



## R. T. EXPORTS LTD

Date: 17<sup>th</sup> December, 2016

To,  
BSE Limited,  
P.J.Towers, Dalal Street,  
Mumbai.

**Scrip Code:-512565**

Dear Sirs,

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Details of voting results of the Extraordinary General Meeting,

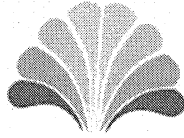
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Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the Extraordinary General Meeting (EGM) of the Company held on requisition on 16<sup>th</sup> December, 2016 at 9.00 A.M. and concluded at 9.45 A.M. at Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400021 in the prescribed format.

Remote e-voting facility to the members to cast their votes electronically on the resolutions was given from Tuesday, 9:00 a.m. IST, December 13, 2016 to Thursday, 5:00 p.m. IST, December 15, 2016, as provided in the notice of (EGM). The facility for voting through ballot paper was made available at the EGM and the members attended the meeting, who have not cast their vote by remote e-voting, was allowed to exercise their right at the meeting through ballot paper. Preference shareholders were allowed to vote in the meeting.

Harmony Holdings Ltd., one of the Shareholders of the Company, has filed a Company Petition before the Honorable National Company Law Tribunal (NCLT), Mumbai, against the Company and 7 others. The Hon. NCLT has permitted the Company to hold the EGM as scheduled on 16<sup>th</sup> December, 2016. The outcome of the EGM will be subject to the orders of the Hon. NCLT in the above mentioned Company Petition.





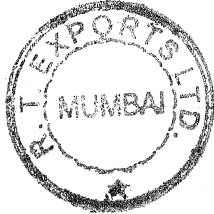
## R. T. EXPORTS LTD

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and voting through ballot paper at the EGM. The above are also being uploaded on the Company's website [www.rtexports.com](http://www.rtexports.com) and on the website of National Securities Depository Ltd.- [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Thanking you,

For **R. T. Exports Limited**

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



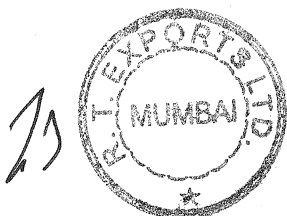
Encl: As above



## R. T. EXPORTS LTD

### DETAILS OF THE PROCEEDINGS OF THE MEETING:

| RESULTS OF THE MEETING |   |  |   |   |
|------------------------|---|--|---|---|
| Sr. No.                | Agenda  | Resolution required (Ordinary / Special) | Mode of voting  | Remarks   |
| 1                      | Rescinding of resolution No. 5 passed at the 34th Annual General Meeting of the Company held on July 15, 2014 & to make available for inspection by members any and every document, Deed or instrument executed thereon and to provide its copy on request. | Ordinary                                 | Remote e-voting facility to the members to cast their votes electronically on the resolutions was given from Tuesday, 9:00 a.m. IST, December 13, 2016 to Thursday, 5:00 p.m. IST, December 15, 2016, as provided in the notice of (EGM). The facility for voting through ballot paper was made available at the EGM and the members attended the meeting, who have not cast their vote by remote e-voting, was allowed to exercise their right at the meeting through ballot paper. Preference shareholders were allowed to vote in the meeting. | Resolution(s) failed as requisite majority was not available. |





## R. T. EXPORTS LTD

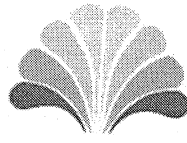
### Resolution-wise Details of Voting Results:

1) **RESCINDING OF RESOLUTION No. 5 PASSED AT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JULY 15, 2014**

"**RESOLVED THAT** pursuant to the relevant provisions of the Act and the rules made there under, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force read with Clause 11 of Secretarial Standard on General Meetings ("**SS-2**") issued by the Council of the Institute of the Company Secretaries of India and approved by the Central Government and the SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015), the Resolution No 5 passed under Section 188 of the Act, at the 34th Annual General Meeting of the Company held on 15 July 2014 relating to the grant of consent of the Company to enter into a contract or arrangement with Neelkanth Realtors Private Limited for the purpose of purchase of about 40,000 square feet of saleable residential area for a total consideration not exceeding Rs. 40 Crore, be and is hereby rescinded."

