

Rustomjee®

Date: September 19, 2024

The General Manager, Listing Department, Bombay Stock Exchange Limited , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	The Manager, Listing & Compliance Department, National Stock Exchange of India Limited Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051
Scrip Code: 543669	Scrip Symbol: RUSTOMJEE

Subject: Submission of Scrutinizers Report and Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") of the 29th Annual General Meeting ("AGM") held on September 18, 2024

Dear Sir / Madam,

In connection with our intimations / letters dated August 27, 2024 for intimation / communication of notice of AGM and communication dated September 18, 2024 for the submission of summary of 29th Annual General Meeting of the Company, **held on Wednesday, September 18, 2024 at 04.00 p.m. (IST) and concluded at 05.05 p.m. (IST) through Video Conferencing (VC) / Other Audio Video Means (OAVM)**. In this regard, we enclosed herewith the voting results in the format prescribed under Regulation 44(3) of the Listing Regulations, 2015, along with the Scrutinizer's Report on e-voting (remote e-voting and e-voting at the AGM).

You are requested to kindly take the same on your records.

Thanking you,

**Yours faithfully,
For Keystone Realtors Limited**

**Bimal K Nanda
Company Secretary & Compliance Officer
Membership No. A11578**

Encl: as above

KEYSTONE REALTORS LIMITED

KEYSTONE REALTORS LIMITED

(CIN: L45200MH1995PLC094208)

Registered Office: 702, Natraj, Mv Road Junction, Western Express Highway, Andheri
(East), Mumbai - 400069

CONSOLIDATED SCRUTINISER'S REPORT

ON

THE E-VOTING PROCESS (REMOTE E-VOTING) AND
ELECTRONIC VOTING (E-VOTING) CONDUCTED AT
THE 29TH ANNUAL GENERAL MEETING OF KEYSTONE
REALTORS LIMITED HELD THROUGH VIDEO
CONFERENCING ("VC")/ OTHER AUDIO-VISUAL
MEANS ("OAVM") ON WEDNESDAY, SEPTEMBER 18,
2024

C.S. C.A. Dinesh Kumar Deora

DM & Associates Company Secretaries LLP

Company Secretaries

[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]

ADDRESS: 205, 2ND FLOOR, NADIADWALA MARKET, PODDAR ROAD, MALAD
(EAST), MUMBAI-400097

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Dinesh Kumar Deora
DM & Associates Company Secretaries LLP
Company Secretaries

[Firm Registration No: L2017MH003500] [Peer Review Certificate: 758/2020]

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

To,
The Chairman

Of 29th Annual General Meeting of the Members of Keystone Realtors Limited held on Wednesday, September 18, 2024 at 4:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Dinesh Kumar Deora, Partner of DM & Associates Company Secretaries LLP, Company Secretaries, having Office at 205, 2nd Floor, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097, appointed by the Board of **KEYSTONE REALTORS LIMITED** ("The Company") as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) conducted at the 29th Annual General Meeting ("**AGM**") held *through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")* on Wednesday, September 18, 2024 at 04:00 p.m. (IST) pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules

I submit report as under:

- a) The AGM is held in compliance with the MCA General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively ("MCA Circulars") (hereinafter collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI circulars") regarding holding of the AGM through Video Conferencing (VC) / Other Audi-Visual Means (OAVM), without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the AGM along with the Annual Report 2023-24 has been sent on August 27, 2024 only through electronic mode to those Members whose e-mail addresses are registered

with the Company, RTA or CDSL/NSDL ("Depositories")

