



R. T. EXPORTS LTD

Date: 30<sup>th</sup> September, 2019

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

**BSE Scrip code: 512565**

**Sub: - Submission of Proceedings of 39<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019.**

Dear Sir,

With reference to above mentioned subject, please find enclosed herewith Proceedings of 39th 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**  
**Chairman and Managing Director**  
**DIN: 00160121**

**Enclosure: a/a**

**PROCEEDINGS OF THE THIRTY-NINETH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF "R. T. EXPORTS LIMITED" HELD ON MONDAY, 30<sup>TH</sup> SEPTEMBER, 2019 AT 9.30 A.M. AT BASEMENT (NO.2), DALAMAL HOUSE, NARIMAN POINT, MUMBAI-400 021.**

**Commencement time: 9.30 a.m.**

**Completion time: 10.10 a.m.**

**PRESENT:**

- |                           |     |   |
|---------------------------|-----|---|
| 1. Mr. Bhavik Bhimjyani   | ... | Chairman and Managing Director  |
| 2. Mr. Manohar Kumar      | ... | Director and Chairman of Audit Committee and Stakeholder Relationship Committee |
| 3. Mr. Yogesh Thakkar     | ... | Independent Director  |
| 4. Ms. Asha Dawda         | ... | Director  |
| 5. Mr. Kirtikumar Pandya  | ... | Chief Financial Officer   |
| 6. Mr. Rajeshkumar Pillai | ... | Company Secretary & Compliance Officer  |
| 7. Mr. Gopal Chaturvedi   | ... | Statutory Auditor   |

**MEMBERS ATTENDANCE:**

38 Members (including 9 represented through proxies) holding 34,91,477 equity shares of Rs. 10/- each (including 23,13,949 equity shares represented through proxies) recorded their attendance. Out of the above, 3 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.



A handwritten signature in black ink, appearing to be "Bhavik R. Bhimjyani".

## **CHAIRMAN'S SPEECH**

The Chairman welcomed the members to 39<sup>th</sup> Annual General Meeting of the Company. He introduced himself and those sitting in the dais to the members.

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).

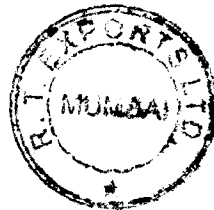
The Company's performance was covered in the Board's Report and Annual Report.

### **1) AGENDA ITEMS**

The Chairman started the formal proceedings of the meeting. The notice convening the 39<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 30<sup>th</sup> May, 2019 to the members and the Secretarial Audit Report dated 4<sup>th</sup> September, 2019 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 39<sup>th</sup> Annual General Meeting were available to the members from 27<sup>th</sup> September 2019 at 9.00 a.m. to 29<sup>th</sup> September, 2019 at 5.00 p.m. in proportion to their shareholdings as on the cut- off date of 23<sup>rd</sup> September, 2019. 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 39<sup>th</sup>



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 seven business items:

**Ordinary Business:**

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2019.

**Special Business:**

2. To appoint Mr. Bhavik R. Bhimjyani (DIN: 00160121) as Chairman and Managing Director.
3. To Appoint Mr. Manohar Kumar (DIN: 08355066) as an Independent Director.
4. Power to borrow funds under section 180(1)(c) of the Companies Act, 2013.
5. Power to Create Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013.
6. To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013.
7. To Approve Material Related Party Transaction(s) with Mr. Bhavik Bhimjyani.

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 39th 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 27<sup>th</sup> to 29<sup>th</sup> September, 2019 in proportion to their shareholding as on the cut-off date 23<sup>rd</sup> September, 2019. 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 39<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. Gunjan Jain, proprietor of G V Jain & Co, alongwith Ms. Hetal Parikh, who is not in the employment of the Company and well versed with the voting system, whose support had been sought by Ms. Gunjan Jain, 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.rtextports.com](http://www.rtextports.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 remain open till all 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. Gunjan Jain, proprietor of G V Jain & Co., Scrutinizer, with the assistance of Ms. Hetal Parikh 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 10.10 a.m.

**3) RESULT OF THE REMOTE E-VOTING BETWEEN 27<sup>TH</sup> SEPTEMBER, 2019 (9:00 AM) TO 29<sup>TH</sup> SEPTEMBER, 2019 (5:00 PM) AND VOTING THROUGH BALLOT PAPER AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY,**



**30<sup>TH</sup> SEPTEMBER 2019 ON THE ORDINARY AND SPECIAL  
BUSINESSES:**

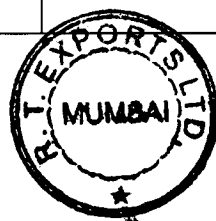
On the basis of the Consolidated Scrutinizer's Report for the Voting through Ballot Paper at the 39<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019 and for the Remote E-voting held between 27<sup>th</sup> September, 2019 (9:00 a.m.) to 29<sup>th</sup> September, 2019 (5:00 p.m.), 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:-**

To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.

