

# R RAJDARSHAN INDUSTRIES LIMITED

CIN-L14100RJ1980PLC002145

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

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

<p><b>To</b> <b>The Manager,</b> Listing Department National Stock Exchange of India Ltd., 5<sup>th</sup> Floor Exchange Plaza, Bandra Kurla Complex, Bandra (E), <b>MUMBAI - 400 051</b></p>	<p><b>To</b> <b>The Bombay Stock Exchange Ltd.,</b> Department of Corporate Relations Rotunda Building, P. J. Towers Dalal Street, <b>MUMBAI- 400 001</b></p>
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**Sub: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("LODR Regulations, 2015)**

Dear Sir,

This is to inform that the 38<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, September 30, 2019 at 10:00 a.m. at Hotel Rajdarshan Udaipur-313001 and business mentioned in the Notice dated August 14, 2018 convening the AGM was transacted.

In this regard, please find enclosed the following;

**Annexure I:** Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the LODR Regulations

**Annexure II:** Voting results of AGM pursuant to Regulation 44 of the LODR Regulations

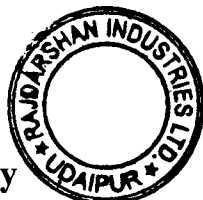
**Annexure III:** Consolidated Scrutinizer Report

This is for information and record

Thanking you,

Sincerely,  
For Rajdarshan Industries Limited

*Kalp Shri*  
Kalp Shri Vaya  
Company Secretary



# **ANNEXURE I**

## **BRIEF PROCEEDINGS OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 38<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, 30<sup>th</sup> September, 2019 at 10.00 a.m. at Hotel Rajdarshan, Udaipur - 313001. Mr. Prakash Kumar Verdia, Chairman of the Board occupied the Chair. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman welcomed all his colleagues on the Board and shareholders of the Company. The Chairman then delivered his speech.

With the concurrence of the members, the Notice of the 38<sup>th</sup> Annual General Meeting together with Financial Statements, Auditor's Report and Board's Report were taken as read.

The Chairman then informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice convening the 38<sup>th</sup> Annual General Meeting of the Company. Members who were present at the AGM and had not cast their votes through remote e-voting were provided with an opportunity to cast their votes through Ballot papers which were being distributed to them. The Board of Directors of the Company had appointed Mr. Ramesh Chandra Soni, Practicing Chartered Accountant as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and by way of Ballot forms.

The following items of business, as per the Notice convening the 38<sup>th</sup> AGM of the Company dated August 14, 2019 were transacted at the meeting.

1. Adoption of the Standalone and consolidated financial statements of the Company for the financial year 2018-2019 together with the reports of the Board of Directors and Auditors' thereon;
2. To appoint a Director in place of Mrs. Aruna Doshi (DIN: 00949220), who retires by rotation and being eligible offers himself for re-appointment;
3. Re- Appointment of Ms. Surabhi Yadav (DIN:02416642) as Non Executive Independent Director of the Company;

For Rajdarshan Industries Ltd.

*Rajeshwari*  
Company Secretary

**Rajdarshan Industries Limited**  
**CIN: L14100RJ1980PLC002145**

4. To approve continuation of payment of remuneration to Executive Directors who are promoters in excess of threshold limits as per SEBI(LODR)(Amendment) Regulations, 2018

The Chairman invited comments and queries from the members on the agenda items as set out in the Notice convening this 38<sup>th</sup> AGM of the Company. Necessary clarifications were provided by the Chairman and the Managing Director of the Company. The Chairman thanked all the members for their participation at the AGM and for their support.

Thereafter, the members casted their votes on the Ballot Papers and deposited the same in the ballot boxes placed at the meeting hall.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 12:00 p.m.

The details of the voting results (remote e-voting and ballot voting) on all the resolutions as set out in the Notice of AGM are enclosed.

For Rajdarshan Industries Ltd.

  
Company Secretary

## ANNEXURE II

Details of Proceedings of Thirty Eighth Annual General Meeting				
Date of AGM	Monday, September 30, 2019			
Total number of shareholders on record date i.e. September 23, 2019 :	2408			
No. of shareholders present in the meeting either in person or through proxy:	35			
Promoters and Promoter Group:	2			
Public:	33			
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable			
Promoters and Promoter Group:				
Public:				
Summary of Voting on Resolutions:				
Sr. No.	Business	Resolution required Ordinary/ Special	Mode of Voting	Remarks
1	To receive, consider and adopt (a) Audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors' thereon. (b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors' thereon.	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority

For Rajdarshan Industries Ltd.  
Kishor Kumar  
Company Secretary

2	To appoint a Director in place of Mrs. Aruna Doshi (DIN: 00949220), who retires by rotation and being eligible offers herself for re-appointment	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
3	To Re-appoint Ms. Surabhi Yadav ( DIN:06572436) as Non-Executive Independent Director of the Company	Special	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
4	To approve continuation of payment of remuneration to Executive Directors who are promoters in excess of threshold limits as per SEBI(LODR)(Amendment) Regulations, 2018	Special	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority

For Rajdarshan Industries Ltd.

