



R. T. EXPORTS LTD

Date: 01<sup>st</sup> October, 2018

To,  
The Manager,  
Listing Department,  
Bombay Stock Exchange,  
Mumbai

BSE Scrip code: 512565

Sub: - Submission of Proceedings of 38<sup>th</sup> Annual General Meeting of the Company Held on 29<sup>th</sup> September, 2018.

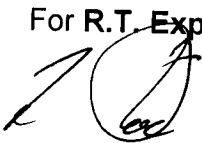
Dear Sir,

With reference to above mentioned subject, please find enclosed herewith Proceedings of 38th Annual General Meeting as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same in your record and oblige.

Thanking you,

For R.T. Exports Limited

  
Bhavik R. Bhimjyani  
Director and CFO  
DIN: 00160121



Enclosure: a/a

**PROCEEDINGS OF THE THIRTY-EIGHTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF "R.T.EXPORTS LIMITED" HELD ON SATURDAY, 29<sup>TH</sup> SEPTEMBER, 2018 AT 10.00 A.M. AT BASEMENT (NO.2), DALAMAL HOUSE, NARIMAN POINT, MUMBAI-400 021.**

**Commencement time: 10.00 a.m.**

**Completion time: 12.45 p.m.**

---

**PRESENT:**

- |                           |     |                                                                                 |
|---------------------------|-----|---------------------------------------------------------------------------------|
| 1. Mr. Bhavik Bhimjyani   | ... | Director & CFO                                                                  |
| 2. Mr. Zahurahmed Fakir   | ... | Director and Chairman of Audit Committee and Stakeholder Relationship Committee |
| 3. Mr. Yogesh Thakkar     | ... | Independent Director                                                            |
| 4. Ms. Asha Dawda         | ... | Director                                                                        |
| 5. Mr. Rajeshkumar Pillai | ... | Company Secretary & Compliance Officer                                          |

**MEMBERS ATTENDANCE:**

42 Members (including 7 represented through proxies) holding 35,01,510 equity shares of Rs.10/- each (including 23,11,049 equity shares represented through proxies) recorded their attendance. Out of the above, 4 were corporate members who attended the meeting through their representatives.

**CHAIRMAN**

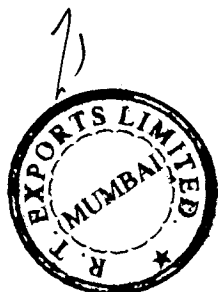
Mr. Bhavik R. Bhimjyani occupied the Chair with the permission of members present.

**QUORUM**

Chairman was assisted by the Company Secretary to ascertain the quorum and then he informed the members that requisite quorum was present and called the meeting in order.

**CHAIRMAN'S SPEECH**

The Chairman welcomed the members to 38<sup>th</sup> Annual General Meeting of the Company. He introduced himself and those sitting in the dais to the members. He further informed the members that Mr. Rashmi Bhimjyani,



and Mr. Sheetal Sanat Mehta, Directors, are not available and explained the reasons thereof.

The Chairman informed the members that the Statutory Registers, Proxy Register, Auditor's Report and Secretarial Audit Report and inspection documents were available for inspection during the Annual General Meeting.

He acknowledged attendance of Mr. Gopal Chaturvedi, Partner, M/s. Pathak H D & Associates, Chartered Accountants (Statutory Auditors) and the Secretarial Auditor, Ms. Rachana Patel, Practising Company Secretary.

The Company's performance was covered in the Board's Report and Annual Report.

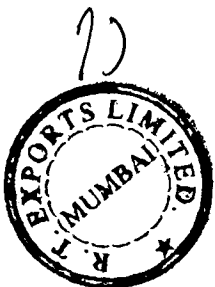
### 1) AGENDA ITEMS

The Chairman started the formal proceedings of the meeting. The notice convening the 38<sup>th</sup> Annual General Meeting along with the explanatory statement, Financial Statements and Board's Report were taken as read with the consent of the members present.

Chairman informed that the Auditors Report dated 22<sup>nd</sup> May, 2018 to the members and the Secretarial Audit Report dated 22<sup>nd</sup> May, 2018 did not have qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

Chairman further informed the members that remote e-voting facility to vote on the agenda items contained in the notice of 38<sup>th</sup> Annual General Meeting were available to the members from 9.00 a.m., 26<sup>th</sup> September 2018 to 5.00 p.m., 28<sup>th</sup> September, 2018 in proportion to their shareholdings as on the cut-off date of 22<sup>nd</sup> September, 2018. He informed the members that at the end of discussion on the resolutions, voting is to be held, members proxies who were present at the meeting but have not cast their votes by availing the remote e-voting facility can exercise their vote by use of Ballot Paper, which were distributed to them at the meeting. He further stated that after discussion on the agenda items as set out in the Notice of the 38th Annual General Meeting, the Scrutinizer would conduct the Ballot Paper voting process.

