



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Report of Scrutinizer on E-voting and Poll

To,
Mr. Manoj Punamiya,
(Chairman)

Of 30th Annual General Meeting of shareholders of Royal India Corporation Limited held on 30th September, 2014 at its registered office at 62, 6th Floor, C-Wing, Mittal Tower, 210, Nariman Point, Mumbai- 400021 at 11.30 A.M.

Dear Sir,

I Gaurang Shah, practicing company secretary, being appointed as scrutinizer by the Board of Directors of the Company to conduct e-voting process and poll process under the provisions of Companies Act, 2013 in relation to the items transacted at the 30th Annual General Meeting held on 30th September, 2014.

- A. On the basis of the votes exercised by the shareholders of Royal India Corporation Limited through E-voting I have issued separate Scrutinizer Report on E-voting dated 26.09.2014.
- B. On the basis of the votes exercised by the shareholders of Royal India Corporation Limited through poll at its Annual General Meeting held on 30th September, 2014 I along with Miss. Siddhi Patil, Company Secretary of Royal India Corporation Limited acting as one of the Scrutinizers, have issued Scrutinizer Report dated 30.09.2014.
- C. As requested by the management, I am now submitting herewith the combined report on results of E-voting together with the results of poll:

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Date: 30/09/2014

Place: Mumbai



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RESULTS OF E- VOTING as on 26th September, 2014 OF Royal India Corporation Limited

Item No.1 Ordinary Resolution: Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss for the year ended as at that date and the report of the Board of Directors and Auditors thereon.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Ordinary Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 1 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



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Item No.2: Ordinary Resolution: Change in the period of office of Mr. Hitesh Jain (DIN No. 05263120), Whole time Director to be liable to determination by retirement of directors by rotation.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Ordinary Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 2 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah

Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.3: Ordinary Resolution: Re-appointment of M/s. DMKH & Co., as Statutory Auditors from closure of this AGM, until the conclusion of the next Annual General Meeting.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Ordinary Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 3 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah

Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.4: Ordinary Resolution: Appointment of Mr. Damodar Hari Pai (DIN No.00172372) as an Independent Director from September 30, 2014 up to September 29, 2019.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Ordinary Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 4 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah

Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



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Item No.5: Ordinary Resolution: Appointment of Mr. Ravi Kant Chaturvedi (DIN No. 05198811) as an Independent Director from September 30, 2014 up to September 29, 2019.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Ordinary Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 5 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



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Item No.6: Ordinary Resolution: Appointment of Mr. Ashokaditya Dhurandhar (DIN No. 06509031) as an Independent Director from September 30, 2014 upto September 29, 2019.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Ordinary Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 6 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



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Item No.7: Ordinary Resolution: Appointment of Ms. Manisha Anand (DIN No 03497950) as an Independent Director from September 30, 2014 up to September 29, 2019.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Ordinary Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 7 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah

Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



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Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.8: Special Resolution: Borrowing of funds under Section 180 (1) (c) of the Companies Act, 2013.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Special Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Special Resolution constituting 0 % of the votes on the Special Resolution.

Thus, the Special Resolution as contained in the Item No. 8 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



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Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.9: Special Resolution: Creating of charge under Section 180 (1) (a) of the Companies, 2013.

Particulars	Number of Shares		Number of votes contained in		Percentage(%)
	E-votes	Total	E-Votes	Total	
Assent	0	0	0	0	0
Dissent	0	0	0	0	0
Total	0	0	0	0	0

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 NIL Votes were cast Assenting to the Special Resolution Constituting 0% of the Votes, NIL votes were cast DISSENTING to the Special Resolution constituting 0 % of the votes on the Special Resolution.

Thus, the Special Resolution as contained in the Item No. 9 Will passes with Requisites majority at AGM.

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 26.09.2014.



GMS & CO.

Practising Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

CONSOLIDATED RESULTS OF E- VOTING & POLL AT AGM OF Royal India Corporation Limited HELD ON 30TH September, 2014

Item No.1 Ordinary Resolution: Adoption of Balance Sheet as at March 31, 2014, the Profit and Loss for the year ended as at that date and the report of the Board of Directors and Auditors thereon.

