

ANNEXURE I

BRIEF PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF THE COMPANY

The 37th Annual General Meeting (AGM) of the Company was held on Saturday, 29th September, 2018 at 10.00 a.m. at Hotel Rajdarshan, Udaipur - 313001. Mr. Prakash Kumar Verdia, was elected as Chairman of the meeting and he 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 37th 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 37th 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 37th AGM of the Company dated August 13, 2018 were transacted at the meeting.

1. Adoption of the Standalone and consolidated financial statements of the Company for the financial year 2017-2018 together with the reports of the Board of Directors and Auditors' thereon;
2. Re-appointment of Mr. Devendra Sharma (DIN:00921174), as a Director of the Company;
3. Appointment of Mr. Roshan Lal Nagar (DIN:02416642) as Non Executive Independent Director of the Company.

For Rajdarshan Industries Ltd.


Company Secretary

4. Appointment Mr. Prakash Kumar Verdia (DIN:02429305) as Non Executive Independent Director of the Company.
5. Appointment of Mr. Madhav Doshi (DIN:07815416) as Non Executive Director of the Company;
6. Appointment of Mrs. Aruna Doshi (DIN:00949220) as Director of the Company.
7. Appointment of Mrs. Aruna Doshi (DIN:00949220) as Whole Time Director of the Company.

The Chairman invited comments and queries from the members on the agenda Items as set out in the Notice convening this 37th 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 12:20 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 Seventh Annual General Meeting				
Date of AGM		Saturday, September 29, 2018		
Total number of shareholders on record date i.e. September 22, 2018		2410		
No. of shareholders present in the meeting either in person or through proxy:				
Promoters and Promoter Group:		1		
Public:		36		
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, 2018 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, 2018 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. <i>Kalp & Co.</i> Company Secretary

2	To appoint a Director in place of Mr. Devendra Sharma (DIN:00921174), who retires by rotation and being eligible offers himself for re-appointment	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
3	To appoint Mr. Roshan Lal Nagar (DIN: 02416642) as Non-Executive Independent Director of the Company	Special	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
4	To appoint Mr. Prakash Kumar Verdia (DIN: 02429305) as Non-Executive Independent Director of the Company.	Special	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
5	To appoint Mr. Madhav Doshi (DIN: 07815416) as Non-Executive Director of the Company.	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
6	To appoint Mrs. Aruna Doshi (DIN: 00949220) as Director of the Company.	Ordinary	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority
7	To appoint Mrs. Aruna Doshi (DIN: 00949220) as Whole Time Director of the Company.	Special	Remote e-voting and Ballot Paper at the AGM	Passed with Requisite Majority

For Rajdarshan Industries Ltd.

Kalp Singh
Company Secretary

Agenda-wise Voting Results:

Resolution No. 1:

To receive, consider and adopt

(a) Audited standalone financial statements of the Company for the financial year ended March 31, 2018 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, 2018 together with the reports of the Board of Directors and Auditors' thereon.

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 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	1929087	579840	30.0577	579840	0	100.00	0.00
	Poll*		84200	4.3648	84200	0	100.00	0.00
	Postal Ballot (if applicable)					-	-	-
	Total		664040	34.4225	664040	0	100.00	0.00
Public Institutions	E-voting	21000	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	21000	-	-	-	-	-	-
Public Non-Institutions	E-voting	1158213	3456	0.2984	1007	2449	29.1377	70.8623
	Poll*		155615	13.4358	155615	0	100.00	0.00
	Postal Ballot (if applicable)		-		-	-	-	-
	Total	1158213	159071	13.7342	156622	2449	98.4604	1.5396
Total		3108300	823111	26.4811	820662	2449	99.7025	0.2975

*Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Ltd.

