



R. T. EXPORTS LTD

Date: July 26, 2019

To,
The Manager
Department of Corporate Services
BSE Limited, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001

BSE Scrip Code: 512565

Sub: Submission of voting results of Postal ballot and e-voting as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of Postal Ballot and E-Voting conducted by the company along with Scrutinizer's Report dated July 25, 2019.

The resolution contained in the Postal Ballot Notice dated June 10, 2019 was passed by the shareholders with requisite majority.

The voting results along with the scrutinizer's report will also be made available on the Company's website accessible at www.rtexports.com

This is for your kind information and records.

Thanking you,

Yours faithfully,
For R.T. Exports Limited

Bhavik Bhimjyani
Chairman and Managing Director
DIN: 00160121



Encl: As above



R. T. EXPORTS LTD

Results of Postal Ballot

(As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|---|
| Name of the Company | R.T. EXPORTS LIMITED |
| Date of Postal Ballot Notice | June 10, 2019 |
| Voting Start Date | Tuesday, June 25, 2019 at 9:00 a.m. (IST) |
| Voting End Date | Wednesday, July 24, 2019 at 5:00 pm (IST) |
| Date of Declaration of Results | 25.07.2019 |
| Total number of Members as on record date | 2229 members as on Friday, May 31, 2019 ('Cutoff date') |
| No. of Members present in the meeting either in person or through proxy | |
| Promoters & Promoter Group | Not Applicable |
| Public | Not Applicable |
| No. of Members attended the meeting through Video Conferencing | |
| Promoters & Promoter Group | Not Applicable |
| Public | Not Applicable |

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R. T. EXPORTS LTD

Agenda wise disclosure:

Resolution – Reduction of Share Capital of the Company.

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|----------------|---------------------------|----------------------------|--|-------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes-in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 3097677 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot | | - | - | - | - | - | |
| | Total | | 3097677 | - | - | - | - | - |
| Public-Institutions | E-Voting | 800 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot | | - | - | - | - | - | |
| | Total | | 800 | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1260523 | 283 | 0.0225 | 278 | 5 | 98.2332 | 1.7668 |
| | Poll | | - | - | - | - | - | |
| | Postal Ballot | | 418745 | 33.2199 | 418735 | 10 | 99.9976 | 0.0024 |
| | Total | | 1260523 | 419028 | 33.2424 | 419013 | 15 | 99.9964 |
| Total | | 4359000 | 419028 | 9.6129 | 419013 | 15 | 99.9964 | 0.0036 |

For R T EXPORTS LIMITED



Bhavik Bhimjyani
Chairman and Managing Director
DIN: 00160121

US Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
R T Exports Limited
508 Dalamal House Nariman Point
Mumbai - 400021

Sub: Report on passing of resolutions through Postal Ballot Process by Equity Shareholders

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Practising Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on 10th June, 2019 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by National Securities Depository Limited, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolutions contained in the Postal Ballot Notice dated 10th June, 2019 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 10th June, 2019 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is as per my engagement in this respect including to conduct e-voting, physical ballots voting process in fair and transparent manner and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorised agency engaged by the Company to provide e-voting facilities and for voting done by postal ballots.

I submit my report as under:

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier/ registered acknowledge post on Monday, 24th June, 2019 to the equity shareholder of the Company, whose names appeared in the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on cut-off date i.e. Friday, 31st May, 2019.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Tuesday, 25th June, 2019 and it carried the required information as specified in the said rules.



D. M. ZAVERI & Co.

Company Secretaries

US Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

- 1.3 As mentioned in the Postal ballot notice all postal ballot forms received on or before 5.00 p.m. on Wednesday, 24th July, 2019 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by NSDL for voting thereafter.
- 1.4 The particulars of all Postal ballot forms received from the equity shareholders and details containing, *inter-alia*, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of NSDL (www.evoting.nsdl.com) have been entered into register maintained for the same.
- 1.5 All postal ballot forms received on or before 5.00 p.m. on Wednesday, 24th July, 2019 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal ballot no., no. of shares held, no. of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Link Intime India Private Limited ("RTA").
- 1.6 Envelopes containing postal ballot forms which were returned undelivered were not opened.
- 1.7 I have found one ballot forms which were considered invalid due to signature mismatch.
- 1.8 I have also received a complete record of votes cast by electronic mode from NSDL, the agency for providing and supervising electronic platform on Wednesday, 24th July, 2019 at 5.07 p.m. and which was closed by NSDL on Wednesday, 24th July, 2019 at 5.00 p.m.
- 1.9 The details containing *inter alia*, list of equity shareholders, who voted "FOR" / "AGAINST" of the resolutions that were put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by NSDL is as under:

| Mode of voting | Total valid votes | Votes in favour of Resolutions | | | Votes against the Resolutions | | | Invalid Votes | |
|---------------------------------------|-------------------|--------------------------------|---------------|------------------------|--------------------------------|-----------|------------------------|--------------------------------|-----------|
| | | No. of ballot / e-voting entry | Nos. | % to total valid votes | No. of ballot / e-voting entry | Nos. | % to total valid votes | No. of ballot / e-voting entry | Nos. |
| Item No 1: Reduction of Share Capital | | | | | | | | | |
| E-voting | 283 | 6 | 278 | 98.2332 | 3 | 5 | 1.7668 | 0 | 0 |
| Postal Ballot | 418745 | 28 | 418735 | 99.9976 | 4 | 10 | 0.0024 | 1 | 10 |
| Total | 419028 | 34 | 419013 | 99.9964 | 7 | 15 | 0.0036 | 1 | 10 |

- 1.10. I hereby confirm that the Special Resolution relating to reduction of share capital has been carried out in compliance Section 66 of the Companies Act, 2013 read with relevant rules.
- 1.11. Additionally, provisions of SEBI circular number CFD/DIL3/CIR/2017/21 dated March 10, 2017 are also applicable, which states that:
Clause I. A. 9.
(a)



D. M. ZAVERI & Co.

Company Secretaries

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(b) "The Scheme of Arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it, in inter alia, following cases:

- i.
- ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.
- iii. ...
- iv. ...
- v."

