

(i) Voted in favour of the resolution:

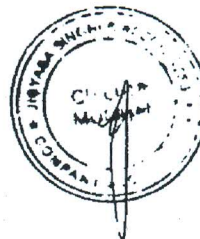
Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
18	197500	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



VI. 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 voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
18	197500	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0



VII. 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 Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 500 Crores (Rupees 500 Hundred Crores).

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
18	197500	100

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of Votes cast(Shares)	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
0	0

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,


 Jigyasa N. Ved
 Jigyasa Singhi & Associates
 Practising Company Secretary
 FCS: 6488 CP: 6018
 Place: Mumbai
 Dated: July 22, 2014