Resolution Required: (Ordinary)			1 - To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2019					
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	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1])*100}	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}
Promoter and Promoter Group	E-Voting	30,97,677	0	0%	0	0	0%	0%
	Poll		30,97,677	100%	30,97,677	0	100%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>30,97,677</b>	<b>100%</b>	<b>30,97,677</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public Institutions	E-Voting	800	-	0%	-	0	0%	0%
	Poll		-	0%	-	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>-</b>	<b>0%</b>	<b>-</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Non Institutions	E-Voting	12,60,523	5,016	0.40%	5,016	0	100%	0%
	Poll		3,93,800	31.24%	3,93,800	0	100%	0.00%
	Postal Ballot		-	0.0000	-	0	0%	0%



	Total		3,98,816	31.64%	3,98,816	0	100%	0%
Total		43,59,000	34,96,493	80.21%	34,96,493	0	100%	0%

### **Resolution 2:-**

To Appoint Mr. Bhavik R. Bhimjyani (DIN: 00160121) as Chairman and Managing Director.

Resolution Required: (Ordinary)			2 – To Appoint Mr. Bhavik R. Bhimjyani (DIN: 00160121) as Chairman and Managing Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}}*100	[4]	[5]	[6]={{[4]/[2]}}*100	[7]={{[5]/[2]}}*100
Promoter and Promoter Group	E-Voting	30,97,677	0	0%	0	0	0%	0%
	Poll		30,97,677	100%	30,97,677	0	100%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>30,97,677</b>	<b>100%</b>	<b>30,97,677</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public Institutions	E-Voting	800	-	0%	-	0	0%	0%
	Poll		-	0%	-	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>-</b>	<b>0%</b>	<b>-</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Non Institutions	E-Voting	12,60,523	5,016	0.40%	5,016	0	100%	0%
	Poll		3,93,800	31.24%	3,93,800	0	100%	0.00%
	Postal Ballot		-	0.0000	-	0	0%	0%
	<b>Total</b>		<b>3,98,816</b>	<b>31.64%</b>	<b>3,98,816</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>43,59,000</b>	<b>34,96,493</b>	<b>80.21%</b>	<b>34,96,493</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



### Resolution 3:-

To Appoint Mr. Manohar Kumar (DIN: 08355066) as an Independent Director.

Resolution Required: (Ordinary)		3 – To Appoint Mr. Manohar Kumar (DIN: 08355066) as an Independent Director.						
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	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	30,97,677	0	0%	0	0	0%	0%
	Poll		30,97,677	100%	30,97,677	0	100%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>30,97,677</b>	<b>100%</b>	<b>30,97,677</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public Institutions	E-Voting	800	-	0%	-	0	0%	0%
	Poll		-	0%	-	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>-</b>	<b>0%</b>	<b>-</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Non Institutions	E-Voting	12,60,523	5,016	0.40%	5,016	0	100%	0%
	Poll		3,93,800	31.24%	3,93,800	0	100%	0.00%
	Postal Ballot		-	0.0000	-	0	0%	0%
	<b>Total</b>		<b>3,98,816</b>	<b>31.64%</b>	<b>3,98,816</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>43,59,000</b>	<b>34,96,493</b>	<b>80.21%</b>	<b>34,96,493</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

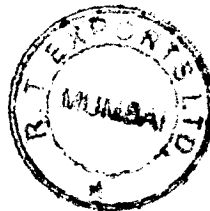




## Resolution 4:-

Power to borrow funds under section 180(1)(c) of the Companies Act, 2013

Resolution Required: (Special)			4 – Power to borrow funds under section 180(1)(c) of the Companies Act, 2013					
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	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	30,97,677	0	0%	0	0	0%	0%
	Poll		30,97,677	100%	30,97,677	0	100%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>30,97,677</b>	<b>100%</b>	<b>30,97,677</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public Institutions	E-Voting	800	-	0%	-	0	0%	0%
	Poll		-	0%	-	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>-</b>	<b>0%</b>	<b>-</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Non Institutions	E-Voting	12,60,523	5,016	0.40%	5,016	0	100%	0%
	Poll		3,93,800	31.24%	3,93,800	0	100%	0.00%
	Postal Ballot		-	0.0000	-	0	0%	0%
	<b>Total</b>		<b>3,98,816</b>	<b>31.64%</b>	<b>3,98,816</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>43,59,000</b>	<b>34,96,493</b>	<b>80.21%</b>	<b>34,96,493</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



