

Mukun Vivek & Company

COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

To,
The Chairman,
Ritco Logistics Limited
508, 5th Floor, Jyoti Shikhar Tower
District Centre Janakpuri, New Delhi- 110058

22nd Annual General Meeting of the Shareholders of M/s Ritco Logistics Limited held on Wednesday, the 27th September, 2023 commenced at 01:00 P.M. through video conferencing.

Dear Sir/Madam,

Sub: Result of E-voting

This is with reference to our appointment to scrutinizing the e-voting at the Annual General Meeting ("AGM") of the Members of the Company held on September 27, 2023.

We are enclosing herewith the following;

1. Report of the Scrutinizer on e-voting
2. Report of Venue Voting at the AGM

Kindly take it on your record.

Thanking you,
Yours faithfully,
For Mukun Vivek & Company


Mukun Arora
Partner

M. No. 15980
CP No. 4766
UDIN: A015980E001099392
Peer Review Certificate No. 3370/2023



Countersigned By


For RITCO LOGISTICS LTD.

Director

Chairman of AGM of the Company

Date: 27th September 2023
Place: New Delhi
Encl: As above

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I - Report on results of e-voting**Summary of E-voting Results**

Event No.	230350
ISIN	INE01EG01016
ISIN_NAME	RITCO LOGISTICS LIMITED
Voting Start Date	September, 24, 2023 at 09.00 A.M
Voting End Date	September, 26, 2023 at 05.00 P.M

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	31	18522471	2	31	0	0
2	31	18522471	2	31	0	0
3	31	18522471	2	31	0	0
4	31	18522471	2	31	0	0

For Mukun Vivek & Company



M. No. 15980
CP No. 4766
UDIN: A015980E001099392

Date: 27th September 2023
Place: New Delhi

Peer Review Certificate No. 3370/2023

Countersigned by

For RITCO LOGISTICS LTD.

Director

Chairman of AGM of the Company

II -Report on Venue Voting at the AGM

Summary of E-voting at the AGM

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	0	0	0	0	0	0
2	0	0	0	0	0	0
3	0	0	0	0	0	0
4	0	0	0	0	0	0

For Mukun Vivek & Company



Mukun Arora
Partner
M. No. 15980
CP No. 4766
UDIN: A015980E001099392

Date: 27th September 2023
Place: New Delhi

Peer Review Certificate No. 3370/2023

Countersigned By

For RITCO LOGISTICS LTD.



Director
Chairman of AGM of the Company

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Ritco Logistics Limited
508, 5th Floor, Jyoti Shikhar Tower
District Centre Janakpuri, New Delhi- 110058

Consolidated Scrutinizer's Report on remote e-voting and e-voting during the AGM conducted to transact the items as set out in the Notice of 22nd Annual General Meeting of the Shareholders of M/s Ritco Logistics Limited held on Wednesday, the 27th September, 2023 commenced at 01:00 P.M. through video conferencing.

I Mukun Arora, Partner of M/s Mukun Vivek & Company, Practising Company Secretaries, New Delhi was appointed as Scrutinizer for the purpose of scrutinizing the remote E-voting process for the business to be transacted at the 22nd Annual General Meeting the ("AGM") of M/s Ritco Logistics Limited vide its Board Meeting held on 10th August 2023 pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration Rules), 2014 on the resolutions contained in the Notice to the 22nd Annual General Meeting of the Shareholders of M/s Ritco Logistics Limited, held today on Wednesday, the 27th September, 2023 commenced at 01:00 P.M. through at Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue, in compliance with the Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular dated May 13, 2022 issued by the Securities and Exchange Board of India ('SEBI Circular') and as per the applicable provisions of the Companies Act, 2013 ('the Act') read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The MCA Circulars provides for relaxation to Companies to hold its AGM through VC/ OAVM including the manner of voting at the meeting.

I hereby submit my Consolidated Report for e-voting and venue voting as under:

1. Pursuant to the MCA and SEBI Circulars, the Notice of the 22nd Annual General Meeting along with the Annual Report for the year 2022-23 was sent in electronic form only to those shareholders whose email address are registered with the Company/ Depositories. The Notice calling the 22nd AGM had been



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uploaded on the website of the Company at www.ritcologistics.com. The Notice can be accessed from the website of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India.