Kalpeshwari
Company Secretary

Resolution No. 2:

To appoint a Director in place of Mr. Devendra Sharma (DIN:00921174), who retires by rotation and being eligible offers himself for re-appointment

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 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	1929087	579840	30.0577	579840	0	100.00	0.00
	Poll*		84200	4.3648	84200	0	100.00	0.00
	Postal Ballot (if applicable)					-	-	-
	Total		664040	34.4225	664040	0	100.00	0.00
Public Institutions	E-voting	21000	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	21000	-	-	-	-	-	-
Public Non-Institutions	E-voting	1158213	3456	0.2984	1007	2449	29.1377	70.8623
	Poll*		155615	13.4358	155615	0	100.00	0.00
	Postal Ballot (if applicable)		-		-	-	-	-
	Total	1158213	159071	13.7342	156622	2449	98.4604	1.5396
Total		3108300	823111	26.4811	820662	2449	99.7025	0.2975

*Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Ltd.

Kaapshu
Company Secretary

Resolution No. 3:

To appoint Mr. Roshan Lal Nagar (DIN: 02416642), as Non- Executive Independent Director of the Company.

Resolution required:(Ordinary/Special)					Special			
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	1929087	579840	30.0577	579840	0	100.00	0.00
	Poll*		84200	4.3648	84200	0	100.00	0.00
	Postal Ballot (if applicable)					-	-	-
	Total		664040	34.4225	664040	0	100.00	0.00
Public Institutions	E-voting	21000	-	-	-	-	-	-
	Poll*		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	21000	-	-	-	-	-	-
Public Non-Institutions	E-voting	1158213	3456	0.2984	1007	2449	29.1377	70.8623
	Poll*		155615	13.4358	155615	0	100.00	0.00
	Postal Ballot (if applicable)		-		-	-	-	-
	Total	1158213	159071	13.7342	156622	2449	98.4604	1.5396
Total		3108300	823111	26.4811	820662	2449	99.7025	0.2975

*Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Ltd.

Kalpeshwari
Company Secretary

Resolution No. 4: To appoint Mr. Prakash Kumar Verdia (DIN: 02429305), as Non- Executive Independent Director of the Company.									
Resolution required:(Ordinary/Special)					Special				
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) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$	
Promoter and Promoter group	E-voting	1929087	579840	30.0577	579840	0	100.00	0.00	
	Poll*		84200	4.3648	84200	0	100.00	0.00	
	Postal Ballot (if applicable)					-	-	-	
	Total		664040	34.4225	664040	0	100.00	0.00	
Public Institutions	E-voting	21000	-	-	-	-	-	-	
	Poll*		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	21000	-	-	-	-	-	-	
Public Non-Institutions	E-voting	1158213	3456	0.2984	1007	2449	29.1377	70.8623	
	Poll*		155615	13.4358	155615	0	100.00	0.00	
	Postal Ballot (if applicable)		-		-	-	-	-	
	Total	1158213	159071	13.7342	156622	2449	98.4604	1.5396	
Total		3108300	823111	26.4811	820662	2449	99.7025	0.2975	

*Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Ltd.

Kalpeshwari
Company Secretary

Resolution No. 5: To appoint Mr. Madhav Doshi (DIN: 07815416) as Non-Executive Director of the Company.									
Resolution required:(Ordinary/Special)									
Whether Promoter/Promoter group are interested in the Agenda/Resolution									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares $=[(2)/(1)]*100$	Ordinary				
					Yes				
		(1)	(2)	(3)	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled $=[(4)/(2)]*100$	% of Votes against on votes polled $=[(5)/(2)]*100$	
Promoter and Promoter group	E-voting	1929087	0	0.00	0	0	0.00	0.00	
	Poll*		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)					-	-	-	
	Total	1929087	0	0.00	0	0	100.00	0.00	
Public Institutions	E-voting	21000	-	-	-	-	-	-	
	Poll*		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total	21000	-	-	-	-	-	-	
Public Non-Institutions	E-voting	1158213	3456	0.2984	1007	2449	29.1377	70.8623	
	Poll*		155615	13.4358	155615	0	100.00	0.00	
	Postal Ballot (if applicable)		-		-	-	-	-	
	Total	1158213	159071	13.7342	156622	2449	98.4604	1.5396	
Total		3108300	159071	5.1176	156622	2449	98.4604	1.5396	

*Voting through Ballot Paper at the AGM venue

For Rajdarshan Industries Ltd.

