

# Royal India Corporation Ltd.

To, Department of Corporate Services Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai -400 001.

Reference: BSE Scrip Code - 512047

**Subject:** Proceedings and Voting Results of the 35<sup>th</sup> Annual General Meeting of Royal India Corporation Limited held on 30<sup>th</sup> September, 2019.

Dear Sir,

We hereby inform that, the 35<sup>th</sup> Annual General Meeting (AGM) of the Company was held on 30<sup>th</sup> September, 2019 at 11:10 am. IST at the Registered Office of the Company situated at 62,6<sup>th</sup> Floor, 'C' Wing Mittal Tower Nariman Point Mumbai 400021 Maharashtra, to transact the business as stated in the Notice dated 14<sup>th</sup> August, 2019 convening the AGM.

In this regard please find enclosed the following:

 Summary of the proceedings of the AGM of the Company as required under Regulation 30 and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirements) Regulations, 2015 ("the Listing Regulations") Annexure A.

2. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the

Listing Regulations - Annexure B.

 The Scrutinizer's Report dated 30<sup>th</sup> September, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 -Annexure C.

The meeting concluded at 11:40 A.M IST. The Voting Results alongwith the Scrutinizer's Report is available on the Company's website at www.ricl.in.

The proposed resolutions were passed with requisite majority by the Equity Shareholders of the Company.

This is for your information and records.

Yours Faithfully

For Royal India Communication Limited

Ms. Nida Khot Company Secretary Mem No. A46420

Date:30th September, 2019

Place: Mumbai

62, 6TH FLOOR, C - WING, MITTAL TOWER, 210, NARIMAN POINT, MUMBAI - 400021.

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### SUMMARY OF PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING

The 35<sup>th</sup> Annual General Meeting ("AGM" Meeting") of the Members of Royal India Corporation Limited ("the Company") was held on Monday, 30<sup>th</sup> September, 2019 commenced at 11:10 am. at the registered office of the Company situated at 62, 6th Floor, 'C' Wing Mittal Tower Nariman Point Mumbai 400021.

Mr. Nitin Gujral (Managing Director) chaired the meeting. The requisite quorum being present, the Chairman called the Meeting to order. All the Directors except Ms. Madhusa Inda (Independent Director) were present for the meeting.

The Chairman informed that Mr. Mayank Arora of M/s Mayank Arora & Co, Practicing Company Secretaries (Membership No. 33328), Mumbai were the Scrutinizer appointed by the Board to scrutinize the remote e-voting and physical voting at the AGM.

The Chairman informed the Members that the facility of remote e-voting for the Members was made available from Friday 27<sup>th</sup> September, 2019 from 9:00 am. onwards till Sunday 29<sup>th</sup> September, 2019 5:00 pm and that the facility for electronic ballot had been provided at the AGM venue. The Chairman requested the Members, who were present at the AGM but had not cast their votes by remote e-voting, to cast their vote at the Meeting. Total fifty (50) members were present for the meeting holding of 73,82,094 number of shares including four (4) proxies representing 46,34,845 shares. Three (3) shareholders opted for voting through electronic means out of which two(2) were also present for the meeting.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by Members:

Item No.	Details of the Agenda	Resolution Required
1.	To receive, consider and adopt (a) the audited standalone financial results of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the reports of the Board of Directors and Statutory Auditors thereon.	Ordinary Resolution
2.	To appoint M/s ADV & Associates, Chartered Accountant, Mumbai as Statutory Auditors and fix their remuneration.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Nitin Kamalkishore Gujral (DIN-08184605) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.	Ordinary Resolution
4.	To appoint Director in place of Mr. Ravikant Chaturvedi (DIN-05198811) who's term expires at the ensuing Annual General Meeting.	Ordinary Resolution
5.	To appoint Director in place of Mr. Sharad Budhkaran Sharma (DIN- 03081131) as Non Executive Independent Director who retires at this Annual General Meeting.	Ordinary Resolution
6.	To appoint Director in place of Ms. Madhusa Inda (DIN-07971726) as Non Executive Women Independent Director who retires at this Annual General Meeting.	Ordinary Resolution
7.	To approve revised borrowing limits under section 180(1)(c).	Special Resolution
8.	Approval to set the limits applicable for making investments / extending loans and giving guarantees or providing securities under section 186.	Special Resolution



The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. The queries were replied by the Board and the Key Managerial Personnel.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue with the ballot voting to the shareholders who have not opted for e-voting. The Chairman authorized the Company Secretary to carry out the voting process and declare the results of voting. He informed the Members that the voting results will be made available on the websites of the Company, the National Securities and Depositories Limited stock exchanges and within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 11:40 am. IST.