"**RESOLVED FURTHER THAT** any and every document, deed, or instrument executed pursuant to the said resolution dated 15 July 2014 be and is hereby made available for inspection by members of the Company for a period of not less than two weeks at the Registered office of the Company and the Company shall provide a copy of the same if further requested by any member and the requisite photocopying/printing costs shall be borne by the concerned member."



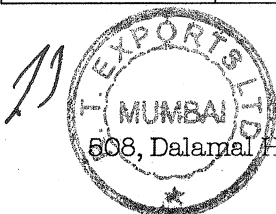


## R. T. EXPORTS LTD

| R.T. Exports Limited  |                |                    |   |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)  |                |                    | 1 - Rescinding of resolution No. 5 passed at the 34th Annual General Meeting of the Company held on July 15, 2014 & to make available for inspection by members any and every document, Deed or instrument executed thereon and to provide its copy on request.   |   |                          |                        |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | For the purposes of section 102(1)(a) of the Companies Act 2013, Mr. Bhavik Bhimjyani, Mr. Rashmi Bhimjyani and Ms. Asha Dawda, Directors and their relatives may be deemed to have interest or concern in the resolution, as the Resolution proposed pertains to rescission of Resolution No.5 passed at the 34th AGM of the Company held on 15th July , 2014, by which the transaction between the Company and Neelkath Realtors Pvt. Ltd. has been approved, which the requisitionist seeks to undo. |   |                          |                        |                                      |                                    |
| 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       | 2882287            | 0   | 0.00%                                   | 0                        | 0                      | 0%                                   | 0%                                 |
|   | Poll           |                    | 2882287   | 100.00%                                 | 0                        | 2882287                | 0%                                   | 100.00%                            |
|   | Postal Ballot  |                    | 0   | 0.00%                                   | 0                        | 0                      | 0%                                   | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2882287</b>  | <b>100.00%</b>                          | <b>0</b>                 | <b>2882287</b>         | <b>0.00%</b>                         | <b>100.00%</b>                     |
| Public Institutions   | E-Voting       | 800                | 0   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | Poll           |                    | 0   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | Postal Ballot  |                    | 0   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.00%</b>                            | <b>0</b>                 | <b>0</b>               | <b>0.00%</b>                         | <b>0.00%</b>                       |
| Public Non Institutions   | E-Voting       | 1475913            | 550025  | 37.27%                                  | 550025                   | 0                      | 100.00%                              | 0.00%                              |
|   | Poll           |                    | 53683   | 3.64%                                   | 134                      | 53549                  | 0.25%                                | 99.75%                             |
|   | Postal Ballot  |                    | 0   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | <b>Total</b>   |                    | <b>603708</b>   | <b>40.90%</b>                           | <b>550159</b>            | <b>53549</b>           | <b>91.13%</b>                        | <b>8.87%</b>                       |
| <b>Total</b>  |                | <b>4359000</b>     | <b>3485995</b>  | <b>79.97%</b>                           | <b>550159</b>            | <b>2935836</b>         | <b>15.78%</b>                        | <b>84.22%</b>                      |

### Preference Shares

|                              |                 |                 |                |                |                |               |               |
|------------------------------|-----------------|-----------------|----------------|----------------|----------------|---------------|---------------|
| Harmony Holdings Ltd.        | 7954150         | 7954150         | 100.00%        | 7954150        | 0              | 100.00%       | 0.00%         |
| Neelkanth Realtors Pvt. Ltd. | 7000000         | 7000000         | 100.00%        | 0              | 7000000        | 0.00%         | 100.00%       |
| <b>Total</b>                 | <b>14954150</b> | <b>14954150</b> | <b>100.00%</b> | <b>7954150</b> | <b>7000000</b> | <b>53.19%</b> | <b>46.81%</b> |





## R. T. EXPORTS LTD

### Consolidated (Equity and Preference shares)

|            |  |                 |                 |               |                |                |               |               |
|------------|--|-----------------|-----------------|---------------|----------------|----------------|---------------|---------------|
| Equity     |  | 4359000         | 3485995         | 79.97%        | 550159         | 2935836        | 15.78%        | 84.22%        |
| Preference |  | 14954150        | 14954150        | 100.00%       | 7954150        | 7000000        | 53.19%        | 46.81%        |
| Total      |  | <b>19313150</b> | <b>18440145</b> | <b>95.48%</b> | <b>8504309</b> | <b>9935836</b> | <b>46.12%</b> | <b>53.88%</b> |



**RACHANA PATEL**  
**PRACTICING COMPANY SECRETARY**  
**101, Ved Darshan, Raheja Township, Malad (East), Mumbai - 400097**

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**Consolidated Scrutinizer's Report**

(Pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended)

To,  
The Chairman,  
Extra-Ordinary General Meeting of the Equity Shareholders and Preference shareholders of R. T. Exports Ltd. held on requisition on Friday, 16<sup>th</sup> December, 2016 at 9.00 a.m. at Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai-400 021.

