

# MAYANK ARORA & Co.

## COMPANY SECRETARIES

FORM NO. MGT-13

### SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 39<sup>th</sup> Annual General Meeting of **ROYAL INDIA CORPORATION LIMITED** held on Friday, September 29, 2023 at 3.00 P.M. (IST) at Conference room, 18<sup>th</sup> Floor, C-wing, Mittal Tower, Nariman Point, Mumbai - 400 021, Maharashtra

Dear Sir,

1. I, Mayank Arora, Practicing Company Secretary, Partner of M/s. Mayank Arora & Co., Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Royal India Corporation Limited ("the Company") for the purpose of Scrutinizing the process of voting through electronic means ("e-voting") in a fair and transparent manner on the resolutions contained in the notice dated August 14, 2023 ("Notice") at the 39<sup>th</sup> Annual General meeting held on Friday, September 29, 2023 at 3.00 P.M. (IST) at Conference room, 18<sup>th</sup> Floor, C-wing, Mittal Tower, Nariman Point, Mumbai - 400 021, Maharashtra
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. As the Scrutinizer, I have to scrutinize:
  - (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
  - (ii) process of physical ballot process on the resolution ("ballot")

#### Management's Responsibility

3. 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 39<sup>th</sup> Annual General Meeting.



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## Scrutinizer's Responsibility

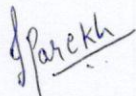
4. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots casted by the Members present at the 39th Annual General Meeting of the Company.

## Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date September 22, 2023 were entitled to vote on the resolutions (item nos. 1 to 2 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

## I submit my report as under:

1. The Company informed me that they had appointed National Securities Depository Limited (NSDL) as the service provider, for extending the facility for the remote e-voting to the Members of the Company from Tuesday, September 26, 2023 at 9:00 A.M. and ends on Thursday, September 28, 2023 at 5:00 P.M.
2. The Company facilitated the Members present in the 39<sup>th</sup> Annual General 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.
3. 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.
4. The votes were unblocked on September 29, 2023 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jheel Parekh and Mr. Vatsal Patel. Both of them are not in the employment of the Company.



JHEEL PAREKH



VATSAL PATEL





5. The Results of the voting are as under:

**ORDINARY BUSINESS:**

**RESOLUTION NO 1: (AS AN ORDINARY RESOLUTION)**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon.

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

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e 72,18,182
Remote E-voting	90	55,626	1
Polling Paper	4	71,62,456	99
Total	94	72,18,082	100

**(II) Voted against the resolution:**

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e 72,18,182
Remote E-voting	1	100	0
Polling Paper	0	0	0
Total	1	100	0

**(III) Invalid Votes:**

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Polling Paper	0	0
Total	0	0

**Result:** Resolution passed with requisite majority





**RESOLUTION NO 2: (AS AN ORDINARY RESOLUTION)**

To appoint a Director in place of Mr. Nitin Gujral (DIN: 08184605) who retires by rotation and being eligible, offers himself for re-election.

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

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e 72,18,182
Remote E-voting	90	55,626	1
Polling Paper	4	71,62,456	99
<b>Total</b>	<b>94</b>	<b>72,18,082</b>	<b>100</b>

**(II) Voted against the resolution:**

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast i.e 72,18,182
Remote E-voting	1	100	0
Polling Paper	0	0	0
<b>Total</b>	<b>1</b>	<b>100</b>	<b>100</b>

**(III) Invalid Votes:**

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Polling Paper	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed with requisite majority









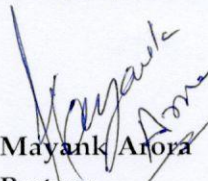
**Annexure - 1**

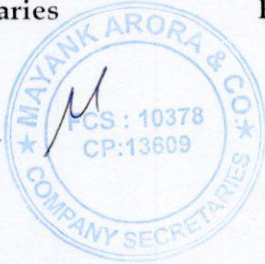
Consolidated result of voting (by remote e-voting and by Poll) for resolution numbers 1 to 2 of the Notice of the 39<sup>th</sup> Annual General Meeting of "Royal India Corporation Limited" held on Friday, September 29, 2023 at 3.00 P.M (IST):-

Resol ution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E-voting	Polling Papers	Total	Remote E-voting	Polling Papers	Total	%	Remote E- voting	Pollin g Papers	Tota l	%
1.	55,726	71,62,456	<b>72,18,182</b>	55,626	71,62,456	<b>72,18,082</b>	100	100	0	100	0.00
2.	55,726	71,62,456	<b>72,18,182</b>	55,626	71,62,456	<b>72,18,082</b>	100	100	0	100	0.00

For Mayank Arora & Co,  
Company Secretaries

For Royal India Corporation Limited

  
Mayank Arora  
Partner  
Place: Mumbai  
Date: 30/09/2023  
UDIN: F010378E001148229



Jinal Mehta  
Company Secretary

### Voting results

Record date	22-09-2023
Total number of shareholders on record date	6050
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	58
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of 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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10597251						
	Poll		7162406	67.5874	7162406	0	100	0
	Postal Ballot (if applicable)							
	Total		10597251	7162406	67.5874	7162406	0	100
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	12482749	55726	0.4464	55626	100	99.8206	0.1794
	Poll		50	0.0004	50	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12482749	55776	0.4468	55676	100	99.8207
Total		23080000	7218182	31.2746	7218082	100	99.9986	0.0014
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	