



DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

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Form No.: MGT-13

SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies [Management and Administration] Rules, 2014 & Section 109 of the Companies Act, 2013 and Rule 21(2))

To

Mr. Rajesh Mehta

The Chairman

RAJESH EXPORTS LIMITED

#4, BATAVIA CHAMBERS, KUMARAKRUPA ROAD

KUMARA PARK EAST,

BENGALURU – 1

Sub: Consolidated Scrutinizer Report on remote E-voting / Physical ballot forms conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 and voting at the Twenty fifth Annual General Meeting of the Equity Shareholders of RAJESH EXPORTS LIMITED held on 30th day of September, 2019 at Guru Raja Kalyana Mantap, No.21, Crescent Road, Bangalore – 560 001, Karnataka at 12:00PM

Dear Sir,

1. I, CS DEEPAK SADHU proprietor of DEEPAK SADHU & CO, COMPANY SECRETARIES, Bangalore appointed as the Scrutinizer for the purpose of e-voting and physical ballot process being carried out , as per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 as amended by the Companies [Management and Administration] Rules, 2015 for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process, the physical

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ballot forms received from the shareholders in respect of the resolutions passed at the 25th Annual General Meeting of the Equity Shareholders of the Company held on 30th day of September, 2019 at 12:00 PM.

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means and physical ballot voting on the resolutions contained in the Notice to the 25th Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and physical ballot is restricted to make a scrutinizer's report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions as per Annexure, based on the reports generated from the e-voting system provided National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and of the voting ballots received at the AGM.
3. One Ballot box kept for voting was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
5. The Ballot papers if found incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The Notice dated 29th May, 2019 as per section 101 of the Companies Act, 2013 along with the statement setting out material facts under section 102 of the Act was sent to the shareholders in respect of the resolutions to be passed at the AGM of the Company on 04th September, 2019. The Notice was also published in "The Economic Times" (English) and "Sanjayvani" (Kannada) on 09th September, 2019.

7. The Notice was also hereby given pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies [Management and Administration Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members of the Company and Share Transfer Books will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive).
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 9.00 am on 27th September, 2019 to 5.00 pm on 29th September, 2019 on the resolutions as per Annexure by the members of the company.
9. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) i.e., <https://www.evoting.nsdl.com/> for conducting remote e-voting by the shareholders of the company.
10. The votes cast through e-voting process were unblocked by me on 30th September 2019 after the completion of Annual General Meeting in the presence of 2 witnesses who are not in employment of the Company and who witnessed the unblocking of votes.
11. The Company had arranged for the Ballot papers and distributed them to the members present at the AGM.
12. I have counted the votes cast on Ballot and have prepared this Report, addressed to the Chairman, stating votes in favor, against the Resolutions and invalid votes, if any.

13. The final report generated was tabulated by me and the data regarding the final e-votes and physical votes was diligently scrutinized. The whole data regarding the members who had voted electronically was reconciled as per the data available on the website of National Securities Depository Limited (NSDL) i.e., <https://www.evoting.nsdl.com/>

14. At the Annual General Meeting (AGM) held on 30th September 2019, the Company had provided polling papers to enable those shareholders who had not casted their votes by e-voting facility in respect of Resolutions (Items No. 1 to 5 as set out in the Notice of the 25th Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

15. My consolidated report of the votes cast by shareholders through remote e-voting and physical ballot at the AGM with their pattern of voting is, as per the Annexure annexed to this report.

ANNEXURE:

The consolidated result of e-voting & physical ballot is as under:

1. RESOLUTION NO.1 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

Ordinary Resolution for adoption of the Consolidated and Standalone Financial Statements for the year ended 31st March 2019 together with the reports of the Directors and Auditors thereon.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
201	143942912	99.99%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
02	105	0.01%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	0

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	0

2. RESOLUTION NO.2 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

Ordinary Resolution for declaration of dividend for the financial year 2018-19.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
204	164104155	99.95%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
01	80422	0.05%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

3. RESOLUTION NO.3 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -
Ordinary Resolution to ratify re-appointment of auditors and fix their remuneration.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
185	142477602	98.82%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
19	1708268	1.18%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

4. RESOLUTION NO.4 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

Ordinary Resolution to appoint a director in place of Mr. Prashant Mehta, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re- appointment.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
198	163265280	99.44%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
07	919297	0.56%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

5. RESOLUTION NO.4 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] : -
Ordinary Resolution to approve the appointment of Joseph T D as Non Independent and Non-executive Director.

(i) Voted in FAVOUR of the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
179	141815480	98.36%

(ii) Voted AGAINST the Resolution:		
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast	% of total number of valid votes cast
25	2370390	1.64%

(iii) INVALID Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

(iv) ABSTAIN Votes:	
Total e-votes cast and members present and voting (in person or by proxy)	Number of Votes cast
00	00

A Compilation of data containing a list of equity shareholders/custodians/proxies who voted in "FAVOUR", "AGAINST" "ABSTAIN FROM VOTING" and "INVALID VOTES" for each resolution is enclosed.

All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 25th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe custody.

Thanking You,

Place : **Bangalore**

Date : **01st Oct, 2019**

Yours Faithfully,

(CS DEEPAK SADHU)

Proprietor

DEEPAK SADHU & CO, COMPANY SECRETARIES

Scrutinizer