

SUMMARY OF PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING

The 35th Annual General Meeting ("AGM" Meeting) of the Members of Royal India Corporation Limited ("the Company") was held on Monday, 30th 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 27th September, 2019 from 9:00 am. onwards till Sunday 29th 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 st 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 Budhakaran 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 30th 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

Nida
Ms. Nida Khot
Company Secretary
Mem No. A46420



Date: 30th September, 2019

Place: Mumbai

ROYAL INDIA CORPORATION LIMITED									
RESOLUTION [I]									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Adoption of the Audited Financial Statements for the financial year ended on 31 st March, 2019 and the Reports of the Board of Directors and Auditors thereon.									
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]	[6]	[7]=5/3*100	[8]=6/3*100
1. Promoter and Promoter Group	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 Institutional holders	E-Voting	0	0	0	0	0	0	0	0
	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	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



ROYAL INDIA CORPORATION LIMITED

RESOLUTION [2]

Resolution required: (Ordinary/ Special)		Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Appointment of M/s ADV & Associate, Chartered Accountants, as Statutory Auditors of the Company for FY 2019-20.											
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	[7]=5/3*100	[8]=6/3*100
1.	Promoter and Promoter Group	[1] 0	[2] 0	[3] 0	[4]=3/2*100 0	[5] 0	[6] 0	[7]=5/3*100 0	[8]=6/3*100 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 Institutional holders	0	0	0	0	0	0	0	0		
	Poll	0	0	0	0	0	0	0	0		
	Total	0	0	0	0	0	0	0	0		
3.	Public-Others	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	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		



ROYAL INDIA CORPORATION LIMITED

RESOLUTION [3]

		Ordinary Resolution							
Resolution required: (Ordinary/ Special)		No							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
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.									
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]	[6]	[7]=5*3*100	[8]=6*3*100
1.	Promoter and Promoter Group	0	0	0	0	0	0	0	0
		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 Institutional holders	0	0	0	0	0	0	0	0
		0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
3.	Public-Others	160	160	160	0.0113%	160	0	100.00%	0
		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	160	160	160	0.0113%	160	0	100.00%	0
		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



ROYAL INDIA CORPORATION LIMITED

RESOLUTION [4]

Resolution required: (Ordinary/Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Appointment of Mr. Ravikant Chaturvedi who's term expires at this Annual General Meeting.									
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. Promoter and Promoter Group	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 Institutional holders	E-Voting	0	0	0	0	0	0	0	0
	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	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



ROYAL INDIA CORPORATION LIMITED

RESOLUTION [5]

Ordinary Resolution

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

To appoint Director in place of Mr. Sharad Sharma who's term expire at this Annual General Meeting as an Additional Director.

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	No
1. Promoter and Promoter Group	E-Voting	0	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	0
	Total	1,05,97,251	1,05,97,251	1,05,97,251	100%	1,05,97,251	0	100.00%	0	0
2. Public Institutional holders	E-Voting	0	0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0	0
3. Public-Others	E-Voting	160	160	160	0.0113%	160	0	100.00%	0	0
	Poll	14,19,537	14,19,537	14,19,537	99.9887%	14,19,537	0	100.00%	0	0
	Total	14,19,697	14,19,697	14,19,697	100.00%	14,19,697	0	100.00%	0	0
4. Total	E-Voting	160	160	160	0.0113%	160	0	100.00%	0	0
	Poll	1,20,16,788	1,20,16,788	1,20,16,788	99.9887%	1,20,16,788	0	100.00%	0	0
	Total	1,20,16,948	1,20,16,948	1,20,16,948	100.00%	1,20,16,948	0	100.00%	0	0



ROYAL INDIA CORPORATION LIMITED

RESOLUTION [6]

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?					Ordinary Resolution				
To appoint Director in place of Ms. Madhusa Inda who's term expire at this Annual General Meeting as an Additional Director.					No				
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]	[6]	[7]=5/3*100	[8]=6/3*100
1. Promoter and Promoter Group	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 Institutional holders	E-Voting	0	0	0	0	0	0	0	0
	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	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



ROYAL INDIA CORPORATION LIMITED
RESOLUTION [7]

Resolution required: (Ordinary/ Special)		Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
To approve revised borrowing limits under section 180(1)(c) at Rs. 99.50 crore.											
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]	[6]	[7]=5/3*100	[8]=6/3*100		
1.	Promoter and Promoter Group	0	0	0	0	0	0	0	0		
		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 Institutional holders	0	0	0	0	0	0	0	0		
		0	0	0	0	0	0	0	0		
	Total	0	0	0	0	0	0	0	0		
3.	Public-Others	160	160	160	0.0113%	160	0	100.00%	0		
		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	160	160	160	0.0113%	160	0	100.00%	0		
		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		



ROYAL INDIA CORPORATION LIMITED

RESOLUTION [8]

Resolution required: (Ordinary/ Special)		Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Approval to set the limits applicable for making investments/ extending loans and giving guarantees or providing securities at Rs. 50 crore.		No									
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]	[6]	[7]=5/3*100	[8]=6/3*100		
1. Promoter and Promoter Group	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 Institutional holders	E-Voting	0	0	0	0	0	0	0	0		
	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	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		

