

R. T. EXPORTS LTD

Date: 17th July 2014

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

Sub :- Submission of Proceedings of 34th Annual General Meeting of the Company.

Dear Sir,

With reference to abovementioned subject, please find enclosed herewith proceedings of 34th Annual General Meeting of the Company.

Kindly take the same in your record and oblige.

Thanking You

For R.T. Exports Limited



Authorized Signatory



Enclosure: a/a

R. T. EXPORTS LTD

PROCEEDINGS OF THE THIRTY-FOURTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF "R.T.EXPORTS LIMITED" HELD ON 15th JULY, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 508, DALAMAL HOUSE, NARIMAN POINT, MUMBAI-400 021 AT 10.00 A.M.

PRESENT

Mr Bhavik Bhimjyani	...	Director
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)

Forty-four (44) members were present in person and proxy representing 29, 09,500 Equity Shares.

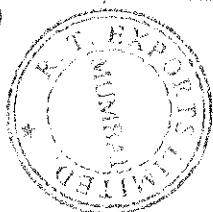
E-voting facility to the members to cast their votes electronically on all resolutions was given from 9.00 a.m. IST, 9th July, 2014 to 6.00 p.m. IST, 11th July 2014, as provided in the notice of AGM and out of which 2 members representing 3000 Equity Shares have exercised e-voting.

Mr Dharmesh Ghosalia, a member, proposed the name of Mr. Jiten Parekh, member, to Chair the Meeting. The same was seconded by Mr. Jehangir Batiwala, another member.

Mr. Jiten Parekh occupied the Chair.

1. Chairman ensured that the requisite quorum was present and called the meeting in order.
2. The notice convening the 34th Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.
3. Chairman requested the Company Secretary and Compliance officer to read the Auditor's Report. The Compliance officer read the Auditor's Report dated 19th May, 2014 to the members. The annexure to the Auditor's Report was taken as read with the unanimous consent of the members present.
4. Chairman of the meeting started the agenda items in order.

508, Dalamal House, Jammalal Bajaj Road, Mumbai - 400 021. CIN: L61900MH1980PLC022582
Tel: 022-4081-3000 email: mail@neelkanthrealty.com



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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. Rohintan Batiwala, a member, proposed the following resolution as an Ordinary resolution.

The resolution was seconded by Mr. Bharat Negandhi, another member.

"RESOLVED THAT the Profit and Loss Account for the Financial Year ended March 31, 2014, 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."

Chairman put the resolution to vote by poll and later declared that the same was passed after considering the results of both e-voting and poll.

2. Re-appointment of Auditors of the Company

Mr. Praful Dharia, a member, proposed the appointment of M/s Ramesh M. Sheth & Associates, Chartered Accountants, (Firm Registration No.111883W) as statutory Auditor of the Company, to hold office from the conclusion of 34th Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company, who has conveyed its 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 Mrs. Lekha Shah, another member.

"RESOLVED THAT M/s Ramesh M. Sheth & Associates, Chartered Accountants, (Firm Registration No.111883W) the retiring auditors be and are hereby appointed as the auditors of the Company to hold office from the conclusion of 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company, at remuneration to be agreed upon between the Auditors and the Board of Directors of the Company."

Chairman then put the resolution to vote by way of poll and later declared that the same was passed after considering the results of both e-voting and poll.

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SPECIAL BUSINESS

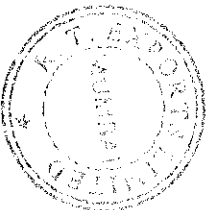
3. Appointment of Ms. Asha Dawda as an Independent Director of the Company:

The Board of Directors of the Company have appointed Ms. Asha Yogesh Dawda as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013. The office of Ms. Asha Dawda will come to an end on conclusion of this AGM. Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Asha Dawda for the office of Director of the Company. As per the provisions of section 149(1) of the Act and amended clause 49 of the Listing Agreement, the company is required to appoint a woman director.

