



ROYAL INDIA CORPORATION LIMITED

(CIN: L45400MH1984PLC032274)

62, 6th Floor, C-Wing, Mittal Tower,

Nariman Point, Mumbai 400021.

Tel. 022-43417777 Fax 022-22877272

Web: www.ricl.in, E-mail: info@ricl.in

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Royal India Corporation Limited will be held on Saturday, September 29, 2018 at 11:00 a.m. at the registered office of the Company situated at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai- 400 021, to transact the following business:-

ORDINARY BUSINESS:-

- 1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Statutory Auditors thereon.**
- 2. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013, and the rules made there under, including statutory modification(s) or re- enactment(s) thereof for the time being in force, the appointment of M/s. DMKH & Co., Chartered Accountants, (Firm Registration No. 116886W), Mumbai, as the Statutory Auditors of the Company to hold office from the conclusion of 31st Annual General Meeting, till the conclusion of the 5th consecutive Annual General Meeting, subject to ratification by the Members at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.”

- 3. 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 offered himself for re-appointment.**

Note: As there is no other executive Director on the Board of the Company, Mr. Nitin Gujral is liable to retire by rotation at this Annual General Meeting. Members are requested to pass the necessary ordinary resolution for his appointed pursuant to section 152(6)(a) of the Companies Act, 2013.

SPECIAL BUSINESS:-

- 4. To appoint Director in place of Nitin Gujral (DIN-08184605) who retires at this Annual General Meeting and being eligible has offered himself for appointment, the following resolution is required as an Ordinary Resolution:**

“RESOLVED THAT Mr. Nitin Gujral (DIN- 08184605) appointed as an additional director of the Company under section 161 of the Companies Act, 2013 at the meeting of the Board held on August 10, 2018 who's term expires at this Annual General Meeting be and is hereby re-appointed as the Director of the Company and that his office as Director shall be liable to retire by rotation.”

- 5. To appoint a Mr. Nitin Gujral (DIN-08184605) as the Managing Director of the Company for a period of three years, the following resolution is required as an Special Resolution:**

“RESOLVED THAT pursuant to the provision of Section 196, 197, 203 and other applicable provision of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule

V of the Companies Act, 2013, and Article of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as maybe prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Nitin Gujral (DIN-08184605) of the Company and to be designated as Executive Director (ED) for the term of Three Years commencing from August 10, 2018 to August 9, 2021 (both the days inclusive) on terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice for conduct of the AGM, with liberty to the Board to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Mr. Nitin Gujral, subject to the total remuneration not exceeding the limits specified under Section 197 of the Act, read with Schedule V of the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to give effect to this resolution and for the matters connected herewith or incidental hereto.”

6. Fee for delivery of Documents

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 20(2) and other applicable provisions of the Companies Act, 2013, the Chairman & Managing Director of the Company be and is hereby authorized to determine the fee for delivery of any document as may be delivered by the Company, through a particular mode, as requested by the Shareholders.

**By order of the Board of Directors
For Royal India Corporation Limited**

Ms. Nida Khot
Company Secretary
Membership No: 46420

Date : August 10, 2018

Place : Mumbai

Registered Office and Contact Details:

62, 6th Floor, 'C' Wing, Mittal Tower,
Nariman Point, Mumbai 400021.

Tel. No. 022-43417777 Fax No. 022-22877272

Website: www.ricl.in E-mail: rite2natraj@gmail.com



NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.** A Proxy can act on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for any other person or Member.

2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Pursuant to section 91 of the Companies Act, 2013 the Company is not opting to close its register of members as under Companies Act, 2013 its optional to close the Register of Members and Share Transfer Books of the Company for the purpose of Annual General Meeting (AGM) of the Members of the Company.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository. Accordingly AGM Notice and Annual Report are being sent by e-mail to those Members who have registered their e-mail ID's with their Depository (in case of electronic shareholding) /the Company's Registrar and Share Transfer Agent – Link Intime India Private Limited (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of AGM Notice and Annual Report are being sent by permitted mode to those Members who see-mail ID's are not registered.
6. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (“MCA”), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circulars and as part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the General Meetings, Financial Statements, Director's Report, etc. to the e-mail address provided by the members. Members are requested to update their email ID at the venue of the Annual General Meeting with the Company. It must also be updated with the RTA or the DPs.

