



RISHIROOP

Rishiroop Ltd.

1005 The Summit Business Park
Andheri Kurla Road, Andheri (E)
Mumbai 400 093, India
Tel: +91-22-4095 2000
CIN: L25200MH1984PLC034093
www.rishiroop.in

RL/MUM/AF/28/2024-25

August 13, 2024

To,
Department of Corporate Services
BSE Ltd,
P.J.Towers, Dalal Street,
Fort, Mumbai - 400 001

Ref.: BSE Scrip Code No. 526492 : ISIN INE582D01013

Dear Sirs,

**Sub: 39th Annual General Meeting (AGM) held on August 12, 2024 -
Voting Results pursuant to Regulation 44(3) of SEBI (LODR), 2015 -**

Further to our letter dated August 12, 2024, giving the summary of proceedings of the 39th AGM of the Company held on August 12, 2024 we write to inform that the Company has now received the consolidated report of the Scrutinizer in respect of the remote e-voting and e-voting during the Annual General Meeting held on August 12, 2024.

As per the report of the Scrutinizer - M/s. Shreyans Jain & Co., Company Secretaries, the resolutions as contained in item nos. 1 to 6 of the Notice of 39th AGM of the Company have been passed with requisite majority.

A copy of the said Report is attached. A copy of the report is being placed on the Company website i.e. www.rishiroop.in and also on the website of Central Depository Services (India) Limited.

Kindly disseminate the above information on your website.

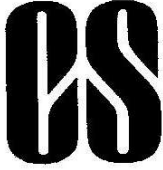
Thanking you,

Yours sincerely,

For RISHIROOP LIMITED

AGNELO A. FERNANDES
COMPANY SECRETARY

Encl: as above
\\



Shreyans Jain & Co.

Company Secretaries

Off: 603, Ashok Heights, Opp. Saraswati Apartments, Near Nicco Circle,
Niklaswadi Road, Gundavali, Andheri (E), Mumbai - 400069, Maharashtra.
Tel: 022 - 4600 2079; Web: www.sjcoocs.com ; email: shreyanscs@gmail.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended from time to time]

To,
**The Chairman of 39th Annual General Meeting of,
Rishiroop Limited**
W - 75(A), & W-76(A),
Nashik Ind. Estate,
Satpur, Nashik - 420007, Maharashtra.

Dear Sir,

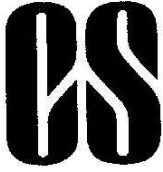
The Board of Directors of RISHIROOP LIMITED ("Company") at its meeting held on 21st May, 2024 had approved to provide the facility for voting by Shareholders through electronic mode, for the items set out in the Notice of 39th Annual General Meeting held on Monday, 12th August, 2024 ("AGM") of the Company in terms of provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") read along with General Circular No. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 02/2021, 02/2022, 10/2022, 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (hereinafter referred to as "SEBI Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), to determine the result of the voting on resolutions set out in the Notice of AGM.

I, CS Shreyans Jain, proprietor of Shreyans Jain & Co, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Company to scrutinize the voting by Shareholders through Remote e-voting and E-voting at the AGM in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and in a fair and transparent manner for the resolution(s) as contained in the Notice of the said AGM. I am pleased to submit my report as under, which is comprehensive and self-explanatory in all respects.

Management's Responsibility:

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder; the MCA Circulars; the SEBI Circular; and Listing Regulations pertaining to remote e-voting and e-voting during the AGM on the resolutions contained in the Notice of the AGM.





Shreyans Jain & Co.

Company Secretaries

Off: 603, Ashok Heights, Opp. Saraswati Apartments, Near Nicco Circle,
Niklaswadi Road, Gundavali, Andheri (E), Mumbai - 400069, Maharashtra.
Tel: 022 – 4600 2079; Web: www.sjcoocs.com ; email: shreyanscs@gmail.com

Scrutinizer's Responsibility:

My responsibility as a scrutinizer for the voting through electronic means i.e. by remote e-voting and e-voting at the AGM is to make a Consolidated Scrutinizer's report of the total votes cast, votes cast in favour and against including the details of abstained / invalid votes, if any, on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting platform i.e. www.evotingindia.com provided by Central Depository Services Limited (hereinafter "CDSL"), the authorised agency to provide e-voting facilities, engaged by the Company.