- b) The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the AGM) to the Members on the resolutions proposed in the Notice calling the 29th AGM of the Company was the responsibility of the Management. My responsibility as a scrutiniser was to ensure that the voting process is conducted in a fair and transparent manner, *and render a consolidated scrutiniser's report on the voting to the Chairman* on the resolutions.
- c) The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).
- d) The Members of the Company as on the "cut-off" date i.e. Wednesday, September 11, 2024 were entitled to vote on the resolution *no's 1 to 6 as set out in the notice of AGM.*
- e) The remote e-voting period commenced on Saturday, September 14, 2024 at 09:00 a.m. (IST) and concluded on Tuesday, September 17, 2024 at 5:00 p.m. (IST) and the NSDL remote e-Voting portal was blocked thereafter.
- f) At the 29th AGM of the Company held on Wednesday, September 18, 2024, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC/OAVM but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- g) After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Wednesday, September 18, 2024 around 05:15 p.m. in the presence of two witnesses who are not in the employment of the Company.
- h) *I hereby submit a consolidated scrutiniser's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 29th AGM based on the scrutiny of remote e-voting and the electronic voting at the AGM and votes cast therein based on the data downloaded from the electronic voting system by NSDL.*
- i) The results of the Remote e-Voting together with that of the voting through electronic voting system conducted at the AGM through VC/OAVM are as under:

1. RESOLUTION NO. 1 AS AN ORDINARY RESOLUTION

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	101	114538755	99.9906
Electronic voting at the AGM	4	10338	0.0090
TOTAL	105	114549093	99.9996

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	399	0.0004
Electronic voting at the AGM	0	0	0.0000
TOTAL	6	399	0.0004

(iii) **Invalid Votes:**

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes held by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	101	114538755	99.9906
Electronic voting at the AGM	4	10338	0.0090
TOTAL	105	114549093	99.9996

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	399	0.0004
Electronic voting at the AGM	0	0	0.0000
TOTAL	6	399	0.0004

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

To appoint a Director in place of Mr. Percy Chowdhry (DIN: 00057529) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	95	90554588	99.9605
Electronic voting at the AGM	4	10338	0.0114
TOTAL	99	90564926	99.9719

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	11	25446	0.0281
Electronic voting at the AGM	0	0	0.0000
TOTAL	11	25446	0.0281

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

4. RESOLUTION NO. 4 AS AN ORDINARY RESOLUTION

To approve the remuneration of Cost Auditor for the Financial Year 2024-25

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	100	114538728	99.9906
Electronic voting at the AGM	4	10338	0.0090
TOTAL	104	114549066	99.9996

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	7	426	0.0004
Electronic voting at the AGM	0	0	0.0000
TOTAL	7	426	0.0004

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

5. RESOLUTION NO. 5 AS A SPECIAL RESOLUTION

To authorize borrowings by way of issuance of Non- Convertible Debentures/Bonds/other instruments

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	101	114538755	99.9906
Electronic voting at the AGM	4	10338	0.0090
TOTAL	105	114549093	99.9996

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	399	0.0004
Electronic voting at the AGM	0	0	0.0000
TOTAL	6	399	0.0004

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

6. RESOLUTION NO. 6 AS A SPECIAL RESOLUTION

Increase the existing pool of Rustomjee Employee Stock Option Scheme 2022

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	91	103259585	90.1441
Electronic voting at the AGM	4	10338	0.0090
TOTAL	95	103269923	90.1531

(ii) Voted **against** the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	16	11279569	9.8469
Electronic voting at the AGM	0	0	0.0000
TOTAL	16	11279569	9.8469

(iii) **Invalid** Votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	0	0
Electronic voting at the AGM	0	0
TOTAL	0	0

Based on the foregoing, the Resolution No. (s) 1 to 6 have been passed with the requisite majority.

All the relevant records of Voting is under my safe custody until the Chairman considers, approves and signs the Minutes of the 29th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

**For DM & Associates Company Secretaries LLP
Company Secretaries**

DINESH

KUMAR DEORA

Digitally signed by DINESH
KUMAR DEORA
Date: 2024.09.18 19:05:03
+05'30'

Dinesh Kumar Deora

Partner

M. No. 5683

COP NO. 4119

UDIN: F005683F001247638

Place: Mumbai

Date: September 18, 2024

For Keystone Realtors Limited

BIMAL

KISHORE

NANDA

Digitally signed by
BIMAL KISHORE
NANDA
Date: 2024.09.18
19:17:27 +05'30'

Bimal K. Nanda

Company Secretary

Place: Mumbai

Date: September 18, 2024