*Kalp & Co.*  
Company Secretary

**Agenda-wise Voting Results:**

Resolution No. 1:		Ordinary						
To receive, consider and adopt		No						
(a) Audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors' thereon.		No						
(b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors' thereon.		No						
Resolution required: (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter group are interested in the Agenda/Resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour votes polled	% of Votes against votes polled
		(1)	(2)	(3) =[(2)/(1)]* 100	(4)	(5)	(6) =[(4)/(2)]*100	(7) =[(5)/(2)]*100
Promoter and Promoter group	E-voting	1935377	585990	30.28	585990	0	100.00	0.00
	Poll*		1254837	64.84	1254837	0	100.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>1935377</b>	<b>1840827</b>	<b>95.12</b>	<b>1840827</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	21000	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>21000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public Non-Institutions	E-voting	1151923	4803	0.42	4803	0		
	Poll*		84417	7.33	84417	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>1151923</b>	<b>89220</b>	<b>7.75</b>	<b>89220</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Total</b>		<b>3108300</b>	<b>1930047</b>	<b>62.09</b>	<b>1930047</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

For Rajdarshan Industries Ltd.  
K. V. S. Rao  
Company Secretary

\*Voting through Ballot Paper at the AGM venue

**Resolution No. 2:**

To appoint a Director in place of Mrs. Aruna Doshi ( DIN : 00949220), who retires by rotation and being eligible offers herself for re-appointment

Resolution required:(Ordinary/Special)

		Ordinary						
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 = $[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour votes polled = $[(4)/(2)]*100$	% of Votes against votes polled = $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter group	E-voting	1935377	0	0.00	0	0	0	0.00
	Poll*		0	0.00	0	0	0	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>1935377</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-voting	21000	0	0.00	0	0	0	0
	Poll*		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>21000</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	1151923	4803	0.42	4803	0	0.00	0.00
	Poll*		84417	7.33	84417	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>1151923</b>	<b>89220</b>	<b>7.75</b>	<b>89220</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>3108300</b>	<b>89220</b>	<b>2.87</b>	<b>89220</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\* Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Ltd.

*Kalpeshwar*  
Company Secretary

**Resolution No. 3:**

**To Re-appoint Ms. Surabhi Yadav ( DIN: 06572436) as Non- Executive Independent Director of the Company.**

**Resolution required:(Ordinary/Special)**

		Special						
		No						
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 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	1935377	585990	30.28	585990	0	100.00	0.00
	Poll*		1254837	64.84	1254837	0	100.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>1935377</b>	<b>1840827</b>	<b>95.12</b>	<b>1840827</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	21000	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>21000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public Non-Institutions	E-voting	1151923	4803	0.42	4803	0		
	Poll*		84417	7.33	84417	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>1151923</b>	<b>89220</b>	<b>7.75</b>	<b>89220</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
	<b>Total</b>	<b>3108300</b>	<b>1930047</b>	<b>62.09</b>	<b>1930047</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

\*Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Ltd.  
Rajdarshan  
Company Secretary



Resolution No. 4: To approve continuation of payment of remuneration to Executive Directors who are promoters in excess of threshold limits as per SEBI(LODR)(Amendment) Regulations, 2018									
Resolution required:(Ordinary/Special)									
Whether Promoter/Promoter group are interested in the Agenda/Resolution									
Special									
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 votes polled	% of Votes on against votes polled	
		(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$	
Promoter and Promoter group	E-voting	1935377	0	0.00	0	0	0	0.00	
	Poll*		0	0.00	0	0	0	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	1935377	0	0.00	0	0	0.00	0.00	
Public Institutions	E-voting	21000	0	0.00	0	0	0	0	
	Poll*		0	0.00	0	0	0	0	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	21000	0	0.00	0	0	0.00	0.00	
Public Non-Institutions	E-voting	1151923	4803	0.42	4803	0	0	0	
	Poll*		84417	7.33	84417	0	100.00	0.00	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	1151923	89220	7.75	89220	0	100.00	0.00	
Total		3108300	89220	2.87	89220	0	100.00	0.00	

\*Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Limited  
*[Signature]*  
Company Secretary





**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 SCRUTINIZER'S REPORT**

(Pursuant to section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies) (Management and Administration) Rules, 2014.

