

R. T. EXPORTS LTD

Date : 01st October, 2015

To,
The Manager,
Listing Department,
Bombay Stock Exchange,
Mumbai

BSE Scrip code: 512565

Sub: - Submission of Proceedings of 35th Annual General Meeting of the Company Held on 30th September, 2015.

Dear Sir,

With reference to abovementioned subject, please find enclosed herewith Proceedings of 35th Annual General Meeting of the Company held on 30th September, 2015.

Kindly take the same in your record and oblige.

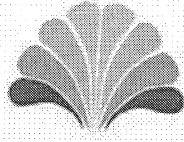
Thanking you,

For R.T. Exports Limited

Bhavik Bhimjyani
Director & CFO
DIN: 00160121



Enclosure: a/a



R. T. EXPORTS LTD

PROCEEDINGS OF THIRTY-FIFTH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF "R.T.EXPORTS LIMITED" HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT BASEMENT (No.2), DALAMAL HOUSE, J.B.ROAD, NARIMAN POINT, MUMBAI-400 021 AT 10.00 A.M.

PRESENT

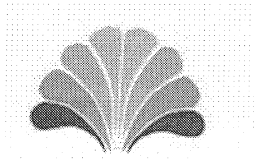
| | | |
|-------------------------|-----|--|
| Mr. Rashmi C. Bhimjyani | ... | Chairman and Managing Director |
| Mr Bhavik Bhimjyani | ... | Director and CFO |
| Ms. Asha Dawda | ... | Director |
| Mr. Sheetal Mehta | ... | Director |
| Mr. Rajeshkumar Pillai | ... | Company Secretary & Compliance Officer |
| Mr. Mehul R. Sheth | ... | Partner, Ramesh M. Sheth & Associates (Statutory Auditors) |

Twenty-nine (29) members were present in person and proxy representing 29,24,206 Equity Shares.

E-voting facility to the members to cast their votes electronically on all resolutions was given from 9.00 a.m. IST, 26th September, 2015 to 5.00 p.m. IST, 29th September, 2015, as provided in the notice of AGM and out of which one (1) member representing 5001 Equity Shares have exercised e-voting.

Mr. Rashmi C. Bhimjyani occupied the Chair. Chairman ensured that the requisite quorum was present and called the meeting in order.

1. The notice convening the 35th Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.
2. Chairman requested the Company Secretary and Compliance officer to read the Auditor's Report. The Compliance officer read the Auditor's Report dated 22nd May, 2015 to the members. The annexure to the Auditor's Report was taken as read with the unanimous consent of the members present.



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3. Chairman of the meeting started the agenda items in order.

ORDINARY BUSINESS

1. Adoption of Accounts

Chairman invited queries from members about the accounts of the company which is to be passed. Few members raised their queries, which were answered satisfactorily. After a brief discussion Mr. Praful Dharia, a member, proposed the following resolution as an ordinary resolution.

The resolution was seconded by Ms. Manisha Hadkar, another member.

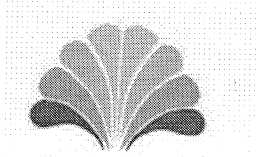
“RESOLVED THAT the Profit and Loss Account for the Financial Year ended March 31, 2015, the Balance Sheet as at that date, along with Cash-flow statement, notes to accounts and the Report of the Directors and Auditors thereon be and are hereby approved and adopted.”

2. Ratification of appointment of Auditors of the Company

Ms. Shakuntaladevi K. Mahajan, a member, proposed the ratification of appointment of M/s Ramesh M. Sheth & Associates, Chartered Accountants, (Firm Registration No.111883W) as statutory Auditor of the Company, to hold office till the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019, who has conveyed its consent and eligibility as specified in Section 141 under Companies Act, 2013. After a brief discussion, the following Resolution was passed as an Ordinary Resolution:

The Resolution was seconded by Mr. Kishanlal Mahajan, another member.

“Resolved that, pursuant to section 139, 142, other applicable provisions of the Companies Act, 2013, Rules made there under and pursuant to the recommendations of the Audit Committee, and pursuant to the resolution passed by the members at the AGM held on July 15, 2014, the appointment of M/s. Ramesh M. Sheth & Associates, Chartered Accountants, (Firm Registration No.111883W) as the Auditors of the Company to hold office till the conclusion of AGM of the Company to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2016, as may be determined by the Audit Committee in consultation with the auditors.”



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SPECIAL BUSINESS

3. Appointment of Mr. Vishnu Mehra as an Independent Director of the Company:

The Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Vishnu Mehra to the office of Independent Director of the Company.

After a brief discussion, the Resolution was seconded by Ms. Minkoo Subedar, another member. Thereafter, the following resolution was passed as Ordinary Resolution:-

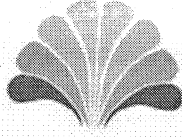
“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Vishnu Mehra (DIN: 07274518), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose Mr. Vishnu Mehra as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 30th September, 2020.”

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

4. Appointment of Mr. Yogesh Thakkar as an Independent Director of the Company:

The Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Yogesh Thakkar to the office of Independent Director of the Company.

After a brief discussion, the Resolution was seconded by Mr. Nilesh Uttamchand Shah, another member. Thereafter, the following resolution was passed as Ordinary Resolution :-



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“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Yogesh Thakkar (DIN: 07275147), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member signifying his intention to propose Mr.Yogesh Thakkar as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 30th September,2020.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Chairman put all the above four resolutions for voting by ballot and requested the scrutinizer to take charge of voting.

The Chairman thanked the shareholders for their participation in the meeting and declared that the meeting will be concluded on completion of voting.

Meeting concluded with the vote of thanks to the Chair.

On receipt of the Combined Report Scrutinizer for Poll and remote e-voting, Chairman declared that all the above four resolutions were passed.

For R. T. Exports Ltd.


Director and CFO
Bhavik R. Bhimjyani
DIN:00160121