Dear Sir(s),

I, Ms. Rachana Patel, Company Secretary in Practice, have been appointed as scrutinizer of R. T. Exports Limited ("the Company"), pursuant to section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), for the purpose of scrutinizing the e-voting and Poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of Companies Act, 2013 on the below mentioned resolution, submit the report as under :

1. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by poll on the resolutions contained in the Notice to the Extra-Ordinary General meeting (EOGM) of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for voting through poll at the EOGM is restricted to make a Scrutinizer's report on the votes cast in "Favour" or "Against" the resolutions stated in notice to the EOGM, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL) the authorized agency engaged by the Company to provide remote e-voting facility and voting through poll conducted at the EOGM.
2. The remote e-voting period remained open from 13<sup>th</sup> December, 2016 (9.00 a.m.) to 15<sup>th</sup> December, 2016 (5.00 p.m.).
3. The shareholders holding shares as on the "cut off" date i.e. 09<sup>th</sup> December, 2016 were entitled to vote on the proposed resolution (item no. 1) as set out in the Notice of EOGM of R. T. Exports Ltd.
4. The votes were unblocked on 16<sup>th</sup> December, 2016 at 10.57 a.m. in the presence of two witnesses, Mr. Ajinkya Lad and Mr. Sudhir H. Surti who are not in employment of the Company.


Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of NSDL.




**RACHANA PATEL**  
**PRACTICING COMPANY SECRETARY**  
**101, Ved Darshan, Raheja Township, Malad (East), Mumbai - 400097**

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5. An empty Ballot Box was shown to the members and locked in the presence of members, preference shareholders and proxies
6. After the time fixed for closing of poll by the Chairman, One Ballot Box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses, Mr. Ajinkya Lad and Mr. Sudhir H. Surti, who are not in employment of the Company, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

  
\_\_\_\_\_  
(Ajinkya Lad)

  
\_\_\_\_\_  
(Sudhir H. Surti)

8. Preference shareholders were allowed to vote in the meeting.
9. One proxy form was invalid as the stamp was not cancelled, and another two marked for 1016 and 1000 shares less than the actual holding.
10. Six shareholders voted through remote e-voting and 47 voted by way of poll. However, 3 (Three) shareholders voted through remote e-voting as well as poll, 5 shareholders did not vote and 3 shareholders abstained from voting.

|   |    |
|---|----|
| Total no of shareholders / proxies / representatives attended the meeting | 52 |
| Invalid proxy   | 1  |
| Voted through remote evoting as well as ballot voting                     | 3  |
| Did not deposit ballots in the ballot box                                 | 5  |
| Abstained from voting   | 3  |
| Total Count   | 40 |

11. Total 3485995 votes casted by equity shareholders.
12. Total 14954150 votes casted by preference shareholders.
13. The results of the remote e-voting of Equity Shareholders and ballot voting of Equity and preference Shareholders are as under:
  - A. **Consolidated, combined result of remote e-voting and Ballot voting conducted at the Meeting, considering the votes of Equity and Preference Shares:**





# RACHANA PATEL

## PRACTICING COMPANY SECRETARY

101, Ved Darshan, Raheja Township, Malad (East), Mumbai - 400097

**Resolution No. 1 - To rescind the Resolution No 5 Passed at the 34th Annual General Meeting of the Company held on July 15, 2014 and to make available for inspection and copy thereof on request of every document, deed or instrument executed pursuant to the said resolution dated 15th July, 2014.**

