

- ii. Scrutinizer's Report on E-voting dated 20th March 2023 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

You are requested to take the same on record.

Thanking you,

Yours truly,

For Citadel Realty and Developers Limited



Kiran Bangera
(Company Secretary & Compliance Officer)



March 20, 2023

To
The shareholders of
Citadel Realty and Developers Limited
Mumbai 400 080.

Dear shareholders,

Sub: Declaration of Voting Results - Postal Ballot

Voting concluded on Sunday, March 19, 2023 at 5.00 p.m. (IST).

On the basis of the Report dated Monday, March 20, 2023 forwarded by the Scrutinizer, Mr. Nitin R. Joshi - Practicing Company Secretary, Special Resolution mentioned in the "Postal Ballot Notice" dated February 13, 2023, sent to the Shareholders for their voting got concluded on Sunday, March 19, 2023 and were voted in favor with requisite majority.

I hereby declare them as "Passed".



Sundaram Ramamurthi
Director and CEO
Citadel Realty and Developers Limited

Nitin R. Joshi

B.COM., LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY
(Peer Reviewed Firm)

415, Marathon Max, Next to Udyog Kshetra, Jn. of L.B.S. Marg & Goregoan Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660. Cell 98201 29178. E-mail:n_r_joshi@yahoo.com

REPORT OF THE SCRUTINIZER

To
The Chairman
CITADEL REALTY AND DEVELOPERS LIMITED
702-Marathon Max, Mulund Goregaon link Road,
Mulund (West),
Mumbai - 400 080.

Dear Sir,

I, Nitin R. Joshi, a Company Secretary in Practice, have been appointed as a scrutinizer for conducting the postal ballot through e-voting process by way of electronic means/e-voting (hereinafter referred to as "the said Voting Process") by the Board of Directors of Citadel Realty and Developers Limited (the Company) for the purpose of scrutinizing the said Voting Process under the provisions of Section 110 of the Companies Act 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2015 (ICDR).

The Management of the Company is responsible to ensure compliance with the requirements of the Act and applicable rules relating to the said Voting Process on the Special resolution contained in the Postal Ballot Notice (the Notice) dated 13th February, 2023 issued under Section 110 of the Act. My responsibility as a scrutinizer for the said Voting Process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities to the Members.

The Company has appointed me as the scrutinizer for the said voting process in respect of the following Special Resolutions:

Resolution No. 1: Restructuring of existing Inter Corporate Deposits of the Company

I further state that:

1. The Notice of the Postal Ballot was sent to the Members of the Company through electronic mode on 13th February, 2023 to those members whose email addresses are registered with the Company/Depositories as of the cut-off date i.e. 10th February, 2023. The Members of the Company as of 10th February, 2023 were entitled to vote on the resolutions contained in the Notice.
2. The Notice of Postal Ballot has been sent in electronic form only. The hard copy of the Notice along with the Postal Ballot form and pre-paid business envelope has not been sent to the Members. Accordingly, the communications of the assent or dissent of the Members took place through the remote voting system only.

3. The e-voting commenced on Saturday, 18th February, 2023 at 10.00 AM (IST) and ends on Sunday 19th March, 2023 at 05.00 PM (IST).
4. I have downloaded the data of e-voting on Monday, dated 20th March, 2023, after the e-voting module was disabled by the National Securities Depository Limited (NSDL) on Sunday, 19th March, 2023 at 5.00 PM.
5. A summary of the said voting Process is given below:

Resolution No. 1: Restructuring of existing Inter-Corporate Deposits of the Company.

Sr. No.	Particulars	No. of Members E-voting	No. of Shares	% of total paid up Equity capital (i.e.7892198 shares)	% of Total E-Voting
Electronic Mode					
1	Total E-voting option received	49	698756		--
2	Less:- Invalid E-voting option	00	00		--
3	Net Valid E-voting option (D-E)	49	698756		--
	Total Net Valid Votes in electronic mode	49			100
4	E-voting Options with assent for Special Resolution-Electronic	45	698491	08.85	99.96
5	E-voting option with dissent for Special Resolution-Electronic	04	265	0.00	0.04
In brief total votes cast for Special Resolution is 99.96% and the total votes cast against the special resolution is 0.04% therefore the aforesaid special resolution has been carried through with the requisite majority.					

I further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, I maintained the records including the data as obtained from NSDL for e-voting facility extended by them, which includes all the particulars of members such as the names, folio number, DP ID/Client ID number of shares held, number of shares voted, no. of shares assented, no. of shares dissented, and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman/any other Authorised Director approves and signs the Minutes of the Meeting.

You may accordingly declare the result of the said Voting Process.

I thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking you,

Yours faithfully,

Nitin
Ramniklal
Joshi

Digitally signed by
Nitin Ramniklal Joshi
Date: 2023.03.20
13:18:09 +05'30'

(NITIN R. JOSHI)
Practicing Company Secretary
FCS 3137 CP 1884
UDIN F003137D003293413

Dated: 20.03.2023

Place: Mumbai

Resolution (1)										
Resolution required: (Ordinary / Special)										
Whether promoter/promoter group are interested in the agenda/resolution?										
Special										
Yes										
Restructuring of existing Inter Corporate Deposits of the Company										
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		0	0	0	0	0.0000	0.0000		
	Poll	0		0						
	Postal Ballot (if applicable)			0						
	Total		0	0	0.0000	0	0	0.0000	0.0000	
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000		
	Poll	0		0						
	Postal Ballot (if applicable)			0						
	Total		0	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		698756	100.0000	698491	265	99.9621	0.0379		
	Poll	698756		0	0	0	0	0		
	Postal Ballot (if applicable)			0	0	0	0	0		
	Total		698756	698756	100.0000	698491	265	99.9621	0.0379	
Total			698756	100.0000	698491	265	99.9621	0.0379		
Whether resolution is Pass or Not.										
Yes										
Disclosure of notes on resolution										
Add Notes										