



RDB RASAYANS LIMITED

(AN ISO 9001-2008 Company)

REGD. OFFICE : BIKANER BUILDING, 3RD FLOOR, ROOM NO.-9, 8/1, LAL BAZAR STREET, KOLKATA-700 001 • PHONE : +91-33-4450 0500, 22305666 • FAX : +91-33-2242 0588

19th September, 2018

To
The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street
Mumbai- 400 001

Sub: Voting results and Scrutinizer's Report relating to the 23rd Annual General Meeting of the Members of the Company held on 18th September, 2018

Ref: Scrip Code: 533608

Dear Sir/Madam,

We would like to inform you that the 23rd Annual General Meeting (AGM) of the Members of the Company was held on Tuesday the 18th September, 2018 at 11:30 am and concluded at 12: 30 p.m. at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, 4th Floor, Kolkata-700017, West Bengal. In this regard please find enclosed the following:

1. Combined voting results in the prescribed format on the resolutions passed at the 23rd AGM, in compliance with the Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure- A)
2. Consolidated Scrutinizer Report along with voting results on the resolutions passed at the 23rd AGM in compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (Annexure -B)

Please take the same on your records.

Thanking You,

Yours faithfully,

For **RDB Rasayans Ltd**




Mausami Das
Company Secretary & Compliance Officer

RDB Rasayans Limited

23rd Annual General Meeting held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata- 700017 at 11:30 a.m

Declaration of results of Remote E-voting and voting through poll at the AGM Venue

The brief analysis of the results of the voting through remote e-voting and Ballot form are as under:

Date of the AGM	18th September, 2018		
Total number of shareholders on record date (being the cut-off date for determining shareholders entitled to e-voting (11th September, 2018))	2749		
Number of shareholders present at the meeting either in person or through proxy:			
Promoter and Promoter group:	6		
Public:	89		
Number of shareholders attended the meeting through Video Conferencing:			
Promoter and Promoter group:	Not Applicable		
Public:	Not Applicable		

AGENDA WISE DISCLOSURE

ORDINARY BUSINESS:

Resolution Required : (Ordinary)		1 - Ordinary Resolution to consider and adopt Audited Financial Statements together with the Reports of the Board of Directors and Auditors thereon for the year ended 31st March 2018.							
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 on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	12884084	12884084	100.0000	12884084	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		12884084	100.0000	12884084	0	100.0000	0.0000	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	4830716	102	0.0021	102	0	100.0000	0.0000	0
	Poll		158	0.0033	158	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		260	0.0054	260	0	100.0000	0.0000	0
Total		17714800	12884344	72.7321	12884344	0	100.0000	0.0000	0



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Resolution Required : (Ordinary)			2 - Ordinary Resolution to appoint a director in place of Smt Pragya Baid (DIN:06622497), who retires by rotation and being eligible, seeks re-appointment.						
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	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	12884084	11582404	89.8970	11582404	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		11582404	89.8970	11582404	0	100.0000	0.0000	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	4830716	102	0.0021	102	0	100.0000	0.0000	0
	Poll		158	0.0033	158	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		260	0.0054	260	0	100.0000	0.0000	0
Total		17714800	11582664	65.3841	11582664	0	100.0000	0.0000	0



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SPECIAL BUSINESS:

Resolution Required : (Ordinary)		3 - Ordinary Resolution for appointment of M/S L B Jha & Co. Chartered Accountants as Statutory Auditors of the Company to fill Casual vacancy							
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 on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]*100	[4]	[5]	[6]={[4]/[2]*100	[7]={[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	12884084	12884084	100.0000	12884084	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		12884084	100.0000	12884084	0	100.0000	0.0000	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	4830716	102	0.0021	102	0	100.0000	0.0000	0
	Poll		158	0.0033	158	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		260	0.0054	260	0	100.0000	0.0000	0
Total		17714800	12884344	72.7321	12884344	0	100.0000	0.0000	0



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Resolution Required : (Ordinary)			4 - Ordinary Resolution for appointment of M/s L B Jha & Co. Chartered Accountants as Statutory Auditors of the Company for period of five (5) years.						
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 on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	12884084	12884084	100.0000	12884084	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		12884084	100.0000	12884084	0	100.0000	0.0000	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	4830716	102	0.0021	102	0	100.0000	0.0000	0
	Poll		158	0.0033	158	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		260	0.0054	260	0	100.0000	0.0000	0
Total		17714800	12884344	72.7321	12884344	0	100.0000	0.0000	0



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Resolution Required : (Ordinary)			5 - Ordinary Resolution for the appointment of Sri Subrata Dutta(DIN: 08051343) as an Independent Non-Executive Director of the Company						
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 on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	12884084	12884084	100.0000	12884084	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		12884084	100.0000	12884084	0	100.0000	0.0000	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	4830716	102	0.0021	102	0	100.0000	0.0000	0
	Poll		158	0.0033	158	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		260	0.0054	260	0	100.0000	0.0000	0
Total		17714800	12884344	72.7321	12884344	0	100.0000	0.0000	0



