

SCRUTINIZER'S REPORT

TO
THE CHAIRMAN
RAGHUNATH PRASAD PHOOLCHAND LIMITED
135 CANNING STREET
KOLKATA- 700001

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock exchanges and submission of Scrutinizer's Report

1. We M/s. P D Randar and Co, practicing Chartered Accountant, 13 Ganesh Chandra Avenue, 2nd Floor, Suite No. 12, Kolkata 700013, have been appointed as Scrutinizer by the Board of Directors of **RAGHUNATH PRASAD PHOOLCHAND LIMITED**, ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 3 resolutions contained in the notice convening the Extraordinary General Meeting of the members of the Company, to be held at 11:30 AM on Tuesday 17th March 2015 at 135 Canning Street, Kolkata- 700001.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolution contained in the notice to the EGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is 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 Central Depository Services Ltd. (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under
 - 3.1 The e-voting period opened at 10:00 AM on 11th March 2015 and closed at 6:00 PM on 13th March 2015.
 - 3.2 The members of the company holding shares as on 6th February 2015 (being Cut off Date) were entitled to vote on the resolutions (items no. 1 to 3) as set out in the notice convening the Extraordinary General Meeting of the Company.
 - 3.3 The votes cast were unblocked in the presence of Mr. Piyal Roy and Ms. Shalini Daga who were not employees of the Company, and who had signed as witness to the unblocking / finalizing.



3.4 The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services Ltd. (CDSL) i.e. (<https://www.evoting.com>) .

3.5 The summary of the e-voting for each of the resolution is given below

Resolution No 1				
Nature of Resolution Ordinary Resolution				
Subject Matter Increase in Authorised Share Capital and Alteration of the Capital Clause in Memorandum Of Association of the company				
Details of Voting	Assent (For)		Dissent (Against)	
	No of Votes	Ratio	No of Votes	Ratio
E-Voting	26900	10.78%	0	0.00%

Resolution No 2				
Nature of Resolution Special Resolution				
Subject Matter Alteration of Capital Clause in Article Of association the company.				
Details of Voting	Assent (For)		Dissent (Against)	
	No of Votes	Ratio	No of Votes	Ratio
E-Voting	26900	10.78%	0	0.00%

Resolution No 3				
Nature of Resolution Special Resolution				
Subject Matter Issue of Equity Shares of the company on Preferential Basis.				
Details of Voting	Assent (For)		Dissent (Against)	
	No of Votes	Ratio	No of Votes	Ratio
E-Voting	26900	10.78%	0	0.00%

Place: Kolkata

Date: The 16th day of March, 2015



For, P. D. Randar & Co.
Chartered Accountants

Shakti Anchalia
Shakti Anchalia
Partner
Membership No. 301692
Firm Regn. No. 319295E

Witness:- 1) Piyal Roy
2) Shalini Daga

Piyal Roy
Shalini Daga



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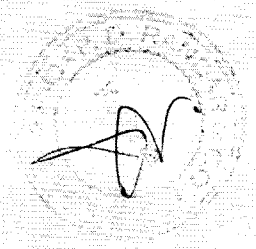
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Res. No.			Total
1	26900 (10.78%)	0 (0.00%)	26900
2	26900 (10.78%)	0 (0.00%)	26900
3	26900 (10.78%)	0 (0.00%)	26900



FORM NO. MGT-13
Report Of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules,2014]

To,
The Chairman,
Raghunath Prasad Phoolchand Limited,

The Extra Ordinary General Meeting of the members of Raghunath Prasad Phoolchand Limited (the Company) held on Tuesday, March 17,2015 at the registered office of the Company at 135 Canning Street Kolkata-700001.

Dear Sir,

We M/s P D Randar and Co., Practicing Chartered Accountants, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of Raghunath Prasad Phoolchand Limited held on Tuesday , March 17 at 11.30 AM at the registered office of the Company at 135 Canning Street Kolkata-700001, submit our report as under:

1. After the time fixed for closing of poll by the Chairman, two locked ballot boxes kept for polling were sealed in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:-

ORDINARY RESOLUTION FOR INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

(i) Voted in favour of Resolution

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
5	100108	100%



(ii) Voted against the resolution

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
N.A.	NIL	NIL

(iii) Invalid Votes

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
N.A.	NIL	NIL

SPECIAL RESOLUTION FOR ALTERATION OF CAPITAL CLAUSE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

(i) Voted in favour of Resolution

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
5	100108	100%

(ii) Voted against the resolution

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
N.A.	NIL	NIL

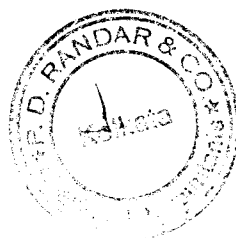
(iii) Invalid Votes

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
N.A.	NIL	NIL

SPECIAL RESOLUTION FOR ISSUE EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

(i) Voted in favour of Resolution

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
5	100108	100%





(ii) Voted against the resolution

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
N.A.	NIL	NIL

(iii) Invalid Votes

Number of Members Present and Voting (in person or proxy)	Number of Votes cast by them (shares)	% of total number of Valid Votes Cast
N.A.	NIL	NIL

5. A list of Equity shareholders who voted for, Against and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Director of the Company.

Thanking You

Yours Faithfully

For P D Randar and Co.

Shakti

Name Shakti Anchalia
Partner
Membership No. 301692
FRN 319295E



Date :-17/03/2015

Place:- Kolkata