After a brief discussion Mrs. Shakuntala Mahajan, a member proposed the appointment of Ms. Asha Dawda as Independent Director of the Company, to hold Office up to 5 (five) consecutive years up to 31st March 2019. The Resolution was seconded by Mrs. Nalini Lakhani, another member. Thereafter, the following resolution was passed as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Asha Yogesh Dawda, (DIN:06897196) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

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".



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The resolution was put for voting by way of poll and later after considering the results of both e-voting and poll, the Chairman declared that the resolution was passed.

4. Appointment of Mr. Bhavik Bhimjyani as Chief Financial Officer of the Company:

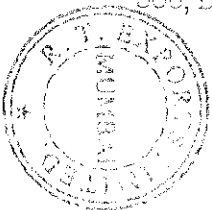
The Board of Directors of the company at its meeting have appointed Mr. Bhavik R. Bhimjyani as Chief Financial Officer of the Company, subject to the approval of members. After a brief discussion, Mr. Bharat Shah, a member proposed the appointment of Mr. Bhavik Bhimjyani as Chief Financial Officer of the Company, to hold Office for 5 (five) consecutive years with effect from 13th June 2014. The Resolution was seconded by Mr. Nimesh Shah, another member. Thereafter, the following resolution was passed as an Ordinary Resolution:-

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Bhavik R. Bhimjyani (DIN: 00160121) as Chief Financial Officer of the Company who was appointed by the Board, for a period of 5 (five) years with effect from 13th June, 2014, subject to approval of members in the forthcoming Annual General Meeting, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors, hereinafter referred to as "the Board" to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Bhavik Bhimjyani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof"

"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."

The resolution was put for voting by way of poll. Promoters and Promoters Group, being interested, did not participate in the discussion and voting. Later on it was declared that the resolution was passed, after considering the results of both poll and e-voting.

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5. Approval of a contract/ arrangement to be entered with M/s Neelkanth Realtors Pvt. Ltd.(related party)

Chairman solicited queries about the contract / arrangement to be entered by the company. After a thorough discussion, Mr. Naresh Kachalia, a member, proposed the following resolution as Special resolution.

The resolution was seconded by Mr. Bimal Agarwal, another member.

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act and other applicable provisions, if any, of the Companies Act and Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the company be and is hereby accorded to enter in to a contract or arrangement with Neelkanth Realtors Pvt. Ltd., a related party, for the purpose of purchase of about 40,000 sq. ft. of salable residential area for a total consideration not exceeding Rs.40.00 crores.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions in this regards and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The resolution was put for voting by way of poll. Promoters and Promoters Group, being interested, did not participate in the discussion and voting. Later on after considering the results of both poll and e-voting, it was declared that the same was passed as a Special Resolution.

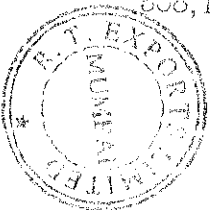
6. Adoption of new set of Articles of Association of the Company.

Mr. Bhavik R. Bhimjyani took the Chair with the consent of all members present. He brought to the notice of members about the need to adopt the new set of Articles of Association for the Company, draft of which is placed before the members and initialed by the Chairman for the purpose of identification. After a brief discussion, Mr. Jehangir Batiwala, a member proposed the following resolution as Special resolution.

The resolution was seconded by Ms. Bharati Shah.

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-

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enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

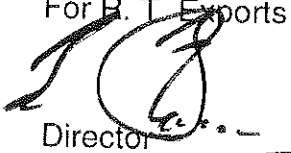
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The resolution was put for voting by way of poll and later on after considering the results of both poll and e-voting, it was declared that the resolution was passed as a Special Resolution.

The Chairman thanked the shareholders for their participation in the meeting and declared that the meeting was concluded.

Meeting concluded with the vote of thanks to the Chair.

For R. T. Exports Ltd.


Director
Bhavik R. Bhimjyani