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Resolution Required : (Ordinary)			6 - Special Resolution for the re-appointment of Sri Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Non-Executive Director for another term of five consecutive years w.e.f. 1st April, 2019						
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 on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	12884084	12884084	100.0000	12884084	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		12884084	100.0000	12884084	0	100.0000	0.0000	0
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	4830716	102	0.0021	102	0	100.0000	0.0000	0
	Poll		158	0.0033	158	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		260	0.0054	260	0	100.0000	0.0000	0
Total		17714800	12884344	72.7321	12884344	0	100.0000	0.0000	0





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

To,

The Chairman of the 23rd (Twenty Third) Annual General Meeting (AGM) of Members of RDB Rasayans Limited (CIN: L36999WB1995PLC074860), held on Tuesday, 18th day of September, 2018 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata- 700 017 at 11.30 A.M.

Dear Sir,

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **RDB Rasayans Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot forms at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 23rd Annual General Meeting of the Company held on Tuesday, 18th day of September, 2018 at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata- 700 017 at 11.30 A.M. do hereby submit my report as follows:

- (a) The Notice dated 14th day of August, 2018 convening the 23rd Annual General Meeting of the Company along with the Statement under Section





102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 25th August, 2018 to the members of the company.

- (b) The company provided remote e-voting facility offered by National Securities Depository Limited (NSDL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 11th September, 2018 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, 15th September, 2018 at 9:00 AM (IST) and ended on Monday, 17th September, 2018 at 5:00 PM (IST).
- (e) The member and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 23rd Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Smriti Agarwal, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting,





as well as the report generated from the e-voting website of NSDL, www.evoting.nsdl.com in respect of remote e-voting.

- (h) 13 Members have cast their votes through remote e-voting and all such votes are valid, 30 Members and/or their proxy have cast their votes through poll at the AGM venue out of which votes of 2 members are invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	Number of votes (shares) cast through Remote E- voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No.1 as an Ordinary Resolution: To considers and adopt the Audited Financial Statements together with the Reports of Board of Director and Auditors thereon for the year ended 31 st March, 2018.				
(1) Voted in favour of the resolution	12884186	158	12884344	100
(2) Voted against the resolution	0	0	0	0
Total	12884186	158	12884344	100





(3) Invalid votes:	0	3	3	--
Item No. 2 as an Ordinary Resolution: To appoint a director in place of Smt Pragya Baid (DIN: 06622497), who retires by rotation and being eligible, seeks re-appointment.				
(1) Voted in favour of the resolution	11582506	158	11582664	100
(2) Voted against the resolution	0	0	0	0
Total	11582506	158	11582664	100
(3) Invalid votes:	0	3	3	--
Special Business				
Item No. 3 as a Ordinary Resolution: For appointment of M/s L B Jha & Co , Chartered Accountants as Statutory Auditor of the Company to fill casual vacancy .				
(1)Voted in favour of the resolution	12884186	158	12884344	100
(2) Voted against the resolution	0	0	0	0





Total	12884186	158	12884344	100
(3) Invalid votes:	0	3	3	--

Item No. 4 as an Ordinary Resolution: Ordinary Resolution for appointment of M/s L B Jha Co, Chartered Accountants as Statutory Auditors of the Company for the periods of five (5) years .

(1)Voted in favour of the resolution	12884186	158	12884344	100
(2) Voted against the resolution	0	0	0	0
Total	12884186	158	12884344	100
(3) Invalid votes:	0	3	3	--

Item No. 5 as an Ordinary Resolution: For the appointment of M/s Sri Subrata Dutta (DIN 08051343), as an Independent Non-Executive Director of the Company .

(1)Voted in favour of the resolution	12884186	158	12884344	100
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(2) Voted against the resolution	0	0	0	0
Total	12884186	158	12884344	100
(3) Invalid votes:	0	3	3	--

Item No. 6 as a Special Resolution: For the re-appointment of Sri Sharad Kumar Bachhawat (DIN :05161130), as an Independent Non-Executive Director for another term of five consecutive years w.e.f. 1st April ,2019.

(1)Voted in favour of the resolution	12884186	158	12884344	100
(2) Voted against the resolution	0	0	0	0
Total	12884186	158	12884344	100
(3) Invalid votes:	0	3	3	--





Based on the aforesaid results, the resolution no.(s) 1 to 6 as contained in the Notice have been passed unanimously.

The physical ballot forms, remote e-voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,

Yours faithfully



Manoj Kumar Banthia
Partner

MKB & Associates
Membership No.: 11470
COP No.: 7596
FRN: P2010WB042700

Date: 19.09.2018

Place: Kolkata