

# RAJDARSHAN INDUSTRIES LIMITED

Regd. Office : 59, Moti Magri Scheme, Udaipur - 313001 (Raj.) INDIA

Phone : 91-294-2427999, 2430200 | Fax : 91-294-2426655, CIN : L29222RJ1980PLC002145

e-mail : info@rajdarshanindustrieslimited.com | web : www.rajdarshanindustrieslimited.com

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September 26, 2015

To  
**The Manager,**  
Listing Department  
National Stock Exchange of India Ltd.,  
5<sup>th</sup> Floor Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
**MUMBAI - 400051**

## **Sub: Outcome of Thirty Fourth Annual General Meeting**

This is to inform that Thirty Fourth Annual General Meeting of the Company has been duly convened and held on Saturday, September 26, 2015 at Registered office of the Company 59, Moti Magri Scheme, Udaipur – 313001

Pursuant to the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had extended voting facility to the members of the Company in respect of business transacted at 34<sup>th</sup> AGM through voting by electronic means conducted between September 22, 2015 to September 25, 2015 as well as voting at the venue of the AGM on September 26, 2015

The Board of Directors had appointed Mr. Ramesh Chandra Soni, Practicing Chartered Accountant as the Scrutinizer for e-voting and poll.

The following resolutions have been passed with requisite majority based on consolidated Results submitted by the Scrutinizer on E-voting and Poll.

1. Adoption of audited financial statements of the Company for the year ended March 31, 2015, together with the report of the Board of Directors and the Auditors thereon
2. Re-appointment of Mr. Devendra Sharma (DIN: 00921174) as Director who retires by rotation and being eligible offers himself for re-appointment.



# **R** RAJDARSHAN INDUSTRIES LIMITED

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3. Appointment of M/s SATYAM SVG & Co. as Statutory Auditors to hold office from the conclusion of 34<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General Meeting
4. Appointment of Mr. O.P. Jain (DIN: 02239645) as an Independent Director for a period of five years.
5. Appointment of Ms. Surabhi Yadav (DIN: 06572436) as an Independent Director for a period of five years.
6. Authorizing Board of Directors to borrow any sum or sums of monies from time to time for Company's business, not exceeding Rs. 40 crores (Forty crores.)
7. Authorizing Board of Directors to hypothecate/mortgage and/ or encumber all or any part of movable or immovable properties of the Company in favour of financial institutions, banks or lending institutions to secure their rupee and foreign currency loans or any financial assistance granted/advanced.

**For Rajdarshan Industries Limited,**



**K.M. Murdia  
Compliance Officer**



**Encl: Consolidated Scrutinizer Report**

**R.C. Soni**  
B.Com., FCA

**R.C. Soni & Co.**

Chartered Accountants

29, Chhoti Maheshwari Street  
Dhan Mandi, Udaipur - 313001  
Tel. : (0294) 2415340 / 2415352  
Mobile : 98290 41130

**CONSOLIDATED REPORT OF SCRUTINIZER ON**  
**REMOTE E-VOTING AND POLL**

Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20(3) (xi) & (21(2) of the Companies (Management and Administration) Rules, 2014

September 26, 2015

To

The Chairman

Rajdarshan Industries Limited

**Subject: Passing of Resolutions through Remote e-voting and Poll conducted at the Thirty Fourth Annual General Meeting of Rajdarshan Industries Limited held on Saturday, September 26, 2015.**

Dear Sir,

I, Ramesh Chandra Soni, , Practicing Chartered Accountant, R C Soni & Co. having office at 29, Chhoti Maheshwari Street, Dhanmandi, Udaipur - 313001 have been appointed as Scrutinizer by the Board of Directors of Rajdarshan Industries Limited ("the Company") for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration ) Rules, 2014, as amended ("Rules") and Poll taken through ballot papers under the provisions of section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice of 34<sup>th</sup> AGM of Shareholders of the Company held on Saturday, September 26, 2015 at 11:00 a.m. at registered office of the Company, 59, Moti Magri Scheme, Udaipur -313001.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to voting on the resolutions contained in the Notice of AGM. My responsibilities as a Scrutinizer was restricted to make a Scrutinizer's Report of the votes cast 'in favour " or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency to provide e-voting facilities engaged by the



Company from September 22, 2015 (9.00 a.m.) to September 25, 2015(5:00 p.m.) and voting through Poll at the Annual General Meeting.

This report consolidates result of remote e-voting and result of voting conducted through Poll. The summary of the combined result is provided hereinafter for reference.