The Scrutinizer's Report was received after the conclusion of the Meeting on 30<sup>th</sup> September, 2019 and as set out therein all the said resolutions were declared passed with the requisite majority.

Copy of the voting under Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer Report is enclosed herewith

For Royal India Corporation Limited

Ms. Nida Khot Company Secretary Mem No. A46420

Date: 30th September, 2019

Place: Mumbai

			ROYA	IL INDIA C	ORPORATIO	ROYAL INDIA CORPORATION LIMITED				
				RESC	RESOLUTION [1					
Resolu	Resolution required: (Ordinary/ Special)	linary/ Special)				Ordinary Resolution	ution			
Wheth	ner promoter/ promo	Whether promoter/ promoter group are interested in the agenda/resolution?	sted in the age	nda/resolution		No				
Adoptio thereon.	ion of the Audited	Adoption of the Audited Financial Statements for the financial year ended on 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.	nts for the fina	ncial year en	ded on 31st N	farch, 2019 and	the Reports o	of the Board	of Directors a	nd Auditors
	Promoter/Public	Mode of Voting	Total No. of shares held	Total No. of votes on shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[2]	[3]	[4]=3/2*100	[2]	[9]	[7]=5/3*100	[8]=6/3*100
1.	Promoter and	E-Voting	0	0	0	0	0	0	0	0
	drong promote	Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
		Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
2	Public -	E-Voting	0	0	0	0	0	0	0	0
	holders	Poll	0	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0	0
3.	Public-Others	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	14,19,537	14,19,537	14,19,537	%2885%	14,19,537	0	100.00%	0
		Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100,00%	0
4.	Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	1,20,16,788	1,20,16,788	1,20,16,788	%2885%	1,20,16,788	0	100.00%	0
		Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0



for FY 2019-20.  No. of votes in favour against in favour against   5   6  0 0   0   0   0   0   0   0   0				ROYA	IL INDIA CC	DRPORATIC	ROYAL INDIA CORPORATION LIMITED				
Promoter Group are interested in the agenda/resolutions of the Company for FY 2019-20.   No finite type of the Company for FY 2019-20.   No finite type of the Company for FY 2019-20.   No finite type of t					RESC	JULTION [2]					
Promoter from the agenda/resolution?   No five teach and a continuous a con	Resolut	ion required: (Ordi	nary/Special)				Ordinary Resolu	rtion			
Promotery   Public   Public	Wheth	er promofer/ promof	er group are interes	ted in the ager	nda/resolution	2	No				
Promoter/Public   Mode of Voting   Total No. of	Appoir	of ment of M/s ADV	& Associate, Charte	red Accountar	its, as Statutor	y Auditors of	the Company fo	r FY 2019-20.			3
Promoter and E-Voting   11   12   13   141=32/2100   151   161   161   161   162   163		Promoter/Public	Mode of Voting		Total No. of votes on shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter and Promoter Group Promoter Group Promoter Group Promoter Group Promoter Group Politic Public Politic Public Public Politic Public Politic Public Politic Public Politic Public Public Politic Public Public Public Politic Public P				[1]	[2]	[3]	[4]=3/2*100	[2]	[9]	[7]=5/3*100	[8]=6/3*100
Total   1,05,97,251   1,05,97,251   1,05,97,251   1,00%   1,05,97,251   0     Public	Т		E-Voting	0	0	0	0	0	0	0	0
Public         - E-Voting         0		Promoter Group	Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
Public         E-Voting         0         0         0         0         0         0           Institutional holders         Poll         0         0         0         0         0         0           Total         0         0         0         0         0         0         0         0           Public-Others         E-Voting         160         160         160         0         0         0         0           Public-Others         E-Voting         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,697			Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
Institutional holders         Poll         0 <td>2.</td> <td></td> <th>_</th> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td>	2.		_	0	0	0	0	0	0	0	0
Public-Others         E-Voting         160         0         0         0         0         0           Public-Others         E-Voting         160         160         160         160         160         160         160           Public-Others         E-Voting         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,697         14,19,697         14,19,697         14,19,697         14,19,697         14,19,697         160         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,948		Institutional	Poll	0	0	0	0	0	0	0	0
Public-Others         E-Voting         160         160         160         160         160         160         160         160         160         160         160         160         160         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,697         14,19,697         14,19,697         14,19,697         14,19,697         14,19,697         160         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,748         1,20,16,748         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,94			Total	0	0	0	0	0	0	0	0
Poll         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537         14,19,537           Total         E-Voting         160         160         160         0.0113%         14,19,697           Poll         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,948         1,20,16,948	93	Public-Others	E-Voting	160	160	160	0.0113%	160	0	100:00%	0
Total         E-Voting         14,19,697         14,19,697         14,19,697         14,19,697         14,19,697           Poll         1,20,16,788         1,20,16,788         1,20,16,748         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948			Poll	14,19,537	14,19,537	14,19,537	%2885%	14,19,537	0	100.00%	0
Total         E-Voting         160			Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0
1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,948	4.	Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
1,20,16,948 1,20,16,948 1,20,16,948 1,20,16,948			Poll	1,20,16,788	1,20,16,788	1,20,16,788	%2885.66	1,20,16,788	0	100.00%	0
			Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0



