

# Rustomjee®

Date: September 22, 2023

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

**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 28<sup>th</sup> Annual General Meeting ("AGM") held on September 22, 2023**

Dear Sir / Madam,

In connection with our intimations / letters dated August 30, 2023 and September 22, 2023, for intimation / communication of notice of AGM and summary of AGM of 28<sup>th</sup> Annual General Meeting of the Company, **held on Friday, September 22, 2023 at 04.00 p.m. (IST) and concluded at 05.30 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 28<sup>TH</sup> ANNUAL GENERAL MEETING OF KEYSTONE  
REALTORS LIMITED HELD THROUGH VIDEO  
CONFERENCING ("VC")/ OTHER AUDIO-VISUAL  
MEANS ("OAVM") ON FRIDAY, SEPTEMBER 22, 2023**

**C.S. C.A. Dinesh Kumar Deora**  
**DM & Associates Company Secretaries LLP**  
**Company Secretaries**

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

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

Tel 022-28443641 Mob 09321018355

Email: [dmassociates@gmail.com](mailto:dmassociates@gmail.com) Website: [www.dmnocs.co.in](http://www.dmnocs.co.in)

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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 28<sup>th</sup> Annual General Meeting of the Members of Keystone Realtors Limited held on  
Friday, September 22, 2023 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, 2<sup>nd</sup> 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 28<sup>th</sup> Annual General Meeting ("**AGM**") held *through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")* on Friday, September 22, 2023 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 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, 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, and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 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 2022-23 has been sent on August 30, 2023 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 28<sup>th</sup> 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 **Link Intime India Private Limited (LIPL) through the designated website <https://instavote.linkintime.co.in/> of LIPL**
- d) The Members of the Company as on the "cut-off" date i.e. Friday, September 15, 2023 were entitled to vote on the resolution *no's 1 to 11 as set out in the notice of AGM.*
- e) The remote e-voting period commenced on Tuesday, September 19, 2023 at 09:00 a.m. (IST) and concluded on Thursday, September 21, 2023 at 5:00 p.m. (IST) and the LIPL remote e-Voting portal was blocked thereafter.
- f) At the 28<sup>th</sup> AGM of the Company held on Friday, September 22, 2023, 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 Friday, September 22, 2023 around 05: 40 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 28<sup>th</sup> 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 LIPL.*
- 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 consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 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	89	108379416	99.9994
Electronic voting at the AGM	5	548	0.0005
<b>TOTAL</b>	<b>94</b>	<b>108379964</b>	<b>99.9999</b>

(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	3	85	0.0001
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>3</b>	<b>85</b>	<b>0.0001</b>

(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
<b>TOTAL</b>	<b>0</b>	<b>0</b>

## 2. RESOLUTION NO. 2 AS AN ORDINARY RESOLUTION

To appoint a Director in place of Mr. Chandresh Mehta (DIN: 00057575) who retires by rotation and being eligible, offers himself for reappointment.

(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	85	84420242	99.9916
Electronic voting at the AGM	4	546	0.0064
<b>TOTAL</b>	<b>89</b>	<b>84420788</b>	<b>99.9998</b>

(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	5	139	0.0002
Electronic voting at the AGM	1	2	0
<b>TOTAL</b>	<b>6</b>	<b>141</b>	<b>0.0002</b>

(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
<b>TOTAL</b>	<b>0</b>	<b>0</b>

### 3. RESOLUTION NO. 3 AS AN ORDINARY RESOLUTION

To ratify the remuneration of Cost Auditors for the Financial Year 2023 - 24

(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	88	108379389	99.9994
Electronic voting at the AGM	5	548	0.0005
<b>TOTAL</b>	<b>93</b>	<b>108379937</b>	<b>99.9999</b>

(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	4	112	0.0001
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>4</b>	<b>112</b>	<b>0.0001</b>

(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
<b>TOTAL</b>	<b>0</b>	<b>0</b>

#### 4. RESOLUTION NO. 4 AS A SPECIAL RESOLUTION

Ratification of the 'Rustomjee Employee Stock Option Plan 2022' ("ESOP 2022"/"Plan").