7. AGM Notice and Annual Report are being sent to all Members, whose names appear in the Register of Members /List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”), as on Friday, August 17, 2018. AGM Notice and Annual Report are also available on the Company's website i.e. www.ricl.in in the Investor Section as well as on Link Intime website i.e. www.linkintime.co.in.
8. Members intending to require information about the Financial Statements, to be explained at the Meeting, are requested to inform the Company at least 10 days prior to the date of Meeting so that the requisite information can be readily available at the meeting.

9. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification along with the Identity Proof.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in demat form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
11. In compliance with provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM). The Company has engaged the services of NSDL to provide remote e-voting facility. E-voting is optional.
12. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents –
Link Intime India Private Limited,
C- 101, 247 Park, LBS Marg, Vikhroli-West,
Mumbai- 400083.
Tel No.: +91 22 4918 6000
Fax No.: +91 22 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
in respect of their physical share folios, if any, quoting their folio numbers.
13. Route map for the directions to venue of the meeting is available on the last page of the Annual Report.
14. Members are requested to bring their copy of the Annual Report to the meeting.
15. Members may also note that the notice of the 34th Annual General Meeting will also be available on the website of the Company www.ricl.in. The copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all working days except Saturdays, Sunday and Public Holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
16. **Voting through electronic machine:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM/ ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

III. The remote e-voting period commences on Wednesday, September 26, 2017 (9:00 am) and ends on Friday, September 28, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

MANNER OF HOLDING SHARES i.e. Demat (NSDL or CDSL) or Physical	YOUR USER ID IS:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number "109098" followed by Folio Number registered with the company For example, if EVEN is 109098 and folio number is 001*** then user ID is 101456001***

1. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
2. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
3. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company i.e. **109098**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to cs@mayankarora.co.in with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- V. The e-voting period commences on Wednesday, September 26, 2018 (9.00 a.m. IST) and ends on Friday, September 28, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 22, 2018, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

- VI. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

- VII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- VIII. Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary, (Membership No.: 33328) has been appointed as a scrutinizer to oversee the e-voting and act as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- X. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- XI. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ricl.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the Bombay Stock Exchange Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3.

As there are no other Executive Director on the Board of the Company it is decided to retire Mr. Nitin Gujral as the director liable to retire by rotation to comply with the requirement of section 152(6)(a) of the Companies Act, 2013. Shareholders are requested to pass necessary resolution for his appointment.

None of the Director or KMP except Mr. Nitin Gujral is interested in passing of this resolution.

Item 4 and 5:

The Board of Directors of the Company at its meeting held on August 10, 2018 had appointed Mr. Nitin Gujral (DIN-08184605) as the Additional Director as per the provisions of Section 161(1) of the Companies Act, 2013 Mr. Nitin Gujral can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section corresponding section 160(1) of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

Mr. Nitin Gujral (DIN-08184605) is from commerce background. He has been highly successful with rich experience management area. The Board feels that appointment and presence of Mr. Nitin Gujral on the Board will be desirable, beneficial and in the best interest of the Company and hence recommends resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members.

Based on the recommendation of Nomination & Remuneration Committee and subject to approval of members at this Annual General Meeting of the Company Board has designated him as Managing Director of the Company pursuant to requirement of section 196 of the Companies Act 2013.

The Company is now desirous of seeking approval of the shareholders to appoint Mr. Nitin Gujral as a Managing Director for a term of 3 years commencing w.e.f. August 10, 2018 with the term valid up to August 9, 2021. Mr. Nitin Gujral satisfies all the conditions set out in Part I of Schedule V of the Companies Act, 2013 for being eligible for appointment.

The abstract of the terms and conditions contained in the draft agreement is as under:

A: Salary:

Salary at the rate of Rs. 2, 40,000 per annum with annual increments at such rate as may be approved by the Board of Directors.