			ROYA	L INDIA C	ORPORATIC	ROYAL INDIA CORPORATION LIMITED				
				RESC	RESOLUTION [3]					
Resolut	Resolution required: (Ordinary/ Special)	inary/ Special)				Ordinary Resolution	ution			
Whethe	er promoter/ promo	Whether promoter/ promoter group are interested	ted in the ager	in the agenda/resolution?		No				
Appoir	Appointment of Mr. Nitin reappointment.	Appointment of Mr. Nitin Gujral who retires at this Annual General Meeting pursuant to section 152(6)(a) of the Companies Act, 2013 and offers himself for reappointment.	at this Annual	General Mee	ting pursuant	to section 152(6)	(a) of the Con	npanies Act, 2	.013 and offers	s himself for
	Promoter/Public	Mode of Voting	Total No. of shares held	Total No. of votes on 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 on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=3/2*100	5	[9]	[7]=5/3*100	[8]=6/3*100
1.	Promoter and	E-Voting	0	0	0	0	0	0	0	0
		Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
		Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
2	Public -	E-Voting	0	0	0	0	0	0	0	0
	holders	Poll	0	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0	0
65	Public-Others	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	14,19,537	14,19,537	14,19,537	%2887%	14,19,537	0	100.00%	0
		Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0
4	Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	1,20,16,788	1,20,16,788	1,20,16,788	%2882%	1,20,16,788	0	100.00%	0
		Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0



			ROYA	AL INDIA C	ORPORATI	ROYAL INDIA CORPORATION LIMITED				
				RESC	RESOLUTION [4]					
Resolu	Resolution required: (Ordinary/ Special)	inary/ Special)				Ordinary Resolution	tion			
Whethe	er promoter/ promo	Whether promoter/ promoter group are interested in the agenda/resolution?	sted in the ager	nda/resolutior	12	No				
Appoir	itment of Mr. Ravik	Appointment of Mr. Ravikant Chaturvedi who's term expires at this Annual General Meeting.	o's term expire	s at this Annu	ial General M	eeting.				
	Promoter/Public	Mode of Voting	Total No. of shares held	Total No. of votes on shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			Ε	[2]	[3]	[4]=3/2*100	[2]	[9]	[7]=5/3*100	[8]=6/3*100
1	Promoter and	E-Voting	0 .	0	0	0	0	0	0	0.
		Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
		Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
2.	Public	E-Voting	0	0	0	0	0	0	0	0
	holders	Poll	0	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0	0
3,	Public-Others	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	14,19,537	14,19,537	14,19,537	99.9887%	14,19,537	0	100.00%	0
		Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0
4.	Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	1,20,16,788	1,20,16,788	1,20,16,788	%2886.66	1,20,16,788	0	100.00%	0
		Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0