(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	79	105596908	97.4321
Electronic voting at the AGM	5	548	0.0005
<b>TOTAL</b>	<b>84</b>	<b>105597456</b>	<b>97.4326</b>

(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	13	2782593	2.5674
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>13</b>	<b>2782593</b>	<b>2.5674</b>

(iii) **Invalid / Abstain** Votes:

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



## 5. RESOLUTION NO. 5 AS A SPECIAL RESOLUTION

**Ratification of grant of employee stock options to the employees of Subsidiary and Associate Company(ies) of the Company under 'Rustomjee Employee Stock Option Plan 2022' ("ESOP 2022"/"Plan").**

(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	75	105596885	97.4320
Electronic voting at the AGM	5	548	0.0005
<b>TOTAL</b>	<b>80</b>	<b>105597433</b>	<b>97.4325</b>

(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	17	2782616	2.5675
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>17</b>	<b>2782616</b>	<b>2.5675</b>

(iii) **Invalid / Abstain** Votes:

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

**6. RESOLUTION NO. 6 AS A SPECIAL RESOLUTION**

**Approval of limits under Section 186 of the Companies Act, 2013**

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

<b>Particulars of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-Voting	72	104448425	96.3724
Electronic voting at the AGM	5	548	0.0005
<b>TOTAL</b>	<b>77</b>	<b>104448973</b>	<b>96.3729</b>

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

<b>Particulars of Voting</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-Voting	20	3931076	3.6271
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>20</b>	<b>3931076</b>	<b>3.6271</b>

(iii) **Invalid / Abstain** Votes:

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

## 7. RESOLUTION NO. 7 AS A SPECIAL RESOLUTION

To approve the remuneration of Mr. Boman Irani, Chairman and Managing Director

(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	77	59677477	98.7402
Electronic voting at the AGM	5	548	0.0009
<b>TOTAL</b>	<b>82</b>	<b>59678025</b>	<b>98.7411</b>

(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	12	760884	1.2589
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>12</b>	<b>760884</b>	<b>1.2589</b>

(iii) **Invalid / Abstain** Votes:

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

## 8. RESOLUTION NO. 8 AS A SPECIAL RESOLUTION

To approve the remuneration of Mr. Chandresh Mehta, Executive Director

(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	80	83665453	99.1052
Electronic voting at the AGM	5	548	0.0006
<b>TOTAL</b>	<b>85</b>	<b>83666001</b>	<b>99.1058</b>

(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	10	754928	0.8942
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>10</b>	<b>754928</b>	<b>0.8942</b>

(iii) **Invalid/ Abstain** Votes:

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

## 9. RESOLUTION NO. 9 AS A SPECIAL RESOLUTION

To approve the remuneration of Mr. Percy Chowdhry, Executive Director

(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	80	83665454	99.1052
Electronic voting at the AGM	5	548	0.0006
<b>TOTAL</b>	<b>85</b>	<b>83666002</b>	<b>99.1058</b>

(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	10	754927	0.8942
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>10</b>	<b>754927</b>	<b>0.8942</b>

(iii) **Invalid/ Abstain** Votes:

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

## 10. RESOLUTION NO. 10 AS A SPECIAL RESOLUTION

To approve commission payable to Non- Executive Directors

(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	89	108379433	99.9994
Electronic voting at the AGM	4	546	0.0005
<b>TOTAL</b>	<b>93</b>	<b>108379979</b>	<b>99.9999</b>

(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	3	68	0.0001
Electronic voting at the AGM	1	2	0
<b>TOTAL</b>	<b>4</b>	<b>70</b>	<b>0.0001</b>

(iii) **Invalid/ Abstain** Votes:

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

## 11. RESOLUTION NO. 11 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	88	108379362	99.9994
Electronic voting at the AGM	5	548	0.0005
<b>TOTAL</b>	<b>93</b>	<b>108379910</b>	<b>99.9999</b>

(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	4	139	0.0001
Electronic voting at the AGM	0	0	0
<b>TOTAL</b>	<b>4</b>	<b>139</b>	<b>0.0001</b>

(iii) **Invalid / Abstain** Votes:

