

Corporate Office:  
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Mulund-Goregaon Link Road,  
Mulund (West), Mumbai - 400 080.  
Tel.: +91-22-6724 8484 / 88  
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E-mail: citadel@marathonrealty.com  
Website: www.citadelrealty.in  
CIN : L21010MH1960PLC011764

**September 26, 2022**

The Listing Dept,  
BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400001

Scrip Code: 502445

Dear Sir,

**Sub: (i) Declaration of Results of the voting on resolutions set out in notice of 62<sup>nd</sup> Annual General Meeting held on September 26, 2022, and (ii) Scrutinizer's Report**

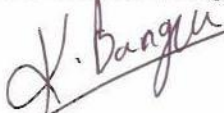
Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 62<sup>nd</sup> Annual General Meeting ("AGM") of the Company was convened on September 26, 2022 at 03:00 PM 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 09/08/2022 ("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, and 02/2022 dated April 8, 2020, April 13, 2020, and May 5, 2022, issued by Ministry of Corporate Affairs (MCA), read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, 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. Mr. Nitin R Joshi, Practicing Company Secretaries had been appointed as the Scrutinizer to conduct the voting process in a fair and transparent manner. The Scrutinizer has submitted his 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, Kiran Bangera, Company Secretary of the Company, being authorized in this behalf, hereby declare that all the 7 (seven) resolutions, as set out in the Notice of the 62<sup>nd</sup> AGM of the Company, have been passed with requisite majority by the Members of the Company.  
Kindly take the above on record.

Thanking you,  
**Yours faithfully,**  
**For Citadel Realty and Developers Limited,**



**Kiran Bangera**  
**Company Secretary & Compliance Officer**  
**Place: Mumbai**  
Encl: As above



# Nitin R. Joshi

**B.COM., LL.B., D.C.E.C., F.C.S.**

**COMPANY SECRETARY**

**(Peer Reviewed Firm)**

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415, Marathon Max, Next to Udyog Kshetra, Jn. of L.B.S. Marg & Goregaon Link Road, Mulund (W),  
Mumbai-400 080. Tel. 2562 5660 Cell 98201 29178

## **CONSOLIDATED SCRUTINIZER'S REPORT**

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

To

The Chairman of the 62<sup>nd</sup> Annual General Meeting ('AGM'/'Meeting') of the Equity Shareholders of Citadel Realty and Developers Limited held on Monday, 26<sup>th</sup> day of September, 2022 at 03.00 p.m. through video conferencing ('VC')/ other audio visual means ('OAVM').

Dear Sir,

I, Nitin R. Joshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Citadel Realty and Developers Limited ("the Company") for the purpose of scrutinizing the entire-voting process and ascertaining the requisite majority of the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 62<sup>nd</sup> Annual General Meeting of the Members of the Company.

The AGM was held through VC/ OAVM without the physical presence of the Members at a common venue and in compliance with the Circular bearing nos. 20/2020, 14/2020, 17/2020, 02/2021 19/2021,2/2022,dated May 5, 2020, April 8, 2020, April 13,2020 and January 13, 2021 and May 5,2022 respectively (collectively referred to as 'MCA Circulars') and SEBI has vide its circulars bearing nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI /HO /CFD /CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD /CMD2/ CIR/ P/ 2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars').

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder, relating to e-voting (remote e-voting) and e-voting process during the AGM on the resolutions contained in the Notice of the AGM of the shareholders of the Company. My responsibility as scrutinizers for the e-voting (remote e-voting) process and e-voting received at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice of AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency,

engaged by the Company to provide e-voting facilities to the shareholders and e-voting during the AGM.