			KOYA	ROYAL INDIA CORPORATION LIMITED	OINE CANARA					
				RESC	RESOLUTION [5]					
11.1	necession somirad (Ordinary/Special)	nary/Special)				Ordinary Resolution	tion			
Soluti	on required. (Oral	na y openie	cted in the ager	nda/resolution	2	No				
hether	Whether promotery promoter group are interested in the above term expire at this	er group are micro	arma who's fer	m expire at th	is Annual Ger	who's term expire at this Annual General Meeting as an Additional Director.	an Additions	al Director.	ACCULATION OF THE PERSON OF TH	
арро	To appoint Director in place of Mit. Shahar Shahar	Mode of Voting	Total No. of shares held	Total No. of votes on shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			Ξ	[2]	[3]	shares [4]=3/2*100	[5]	[9]	[7]=5/3*100	[8]=6/3*100
	Promoter and	E-Voting	0	0	0	0 .	0	0	0	5
	Promoter Group	Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
		Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
	Public -	E-Voting	0	0	0	0	0	0	0	0
	Institutional holders	Poll	0	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0	0
	Public-Others	E-Voting	160	160	160	0,0113%	160	0	100.00%	0
		Poll	14,19,537	14,19,537	14,19,537	%2886.66	14,19,537	0	100.00%	0
		Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0
4.	Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	1,20,16,788	1,20,16,788	1,20,16,788	99.9887%	1,20,16,788	0	100,00%	0
		Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0



				RESC	RESOLUTION [6]	RESOLUTION [6]				
on required	d: (Ordi	Resolution required: (Ordinary/ Special)				Ordinary Resolution	ution			
r promoter/	promoi	Whether promoter/ promoter group are interested in the agenda/resolution?	sted in the age	nda/resolutior		No				
oint Director	r in plax	To appoint Director in place of Ms. Madhusa Inda who's term expire at this Annual General Meeting as an Additional Director.	Inda who's ter	m expire at th	is Annual Ger	neral Meeting as	an Additiona	d Director.		
Promoter/Public	ublic	Mode of Voting	Total No. of shares held	Total No. of votes on 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 on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=3/2*100	[2]	[9]	[7]=5/3*100	[8]=6/3*100
Promoter an	and	E-Voting	0	0	0	0	0	0	0	0
		Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
		Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
Public		E-Voting	0	0	0	0	0	0	0	0
holders	Ŧ.	Poll	0	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0	0
Public-Others	ers	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	14,19,537	14,19,537	14,19,537	%2886.66	14,19,537	0	100.00%	0
		Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0
Total		E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	1,20,16,788	1,20,16,788	1,20,16,788	%2885%	1,20,16,788	0	100.00%	0
		Total	1,20,16,948	1,20,16,948	1,20,16,948	100:00%	1,20,16,948	0	100.00%	0



Resolution Whether p To approv	Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are i			1044	O INOMALA	100				
Resolution Whether p To approve The performance of	required: (Ord			KESC	KESOLUTION [7					
To approve P P P P P P P P P P P P P P P P P P P	romoter/ promo	inary/ Special)				Special Resolution	on			
To approve	3.4	Whether promoter/ promoter group are interested in the agenda/resolution?	sted in the age	nda/resolution		No				
	e revised borrov	To approve revised borrowing limits under section 180(1)(c) at Rs. 99.50 crore.	ection 180(1)(c)	at Rs. 99.50 cr	ore.					
	Promoter/Public	Mode of Voting	Total No. of shares held	Total No. of votes on shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]	[4]=3/2*100	[2]	[9]	[7]=5/3*100	[8]=6/3*100
	Promoter and	E-Voting	0	0	0	0	0	0	0	0
	dnote catomor	Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
		Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
2. P	Public	E-Voting	0	0	0	0	0	0	0	0
9 9	Institutional	Poll	0	0	0	0	0	0	0	0
		Total	0	0	0	0	0	0	0	0
3. P	Public-Others	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	14,19,537	14,19,537	14,19,537	%2886.66	14,19,537	0	100.00%	0
		Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0
4. T	Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
		Poll	1,20,16,788	1,20,16,788	1,20,16,788	%2886.66	1,20,16,788	0	100.00%	0
		Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0