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

Based on the foregoing, the Resolution No. (s) 1 to 11 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 28<sup>th</sup> 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** Digitally signed by DINESH  
KUMAR DEORA  
**DEORA** Date: 2023.09.22 19:30:03 +05'30'

**Dinesh Kumar Deora - Partner**

**M. No. 5683**

**COP NO. 4119**

**UDIN: F005683E001065071**

**Place: Mumbai**

**Date: September 22, 2023**



<b>General information about company</b>	
Scrip code	543669
NSE Symbol	RUSTOMJEE
MSEI Symbol	NA
ISIN	INE263M01029
Name of the company	Keystone Realtors Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-09-2023
Start time of the meeting	04:00 PM
End time of the meeting	05:30 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	Dinesh Kumar Deora
Firms Name	DM & Associates Company Secretaries LLP
Qualification	CS
Membership Number	5683
Date of Board Meeting in which appointed	07-08-2023
Date of Issuance of Report to the company	22-09-2023

<b>Voting results</b>	
Record date	15-09-2023
Total number of shareholders on record date	18818
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	27
No. of resolution passed in the meeting	11
Disclosure of notes on voting results	Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	<p>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 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, 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, and Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 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 2022-23 has been sent on August 30, 2023 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ( Depositories)</p> <p>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 28th 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 scrutinisers report on the voting to the Chairman on the resolutions.</p> <p>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 Link Intime India Private Limited (LIPL) through the designated website <a href="https://instavote.linkintime.co.in/">https://instavote.linkintime.co.in/</a> of LIPL</p> <p>d) The Members of the Company as on the "cut-off" date i.e. Friday, September 15, 2023 were entitled to vote on the resolution nos 1 to 11 as set out in the notice of AGM.</p> <p>e) The remote e-voting period commenced on Tuesday, September 19, 2023 at 09:00 a.m. (IST) and concluded on Thursday, September 21, 2023 at 5:00 p.m. (IST) and the LIPL remote e-Voting portal was blocked thereafter.</p> <p>f) At the 28th AGM of the Company held on Friday, September 22, 2023, 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</p>

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 Friday, September 22, 2023 around 05: 40 p.m. in the presence of two witnesses who are not in the employment of the Company.

h) I hereby submit a consolidated scrutinisers 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 28th 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 LIPL.

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				1.a.The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and 1.b.The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors 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	98735490	98735490	100	98735490	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	98735490	100	98735490	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	7200911	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	7200911	0	100	0
Public-	E-Voting	4338417	2443100	56.3132	2443015	85	99.9965	0.0035

Non Institutions	Poll		548	0.0126	548	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4338417	2443648	56.3258	2443563	85	99.9965	0.0035
Total		113877423	108380049	95.1726	108379964	85	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Chandresh Dinesh Mehta (DIN: 00057575) who retires by rotation and being eligible, offers himself for reappointment				
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	98735490	74776370	75.734	74776370	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	74776370	75.734	74776370	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	7200911	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	7200911	0	100	0
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442961	139	99.9943	0.0057
	Poll		548	0.0126	546	2	99.635	0.365

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4338417	2443648	56.3258	2443507	141	99.9942	0.0058
	Total	113877423	84420929	74.1332	84420788	141	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of Cost Auditors for the Financial Year 2023 – 24				
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	98735490	98735490	100	98735490	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	98735490	100	98735490	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	7200911	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	7200911	0	100	0
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442988	112	99.9954	0.0046
	Poll		548	0.0126	548	0	100	0
	Postal Ballot (if		0	0	0	0	0	0

