

# Nitin R. Joshi

**B.COM., LL.B., D.C.E.C., F.C.S.  
COMPANY SECRETARY**

415, Marathon Max, Next to Udyog Kshetra, Jn. Of L.B.S. Marg & Goregoan Link Road, Mulund (W),  
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## **CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of The Fifty Seventh Annual General Meeting of the Equity Shareholders of Citadel Realty And Developers Limited held on Thursday, 10<sup>th</sup> day of August, 2017 at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber building, IMC, Churchgate, Mumbai 400 020 at 03.30 p.m.

Dear Sir,

I, Nitin R. Joshi, Practicing a Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Citadel Realty And Developers Limited (the company) for the purpose of scrutinizing the e-voting process alongwith physical ballot forms and ascertaining the requisite majority on the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Companies ( Management and Administration) Rule 2014 ( Rules) and applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations,2015, on the resolutions contained in the notice to the Fifty Seventh Annual General Meeting of the members of the Company.

The Chairman of the Annual General Meeting (the Meeting) had suo moto provided in additional opportunity of voting to those members present at the Meeting who have not cast their vote earlier either through e-voting facility or vide physical ballot form sent to them along with the Notice of the Meeting to vote on the resolutions contained in the notice to the Fifty Seventh Annual General Meeting of the members of the Company..

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, relating to e-voting and physical voting on the resolutions contained in the Notice to the Fifty Seventh Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and voting through physical ballot form (received up to August 09, 2017 and at the Annual General Meeting) is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice of AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and physical ballot forms received up to August 09, 2017 and at the AGM.

(...2...)



(...2...)

Further to above, I submit my report as under :

1. The Members of the Company as on the cut-off date i.e. August 03,2017 were entitled to vote (Whether by way of e-voting or physical ballot form) on the resolutions contained in the notice of the Fifty Seventh Annual General meeting of the Members of the Company.
2. As requested by the Management, I submit herewith my consolidated report on the results of e-voting together with that of physical ballot forms received up to 09.08.2017 and at the AGM, given as under:

Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	No. of votes
				No. of members voting	No. of votes	% of total number of valid votes cast (favour and Against)	No. of members voting	No. of votes	% of total number of valid votes cast (Favour and Against)		
1	To receive, consider and adopt the Financial Statements for the year ended on 31 <sup>st</sup> March, 2017 and the Reports of the Directors and Auditors thereon.	Ordinary	e-voting	04	48	--	01	26	--	--	--
			Physical Ballot Form	19	2191191	--	01	100	--	--	--
			<b>Total</b>	<b>23</b>	<b>2191239</b>	<b>99.99</b>	<b>02</b>	<b>126</b>	<b>0.01</b>	<b>--</b>	<b>--</b>
2	To declare a Dividend, of Rs. 1.00 per Equity Shares (10%) for the year 2016-17	Ordinary	e-voting	04	48	--	01	26	--	--	--
			Physical Ballot Form	19	2191191	--	01	100	--	--	--
			<b>Total</b>	<b>23</b>	<b>2191239</b>	<b>99.99</b>	<b>02</b>	<b>126</b>	<b>0.01</b>	<b>--</b>	<b>--</b>
3	To appoint a Director in place Mrs. Sonal M. Shah, who retires by rotation and being eligible offers herself for re-appointment	Ordinary	e-voting	04	48	--	01	26	--	--	--
			Physical Ballot Form	17	947896	--	--	--	--	--	--
			<b>Total</b>	<b>21</b>	<b>947944</b>	<b>100</b>	<b>01</b>	<b>26</b>	<b>--</b>	<b>--</b>	<b>--</b>
4	To ratify the appointment of M/s. Bipin Shah & Co., Chartered Accountants as the Statutory Auditor of the Company.	Ordinary	e-voting	04	48	--	01	26	--	--	--
			Physical Ballot Form	19	2191191	--	01	100	--	--	--
			<b>Total</b>	<b>23</b>	<b>2191239</b>	<b>99.99</b>	<b>02</b>	<b>126</b>	<b>0.01</b>	<b>--</b>	<b>--</b>
5	Appointment of Mr. Devendra Shrinanker as a Director of the Company	Ordinary	e-voting	04	48	--	01	26	--	--	--
			Physical Ballot Form	20	2191291	--	--	--	--	--	--
			<b>Total</b>	<b>24</b>	<b>2191339</b>	<b>100</b>	<b>01</b>	<b>26</b>	<b>--</b>	<b>--</b>	<b>--</b>

(All Resolutions stands passed under e-voting and physical ballot forms received as stated above, with the requisite majority.)

(...3...)



(...3...)

The Register and all other papers relating to physical voting during the Annual General Meeting shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter, I shall return the Register and related papers to the Company.

Thanking you,

Yours faithfully,



  
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(NITIN R. JOSHI)  
Practising Company Secretary  
FCS 3137 CP 1884

Place : Mumbai

Dated : 11.08.2017