Special Resolution No Solution Signarantees or providing secular secular shares				NO	AL INDIA C	RESOLUTION [8]	RESOLUTION [8]				
Approval to set the limits applicable for making investments  extending loans and giving guarantees or providing security and reference of the limits applicable for making investments  extending loans and giving guarantees or providing security and refer the limits applicable for making investments  extending loans and giving guarantees or providing security and shares held	Resolu	tion required: (Ord	linary/ Special)				Special Resoluti	on			
PromoteryPublic   Applicable for making investments/ extending loans and giving guarantees or providing security	Wheth	er promoter/ promo	oter group are intere	sted in the age	nda/resolutior	¿L	No				
Promoter/Public   Mode of Voting   Total No. of   Total   Tota	Appro	val to set the limits	applicable for maki	ng investment	s/ extending lo	oans and givir	ng guarantees or	providing sec	curities at Rs.	50 crore	
Promoter and E-Voting   [1]   [2]   [3]   [4]=32*100   Promoter Group   Poll   1,05,97,251   1,05,97,251   1,05,97,251   1,005,97,251   1,201,6,948   1,201,6,788   1,201,6,788   1,201,6,788   1,201,6,748   1,201,6,948   1,2		Promoter/Public	Mode of Voting	Total No. of shares held	Total No. of votes on shares held	No. of votes polled	% of votes polled on outstanding	No. of votes in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group         E-Voting         0				[1]	[2]	[3]	[4]=3/2*100	[5]	[9]	171=5/3*100	181=6/3*100
Public   Total   1,05,97,251   1,05,97,251   1,008,97,251   1,005,97,251   1,008,97,251   1,005,97,251   1,008,97,251   1,005,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,008,97,251   1,009,98,78   1,001,67,88   1,20,16,788   1,20,16,788   1,20,16,788   1,20,16,788   1,20,16,748   1,20,16,748   1,00,008,97,31   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08   1,000,08   1,001,09,48   1,000,08	1.	Promoter and Promoter Group		0	0	0	0	0	0	0	0
Public Institutional holders         E-Voting         0         0         0         0         0           Public-Others         F-Voting         0         1         0         1			Poll	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
Public Institutional holders         E-Voting         0         0         0         0         0           Public-Others         F-Voting         160         160         0         0         0           Public-Others         E-Voting         160         160         0         0         0           Total         14,19,537         14,19,537         14,19,697         14,19,697         100.00%           Total         E-Voting         160         160         160         0.0113%           Poll         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,788         100.00%			Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0
holders         Poll         0         0         0         0           Total         0         0         0         0         0           Public-Others         E-Voting         160         160         160         0           Public-Others         E-Voting         14,19,537         14,19,537         14,19,537         99,9887%           Total         14,19,697         14,19,697         14,19,697         100,00%           Poll         1,20,16,788         1,20,16,788         99,9887%         1           Total         1,20,16,948         1,20,16,948         1,20,16,948         1,00,00%	ai.		E-Voting	0	0	0	0	0	0	0	0
Public-Others         E-Voting         0         0         0         0           Public-Others         E-Voting         160         160         160         0.0113%           Poll         14,19,537         14,19,537         14,19,537         99.9887%           Total         14,19,697         14,19,697         14,19,697         100.00%           Poll         1,20,16,788         1,20,16,788         1,20,16,788         99.9887%           Total         1,20,16,948         1,20,16,948         1,20,16,948         1,20,16,948		holders	Poll	0	0	0	0	0	0	0	0
Public-Others         E-Voting         160         160         160         160         160         0.0113%           Poll         14,19,537         14,19,537         14,19,537         14,19,697         100.00%           Total         E-Voting         160         160         160         0.0113%           Poll         1,20,16,788         1,20,16,788         1,20,16,788         99,9887%         1           Total         Total         1,20,16,948         1,20,16,948         1,20,16,948         1,00,00%			Total	0	0	0	0	0	0	0	0
Poll         14,19,537         14,19,537         14,19,537         99,9887%           Total         E-Voting         160         160         160         160         0.0113%           Poll         1,20,16,788         1,20,16,788         1,20,16,748         1,20,16,948         1,00.00%		Public-Others	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
Total         T-Voting         14,19,697         14,19,697         14,19,697         100.00%           Total         E-Voting         160         160         160         0.0113%           Poll         1,20,16,788         1,20,16,788         1,20,16,788         99,9887%         1           Total         1,20,16,948         1,20,16,948         1,20,16,948         1,00,00%			Poll	14,19,537	14,19,537	14,19,537	%2886.66	14,19,537	0	100.00%	0
Total         E-Voting         160         160         160         160         0.0113%           Poll         1,20,16,788         1,20,16,788         1,20,16,788         1,20,16,948         1,20,16,948         1,20,16,948         1,00,00%			Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0
1,20,16,788     1,20,16,788     1,20,16,788     99.9887%       1,20,16,948     1,20,16,948     1,20,16,948     1,00,00%		Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0
1,20,16,948 1,20,16,948 1,20,16,948 100.00%			Poll	1,20,16,788	1,20,16,788	1,20,16,788	%2885%	1,20,16,788	0	100.00%	0
			Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0