Dispatch of Notice Convening the Meeting:

Pursuant to MCA Circulars and SEBI Circular, the Notice dated 21st May, 2024 convening the 39th Annual General Meeting of the Company held on Monday, 12th August, 2024 along with explanatory statement setting out material facts under Section 102 of the Act was sent to the Members of the Company through electronic mode on 16th July, 2024.

Cut-off Date:

The Shareholders of the Company as on Monday, 05th August, 2024, being the cut-off as set out in the Notice were entitled to vote on the Resolutions (item nos. 1 to 6 as set out in the Notice convening the AGM).

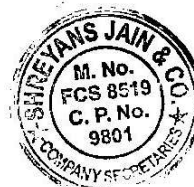
Remote E-Voting:

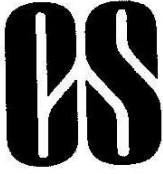
The Company has engaged CDSL as an agency for providing the remote e-voting platform.

The remote e-voting period commenced on Thursday, 08th August, 2024 at 9:00 a.m. I.S.T. and concluded on Sunday, 11th August, 2024 at 5:00 p.m. I.S.T. on CDSL e-voting platform.

E-Voting Process during the AGM:

- i. The Company had extended the facility of e-voting at the AGM for the Shareholders who had not casted their vote during the remote e-voting period.
- ii. As prescribed under Rules, for the purpose of ensuring that Shareholders who have casted their votes through remote e-voting before the AGM do not vote again during the AGM, the Scrutinizer had access, after closure of period of remote e-voting and before the start of AGM, to only such details pertaining to Shareholders who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted. Accordingly, CDSL, the e-voting agency provided us with the names, DP ID / Folio numbers and shareholding of the Shareholders who have cast their votes through remote e-voting after my validation on the e-voting platform.





Shreyans Jain & Co.

Company Secretaries

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Niklaswadi Road, Gundavali, Andheri (E), Mumbai - 400069, Maharashtra.
Tel: 022 - 4600 2079; Web: www.sjcoocs.com ; email: shreyanscs@gmail.com

I have obtained complete record of votes cast by remote e-voting and e-voting during the meeting from CDSL e-voting portal which was unblocked after the conclusion of AGM in the presence of two witnesses viz., Mr. Sandeep Jha and Mr. Dewashish Newaskar who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.

Results:

The details containing *interalia*, list of Equity Shareholders, who voted "for" or "against" or whose votes were considered as abstained / invalid on each of the resolutions that were put to vote, were generated from the e-voting platform of CDSL. Taking into account the report from CDSL e-voting portal through remote e-voting and e-voting during the meeting the consolidated results with respect to each item on the agenda as set out in the Notice of the AGM is enclosed.

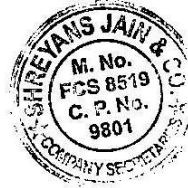
Recommendation:

- Based on the aforesaid results, the Ordinary Resolutions as contained in item no. 1 to 3 and the Special Resolution as contained in item no. 4 to 6 of the Notice of AGM have been passed / approved with requisite majority by the shareholders of the company.

Thanking You,
Yours faithfully,


SHREYA Digitally signed by
SHREYANS JAIN
Date: 2024.08.13
15:37:43 +05'30'
NS JAIN

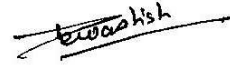
CS Shreyans Jain
Practicing Company Secretary
FCS8519 / C.P. No. 9801
UDIN: F008519F000961207

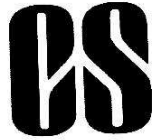


Date: 13/08/2024
Place: Mumbai

We, the undersigned witnesses, confirm that the votes were unblocked from e-voting platform of CDSL in our presence on Monday, 12th August, 2024 after the conclusion of the AGM.


CS Sandeep Jha


Dewashish Newaskar



SHREYANS JAIN & CO.

