



Royal India Corporation Ltd.

September 18, 2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street, Mumbai - 400 001
Email: corp.relations@bseindia.com
Scrip Code: 512047

Subject: Voting Results and Scrutinizer report for the 37th Annual General Meeting of Royal India Corporation Limited held on Friday, 17th September, 2021.

Dear Sir,

Pursuant to Section 108 of the Companies Act, 2013 read with the Rules made there under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company had provided facility for voting to its shareholders as on 10th September, 2021 (being cut-off date for the purpose of voting) to cast their votes on the items of business stated in the Notice convening the AGM. The remote e-voting commenced from Tuesday, 14th September, 2021 at 9:00 a.m. and concluded on Thursday 16th September, 2021 till 5:00 p.m. There was voting through physical ballot process at the AGM as well. With reference to the captioned subject, enclosed herewith please find Scrutinizer Report i.e. Form MGT-13 considering the voting-results in the 37th Annual General Meeting held on Friday, 17th September, 2021.

The Company has received the Scrutinizer's Report, from CS Mayank Arora, (Membership No. FCS 10378), Proprietor of M/s Mayank Arora & Co., Mumbai confirming details of voting through remote e-voting and physical voting process at the time of the AGM. Accordingly, as per the said Rules, on account of passing of resolutions with requisite majority, all the resolutions are deemed to be passed and approved by the shareholders on the date of AGM i.e. on 17th September, 2021.

A disclosure of voting results in terms of Regulation 44 of the Listing Regulations and the Scrutinizer's report on remote e-voting and voting process at the time of the AGM is enclosed herewith. A copy of the said Scrutinizer's Report and declaration of Results is also being uploaded on the website of the company viz. www.ricl.in, website of NSDL viz. <https://www.evoting.nsdl.com/>

You are requested to take the above on record.

Thanking You.

Yours faithfully,
For Royal India Corporation Limited

Jinal
Rushabh
Shah

Digitally signed by Jinal/Rushabh Shah
DN: c=IN, o=Royal India Corporation Limited,
ou=Corporate, email=jinal@ricl.in, serial=1,
c=IN, o=Royal India Corporation Limited,
ou=Corporate, email=rushabh@ricl.in, serial=1,
c=IN, o=Royal India Corporation Limited,
ou=Corporate, email=shah@ricl.in, serial=1,
Date: 2021.09.18 17:59:59 +05'30'

Jinal Shah
Company Secretary
Membership No. A51809
Encl: As above

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210, NARIMAN POINT, MUMBAI - 400021.
TEL.: 022 - 43417777 / 40768888
FAX : 022 - 22877272
Email : info@ricl.in Website : www.ricl.in
CIN : L45400MH1984PLC032274

Mayank Arora & Co.

Company Secretaries

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Udyog Bhavan, Sonawala Road,
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Mumbai - 400 063.
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Website: www.mayankarora.co.in

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 37th Annual General Meeting of **ROYAL INDIA CORPORATION LIMITED** held on Friday, September 17, 2021 at 11.00 A.M. (IST) at Conference room, 18th Floor, C-wing, Mittal Tower, Nariman Point, Mumbai-400021, Maharashtra

Dear Sir,

1. I, Mayank Arora, Practicing Company Secretary, proprietor 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 30th July 2021 ("**Notice**") at the 37th Annual General meeting held on Friday, September 17, 2021 at 11.00 A.M. (IST) at Conference room, 18th Floor, C-wing, Mittal Tower, Nariman Point, Mumbai-400021, 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 37th Annual General Meeting.

Scrutinizer's Responsibility

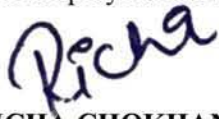
4. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots casted by the Members present at the 37th Annual General Meeting of the Company.

Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date 10th September 2021 were entitled to vote on the resolutions (item nos. 1 to 6 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, 14th September, 2021 at 09:00 a.m. and ends on Thursday, 16th September, 2021 at 05:00 p.m.
2. The Company facilitated the Members present in the 37th 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 17th September, 2021 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Richa Chokhani and Mr. Rahul Tiwari. Both of them are not in the employment of the Company.



RICHA CHOKHANI



RAHUL TIWARI

5. No poll paper was found invalid.
6. 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 31st March, 2021 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
Remote E-voting	69	5923646	99.98
Polling Paper	15	1013	0.02
Total	84	5924659	100.00

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	2	0.00
Polling Paper	0	0	0.00
Total	1	2	0.00

(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
Remote E-voting	69	5923646	99.98
Polling Paper	15	1013	0.02
Total	84	5924659	100.00

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	2	0.00
Polling Paper	0	0	0.00
Total	1	2	0.00

(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 3: (AS AN ORDINARY RESOLUTION)

To Re-appoint Mr. Nitin Gujral (DIN: 08184605) as Managing Director for a period of five years

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	69	5923646	99.98
Polling Paper	15	1013	0.02
Total	84	5924659	100.00

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	2	0.00
Polling Paper	0	0	0.00
Total	1	2	0.00

(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 4: (AS AN ORDINARY RESOLUTION)