The Chairman started with the Agenda as per Notice of the Annual General Meeting, which had two business items i.e. one Ordinary business relating to Adoption of financial statements for the year ended 31<sup>st</sup> March, 2018, and one Special business i.e, Re-appointment of Mr. Rashmi C. Bhimjyani



as Managing Director Thereafter, he invited members to raise their queries and seek clarifications or to make their comments or to give suggestions etc., if any, on the Agenda Items as set out in the Notice of the 38th Annual General Meeting.

## 2) CONDUCT OF VOTING THROUGH BALLOT PAPER

The Chairman repeated that the Company had provided remote e-voting facility to the members to vote between 26<sup>th</sup> to 28<sup>th</sup> September, 2018 in proportion to their shareholding as on the cut-off date of 22<sup>nd</sup> September, 2018. Those members attending the AGM and eligible to vote were also given opportunity to vote in proportion to their shareholding, through Ballot Paper. Thereafter he took up the Agenda Items contained in the Notice of the 38<sup>th</sup> Annual General Meeting.

Chairman further stated that the results of the voting on each resolution shall be determined by adding up the votes of the Poll in favour or against a resolution with the remote electronic votes in favour or against the same resolution.

Thereafter, he requested the Scrutinizer Ms. Rachana Patel, Practising Company Secretary, alongwith Ms. Shakuntaladevi Mahajan, who is a member but not in the employment of the Company and well versed with the voting system, whose support had been sought by Ms. Rachana Patel, to scrutinize the process of voting through Ballot Paper and to report thereon to the Chairman or to his authorised representative in the prescribed manner. He further stated that the results of voting would be declared on receipt of Scrutinizers' Report.

Sharing the procedure, he stated that the results declared for each resolution, would indicate separately the votes through Ballot Paper and remote e-voting and would be immediately intimated to the Bombay Stock Exchange. He further stated that the results would also be uploaded on the Company's website [www.rtexports.com](http://www.rtexports.com) with the report of Scrutinizer for the Ballot Paper Voting and Remote e-Voting.

The Chairman requested all the Members / proxy holders present, to participate in the voting through Ballot Paper. He declared the voting through Ballot Paper forthwith at the venue of the Annual General Meeting and said that the voting would be open till the members / proxy holders present have casted their votes.

The Chairman announced that the meeting will be over after all the members and proxy holders present at the meeting have casted their vote through Ballot Paper and when Scrutinizer announces closure of voting



through Ballot Paper. He then thanked the members for their participation, suggestions and comments.

Ms. Rachana Patel, Scrutinizer, with the assistance of Ms. Shakuntaladevi Mahajan conducted the Voting procedure through Ballot Paper which included showing one empty Ballot Box to the members, locking and sealing of the same in the presence of members and proxies. After ensuring that all the willing members and proxies had casted their vote through Ballot Paper, the Scrutinizer took custody of the Ballot Box and announced closure of the voting through Ballot Paper at 12.45 p.m.

**3) RESULT OF THE REMOTE E-VOTING BETWEEN 26<sup>TH</sup> SEPTEMBER, 2018 (9:00 AM) TO 28<sup>TH</sup> SEPTEMBER, 2018 (5:00 PM) AND VOTING THROUGH BALLOT PAPER AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, 29<sup>TH</sup> SEPTEMBER 2018 ON THE ORDINARY AND SPECIAL BUSINESSES:**

On the basis of the Consolidated Scrutinizer's Report for the Voting through Ballot Paper at the 38<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018 and for the Remote E-Voting held between 26<sup>th</sup> September, 2018 (9:00am) to 28<sup>th</sup> September, 2018 (5:00pm), the proceedings and Voting Results of Equity Shares were declared and filed with the Stock Exchange and up-loaded in the Company's Website. Voting Results filed were as under:

**4) GIVEN BELOW IS THE RESOLUTION-WISE RESULT OF REMOTE E-VOTING AND BALLOT VOTING CONDUCTED AT THE MEETING**

**Resolution 1:-**

2) To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.

<b>Resolution Required : (Ordinary)</b>			<b>1 - To receive, consider and adopt the audited financial statements of the Company</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No.</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – Against</b>	<b>No. of Votes – Abstaine</b>	<b>% of Votes in</b>	<b>% of Votes against</b>	<b>% of Votes Abstai</b>	