Company Secretaries

Off: 603, Ashok Heights, Opp. Saraswati Apartments, Near Nicco Circle,
Niklaswadi Road, Gundavali, Andheri (E), Mumbai – 400069, Maharashtra
Tel: 022 – 4600 2079; Web: www.sjcoocs.com ; email: shreyanscs@gmail.com

ITEM No. 1								
Resolution required: (Ordinary Resolution)								
Adoption of Financial Statements and Directors Reports of the Board of Directors and the Auditors thereon for year ended 31st March 2024								
MODE OF VOTING	VALID VOTES						INVALID VOTES	
	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)			No. of Ballots	No. of Votes Cast
	No. of Ballots	No. of Votes Cast	% of Valid Votes	No. of Ballots	No. of Votes Cast	% of Valid Votes		
REMOTE E-VOTING	42	67,21,576	100.0000%	0	0	0.0000%	0	0
E-VOTING DURING AGM	1	25	100.0000%	0	0	0.0000%	0	0
TOTAL	43	67,21,601	100.0000%	0	0	0.0000%	0	0

ITEM No. 2								
Resolution required: (Ordinary Resolution)								
Declaration of final dividend of Rs.1.80 per equity shares of Rs. 10 per each for the FY 2023-24.								
MODE OF VOTING	VALID VOTES						INVALID VOTES	
	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)			No. of Ballots	No. of Votes Cast
	No. of Ballots	No. of Votes Cast	% of Valid Votes	No. of Ballots	No. of Votes Cast	% of Valid Votes		
REMOTE E-VOTING	42	67,21,576	100.0000%	0	0	0.0000%	0	0
E-VOTING DURING AGM	1	25	100.0000%	0	0	0.0000%	0	0
TOTAL	43	67,21,601	100.0000%	0	0	0.0000%	0	0

ITEM No. 3								
Resolution required: (Ordinary Resolution)								
Reappointment of Mr. Arvind M. Kapoor, Director (DIN-00002704) who retires by rotation.								
MODE OF VOTING	VALID VOTES						INVALID VOTES	
	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)			No. of Ballots	No. of Votes Cast
	No. of Ballots	No. of Votes Cast	% of Valid Votes	No. of Ballots	No. of Votes Cast	% of Valid Votes		
REMOTE E-VOTING	41	67,21,476	99.9985%	1	100	0.0015%	0	0
E-VOTING DURING AGM	1	25	100.0000%	0	0	0.0000%	0	0
TOTAL	42	67,21,501	99.9985%	1	100	0.0015%	0	0



ITEM No. 4

Resolution required: (Special Resolution)	Continuation of Mr. Atul R. Shah (DIN-00004528) as Non-Executive Director.						INVALID VOTES	
	VALID VOTES						No. of Ballots	No. of Votes Cast
	MODE OF VOTING	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)			
No. of Ballots		No. of Votes Cast	% of Valid Votes	No. of Ballots	No. of Votes Cast	% of Valid Votes		
REMOTE E-VOTING	41	67,21,476	99.9985%	1	100	0.0015%	0	0
E-VOTING DURING AGM	1	25	100.0000%	0	0	0.0000%	0	0
TOTAL	42	67,21,501	99.9985%	1	100	0.0015%	0	0

ITEM No. 5

Resolution required: (Special Resolution)	Increase in investment limits under Section 186 of the Companies Act, 2013.						INVALID VOTES	
	VALID VOTES						No. of Ballots	No. of Votes Cast
	MODE OF VOTING	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)			
No. of Ballots		No. of Votes Cast	% of Valid Votes	No. of Ballots	No. of Votes Cast	% of Valid Votes		
REMOTE E-VOTING	42	67,21,576	100.0000%	0	0	0.0000%	0	0
E-VOTING DURING AGM	1	25	100.0000%	0	0	0.0000%	0	0
TOTAL	43	67,21,601	100.0000%	0	0	0.0000%	0	0

ITEM No. 6

Resolution required: (Special Resolution)	Approve place other than registered office for keeping statutory registers, returns etc.						INVALID VOTES	
	VALID VOTES						No. of Ballots	No. of Votes Cast
	MODE OF VOTING	VOTING IN FAVOUR (ASSENT)			VOTED AGAINST (DISSENT)			
No. of Ballots		No. of Votes Cast	% of Valid Votes	No. of Ballots	No. of Votes Cast	% of Valid Votes		
REMOTE E-VOTING	41	67,21,566	99.9999%	1	10	0.0001%	0	0
E-VOTING DURING AGM	1	25	100.0000%	0	0	0.0000%	0	0
TOTAL	42	67,21,591	99.9999%	1	10	0.0001%	0	0



OUTCOME OF VOTING AT THE 39TH ANNUAL GENERAL MEETING

(AS PER REG. 44(3) OF SEBI (LODR) REGULATIONS, 2015)