### R.T. Exports Limited

| Resolution Required : (Ordinary)  |                | 1 - Rescinding of resolution No. 5 passed at the 34th Annual General Meeting of the Company held on July 15, 2014 & to make available for inspection by members any and every document, Deed or instrument executed thereon and to provide its copy on request.  |                     |   |                          |                        |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | For the purposes of section 102(1)(a) of the Companies Act 2013, Mr. Bhavik Bhimjyani, Mr. Rashmi Bhimjyani and Ms. Asha Dawda, Directors and their relatives may be deemed to have interest or concern in the resolution, as the Resolution proposed pertains to rescission of Resolution No.5 passed at the 34th AGM of the Company held on 15th July, 2014, by which the transaction between the Company and Neelkath Realtors Pvt. Ltd. has been approved, which the requisitionist seeks to undo. |                     |   |                          |                        |                                      |                                    |
| 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       | 2882287  | 0                   | 0.00%                                   | 0                        | 0                      | 0%                                   | 0%                                 |
|   | Poll           |  | 2882287             | 100.00%                                 | 0                        | 2882287                | 0%                                   | 100.00%                            |
|   | Postal Ballot  |  | 0                   | 0.00%                                   | 0                        | 0                      | 0%                                   | 0.0000                             |
|   | <b>Total</b>   |  | <b>2882287</b>      | <b>100.00%</b>                          | <b>0</b>                 | <b>2882287</b>         | <b>0.00%</b>                         | <b>100.00%</b>                     |
| Public Institutions   | E-Voting       | 800  | 0                   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | Poll           |  | 0                   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | Postal Ballot  |  | 0                   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | <b>Total</b>   |  | <b>0</b>            | <b>0.00%</b>                            | <b>0</b>                 | <b>0</b>               | <b>0.00%</b>                         | <b>0.00%</b>                       |
| Public Non Institutions   | E-Voting       | 1475913  | 550025              | 37.27%                                  | 550025                   | 0                      | 100.00%                              | 0.00%                              |
|   | Poll           |  | 53683               | 3.64%                                   | 134                      | 53549                  | 0.25%                                | 99.75%                             |
|   | Postal Ballot  |  | 0                   | 0.00%                                   | 0                        | 0                      | 0.00%                                | 0.00%                              |
|   | <b>Total</b>   |  | <b>603708</b>       | <b>40.90%</b>                           | <b>550159</b>            | <b>53549</b>           | <b>91.13%</b>                        | <b>8.87%</b>                       |
| <b>Total</b>  |                | <b>4359000</b>   | <b>3485995</b>      | <b>79.97%</b>                           | <b>550159</b>            | <b>2935836</b>         | <b>15.78%</b>                        | <b>84.22%</b>                      |



**RACHANA PATEL**  
**PRACTICING COMPANY SECRETARY**  
**101, Ved Darshan, Raheja Township, Malad (East), Mumbai - 400097**

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**Preference Shares**

|                              |  |                 |                 |                |                |                |               |               |
|------------------------------|--|-----------------|-----------------|----------------|----------------|----------------|---------------|---------------|
| Harmony Holdings Ltd.        |  | 7954150         | 7954150         | 100.00%        | 7954150        | 0              | 100.00%       | 0.00%         |
| Neelkanth Realtors Pvt. Ltd. |  | 7000000         | 7000000         | 100.00%        | 0              | 7000000        | 0.00%         | 100.00%       |
| Total                        |  | <b>14954150</b> | <b>14954150</b> | <b>100.00%</b> | <b>7954150</b> | <b>7000000</b> | <b>53.19%</b> | <b>46.81%</b> |

**Consolidated (Equity and Preference shares)**

|            |  |                 |                 |               |                |                |               |               |
|------------|--|-----------------|-----------------|---------------|----------------|----------------|---------------|---------------|
| Equity     |  | 4359000         | 3485995         | 79.97%        | 550159         | 2935836        | 15.78%        | 84.22%        |
| Preference |  | 14954150        | 14954150        | 100.00%       | 7954150        | 7000000        | 53.19%        | 46.81%        |
| Total      |  | <b>19313150</b> | <b>18440145</b> | <b>95.48%</b> | <b>8504309</b> | <b>9935836</b> | <b>46.12%</b> | <b>53.88%</b> |

14. The register, all other papers and relevant records relating to voting shall remain under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EOGM.

Thanking you,  
Yours faithfully,



**Rachana Patel**  
**Practicing Company Secretary**  
**CP No. 14764 (ACS 39230)**

Countersigned by:  
For RT Exports Limited



**Bhavik Bhimjyani**  
**Chairman of the Meeting**

**Dated: 17<sup>th</sup> December, 2016**  
**Place: Mumbai**