



RAJESH EXPORTS LIMITED

Mfrs & Exporters of Gold and Diamond Jewellery
4, BATAVIA CHAMBERS, KUMARAKRUPA ROAD
KUMARA PARK EAST, BENGALURU - 1 INDIA
PH : 22266735, 22260443, 22282215, 41623638, 41529154
FAX : +91-80-2225 9503 Email : corpcomm@rajeshindia.com
CIN No. : L36911KA1995PLC017077
Website : www.rajeshindia.com

October 01, 2018

To,
The Manager Listing
National Stock Exchange of India Ltd
Mumbai
Scrip Symbol: RAJESHEXPO

To,
The Manager Listing
Bombay Stock Exchange Ltd
Mumbai
Scrip Code: 531500

Sub: Scrutinizer's Report

Pursuant to Regulation 44(3) of SEBI (LODR) Regulation 2015, in the format prescribed by SEBI vide Circular dated November 04, 2015, we hereby submit the Scrutinizer's Report on the voting done in our Annual General Meeting held on September 29, 2018. The same has been sent to NSDL, and is also available in the company website: <http://www.rajeshindia.com>

Thanking You

For, **Rajesh Exports Ltd.**

Joseph TD
Business Relations





DEEPAK SADHU & Co

COMPANY SECRETARIES

DEEPAK SADHU

B.Com, MBA (Finance), A.C.S.

ACS No: **39541**, CP No: **14992**

Web: www.deepaksadhu.com

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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 fourth Annual General Meeting of the Equity Shareholders of RAJESH EXPORTS LIMITED held on 29th day of September, 2018 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 24th Annual General Meeting of the Equity Shareholders of the Company held on 29th day of September, 2018 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 24th 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 30th May, 2018 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. The Notice was also published in "The Economic Times" (English) and "Sanjeevani" (Kannada).



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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 September 22nd, 2018 to September 29th, 2018 (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 September 26th, 2018 to 5.00 pm on September 28th, 2018 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 29th September 2018 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 favour, against the Resolutions and invalid votes.



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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 29th September 2018, 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 4 as set out in the Notice of the 24th 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.



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ANNEXURE:

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

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

To receive, consider and adopt the Consolidated and Standalone Financial Statements for the year ended 31st March 2018 as at that date 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
71	142552078	89.8249%

(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
142	16147815	10.1751%

(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



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

To confirm the dividend for the financial year 2017-18.

(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
222	159813876	99.8876%

(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	179819	0.1124 %

(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



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3. RESOLUTION NO.3 [(RESOLUTION – ORDINARY, BUSINESS – ORDINARY)] :-

To appoint 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
192	157127363	98.59%

(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
23	2250718	1.41%

(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



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

To appoint a director in place of Mr. Rajesh 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
66	142618491	89.26%

(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
157	17168561	10.74%

(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



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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 24th 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 , 2018**

Yours Faithfully,



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(CS DEEPAK SADHU)

Proprietor

DEEPAK SADHU & CO, COMPANY SECRETARIES

Scrutinizer

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RAJESH EXPORTS LIMITED	
Date of the AGM	29th September 2018
Total number of shareholders on record date	25059
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	107
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Consolidated and Standalone Financial Statements for the year ended 31st March 2018 as at that date together with the reports of the Directors and Auditors thereon.							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
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	159528974	0	0.0000	0	0	0.0000	0.0000
	Poll		126799570	79.4837	126799570	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		126799570	79.4837	126799570	0	100	0
Public- Institutions	E-Voting	70856286	31893990	45.0122	15746175	16147815	49.3704	50.6296
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000



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	Total		31893990	45.0122	15746175	16147815	49.3704	50.6296
Public- Non Institutions	E-Voting	64874699	5550	0.0086	5550	0	100.0000	0.0000
	Poll		783	0.0012	783	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6333	0.0098	6333	0	100	0
	Total	295259959	158699893	53.7492	142552078	16147815	89.8249	10.1751
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the dividend for the financial year 2017-18.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	159528974	0	0.0000	0	0	0.0000	0.0000
	Poll		126799570	79.4837	126799570	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		126799570	79.4837	126799570	0	100	0
Public- Institutions	E-Voting	70856286	33188272	46.8389	33008453	179819	99.4582	0.5418
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		33188272	46.8389	33008453	179819	99.4582	0.5418
Public- Non Institutions	E-Voting	64874699	5070	0.0078	5070	0	100.0000	0.0000
	Poll		783	0.0012	783	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000



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	Total		5853	0.0090	5853	0	100	0
	Total	295259959	159993695	54.1874	159813876	179819	99.8876	0.1124

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Auditors and fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	159528974	0	0.0000	0	0	0.0000	0.0000
	Poll		126799570	79.4837	126799570	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		126799570	79.4837	126799570	0	100	0
Public- Institutions	E-Voting	70856286	32572238	45.9694	30321520	2250718	93.0901	6.9099
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		32572238	45.9694	30321520	2250718	93.0901	6.9099
Public- Non Institutions	E-Voting	64874699	5490	0.0085	5490	0	100.0000	0.0000
	Poll		783	0.0012	783	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6273	0.0097	6273	0	100	0
Total	295259959	159378081	53.9789	157127363	2250718	98.59	1.41	



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Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Mr. Rajesh Mehta, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	159528974	0	0.0000	0	0	0.0000	0.0000
	Poll		126799570	79.4837	126799570	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		126799570	79.4837	126799570	0	100	0
Public- Institutions	E-Voting	70856286	32981149	46.5465	15812648	17168501	47.9445	52.0555
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		32981149	46.5465	15812648	17168501	47.9445	52.0555
Public- Non Institutions	E-Voting	64874699	5550	0.0086	5490	60	98.9189	1.0811
	Poll		783	0.0012	783	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		6333	0.0098	6273	60	99.0526	0.9474
Total		295259959	159787052	54.1174	142618491	17168561	89.26	10.74



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