# MAYANK ARORA & CO.

Company Secretaries

Bldg no. 14/A, 2nd Floor, Chewul Wadi, Kolbat Lane, Kalbadevi road, Marine Lines, Mumbai – 400 002 India

Tel.: +91 22 49735566 +91 22 66155006

Email Id: cs@mayankarora.co.in Website: www.mayankarora.co.in

### FORM NO. MGT-13

# SCRUTINIZER'S CONSOLIDATED REPORT

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

To,
The Chairman/Company Secretary,
35th Annual General Meeting of the Equity Shareholders of
Royal India Corporation Limited,
held on Monday, 30th day of September, 2019 at 11.00 A. M. at 62, 6th Floor, 'C' Wing Mittal
Tower Nariman Point, Mumbai - 400 021

Dear Sir,

I, Mayank Arora, Practicing Company Secretary, proprietor of M/s. Mayank Arora & Co., Company Secretaries appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting and Physical Voting by Ballot papers in a fair and transparent manner at the 35th Annual General Meeting of **Royal India Corporation Limited** (herein referred as "the Company"), held on Monday, 30th day of September, 2019 at 11.00 A.M. at 62, 6th Floor, 'C' Wing Mittal Tower, Nariman Point Mumbai 400 021 pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolution contained in the Notice of the Annual General Meeting dated August 14, 2019. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited and of voting through physical ballots casted by the Members present at the 35th Annual General Meeting of the Company.



### I submit my report as under:

- The Company had appointed National Securities Depository Limited as the service provider, for extending the facility for the remote e-voting to the Shareholders of the Company from Friday, 27th September, 2019 at 9:00 A.M. and closed on Sunday, 29th September, 2019 at 5:00 P.M.
- 2. The voting rights were reckoned as on 23<sup>rd</sup> September, 2019, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
- 3. The Company facilitated the Members present in the Meeting who could not participate in the remote e-voting to cast their votes through poll process. After the time fixed for the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 5. The votes were unblocked on 30<sup>th</sup> September, 2019 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Payal Jain and Ms. Kajal Jain. Both of them are not in the employment of the Company.

Ms. Payal Jain

Ms. Kajal Jain

- 6. One poll paper was found invalid.
- 7. The Results of the voting are as under:



### **ORDINARY BUSINESS:**

# RESOLUTION NO. 1: (As an Ordinary Resolution)

To receive, consider and adopt Audited Balance Sheet, Profit and Loss Account and Cash Flow statement for year ended on 31st March, 2019, and Report of the Directors and Auditors thereon.

### (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast: 12016948
Remote E-voting	3	160	0.001
Voting by poll	47	1,20,16,788	99,999
Total	50	1,20,16,948	100

### (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



# RESOLUTION NO. 2: (As an Ordinary Resolution)

To appoint of M/s. ADV & Associates., Chartered Accountants (FRN: 128045W), as Statutory Auditors of the Company, and to fix their remuneration.

## (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast: 12016948
Remote E-voting	3	160	0.001
Voting by poll	47		0.001
Total		1,20,16,788	99.999
Total	50	1,20,16,948	100

## (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0
	U	0	0

Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0
1	0
1	1
	person or in proxy) whose



# RESOLUTION NO. 3: (As an Ordinary Resolution)

To appoint a Director in place of Mr. Nitin Gujral (DIN: 08184605), who retires by rotation at this Annual General Meeting and being eligible has offers himself for reappointment.