To,  
The Chairman  
38<sup>th</sup> Annual General Meeting of the Members of  
RAJDARSHAN INDUSTRIES LIMITED  
Udaipur 313001

Dear Sir,

**SUB: 38<sup>th</sup> ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY OF RAJDARSHAN INDUSTRIES LIMITED HELD ON 30<sup>th</sup> SEPTEMBER 2019 AT 10.00 A.M. AT HOTEL RAJDARSHAN, UDAIPUR 313001.**

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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 (remote e-voting) as well as for voting at the Annual General Meeting venue through Ballot Paper (Poll); in fair and transparent manner and ascertaining the result thereof, in respect of resolution transacted at the 38<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of RAJDARSHAN INDUSTRIES LIMITED, held on 30<sup>th</sup> September, 2019 at 10.00 a.m. at Hotel Rajdarshan, Udaipur.

I submit my report as under:

- A. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide and facilitate remote e-voting process to the members of the company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said AGM. The company has also provided the facility of voting through Ballot Paper at the venue of the AGM to members attending the meeting but has not cast their vote by remote e-voting Facility.
- B. The cut-off date for determining the eligibility of the members to vote by remote e-voting or voting at the AGM is 23<sup>rd</sup> September 2019. As on "Cut-off date i.e 23<sup>rd</sup> September, 2019 there were 2408 (Two Thousand Four Hundred Eight) Members.
- C. The remote e-voting facility started on Friday 27<sup>th</sup> September, 2019 (09.00 A.M.) and ends on Sunday, 29<sup>th</sup> September 2019 (5.00 P.M.).
- D. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with rule 20(a)(v) of the Companies (Management and Administration) Rules, 2014, as amended was







**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

published in the "Financial Express, (in English language) (All editions) and in "Jai Rajasthan" (in Hindi Language)(Udaipur Edition), both on 04<sup>th</sup> September, 2019.

E. At the 38<sup>th</sup> AGM, after commencement of the Ballot process, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

F. The locked ballot box was subsequently opened by me in the presence of two witnesses, who are not in employment of the company and Ballot Papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by Ankit Consultancy Private Limited, the Registrar and Transfer Agent of the Company and also with the authorisation/proxies lodged with the company.

G. Thereafter, the electronic votes cast through remote e-voting provided by CDSL were unblocked in the presence two witnesses on 30<sup>th</sup> September, 2019 immediately after counting the votes cast through Ballot papers at the AGM.

H. There were no poll papers which were incomplete and/or which were otherwise found defective.

I. There were no invalid ballot paper.

J. Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)), and the votes cast by the members (including proxies) through Ballot papers at AGM, the consolidated results of the remote e-voting and voting at AGM, on all items of the business transacted at the AGM held on 30<sup>th</sup> September, 2019 are given in the Annexure enclosed herewith, forming part of this Report.

K. All relevant documents, records and papers relating to remote e-voting as well as poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 38<sup>th</sup> Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.







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

# R.C. Soni & Co.

Chartered Accountants

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

## CONCLUSION

All the resolutions mentioned in the AGM notice dated 14<sup>th</sup> August, 2019 under the remote e-voting and voting through Ballot conducted at the venue of the meeting have been passed with requisite majority.

Thanking You  
Yours Faithfully,

For R C Soni & Co.  
Chartered Accountants

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



Place: Udaipur  
Date: 30/09/2019



**RAJDARSHAN INDUSTRIES LIMITED**

38th Annual General Meeting held on 30th September 2019 at 10.00 A.M.

**CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & BALLOT**

Item No. of Notice of AGM	Subject Matter of the Resolution (in Brief)	REMOTE E-VOTING			POLL AT AGM			TOTAL			Invalid Votes	
		No. of Members Voted	No. of Valid Votes cast	No. of Members Voted	No. of Valid Votes cast	No. of Members Voted	No. of Valid Votes cast	No. of Members Voted	No. of Valid Votes cast	%age of total valid votes	No. of Members	No. of Invalid Votes
1	2	3	4	5	6	7	8	9	10	11	12	
1	Consideration and adoption of the (a) Audited Standalone Financial Statement of the company for the Financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon. (b) Audited Consolidated Financial Statement of the company for the Financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon.	9	590793	35	1339254	44	1930047	100.00	-	-	-	
2	To appoint a Director in place of Mrs. Aruna Doshi (DIN: 00949220), who retires by rotation and being eligible offers himself for re-appointment	4	4803	33	84417	37	89220	100.00	-	-	-	
3	Re-Appointment of Ms. Surabhi Yadav (DIN:02416642) as Non Executive Independent Director of the Company	4	4803	33	84417	37	89220	100.00	-	-	-	
4	To approve continuation of payment of remuneration to Executive Directors who are promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018	9	590793	35	1339254	44	1930047	100.00	-	-	-	
	Total	4	4803	33	84417	37	89220	100.00	-	-	-	

Note: 1. This is the Annexure referred to in Consolidated Scrutinizer's Report Dated 30th September 2019 and forming part of the Report.