	applicable)							
	Total	4338417	2443648	56.3258	2443536	112	99.9954	0.0046
	Total	113877423	108380049	95.1726	108379937	112	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the 'Rustomjee Employee Stock Option Plan 2022' ("ESOP 2022"/"Plan")				
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	98735490	98735490	100	98735490	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		98735490	98735490	100	98735490	0	100
Public-Institutions	E-Voting	10803516	7200911	66.6534	4418403	2782508	61.3589	38.6411
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10803516	7200911	66.6534	4418403	2782508	61.3589
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2443015	85	99.9965	0.0035
	Poll		548	0.0126	548	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4338417	2443648	56.3258	2443563	85	99.9965	0.0035
	Total	113877423	108380049	95.1726	105597456	2782593	97.4326	2.5674
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of grant of employee stock options to the employees of Subsidiary and Associate Company(ies) of the Company under 'Rustomjee Employee Stock Option Plan 2022' ("ESOP 2022"/"Plan")				
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	98735490	98735490	100	98735490	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	98735490	100	98735490	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	4418403	2782508	61.3589	38.6411
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	4418403	2782508	61.3589	38.6411
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442992	108	99.9956	0.0044
	Poll		548	0.0126	548	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4338417	2443648	56.3258	2443540	108	99.9956	0.0044
	Total	113877423	108380049	95.1726	105597433	2782616	97.4325	2.5675
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of limits 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	98735490	98735490	100	98735490	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		98735490	98735490	100	98735490	0	100
Public-Institutions	E-Voting	10803516	7200911	66.6534	3270136	3930775	45.4128	54.5872
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10803516	7200911	66.6534	3270136	3930775	45.4128
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442799	301	99.9877	0.0123
	Poll		548	0.0126	548	0	100	0
	Postal Ballot (if		0	0	0	0	0	0

	applicable)							
	Total	4338417	2443648	56.3258	2443347	301	99.9877	0.0123
	Total	113877423	108380049	95.1726	104448973	3931076	96.3729	3.6271
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the remuneration of Mr. Boman Irani, Chairman and Managing Director				
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	98735490	50794350	51.4449	50794350	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	50794350	51.4449	50794350	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	6440355	760556	89.4381	10.5619
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	6440355	760556	89.4381	10.5619
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442772	328	99.9866	0.0134
	Poll		548	0.0126	548	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0



	applicable)							
	Total	4338417	2443648	56.3258	2443320	328	99.9866	0.0134
	Total	113877423	60438909	53.0737	59678025	760884	98.7411	1.2589
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the remuneration of Mr. Chandresh Mehta, Executive Director				
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	98735490	74776370	75.734	74776370	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		98735490	74776370	75.734	74776370	0	100
Public-Institutions	E-Voting	10803516	7200911	66.6534	6446310	754601	89.5208	10.4792
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10803516	7200911	66.6534	6446310	754601	89.5208
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442773	327	99.9866	0.0134
	Poll		548	0.0126	548	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	applicable)							
	Total	4338417	2443648	56.3258	2443321	327	99.9866	0.0134
	Total	113877423	84420929	74.1332	83666001	754928	99.1058	0.8942
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the remuneration of Mr. Percy Chowdhry, Executive Director				
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	98735490	74776370	75.734	74776370	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	74776370	75.734	74776370	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	6446310	754601	89.5208	10.4792
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	6446310	754601	89.5208	10.4792
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442774	326	99.9867	0.0133
	Poll		548	0.0126	548	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	applicable)							
	Total	4338417	2443648	56.3258	2443322	326	99.9867	0.0133
	Total	113877423	84420929	74.1332	83666002	754927	99.1058	0.8942
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve commission payable to Non-Executive Directors				
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	98735490	98735490	100	98735490	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	98735490	100	98735490	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	7200911	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	7200911	0	100	0
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2443032	68	99.9972	0.0028
	Poll		548	0.0126	546	2	99.635	0.365
	Postal Ballot (if		0	0	0	0	0	0

	applicable)							
	Total	4338417	2443648	56.3258	2443578	70	99.9971	0.0029
	Total	113877423	108380049	95.1726	108379979	70	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To authorize borrowings by way of Issuance of Non-Convertible Debentures/Bonds /Other instruments				
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	98735490	98735490	100	98735490	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	98735490	98735490	100	98735490	0	100	0
Public-Institutions	E-Voting	10803516	7200911	66.6534	7200911	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10803516	7200911	66.6534	7200911	0	100	0
Public- Non Institutions	E-Voting	4338417	2443100	56.3132	2442961	139	99.9943	0.0057
	Poll		548	0.0126	548	0	100	0

	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4338417	2443648	56.3258	2443509	139	99.9943	0.0057
	Total	113877423	108380049	95.1726	108379910	139	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