**Resolution 5:-**

Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013

Resolution Required: (Special)			5 – Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013					
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	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}}*100	[4]	[5]	[6]={{[4]/[2]}}*100	[7]={{[5]/[2]}}*100
Promoter and Promoter Group	E-Voting	30,97,677	0	0%	0	0	0%	0%
	Poll		30,97,677	100%	30,97,677	0	100%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>30,97,677</b>	<b>100%</b>	<b>30,97,677</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public Institutions	E-Voting	800	-	0%	-	0	0%	0%
	Poll		-	0%	-	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>-</b>	<b>0%</b>	<b>-</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Non Institutions	E-Voting	12,60,523	5,016	0.40%	5,016	0	100%	0%
	Poll		3,93,800	31.24%	3,93,800	0	100%	0.00%
	Postal Ballot		-	0.0000	-	0	0%	0%
	<b>Total</b>		<b>3,98,816</b>	<b>31.64%</b>	<b>3,98,816</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>43,59,000</b>	<b>34,96,493</b>	<b>80.21%</b>	<b>34,96,493</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



## Resolution 6:-

To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013.

Resolution Required: (Special)			6 – To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013.					
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	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}}*100	[4]	[5]	[6]={{[4]/[2]}}*100	[7]={{[5]/[2]}}*100
Promoter and Promoter Group	E-Voting	30,97,677	0	0%	0	0	0%	0%
	Poll		30,97,677	100%	30,97,677	0	100%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>30,97,677</b>	<b>100%</b>	<b>30,97,677</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
Public Institutions	E-Voting	800	-	0%	-	0	0%	0%
	Poll		-	0%	-	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		<b>-</b>	<b>0%</b>	<b>-</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Non Institutions	E-Voting	12,60,523	5,016	0.40%	5,016	0	100%	0.00%
	Poll		3,93,800	31.24%	3,93,800	0	100%	0%
	Postal Ballot		-	0.0000	-	0	0%	0%
	<b>Total</b>		<b>3,98,816</b>	<b>31.64%</b>	<b>3,98,816</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>43,59,000</b>	<b>34,96,493</b>	<b>80.21%</b>	<b>34,96,493</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



## **Resolution 7:-**

To Approve Material Related Party Transaction(s) with Mr. Bhavik Bhimjyani

Resolution Required: (Ordinary)			7 – To Approve Material Related Party Transaction(s) with Mr. Bhavik Bhimjyani					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}
Promoter and Promoter Group	E-Voting	30,97,677	0	0%	0	0	0%	0%
	Poll		0	0%	0	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		-	<b>0%</b>	-	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Institutions	E-Voting	800	-	0%	-	0	0%	0%
	Poll		-	0%	-	0	0%	0%
	Postal Ballot		-	0%	-	0	0%	0%
	<b>Total</b>		-	<b>0%</b>	-	<b>0</b>	<b>0%</b>	<b>0%</b>
Public Non Institutions	E-Voting	12,60,523	5,016	0.40%	5,016	0	100%	0%
	Poll		3,79,515	30.11%	3,79,515	0	100%	0.00%
	Postal Ballot		-	0.0000	-	0	0%	0%
	<b>Total</b>		<b>3,84,531</b>	<b>30.51%</b>	<b>3,84,531</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Total</b>		<b>43,59,000</b>	<b>3,84,531</b>	<b>8.82%</b>	<b>3,84,531</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

- 5) The Resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 7 in the Notice of the 39<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 39<sup>th</sup> Annual General Meeting of the Members held on 30th September, 2019.




**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, including the audited Balance Sheet as at March 31, 2019, 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. Pomesah Mahajan, a member, proposed and Mr. Kishanlal Mahajan 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, 2019, 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. To appoint Mr. Bhavik R. Bhimjyani (DIN:00160121) as Chairman and Managing Director of the Company:

Chairman placed before the meeting the documents with respect to his appointment to the office of Chairman and Managing Director of the Company.

Mrs. Shakuntladevi Mahajan, a member, seconded the proposal as a Ordinary resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions 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), subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to the appointment of Mr. Bhavik Bhimjyani, Director (DIN: 00160121) as Chairman and Managing Director of the company, who was appointed as Chairman and Managing Director by the Board at its meeting held on 14th February, 2019, as per the recommendations of Nomination and Remuneration Committee, subject to the approval of members of the Company, for a period of five years with effect from 14th February, 2019, upon the terms and conditions including



remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Bhavik Bhimjyani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**3. To appoint Mr. Manohar Kumar (DIN: 08355066) as an Independent Director**

Chairman placed before the meeting the documents received from Mr. Manohar Kumar, inter alia, proposal of his candidature to the office of Independent Director of the Company.