# (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast: 12016948
Remote E-voting	3	160	0.001
Voting by poll	47	1,20,16,788	99.999
Total	50	1,20,16,948	100

## (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0
1001717777	U	0	0

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	0
Total	1	1
		1



### SEPCIAL BUSINESS:-

# RESOLUTION NO. 4: (As a Special Resolution)

To appoint Director in place of Mr. Ravikant Chaturvedi (DIN-05198811) who's term expires at the ensuing Annual General Meeting.

# (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast: 12016948
Remote E-voting	3	160	0.001
Voting by poll	47	1,20,16,788	99,999
Total	50	1,20,16,948	100

### (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	0
Total	1	1



# RESOLUTION NO.5: (As an Ordinary Resolution)

To appoint Director in place of Mr. Sharad Budhkaran Sharma (DIN- 03081131) as Non-Executive Independent Director who retires at this Annual General Meeting and being eligible has offered himself for appointment

## (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast: 12016948
Remote E-voting	3	160	0.001
Voting by poll	47	1,20,16,788	99.999
Total	50	1,20,16,948	100

## (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	1	1
Total	1	1



# RESOLUTION NO.6: (As an Ordinary Resolution)

To appoint Director in place of Ms. Madhusa Inda (DIN-07971726) as Non-Executive Women Independent Director who retires at this Annual General Meeting and being eligible has offered herself for appointment

# (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast: 12016948		
Remote E-voting	3	160	0.004		
Voting by poll	177		0.001		
	47	1,20,16,788	99,999		
Total	50	1,20,16,948	100		

# (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares) % total number of valid votes cast			
Remote E-voting	0	0			
Voting by poll	0	0	0		
Total	0	0	0		
Total	0	0	0		

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them		
E-voting	0	0		
Voting by poll	1	0		
Total	1	1		
* O. u.i	1	1		



# RESOLUTION NO.7: (As a Special Resolution)

To approve revised borrowing limits under section 180(1)(c)

# (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares) % total number valid votes cast 12016948			
Remote E-voting	3	160	0.004		
Voting by poll	17		0.001 99,999 <b>100</b>		
	47	1,20,16,788			
Total	50	1,20,16,948			

# (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares) % total number of valid votes cast				
Remote E-voting	0	0				
Voting by poll	0	0				
Total	0	0	0			
		0	0			

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them		
E-voting	0	0		
Voting by poll	0	0		
Total	I	1		
Total	1	1		



# RESOLUTION NO.8: (As a Special Resolution)

Approval to set the limits applicable for making investments / extending loans and giving guarantees or providing securities.

# (I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	THE PARTY OF THE P		
Remote E-voting	3	160	0.004	
Voting by poll	47		0.001	
Total		1,20,16,788	99.999	
Total	50	1,20,16,948	100	

# (II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares) % total number valid votes cast			
Remote E-voting	0	0			
Voting by poll	0	0	0		
Total	0	0	0		

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them		
E-voting	0	0		
Voting by poll	1	0		
Total		1		
Total	1	1		



- 8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and other relevant records were sealed and handed over to Company Secretary cum Compliance Officer authorized by the Board for safe keeping.
- The consolidated result of the votes cast (by Remote E-Voting and by poll) is provided as Annexure 1 to this report.

FCS: 10378 CP:13609

Thanking You, Yours Faithfully,

For Mayank Arora & Co.,

Company Secretaries

Mayank Arora Proprietor

Place: Mumbai Date: 30/09/2019 For Royal adian proration Limited

Ms. Nida Ns

Membership No.: A46420

#### Annexure - 1

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 8 of the notice of the 35th Annual General Meeting of "Royal India Corporation Limited" held on Monday, September 30, 2019 at 11:00 A.M:-

Resol ution No.	Tota	l Valid Votes	s Cast	Vo	oted in favour o	f resolution		Voted	agains	t the resolu	tion
	Remote E-voting	Poll	Total	Remote E- voting	Poll	Total	%	Remot e E- voting	Poll	Total	%
1	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0
2	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0
3	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0
4	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0
5	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0
6	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0
7	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0
3	160	12016788	12016948	160	12016788	12016948	100%	0	0	0	0

ANK AROP

FCS: 10378 CP:10609

For Mayank Arora & Co.,

Company Secretaries

Mayank Arora Proprietor

Place: Mumbai Date: 30/09/2019 For Royal Collin Corporation Limited

Ms. Nida Kha Company Secretary

Membership No.: A46420