Further to above, I submit my report as under:

1. The Company had provided the e-voting facility through NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had uploaded the AGM Notice containing all the items of businesses to be transacted on the website of the Company and also on NSDL website for perusal by members.
2. The Notice of the AGM was sent to the Members along with the Annual Report 2021-22 of the Company through electronic mode to those members whose email addresses are registered with the Company/Depositories, in compliance with aforesaid Circulars., contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') as amended.
3. As prescribed in the said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of AGM Notice. The Company has also published the advertisements, in accordance with the provisions of the aforesaid Circulars.
4. Voting rights of Members have been reckoned in proportion to their share holding in the paid-up equity share capital of the Company as on the close of the business hours on Monday, September 19, 2021.
5. The remote e-voting commenced from Friday September 23, 2022 (09:00 a.m.) and concluded on Sunday, September 25, 2022 (05:00 p.m.).
6. At the AGM, the Chairman, after the discussions on all matters included in the said notice were over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through e-voting at the AGM.
7. After the closure of e-voting at the Annual General Meeting, the report on voting done at the Annual General meeting and votes cast under remote e-voting facility prior to the Annual General Meeting were unblocked and were counted.
8. I have scrutinised and reviewed the remote e-voting prior and during Annual General Meeting and votes cast therein based on the data downloaded from NSDL e-voting system.
9. I now submit my consolidated Report as under on the result of the remote e-voting in respect of the said resolutions.

Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
				No. of members voting	No. of votes	% of the total number of valid votes cast (favour and Against)	No. of members voting	No. of votes	% of the total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes
1	Adoption of the Audited Standalone/ Consolidated Financial Statement of the Company for the financial year ended 31.03.2022.	Ordinary	e-voting	62	5316169	--	02	36	--	--	--
			<b>Total</b>	<b>62</b>	<b>5316169</b>	<b>100</b>	<b>02</b>	<b>36</b>	<b>--</b>	<b>--</b>	<b>--</b>
2	Re-appointment of Mr. Chetan R. Shah (DIN. 0013296) as Director of the Company	Ordinary	e-voting	62	5316169	--	02	36	--	--	--
			<b>Total</b>	<b>62</b>	<b>5316169</b>	<b>100</b>	<b>02</b>	<b>36</b>	<b>--</b>	<b>--</b>	<b>--</b>
3	Approval for enhancement in the limits of Related Party Transactions with Marathon Realty Pvt Ltd. under section 188(1) (d) of the Companies Act, 2013 and under regulation 23 of SEBI (LODR) Regulations, 2015.	Special	e-voting	58	191207	--	02	36	--	--	--
			<b>Total</b>	<b>58</b>	<b>191207</b>	<b>99.98</b>	<b>02</b>	<b>36</b>	<b>0.02</b>	<b>--</b>	<b>--</b>
4	Approval for enhancement in the limits of Related Party Transactions with Shree Swami Samarth Builders and Developers		e-voting	58	191207	--	02	36	--	--	--
			<b>Total</b>	<b>58</b>	<b>191207</b>	<b>99.98</b>	<b>02</b>	<b>36</b>	<b>0.02</b>	<b>--</b>	<b>--</b>
5	Approval for enhancement in the limits of Related Party Transactions with Fibre Box India Private Limited under section 188(1) (d) of the Companies Act, 2013 and under regulation 23 of SEBI (LODR) Regulations, 2015		e-voting	58	191207	--	02	36	--	--	--
			<b>Total</b>	<b>58</b>	<b>191207</b>	<b>99.98</b>	<b>02</b>	<b>36</b>	<b>0.02</b>	<b>--</b>	<b>--</b>
6	Approval of Existing Related party Transactions with Marathon Realty Pvt. Ltd., Shree swami Samarth Builders and Developers and Fibre Box India Ltd pursuant to Regulations 23(8) of SEBI(LODR) Regulation 2015.		e-voting	58	191207	--	02	36	--	--	--
			<b>Total</b>	<b>58</b>	<b>191207</b>	<b>99.98</b>	<b>02</b>	<b>36</b>	<b>0.02</b>	<b>--</b>	<b>--</b>
7	Approval of Joint Venture arrangement with Fibre Box (India) Pvt Ltd, an existing related party (RPT) under Regulation 23 of SEBI (LODR) Regulation 2015 to construct ,a project under the aegis of the Slum Development Authority.		e-voting	58	191207	--	02	36	--	--	--
			<b>Total</b>	<b>58</b>	<b>191207</b>	<b>99.98</b>	<b>02</b>	<b>36</b>	<b>0.02</b>	<b>--</b>	<b>--</b>

**( Based on the aforesaid results, Ordinary Resolutions/ Special Resolution as contained from Resolution No.1 to Resolution No.7 of the notice dated August 09, 2022 have passed with requisite majority).**