		[1]	[2]	outstandi ng shares	[4]	[5]	[6]	d	favour on votes polled	on votes polled	ned on votes polled
				[3]={[2]/[1]}*100				[7]={[4]/[2]}*100	[8]={[5]/[2]}*100	[9]={[6]/[2]}*100	
Promoter and Promoter Group	E-Voting	308467	0	0.0000	0	0	0	-	0.00	0.00	0.00
	Poll		308467	100%	3084677	0	0	100%	0.00		
	Postal Ballot		0	0.0000	0	0	0	-	0.00	0.00	
	<b>Total</b>		<b>308467</b>	<b>100%</b>	<b>3084677</b>	<b>0</b>	<b>0</b>	<b>100%</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	800	0	0.0000	0	0	0	-	0.00	0.00	0.00
	Poll		0	0.0000	0	0	0	-	0.00	0.00	0.00
	Postal Ballot		0	0.0000	0	0	0	-	0.00	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	1273523	5264	0.41%	5264	0	0	100%	0.00	0.00	0.00
	Poll		416833	32.73%	416831	1	1	99.99%	0.0002%	0.0001%	0.0001%
	Postal Ballot		0	0.0000	0	0	0	-	0.00	0.00	0.00
	<b>Total</b>		<b>422097</b>	<b>33.14%</b>	<b>422095</b>	<b>1</b>	<b>1</b>	<b>99.99%</b>	<b>0.0002%</b>	<b>0.0001%</b>	<b>0.0001%</b>
<b>Total</b>		<b>4359000</b>	<b>3506774</b>	<b>80.45%</b>	<b>3506772</b>	<b>1</b>	<b>1</b>	<b>100%</b>	<b>0.0000%</b>	<b>0.0000%</b>	<b>0.0000%</b>

### Resolution 2:-

To Re-Appoint Shri. Rashmi C. Bhimjyani (DIN: 00207941), as the Managing Director of the Company.

Resolution Required : (Special)				2 - To Re-Appoint Shri. Rashmi C. Bhimjyani (DIN: 00207941), as the Managing Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	No. of Votes – Abstained	% of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes Abstained on votes polled



2

		[1]	[2]	[3]={(2)/[1]}*100	[4]	[5]	[6]	[7]={(4)/[2]}*100	[8]={(5)/[2]}*100	[9]={(6)/[2]}*10
Promoter and Promoter Group	E-Voting	3084677	0	0.0000	0	0	0	-	0.00	0.00
	Poll		3084677	100%	3084677	0	0	100%	0.00	
	Postal Ballot		0	0.0000	0	0	0	-	0.00	0.00
	<b>Total</b>		<b>3084677</b>	<b>100%</b>	<b>3084677</b>	<b>0</b>	<b>0</b>	<b>100%</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	800	0	0.0000	0	0	0	-	0.00	0.00
	Poll		0	0.0000	0	0	0	-	0.00	0.00
	Postal Ballot		0	0.0000	0	0	0	-	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	1273523	5264	0.41%	5264	0	0	100%	0.00	0.00
	Poll		<b>416833</b>	<b>32.73%</b>	<b>416831</b>	<b>1</b>	<b>1</b>	<b>99.99%</b>	<b>0.0002</b>	<b>0.00</b>
	Postal Ballot		0	0.0000	0	0	0	-	0.00	0.00
	<b>Total</b>		<b>422097</b>	<b>33.14%</b>	<b>422095</b>	<b>1</b>	<b>1</b>	<b>99.99%</b>	<b>0.0002</b>	<b>0.00</b>
<b>Total</b>		<b>4359000</b>	<b>3506774</b>	<b>80.45%</b>	<b>3506772</b>	<b>1</b>	<b>1</b>	<b>100%</b>	<b>0.0000</b>	<b>0.0002</b>

- 5) The Resolutions for the ordinary and special businesses as set out in Item Nos. 1 and 2 in the Notice of the 38<sup>th</sup> Annual General Meeting, duly approved by the members with requisite majority or otherwise, are recorded hereunder as part of the proceedings of 38<sup>th</sup> Annual General Meeting of the Members held on 29th September, 2018.

**ORDINARY BUSINESS:**

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, including the audited Balance Sheet as at March 31, 2018, the statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors (the Board) and Auditors thereon.

Mr. Vinod Shah, a member, proposed and Mr. Nikunj Shah another member, seconded the following resolution as an ordinary resolution;

**“RESOLVED THAT** the Statement of Profit and Loss Account for the Financial Year ended March 31, 2018, the Balance Sheet as at that date,



along with Cash-flow statement, notes to accounts and the Report of Directors and Auditors thereon be and are hereby approved and adopted.”

**SPECIAL BUSINESS:**

2. Appointment of Mr. Rashmikant Bhimjyani (DIN: 00207941), as the Managing Director of the Company:

Chairman placed before the meeting the documents received from Mr. Rashmi Bhimjyani, inter alia, proposal of his candidature to the office of Managing Director of the Company. Mrs. Shankuntala Mhajan, a member, seconded the proposal as a special resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the Articles 172 and 173 of the Articles of Association of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rashmikant Bhimjyani (DIN : 00207941), as the Managing Director of the Company, for a period of 5 (five) years with effect from 30th September, 2018, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Chairman put the above two resolutions for voting by ballot and requested the scrutinizer to take charge of voting.

The Chairman thanked the shareholders for their participation in the meeting and declared that the meeting will be concluded on completion of voting.

Meeting concluded with the vote of thanks to the Chair.





On receipt of the Combined Report Scrutinizer for Poll and remote e-voting, Chairman declared that the above two resolutions were passed with requisite majority.

For R. T. Exports Ltd.



**Bhavik R. Bhimjyani**  
Director and CFO  
DIN: 00160121