Particulars	Details
Date of AGM/EGM	Annual General Meeting of the Company was held on Monday, August 12, 2024
Total Number of shareholders on the record date	5093 shareholders as on the cut-off date - August 5, 2024
No. of Shareholders present in the meeting either in person or through proxy:	Nil
Promoters and Promoter Group:	Nil
Public :	Nil
No. of Shareholders attended the meeting through Video Conferencing :	45
Promoters and Promoter Group:	7
Public :	38



Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Adoption of Directors' Report, Financial Statements for year ended March 31, 2024, and the Auditors' Report 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		6718000	99.9479	6718000	0	100.0000	0.0000
	Poll	6721500						
	Postal Ballot (if applicable)							
	Total		6718000	99.9479	6718000	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1000						
	Postal Ballot (if applicable)							
	Total		1000	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		3601	0.1475	3601	0	100.0000	0.0000
	Poll	2441103						
	Postal Ballot (if applicable)							
	Total		2441103	0.1475	3601	0	100.0000	0.0000
Total			6721601	73.3511	6721601	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		



Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
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		6718000	99.9479	6718000	0	100.0000	0.0000
	Poll	6721500						
	Postal Ballot (if applicable)							
	Total		6718000	99.9479	6718000	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1000						
	Postal Ballot (if applicable)							
	Total		1000	0	0.0000	0	0.0000	0.0000
Public- Non Institutions	E-Voting		3601	0.1475	3601	0	100.0000	0.0000
	Poll	2441103						
	Postal Ballot (if applicable)							
	Total		2441103	3601	0.1475	3601	0	100.0000
Total			9163603	73.3511	6721601	0	100.0000	0.0000
				Whether resolution is Pass or Not.				Yes



Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Reappointment of Mr. Arvind M Kapoor, Director (DIN-00002704) who retires by rotation.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		6718000	99.9479	6718000	0	100.0000	0.0000
	Poll	6721500						
	Postal Ballot (if applicable)							
	Total		6718000	99.9479	6718000	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1000						
	Postal Ballot (if applicable)							
	Total		1000	0	0.0000	0	0.0000	0.0000
Public- Non Institutions	E-Voting		3601	0.1475	3501	100	97.2230	2.7770
	Poll	2441103						
	Postal Ballot (if applicable)							
	Total		2441103	3601	0.1475	3501	100	97.2230
Total			9163603	73.3511	6721501	100	99.9985	0.0015
Whether resolution is Pass or Not.								Yes



Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Continuation of appointment of Mr. Atul Shah, Non-Executive Director (DIN-00004528) who will attain the age of seventy-five years.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		6718000					
	Poll	6721500		99.9479	6718000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		6718000	99.9479	6718000	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1000						
	Postal Ballot (if applicable)							
	Total		1000	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		3601	0.1475	3501	100	97.2230	2.7770
	Poll	2441103						
	Postal Ballot (if applicable)							
	Total		2441103	3601	0.1475	3501	100	97.2230
Total		9163603	6721601	73.3511	6721501	100	99.9985	0.0015
				Whether resolution is Pass or Not.				
				Yes				



Resolution (5)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Consent of members for increase in the limits applicable for making investments under Section 186 of the Companies Act, 2013						
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		6718000	99.9479	6718000	0	100.0000	0.0000
	Poll	6721500						
	Postal Ballot (if applicable)							
	Total	6721500	6718000	99.9479	6718000	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1000						
	Postal Ballot (if applicable)							
	Total	1000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		3601	0.1475	3601	0	100.0000	0.0000
	Poll	2441103						
	Postal Ballot (if applicable)							
	Total	2441103	3601	0.1475	3601	0	100.0000	0.0000
Total		9163603	6721601	73.3511	6721601	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (6)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered								
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		6718000	99.9479	6718000	0	100.0000	0.0000
	Poll	6721500						
	Postal Ballot (if applicable)							
	Total		6721500	6718000	99.9479	6718000	0	100.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1000						
	Postal Ballot (if applicable)							
	Total		1000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting		3601	0.1475	3591	10	99.7223	0.2777
	Poll	2441103						
	Postal Ballot (if applicable)							
	Total		2441103	3601	0.1475	3591	10	99.7223
Total			9163603	73.3511	6721591	10	99.9999	0.0001
				Whether resolution is Pass or Not.				
				Yes				