Ms. Dimple Mahajan, a member, seconded the proposal as a Ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manohar Kumar (DIN: 08355066), who was appointed as an Additional Director and who holds office until the date of this AGM, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to 14th February, 2024.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



4. **Power to borrow funds under section 180(1)(c) of the Companies Act, 2013:**

Chairman informed the Board that the Company proposes to meet the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow from time to time by way of loans and the existing approved limit may likely be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company upto Rs.50.00 Crores (Rupees Fifty Crores only).

Accordingly, it is proposed to seek the approval of the shareholders to the borrowing limits of Rs.50.00 Crores (Rupees Fifty Crores only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013 by way of a Special Resolution.

Mr. Deepak Lakhani, a member, seconded the proposal as a Special resolution:

**"RESOLVED THAT** pursuant to the provisions of section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys from time to time not withstanding that the money or the moneys to be borrowed, together with the moneys already borrowed by the Company in the ordinary course of business, may exceed the aggregate of paid-up share capital and free reserves of the Company, provided however that the total amount so borrowed by the Board of Directors shall not exceed Rs.50.00 crores (Rupees Fifty Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

5. **Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013:**

Chairman informed the Board that the in order to secure the borrowings / financial assistance, the Company may be required to create security by



way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company.

Mr. Chetan Damani, a member, seconded the proposal as a Special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate, persons, firms (hereinafter referred to as the **“Lending Agencies”**) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings or financial assistance or financial indebtedness availed/ to be availed by the Company including Subsidiary / Affiliate / Associate companies of the Company, from time to time, of an outstanding aggregate value not exceeding Rs.50.00 Crores (Rupees Fifty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary the terms and conditions of the aforesaid documents and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary for giving effect to this Resolution.”





6. **To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013:**

Chairman informed the Board that as per Section 186 of the Companies Act, 2013, a Company can invest/provide loans or give guarantees upto 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher. Consequently, it is proposed to authorise the Board of Directors of the Company to invest into securities of any body-corporate and/or make loan(s) in connection with loan(s) made upto 30.00 Crores (Rupees Thirty Crores only)

Mr. Bharat Shah, a member, seconded the proposal as a Special resolution:

**“RESOLVED THAT** pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall include any committee constituted by the Board or any persons authorized by the Board to exercise the power conferred on the Board by this resolution) to make loans or investments, in one or more tranches, by subscription, purchase or otherwise in subsidiary (ies)/ any body corporates in India or Abroad (existing or which may be promoted or incorporated) in any kind of securities or by providing of guarantee or security in connection with a loan made by any other persons to any subsidiary(ies)/any body / body corporate, in India or abroad, (existing or which may be promoted or incorporated) in excess of limits prescribed under section 186 of the Companies Act, 2013 but subject to the maximum limit of INR 30.00 crores (Rupees Thirty Crores only).

**RESOLVED FURTHER THAT** Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provisions of security on behalf of the Company, as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications and documents and such investments, loans and guarantees and provisions of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution.”



**7. To approve Material Related Party Transaction(s) with Mr. Bhavik Bhimjyani:**

Chairman informed the Board that the transactions by a listed entity with a related party if entered individually or taken together with previous transactions during a financial year, exceeding 10 percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall require approval of the members.

Mr. Deepak Rajpurkar, a member, seconded the proposal as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), Company’s policy on Related Party Transactions, and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, the members of the Company hereby approve the material related party arrangements or transactions as detailed below, entered / to be entered in to with the authority to the Audit Committee and Board of Directors of the Company to authorize the Management of the Company to enter in to the aforesaid material related party arrangements / transactions up on the principal terms mentioned in the Explanatory Statement annexed hereto:

- 1) Obtaining of working capital loans, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, roll over of the loan, extension of time for repayment of the loan, totally amounting to INR 10.00 Crores (Rupees Ten Crores only) from Mr. Bhavik R. Bhimjyani for a period from 01-04-2019 to 31-03-2020.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and / or expedient to give effect to this resolution.”

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



A handwritten signature in black ink, appearing to be "Deepak Rajpurkar". The signature is written in a cursive style with a long horizontal stroke at the end.

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 seven resolutions were passed with requisite majority.

For R. T. Exports Ltd.



**Bhavik R. Bhimjyani**  
Chairman and Managing Director  
DIN: 00160121