**Resolution No. 1: Ordinary Resolution** for adoption of the Financial Statements of the Company for the year March 31, 2015 including audited Balance Sheet as at March 31, 2015 and the statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.

i. Voted in **favour** of the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 5                       | 94650                          | 100.00                                 |
| Poll (Ballot Paper) | 18                      | 577582                         | 100.00                                 |
| Total               | 23                      | 672232                         | 100.00                                 |

ii. Voted **against** the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

iii. **Invalid votes:**

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

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**Resolution No. 2: Ordinary Resolution** for re-appointment of Mr. Devendra Sharma (DIN: 00921174) as Director who retires by rotation and being eligible offers himself for re-appointment.

i. Voted in **favour** of the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 5                       | 94650                          | 100.00                                 |
| Poll (Ballot Paper) | 18                      | 577582                         | 100.00                                 |
| Total               | 23                      | 672232                         | 100.00                                 |

ii. Voted **against** the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

iii. Invalid votes:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

**Resolution No. 3: Ordinary Resolution** for appointment of M/s SATYAM SVG & Co., Chartered Accountants, (Firm Reg. No.01174C) as Statutory Auditors of the Company.

i. Voted in **favour** of the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 5                       | 94650                          | 100.00                                 |
| Poll (Ballot Paper) | 18                      | 577582                         | 100.00                                 |
| Total               | 23                      | 672232                         | 100.00                                 |

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ii. Voted against the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

iii. Invalid votes:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

**Resolution No. 4: Ordinary Resolution** for appointment of Mr. O.P. Jain (DIN: 02239645), as an Independent Director.

i. Voted in favour of the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 5                       | 94650                          | 100.00                                 |
| Poll (Ballot Paper) | 18                      | 577582                         | 100.00                                 |
| Total               | 23                      | 672232                         | 100.00                                 |

ii. Voted against the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

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iii. Invalid votes:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

**Resolution No. 5: Ordinary Resolution** for appointment of Ms. Surabhi Yadav (DIN: 06572436), as an Independent Director.

i. Voted in favour of the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 5                       | 94650                          | 100.00                                 |
| Poll (Ballot Paper) | 18                      | 577582                         | 100.00                                 |
| Total               | 23                      | 672232                         | 100.00                                 |

ii. Voted against the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

iii. Invalid votes:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

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**Resolution No. 6: Special Resolution** for authorizing Board of Directors to borrow any sum or sums of monies from time to time for Company's business, not exceeding Rs. 40 crores (Forty crores.)

i. Voted in **favour** of the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 5                       | 94650                          | 100.00                                 |
| Poll (Ballot Paper) | 18                      | 577582                         | 100.00                                 |
| Total               | 23                      | 672232                         | 100.00                                 |

ii. Voted **against** the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

iii. **Invalid votes:**

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

**Resolution No. 7: Special Resolution** for authorizing Board of Directors to hypothecate/mortgage and/ or encumber all or any part of movable or immovable properties of the Company in favour of financial institutions, banks or lending institutions to secure their rupee and foreign currency loans or any financial assistance granted/advanced.

i. Voted in **favour** of the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 5                       | 94650                          | 100.00                                 |
| Poll (Ballot Paper) | 18                      | 577582                         | 100.00                                 |
| Total               | 23                      | 672232                         | 100.00                                 |

**R.C. Soni**  
B.Com., FCA

# R.C. Soni & Co.

Chartered Accountants

29, Chhoti Maheshwari Street  
Dhan Mandi, Udaipur - 313001  
Tel. : (0294) 2415340 / 2415352  
Mobile : 98290 41130

ii. Voted against the resolution:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

iii. Invalid votes:

| Mode of Voting      | Number of members voted | Number of votes casted by them | % of total number of valid votes cast. |
|---------------------|-------------------------|--------------------------------|----------------------------------------|
| Remote E-voting     | 0                       | 0                              | 0                                      |
| Poll (Ballot Paper) | 0                       | 0                              | 0                                      |
| Total               | 0                       | 0                              | 0                                      |

The relevant records relating to remote e-voting and voting through Poll (Ballot Papers) has been handed over to the Compliance Officer for safe keeping.

Thanking You

For R C Soni & Co.  
Chartered Accountants

  
Ramesh Chandra Soni  
Proprietor  
Membership No.: 071921  
Firm Registration No.: 004095C

Place: Udaipur  
Date: 26/09/2015