

# MAYANK ARORA & Co.

COMPANY SECRETARIES

BLDG NO. 14/A, 2<sup>ND</sup> FLOOR,  
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## Combined Scrutinizer's Report on Remote E-voting & Voting conducted at 32<sup>nd</sup> Annual General Meeting held on August 11, 2016

To,  
The Chairperson,  
32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
Royal India Corporation Limited,  
Held on Thursday, August 11, 2016 at 11.30 A.M at 62, 6th 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., appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting and Physical Voting by Ballot papers at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **Royal India Corporation Limited** held on Thursday, August 11, 2016 at 11.30 A.M at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai- 400 021 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 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I submit my report as under:

1. The Remote E-Voting period remained open from Monday, 08<sup>th</sup> August, 2016 at 9:00 A.M. and closed on Wednesday, 10<sup>th</sup> August, 2016 at 5:00 P.M.
2. The voting rights were reckoned as on 04<sup>th</sup> August, 2016, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
3. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.



4. The locked ballot boxes were 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 11<sup>th</sup> August, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Kajal Khetani and Ms. Honey Magia. Both of them are not in the employment of the Company.



Ms. Kajal Khetani



Ms. Honey Magia

6. No poll paper was found invalid.
7. The Results of the voting are as under:



**ORDINARY BUSINESS:**

**RESOLUTION NO. 1:**

Adoption of Balance Sheet as at March 31, 2016, the Profit & Loss Account For the Financial year ended as on that date and the reports of Board of 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	27	8648076	67.66%
Voting by poll	23	4134411	32.34%
Total	50	12782487	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	0	0
Total	0	0





**RESOLUTION NO. 2:**

**Appointment of Hitesh Jain (DIN: 05263120), Whole Time Director retiring by rotation.**

**(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	27	8648076	67.66%
Voting by poll	23	4134411	32.34%
Total	50	12782487	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	0	0
Total	0	0



**RESOLUTION NO. 3:**

**Ratification the Appointment of M/s. DMKH & Co., as a Statutory Auditor of the Company.**

**(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	27	8648076	67.66%
Voting by poll	23	4134411	32.34%
Total	50	12782487	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	0	0
Total	0	0



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 Director 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.,  
Practising Company Secretaries

For Royal India Corporation Limited



Mayank Arora  
Proprietor

Chairman

Place: Mumbai  
Date: 12th August, 2016

**Annexure - 1**

**Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 3 of the notice of the 32<sup>nd</sup> Annual General Meeting of "Royal India Corporation Limited" held on Thursday, August 11, 2016 at 11.30 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	8648076	4134411	12782487	8648076	4134411	12782487	100	0	0	0	0
2	8648076	4134411	12782487	8648076	4134411	12782487	100	0	0	0	0
3	8648076	4134411	12782487	8648076	4134411	12782487	100	0	0	0	0

Thanking You,  
Yours Faithfully,

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

**For Royal India Corporation Limited**

  
**Mayank Arora  
Proprietor**

**Chairman**

Place: Mumbai  
Date: 12th August, 2016