2. The Company published two newspaper advertisements on 11th August, 2023 for calling 22nd AGM of the M/s Ritco Logistics Limited.
3. Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with, accordingly, in terms of the above-mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the Members was also dispensed with. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As there was no physical presence of the shareholders no voting was allowed through ballot papers or any other means for the meeting.
5. The shareholders of the Company holding shares as on the "cut off" date 20th September 2023, were entitled to vote on the proposed resolutions as set out in item Nos., 1, 2,3 and 4 in the Notice of the 22nd AGM of M/s Ritco Logistics Limited.
6. The shareholders were allowed to vote during the e-voting period which commenced from Sunday, the 24th September, 2023 at 9:00 A.M. and ended Tuesday, the 26th September, 2023 at 5:00 P.M. Further the Shareholders who did not cast their votes during the e-voting period, were also allowed to vote up to 15 minutes after the conclusion of the meeting.



7. Management's Responsibility:

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and Rules Made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

8. Scrutinizer's Responsibility:

My responsibility as a Scrutinizer for e-voting process i.e. remote e-voting and Electronic Voting (Remote) is restricted to making a Scrutinizer's Report of the

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votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Link Intime India Pvt. Ltd authorized under the Rules and engaged by the Company to provide e-voting facility and attended papers/ documents furnished to me electronically by the company and /or Link Intime India Pvt. Ltd for my verification.

9. The Summary of the e-voting is given below:

a) **Resolution 1: Ordinary resolution**

To consider and adopt the Audited Balance Sheet as at 31st March, 2023 and the Profit and Loss Account for the financial year ended 31st March, 2023 and the Directors' and Auditors' Reports thereon.

i. Voted in Favour of the resolution:

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	31	18522471	75.6741
Venue Voting (e-voting)	0	0	0
Total	31	18522471	75.6741

ii. Voted against the resolution:

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	2	31	0.0001
Venue Voting (e-voting)	0	0	0
Total	2	31	0.0001

iii. Invalid votes

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
Total	0	0	0



b) Resolution 2: Ordinary resolution

To appoint the directors, who are liable to retire by rotation and being eligible offers themselves for re-appointment:

“RESOLVED THAT pursuant to the provision of section 152(6) of the Companies Act, 2013 and rules made thereunder Mrs. Roma Wadhwa (DIN-08295808), who retires by rotation, and being eligible, offer herself for the re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

i. Voted in Favour of the resolution:

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E voting	31	18522471	75.6741
Venue Voting (e-voting)	0	0	0
Total	31	18522471	75.6741

ii. Voted against the resolution:

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	2	31	0.0001
Venue Voting (e-voting)	0	0	0
Total	2	31	0.0001

iii. Invalid votes

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
Total	0	0	0



(c) **Resolution 3: Special resolution**

To change in the Designation of Mr. Sourabh Ajmera from Additional Director to Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sourabh Ajmera (DIN: 06876514), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company on 22nd May 2023, be and hereby is appointed and Regularized as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 years w.e.f. 22nd May 2023

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard"

i. Voted in Favour of the resolution:

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	31	18522471	75.6741
Venue Voting (e-voting)	0	0	0
Total	31	18522471	75.6741



ii. Voted against the resolution:

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	2	31	0.0001
Venue Voting (e-voting)	0	0	0
Total	2	31	0.0001

iii. Invalid votes

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
Total	0	0	0

(d) Resolution 4: Special resolution**To Consider and Approve the Reappointment of Mr. Vikram Suri as Independent Director for Another Term of 5 Years**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vikram Suri, (DIN 08312681) Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, the members be and is hereby accorded to reappointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 24th December, 2023 till 23rd December, 2028



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FURTHER RESOLVED, that the Chairman of the Board or any other authorized officer of the Company be and is hereby authorized and directed to take any and all necessary actions and execute any and all documents on behalf of the Company to give effect to this resolution;

i) Voted in Favour of the resolution:

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	31	18522471	75.6741
Venue Voting (e-voting)	0	0	0
Total	31	18522471	75.6741

ii) Voted against the resolution:

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	2	31	0.0001
Venue Voting (e-voting)	0	0	0
Total	2	31	0.0001

iii) Invalid votes

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
Total	0	0	0

For Mukun Vivek & Company



Mukun Arora
Partner



Mukun Vivek & Company

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M. No. 15980

CP No. 4766

UDIN: A015980E001099392

Date: 27th September 2023

Place: New Delhi

Peer Review Certificate No. 3370/2023

Countersigned By

for RITCO LOGISTICS LTD.


Director

Chairman of AGM of the Company