



R.J. SHAH & CO. LTD.
ENGINEERS & CONTRACTORS

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Regd. Office :
NEAR WADALA CONTAINER YARD,
MAHUL ROAD, ANTOP HILL,
MUMBAI - 400 037. (INDIA)
CIN NO. : L45202MH1957PLC010986
GSTIN : 27AAACR2584D1ZI

Ref.No.R/ 130/2023

Date: 02nd August 2023

To,

1. Department of Corporate Services
BSE Limited,
Mumbai 400 001
Through: BSE Listing Centre

Scrip code: 509845

2. Central Depository Services India Ltd.,
e-Voting Division
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel,
Mumbai 400013

ISIN: INE712Z01019

EVSN: **230708005**

Subject: (i) Declaration of Results of the voting on resolutions set out in notice of 65th Annual General Meeting held on July 31, 2023, and (ii) Scrutinizer's Report.

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 65th Annual General Meeting ("AGM") of the Company was convened on July 31, 2023 at 3:00 p.m. through video conferencing/ other audio visual means to seek the approval of Members of the Company on the resolutions set out in the notice dated May 25, 2023 ("Notice").

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 issued by the Institute of Company Secretaries of India, read with General Circulars nos. 14/2020, 17/2020, 20/2020 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and December 28, 2022 issued by Ministry of Corporate Affairs (MCA), read with SEBI circular nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 13, 2022 and January 5, 2023 respectively, the Company had provided facility to the members to vote electronically by e-voting (prior to the AGM, and also during the AGM) on all the above mentioned resolutions. M/s. Bhumika & Co, (Practicing Company Secretaries has been appointed as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted her report on the e-voting, a copy of which is attached hereto. Kindly refer the Scrutinizer's report for the details of the number and percentage of votes casted 'for' and 'against' the resolutions contained in the Notice.

Accordingly, I, Kalindi Shah, Managing Director of the Company, hereby declare that all the 5 (five) resolutions, as set out in the Notice of the 65th AGM of the Company, have been passed with requisite majority by the Members of the Company.

Kindly take the above on record.

Yours Faithfully,
For R J Shah & Company Limited



Ms. Kalindi R. Shah
Managing Director
DIN-00402482

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairperson,
65th Annual General Meeting of the Equity Shareholders of
R J SHAH AND COMPANY LIMITED
Held on the 31st day of July, 2023, at 03:00 p.m.,
through video conferencing ("VC")/other audio-visual means (OVAM)

Consolidated Scrutinizer's Report on voting through Remote E-voting and E-voting at the AGM held through video conferencing ("VC")/other audio-visual means (OVAM) pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular No. 14/2020 17/2020, 20//2020, 02/2021, & 02/2022 dated April 08, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 respectively (MCA Circulars) Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standards – 2 on General Meetings as issued by Institute of the Company Secretaries of India, on the basis of contained in the Notice of the 65th Annual General Meeting ("AGM") of the Company held on Monday, July 31, 2023 at 3.00 P.M. through video conferencing (VC) or other audio visual means (OAVM)"

Dear Sir,

I, Bhumika Sidhpura, Practicing Company Secretary, Mumbai, have been appointed as a Scrutinizer by the Board of Directors of **R J Shah And Company Limited**, pursuant to provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 on General Meeting and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended, to act as Scrutinizer for the remote E-voting and the E-voting at the 65th Annual General Meeting held on Monday, July 31, 2023, at 03.00 p.m. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility ("AGM"), and to submit consolidated report on result of the remote e-voting and e-voting at the AGM.


The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to voting through remote e-voting as well as e-voting at the AGM on the resolutions contained in the Notice of the 65th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and e-voting at the AGM, are conducted in fair and transparent manner and submit consolidated Scrutinizer's report of the total votes cast "In Favour" or "Against", if any, on the resolutions, to the Chairman, based on the reports generated from the remote



e-voting system provided by CDSL (Central Depositories Services Limited), the authorised agency to provide e-voting facilities and engaged by the Company.