Kalpeshwari
Company Secretary



R.C. Soni
B.Com., FCA

R.C. Soni & Co.

Chartered Accountants

29, Chhoti Maheshwari Street
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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
37th Annual General Meeting of the Members of
RAJDARSHAN INDUSTRIES LIMITED
Udaipur 313001

Dear Sir,

SUB: 37th ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY OF RAJDARSHAN INDUSTRIES LIMITED HELD ON 29th SEPTEMBER 2018 AT 10.00 A.M. AT HOTEL RAJDARSHAN, UDAIPUR 313001.

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 37th Annual General Meeting (AGM) of the Equity Shareholders of RAJDARSHAN INDUSTRIES LIMITED, held on 29th September, 2018 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 22nd September 2018. As on "Cut-off"



date i.e 22nd September, 2018 there were 2410 (Two Thousand Four Hundred Ten) Members.

C. The remote e-voting facility started on Wednesday 26th September, 2018 (09.00 A.M.) and ends on Friday 28th September 2018 (5.00P.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 published in the "Financial Express, (in English language) (All editions) and in "Jai Rajasthan" (in Hindi Language)(Udaipur Edition), both on 07th September, 2018.

E. At the 37th 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 29th September, 2018 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), 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 29th September, 2018 are given in the Annexure enclosed herewith, forming part of this 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

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 37th Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.

CONCLUSION

All the resolutions mentioned in the AGM notice dated 13th August, 2018 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: 29/09/2018

RAJDARSHAN INDUSTRIES LIMITED

37th Annual General Meeting held on 29th September 2018 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		%age of total valid votes	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 Invalid	No. of Invalid Votes
1	Consideration and adoption of the (a) Audited Standalone Financial Statement of the company for the Financial year ended 31st March 2018 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 2018 and the reports of the Board of Directors and Auditors thereon.	In Favour Against	9 1	580847 2449	35 0	239815 0	44 1	820662 2449	100.00 100.00	-	-
2	Re-Appointment of Mr. Devendra Sharma (DIN:00921174) as a Director	Total In Favour Against Total	10 9 1 10	583296 580847 2449 583296	35 35 0 35	239815 239815 0 239815	45 44 1 45	823111 820662 2449 823111	100.00 100.00 100.00 100.00	-	-
3	Appointment of Mr. Roshan Lal Nagar (DIN:02416642) as Non Executive Independent Director	Total In Favour Against Total	10 9 1 10	583296 580847 2449 583296	35 35 0 35	239815 239815 0 239815	45 44 1 45	823111 820662 2449 823111	100.00 100.00 100.00 100.00	-	-
4	Appointment Mr. Prakash Kumar Verdia (DIN:02429305) as Non Executive Independent Director	Total In Favour Against Total	10 9 1 10	583296 580847 2449 583296	35 35 0 35	239815 239815 0 239815	45 44 1 45	823111 820662 2449 823111	100.00 100.00 100.00 100.00	-	-
5	Appointment of Mr. Madhav Doshi (DIN:07815416) as Non Executive Director	Total In Favour Against Total	6 5 1 6	3456 1007 2449 3456	34 34 0 34	155615 155615 0 155615	40 39 1 40	159071 156622 2449 159071	100.00 100.00 100.00 100.00	-	-
6	Appointment of Mrs. Aruna Doshi (DIN:00949220) as Director	Total In Favour Against Total	6 5 1 6	3456 1007 2449 3456	34 34 0 34	155615 155615 0 155615	40 39 1 40	159071 156622 2449 159071	100.00 100.00 100.00 100.00	-	-
7	Appointment of Mrs. Aruna Doshi (DIN:00949220) as Whole Time Director	Total In Favour Against Total	6 5 1 6	3456 1007 2449 3456	34 34 0 34	155615 155615 0 155615	40 39 1 40	159071 156622 2449 159071	100.00 100.00 100.00 100.00	-	-

Note: 1. This is the Annexure referred to in Consolidated Scrutinizer's Report Dated 29th September 2018 and forming part of the Report.

