

**MAYANK ARORA & Co.**

Company Secretaries

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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,  
34<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Royal India Corporation Limited,  
held on Saturday, 29<sup>th</sup> day of September, 2018 at 11.00 A. M. at 62, 6<sup>th</sup> 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 34<sup>th</sup> Annual General Meeting of **Royal India Corporation Limited** (herein referred as "the Company"), held on Saturday, 29<sup>th</sup> day of September, 2018 at 11.00 A.M. at 62, 6<sup>th</sup> Floor 'C' Wing Mittal Tower Nariman Point Mumbai 400021 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 41 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 10, 2018. 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 34<sup>th</sup> Annual General Meeting of the Company.





**I submit my report as under:**

1. 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 Wednesday, 26th September, 2018 at 9:00 A.M. and closed on Friday, 28th September, 2018 at 5:00 P.M.
2. The voting rights were reckoned as on 22<sup>nd</sup> September, 2018, 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 29<sup>th</sup> September, 2018 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Ruchika Konde and Ms. Kajal Khetani. Both of them are not in the employment of the Company.



Ms. Ruchika Konde



Ms. Kajal Khetani

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 31<sup>st</sup> March, 2018, 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
Remote E-voting	3	170	0
Voting by poll	40	12156842	100
Total	43	12157012	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

**(III) Invalid Votes:**

	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. DMKH & Co., Chartered Accountants (FRN: 116886W), 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
Remote E-voting	3	170	0
Voting by poll	40	12156842	100
Total	43	12157012	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

**(III) Invalid Votes:**

	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. 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 re-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
Remote E-voting	3	170	0
Voting by poll	40	12156842	100
<b>Total</b>	<b>43</b>	<b>12157012</b>	<b>100</b>

**(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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

	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
<b>Total</b>	<b>1</b>	<b>1</b>





SEPCIAL BUSINESS:-

RESOLUTION NO. 4: (As an Ordinary Resolution)

Regularization of Mr. Nitin Gujral (DIN: 08184605) as a Director

(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
Remote E-voting	3	170	0
Voting by poll	40	12156842	100
Total	43	12157012	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

(III) Invalid Votes:

	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.5: (As a Special Resolution)**

To appoint Mr. Nitin Gujral (DIN: 08184605) as the Managing Director of the Company for a period of three years.

**(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
Remote E-voting	3	170	0
Voting by poll	39	12156832	100
Total	42	12157002	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	1	10	0
Total	1	10	0

**(III) Invalid Votes:**

	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)

Fee for delivery of Documents.

(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
Remote E-voting	3	170	0
Voting by poll	40	12156842	100
Total	43	12157012	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

(III) Invalid Votes:

	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

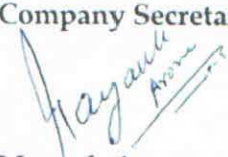




8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Company Secretary and Compliance Officer authorized by the Board for safe keeping.
10. 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 Arora  
Proprietor

Place: Mumbai  
Date: 29/09/2018



For Royal Indian Corporation Limited

  
Ms. Nida Khot  
Company Secretary  
Membership No.: A46420





**Annexure - 1**

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 5 of the notice of the 34<sup>th</sup> Annual General Meeting of "Royal India Corporation Limited" held on Friday, September 29, 2017 at 11:00 A.M.:-

Resol ution No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E-voting	Poll	Total	Remote E- voting	Poll	Total	%	Remot e E- voting	Poll	Total	%
1	170	12156842	12157012	170	12156842	12157012	100%	0	0	0	0
2	170	12156842	12157012	170	12156842	12157012	100%	0	0	0	0
3	170	12156842	12157012	170	12156842	12157012	100%	0	0	0	0
4	170	12156842	12157012	170	12156842	12157012	100%	0	0	0	0
5	170	12156842	12157012	170	12156842	12157002	100%	0	10	0	0
6	170	12156842	12157012	170	12156832	12157012	100%	0	0	0	0

For Mayank Arora & Co.,  
Company Secretaries

*Mayank Arora*  
Mayank Arora  
Proprietor

Place: Mumbai  
Date: 29/09/2018



For Royal India Corporation Limited

*Nida*  
Ms. Nida Khot  
Company Secretary  
Membership No.: A46420