Report on Scrutiny:

- The Company had appointed Central Depositories Services Limited (CDSL), as the Service provider, for the purpose of extending the facility of e-Voting to the members of the Company.
- Remote e-voting was open from **10.00 a.m. on Friday, July 28, 2023 till 5.00 p.m. on Sunday, July 30, 2023** and the remote e-voting platform was blocked thereafter. The Members were required to cast their votes electronically to accord their assent or dissent in respect of Resolutions, on the remote e-voting platform provided by CDSL.
- Members of the Company as on "cut off" date (record date) i.e. **MONDAY 24th day of JULY, 2023**, were entitled to vote on the resolutions as set out in Notice of the 65th AGM of the Company.
- I observed that all Members had cast their votes through remote e-voting. The result of the voting i.e. remote e-voting and e-voting at the AGM are enclosed herewith.
- Based on the aforesaid results, I report that three Ordinary Resolutions and two Special Resolutions as set out at Item No.1 to Item No.5 of the Notice of the 65th AGM, held on July 31, 2023, have been passed with the requisite majority.
- On completion of e-voting at the AGM, I unblocked the results of remote e-voting and e-voting at the AGM on the e-voting platform, as prescribed in Sub Rule 4 (xii) of the said Rule 20 and downloaded the results on July 31, 2023 after the conclusion of the 65th AGM of the Company in presence two witnesses, Ms. Vaishaki Joshi and Mr. Prabhat Sanjay Gaikar, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



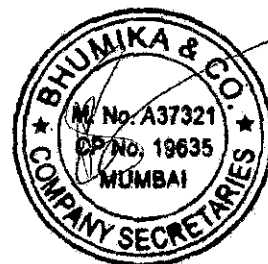
Vaishaki Joshi



Prabhat Sanjay Gaikar

The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed

The relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.



The Voting Result is as under:

Resolution (Ordinary Business) No. 1:(Ordinary Resolution)

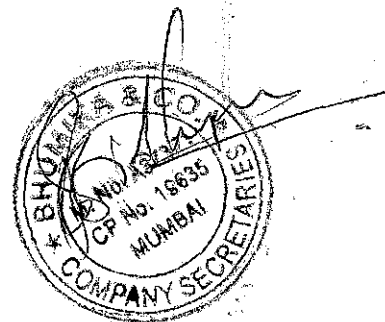
To receive, consider and adopt the Standalone Audited Financial Statements for the year ended 31st March, 2023 and the Report of the Directors and Auditors thereon.

Voting Description	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	54	215500	0	0	54	215500	100
Voted against	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	54	215500	0	0	54	215500	100

Resolution (Ordinary Business) No. 2: (Ordinary Resolution)

To declare dividend on equity share capital for the financial year ended 31st March, 2023.

Voting Description	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	54	215500	0	0	54	215500	100
Voted against	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	54	215500	0	0	54	215500	100



Resolution (Ordinary Business) No. 3 (Ordinary Resolution)

To resolve not to take up retiring by rotation in the forthcoming Annual General Meeting as the rest of the board members are either managing directors/whole time

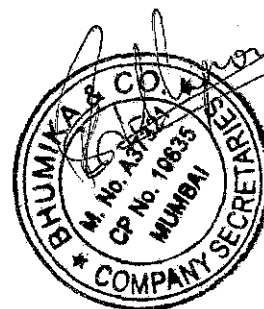
Voting Description	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	54	215500	0	0	54	215500	100
Voted against	0	0	0	0	0	0	0
Abstain	0	0	0	0	0	0	0
Total	54	215500	0	0	54	215500	100

Resolution (Ordinary Business) No.4: (Special Resolution)

Variation in Change in Terms of Miss Kalindi R Shah, Managing Director

Voting Description	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	52	71250	0	0	52	71250	100
Voted against	0	0	0	0	0	0	0
Abstain*	0	0	0	0	0	0	0
Total	52	71250	0	0	52	71250	100

***2 Members remained abstain from voting**



Resolution (Special Business) No. 5: (Special Resolution)

To Sale and Dispose Assets of the Company

Voting Description	Remote e-voting		Voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes Cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour	50	69850	0	0	50	69850	98.04
Voted against	2	1400	0	0	2	1400	1.96
Abstain*	0	0	0	0	0	0	0
Total	52	71250	0	0	52	71250	100

*2 Members remain abstain from voting

1. All the figures shown in percentage have been rounded off to 3 decimal points.
2. All the resolution(s) / business(es) are passed / conducted and carried with requisite majority.

For Bhumika & Co

(Practicing Company Secretary)

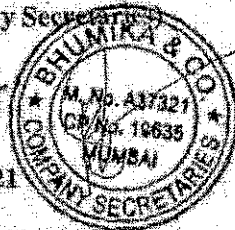
Bhumika Sidhpura
Members No. A37321

CP No.: 19635

UDIN: - A037321E000720674

Date: 01.08.2023

Place: Mumbai



Counter Signed by:

For RJ SHAH AND COMPANY LIMITED

Ms. Kalindi Shah
Chairperson