To consider appointment of Mr. Jinesh Mehta (DIN: 05226043) as an Independent Director of the Company

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	69	5923646	99.98
Polling Paper	15	1013	0.02
Total	84	5924659	100.00

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	2	0.00
Polling Paper	0	0	0.00
Total	1	2	0.00

(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 5: (AS A SPECIAL RESOLUTION)

To approve the modification in Borrowing Limits of the Company pursuant to Section 180 of the Companies Act, 2013 from Rs. 99.50 Crores to Rs. 150 Crore

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	69	5923646	99.98
Polling Paper	15	1013	0.02
Total	84	5924659	100.00

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	2	0.00
Polling Paper	0	0	0.00
Total	1	2	0.00

(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 6: (AS A SPECIAL RESOLUTION)

To consider and approve the requests received from M/s Shri Baiju Trading and Investment Private Limited for re-classification from 'Promoter and Promoter Group' category to 'Public' category

(I) Voted in favour of the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	67	1086307	99.98
Polling Paper	15	1013	0.02
Total	82	1087320	100.00

(II) Voted against the resolution:

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	1	2	0.00
Polling Paper	0	0	0.00
Total	1	2	0.00

(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

NOTE: The Promoters were interested in the Resolution no. 6, hence their votes were not considered.

7. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Jinal Shah, Company Secretary & Compliance Officer for preserving safely after the Chairman considers, approves and signs the minutes of the AGM
8. The consolidated result of the votes cast (by Remote E-Voting and by Poll) is provided as **Annexure 1** to this report.

Thanking You,
Yours Faithfully,

**For Mayank Arora & Co,
Company Secretaries**

MAYANK Digitally signed by
ARORA MAYANK ARORA
Date: 2021.09.18
16:01:19 +05'30'

**Mayank Arora
Proprietor
Place: Mumbai
Date: 18/09/2021**

UDIN: F010378C000967631

For Royal India Corporation Limited

Jinal
Rushabh
Shah

Digitally signed by Jinal Rushabh Shah
DN: cn=Jinal Rushabh Shah, o=Royal India Corporation Limited, email=jinal.rushabh@royalindia.com, postalCode=400097, st=Maharashtra, serialNumber=8f46a7448c7f72cc588849c315d148902a260f2608b641d41ff1c27ca2222df, cn=Jinal Rushabh Shah
Date: 2021.09.18 18:00:31 +07'00'

**Jinal Shah
Company Secretary & Compliance Officer**

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, 2021 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	4837339	45.6471	4837339	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10597251	4837339	45.6471	4837339	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	12482749	1086309	8.7025	1086307	2	99.9998	0.0002
	Poll		1013	0.0081	1013	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12482749	1087322	8.7106	1087320	2	99.9998
Total		23080000	5924661	25.6701	5924659	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Mr. Nitin Gujral (DIN: 08184605) who retires by rotation and being eligible, offers himself for re-election					
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	4837339	45.6471	4837339	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10597251	4837339	45.6471	4837339	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	12482749	1086309	8.7025	1086307	2	99.9998	0.0002
	Poll		1013	0.0081	1013	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12482749	1087322	8.7106	1087320	2	99.9998
Total		23080000	5924661	25.6701	5924659	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To Re-appoint Mr. Nitin Gujral (DIN: 08184605) as Managing Director for a period of five years					
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	4837339	45.6471	4837339	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10597251	4837339	45.6471	4837339	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	12482749	1086309	8.7025	1086307	2	99.9998	0.0002
	Poll		1013	0.0081	1013	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12482749	1087322	8.7106	1087320	2	99.9998
Total		23080000	5924661	25.6701	5924659	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider appointment of Mr. Jinesh Mehta (DIN: 05226043) as an Independent Director of the Company					
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	4837339	45.6471	4837339	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10597251	4837339	45.6471	4837339	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	12482749	1086309	8.7025	1086307	2	99.9998	0.0002
	Poll		1013	0.0081	1013	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12482749	1087322	8.7106	1087320	2	99.9998
Total		23080000	5924661	25.6701	5924659	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To approve the modification in Borrowing Limits of the Company pursuant to Section 180 of the Companies Act, 2013 from Rs. 99.50 Crores to Rs. 150 Crore					
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	4837339	45.6471	4837339	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10597251	4837339	45.6471	4837339	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	12482749	1086309	8.7025	1086307	2	99.9998	0.0002
	Poll		1013	0.0081	1013	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		12482749	1087322	8.7106	1087320	2	99.9998
Total		23080000	5924661	25.6701	5924659	2	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To consider and approve the requests received from M/s Shri Baiju Trading and Investment Private Limited for re-classification from 'Promoter and Promoter Group' category to 'Public' category					
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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10597251	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	12482749	1086309	8.7025	1086307	2	99.9998	0.0002
	Poll		1013	0.0081	1013	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	12482749	1087322	8.7106	1087320	2	99.9998	0.0002
Total		23080000	1087322	4.7111	1087320	2	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	The Promoters were interested in the Resolution no. 6, hence their votes were not considered.