Particulars	Number of Shares			Number of votes contained in			Percentage
	Polling Papers	E-votes	Total	Polling papers	E-Votes	Total	
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Ordinary Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 1 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.2: Ordinary Resolution: Change in the period of office of Mr. Hitesh Jain (DIN No. 05263120), Whole time Director to be liable to determination by retirement of directors by rotation.

Particulars	Number of Shares		Total	Number of votes contained in		Total	Percentage
	Polling Papers	E-votes		Polling papers	E-Votes		
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Ordinary Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 2 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.3: Ordinary Resolution: Re-appointment of M/s. DMKH & Co., as Statutory Auditors from closure of this AGM, until the conclusion of the next Annual General Meeting.

Particulars	Number of Shares		Total	Number of votes contained in		Total	Percentage
	Polling Papers	E-votes		Polling papers	E-Votes		
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Ordinary Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 3 passed with Requisites majority

For GMS & Co.,
Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.4: Ordinary Resolution: Appointment of Mr. Damodar Hari Pai (DIN No.00172372) as an Independent Director from September 30, 2014 up to September 29, 2019.

Particulars	Number of Shares		Total	Number of votes contained in		Total	Percentage
	Polling Papers	E-votes		Polling papers	E-Votes		
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Ordinary Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 4 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.5: Ordinary Resolution: Appointment of Mr. Ravi Kant Chaturvedi (DIN No. 05198811) as an Independent Director from September 30, 2014 up to September 29, 2019.

Particulars	Number of Shares		Total	Number of votes contained in		Total	Percentage
	Polling Papers	E-votes		Polling papers	E-Votes		
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Ordinary Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 5 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.6: Ordinary Resolution: Appointment of Mr. Ashokaditya Dhurandhar (DIN No. 06509031) as an Independent Director from September 30, 2014 upto September 29, 2019.

Particulars	Number of Shares		Total	Number of votes contained in		Total	Percentage
	Polling Papers	E-votes		Polling papers	E-Votes		
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Ordinary Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 6 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.7: Ordinary Resolution: Appointment of Ms. Manisha Anand (DIN No 03497950) as an Independent Director from September 30, 2014 up to September 29, 2019.

Particulars	Number of Shares		Total	Number of votes contained in		Total	Percentage
	Polling Papers	E-votes		Polling papers	E-Votes		
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Ordinary Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Ordinary Resolution constituting 0 % of the votes polled on the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in the Item No. 7 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.8: Special Resolution: Borrowing of funds under Section 180 (1) (c) of the Companies Act, 2013.

Particulars	Number of Shares		Total	Number of votes contained in		Total	Percentage
	Polling Papers	E-votes		Polling papers	E-Votes		
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Special Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Special Resolution constituting 0 % of the votes polled on the Special Resolution.

Thus, the Special Resolution as contained in the Item No. 8 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah

Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014



GMS & CO.

Practicing Company Secretaries

Office: 302-A-wing, Rushabh Enclave, Near Ambemata Temple, Bhayander(w), Thane-401101.

Item No.9: Special Resolution: Creating of charge under Section 180 (1) (a) of the Companies, 2013.

Particulars	Number of Shares			Number of votes contained in			Percentage
	Polling Papers	E-votes	Total	Polling papers	E-Votes	Total	
Assent	17914762	0	17914762	17914762	0	17914762	77.62%
Dissent	0	0	0	0	0	0	0
Total	17914762	0	17914762	17914762	0	17914762	77.62%

Accordingly, out of the 23080000 No. of shares & No. of share holders 1105 the Ballot Forms polled; 17914762 Votes were cast Assenting to the Special Resolution Constituting 77.62% of the Votes polled, 0 votes were cast DISSENTING to the Special Resolution constituting 0 % of the votes polled on the Special Resolution.

Thus, the Special Resolution as contained in the Item No. 9 passed with Requisites majority

For GMS & Co.,

Gaurang M. Shah
Mr. Gaurang Shah



Practising Company Secretary

Date: 30th September, 2014