B: Perquisites part of the salary:

- i. Reimbursement of actual entertainment, travelling and out of pocket expenses incurred in the course of the Company's business. Reimbursement of expenses of international travel, if any, shall be governed by the Company's rules in force from time to time.
- ii. Entitlement to privilege leave with full day and casual leave benefits as per the rules of the Company.
- iii. Entitlement to minimum remuneration as per Companies Act, 2013 in the event of absence or inadequacy of profits in any financial year during your tenure.

Terms relating to confidentiality of information of the Company, non-entitlement to sitting fees, non-entitlement to any interest or concern in any selling agency of the Company without Central Government approval, notice of termination (three months notice on either side), etc.

C: Termination:

The Agreement may be terminated

- (a) Forthwith by notice in writing on his vacation of office of Director by virtue of the applicable provisions of the Companies Act, 2013 or
- (b) By giving 6 months' notice in writing by either party.

D: Arbitration:

Disputes shall be settled through arbitration. Copy of the Letter of Appointment /Agreement will be available for inspection by the Members at the Registered Office of the Company on any working day from Monday to Friday and will also be available at the Meeting.

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name	Mr. Nitin Gujral
Date of Birth	12.12.1981
Date of first appointment on the Board	August 10, 2018
No. of meetings of the Board attended	N.A
Relationships between directors inter-se	None
Directorships held in other Indian entities	None
Membership / Chairmanship of committees of the Board in other entities	None
Shareholding in the Company	Nil
Other Directorship	Nil

Except Mr. Nitin Gujral being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 and Item No. 4.

Item No 6.

As per proviso to Section 20 (2) of the Companies Act, 2013, a shareholder may request delivery of any document as may be delivered by the company through a particular mode for which he shall pay such fee as may be determined by the Company in its Annual General Meeting. Since the cost of dispatch may vary from time to time and depending on the mode of dispatch, your directors recommends to authorize the Chairman and Managing Director to determine fee for delivery of any such documents through a particular mode as requested by the shareholder.

No Director/Key Personnel/Relatives of the Directors/Key Managerial Personnel is interested in the resolution.

**By order of the Board of Directors
For Royal India Corporation Limited**

Ms. Nida Khot
Company Secretary
Membership No: 46420

Date : August 10, 2018

Place : Mumbai

Registered Office and Contact Details:

62, 6th Floor, 'C' Wing, Mittal Tower,
Nariman Point, Mumbai 400021.

Tel. No. 022-43417777 Fax No. 022-22877272

Website: www.ricl.in E-mail: rite2natraj@gmail.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L45400MH1984PLC032274

Name of the company: Royal India Corporation Limited

Registered office: 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai-400021, Maharashtra, India.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the holder (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General meeting of the Company to be held on Saturday the 29th day of September, 2018 At 11:00 a.m. at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai-400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

List of Resolutions:		
Particulars	Ascent	Dissent
1. Adoption of the Audited Financial Statements for the financial year ended on 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2. Ratification of re-appointment of M/s DMKH & Co., Chartered Accountants, as Statutory Auditors of the Company.		
3. 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 offered himself for re-appointment		
4. To appoint Director in place of Nitin Gujral (DIN-08184605) who retires at this Annual General Meeting and being eligible has offered himself for appointment, the following resolution is required as an Ordinary Resolution:		
5. Appointment of Mr. Nitin Gujral as a Managing Director of the Company for a period of three years.		
6. Provision for fees to delivery of documents through any particular mode of dispatch.		

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

ROYAL INDIA CORPORATION LIMITED

62, 6TH FLOOR, 'C' WING, MITTAL TOWER, NARIMAN POINT, MUMBAI-400021, MAHARASHTRA, INDIA.

DP ID & Client ID / Folio No: _____ No. of Shares: _____ I
certify that I am a registered shareholder / proxy for the registered shareholder of the Company (Member's/ Proxy's
name and address in block letters to be furnished
below). _____

I hereby record my presence at the 34th Annual General Meeting of the Company of Royal India Corporation Limited on
Saturday the 29th day of September, 2018 at 11:00 a.m. at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point,
Mumbai-400021, Maharashtra, India.

(Member's/Proxy's name in Block Letters)

(Member's/Proxy's Signature)

Note: Please fill in this attendance slip and hand it over at the entrance of the place of meeting.

Route Map for the venue of the 34th Annual General Meeting of the Company