1.12. The voting details of the votes cast by public equity shareholders are as under:

| Category | No. of votes Cast | No. of votes in favour | No. of votes against | % of votes in favour on votes cast | % of votes against on votes cast |
|-----------------------------|-------------------|------------------------|----------------------|------------------------------------|----------------------------------|
| Promoter and Promoter Group | 0 | 0 | 0 | 0% | 0% |
| Public Shareholder | 419028 | 419013 | 15 | 99.9964% | 0.0036% |
| Total | 419028 | 419013 | 15 | 99.9964% | 0.0036% |

1.13. I hereby confirm that the Special Resolution by requisite majority relating to reduction of share capital has been carried out in compliance with SEBI circular number CFD/DIL3/CIR/2017/21 dated March 10, 2017.

The resolutions passed by requisite majority is as under:

| Reference to provisions of the Companies Act, 2013 and SEBI Circular | Type and description of resolutions |
|--|--|
| Special Resolution by requisite majority pursuant to the Sections 66 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI circular number CFD/DIL3/CIR/2017/21 dated March 10, 2017. | Reduction of Share Capital of the Company. |

1.14. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson or any director authorised by the Board considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.

1.15. The above mentioned resolutions are deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 24th July, 2019.



D. M. ZAVERI & Co.

Company Secretaries


CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

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1.16 You may accordingly declare the results of voting by postal ballot

For D. M. Zaveri & Co
Company Secretaries



Dharmesh Zaveri
(Proprietor)



Counter signed by Mr. Bhavik Bhimjyani
Chairman and Managing Director



Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 25th July, 2019

D. M. ZAVERI & Co.

Company Secretaries

BS Dharmesh Zaveri
B.Com., F.C.S.

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SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
R T Exports Limited
508 Dalamal House Nariman Point
Mumbai - 400021

Sub: Report on passing of resolutions through Postal Ballot Process by Preference Shareholders

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Practising Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on 10th June, 2019 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by National Securities Depository Limited, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolutions contained in the Postal Ballot Notice dated 10th June, 2019 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 10th June, 2019 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is as per my engagement in this respect including to conduct e-voting, physical ballots voting process in fair and transparent manner and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the authorised agency engaged by the Company to provide e-voting facilities and for voting done by postal ballots.

I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier/ registered acknowledge post on Monday, 24th June, 2019 to the equity and preference shareholder of the Company, whose names appeared in the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on cut-off date i.e. Friday, 31st May, 2019.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Tuesday, 25th June, 2019 and it carried the required information as specified in the said rules.



D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

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- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received on or before 5.00 p.m. on Wednesday, 24th July, 2019 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by NSDL for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the preference shareholders and details containing, *inter-alia*, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of NSDL (www.evoting.nsd.com) have been entered into register maintained for the same.
- 1.5. All postal ballot forms received on or before 5.00 p.m. on Wednesday, 24th July, 2019 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal ballot no., no. of shares held, no. of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Link Intime India Private Limited ("RTA").
- 1.6. Envelopes containing postal ballot forms which were returned undelivered were not opened.
- 1.7. I have found one ballot forms which were considered invalid due to signature mismatch.
- 1.8. I have also received a complete record of votes cast by electronic mode from NSDL, the agency for providing and supervising electronic platform on Wednesday, 24th July, 2019 at 5.07 p.m. and which was closed by NSDL on Wednesday, 24th July, 2019 at 5.00 p.m.
- 1.9. The details containing inter alia, list of Preference Shareholders, who voted "FOR"/ "AGAINST" of the resolutions that were put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by NSDL is as under:

| Mode of voting | Total valid votes | Votes in favour of Resolutions | | | Votes against the Resolutions | | | Invalid Votes | |
|---------------------------------------|-------------------|--------------------------------|---------|------------------------|--------------------------------|------|------------------------|--------------------------------|------|
| | | No. of ballot / e-voting entry | Nos. | % to total valid votes | No. of ballot / e-voting entry | Nos. | % to total valid votes | No. of ballot / e-voting entry | Nos. |
| Item No 1: Reduction of Share Capital | | | | | | | | | |
| E-voting | 0 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0 | 0 |
| Postal Ballot | 1495415 | 2 | 1495415 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |
| Total | 1495415 | 2 | 1495415 | 100.00 | 0 | 0 | 0.00 | 0 | 0 |

- 1.10. I hereby confirm that the Special Resolution relating to reduction of share capital has been carried out in compliance Section 66 of the Companies Act, 2013 read with relevant rules.



D. M. ZAVERI & Co.

Company Secretaries

BS Dharmesh Zaveri
B.Com., F.C.S.

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- 1.11. I hereby confirm that compliance with SEBI circular number CFD/DIL3/CIR/2017/21 dated March 10, 2017 is NOT APPLICABLE, since there are no public shareholders holding preference shares in the Company.

The resolutions passed by requisite majority are as under:

| Reference to provisions of the Companies Act, 2013 | Type and description of resolutions |
|---|--|
| Special Resolution pursuant to the Sections 66 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder. | Reduction of Share Capital of the Company. |

- 1.12. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson or any director authorised by the Board considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.13. The above mentioned resolutions are deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 24th July, 2019.
- 1.14. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Company Secretaries



Dharmesh Zaveri
(Proprietor)



Counter signed by Mr. Bhavik Bhimjyani
Chairman and Managing Director



Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 25th July, 2019