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**September 21, 2024**

To  
BSE Limited,  
Listing Department,  
P.J. Towers, Dalal Street,  
Mumbai - 400001.

**Scrip Code: 502445**

**Sub: Voting Results of the 64<sup>th</sup> Annual General Meeting of Citadel Realty and Developers Limited held on Friday, September 20, 2024 along with the Scrutinizer's Report**

Dear Sir/Madam,

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results of 64<sup>th</sup> Annual General Meeting of the Company held on Friday, September 20, 2024 in the prescribed format along with the consolidated report of the Scrutinizer on remote e-voting and e-voting during the 64<sup>th</sup> Annual General Meeting annexed as **Annexure - A**.

Kindly take the same on your record.

**Thanking you,  
For CITADEL REALTY AND DEVELOPERS LIMITED**

**Nilesh Dand  
Director, CEO & CFO  
DIN: 00199785**

**Annexure– A**

VOTING RESULTS OF THE 64TH ANNUAL GENERAL MEETING (AGM) PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Date of the AGM	September 20, 2024,
Total number of shareholders on record date (i.e., as on the cut-off date September 13, 2024)	4170
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoters Group:	-
Public	-
No. of Shareholders attended the meeting through Video Conferencing	32
Promoters and Promoter Group:	3
Public	29

**Resolution No.1.** To consider and adopt a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, the reports of the Board of Directors and Statutory Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and report of the Statutory Auditors thereon.

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt a) the audited standalone financial statement of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Statutory Auditors thereon; and b) the audited consolidated financial statement of the				
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	5124962	5124962	100.0000	5124962	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		5124962	5124962	100.0000	5124962	0	100.0000
Public-Institutions	E-Voting	2484	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2484	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2764752	86762	3.1381	86739	23	99.9735	0.0265
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2764752	86762	3.1381	86739	23	99.9735
<b>Total</b>		7892198	5211724	66.0364	5211701	23	99.9996	0.0004
<b>Whether resolution is Pass or Not.</b>							Yes	

**RESOLUTION NO. 2** – Re-appointment of Mr. Nilesh Dhankumar Dand (Din: 00199785), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to approve re-appointment of Mr. Nilesh Dhankumar Dand (DIN: 00199785), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment				
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	5124962	5124962	100.0000	5124962	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>5124962</b>	<b>5124962</b>	<b>100.0000</b>	<b>5124962</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	2484	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>2484</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	2764752	86762	3.1381	86739	23	99.9735	0.0265
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>2764752</b>	<b>86762</b>	<b>3.1381</b>	<b>86739</b>	<b>23</b>	<b>99.9735</b>	<b>0.0265</b>
<b>Total</b>		<b>7892198</b>	<b>5211724</b>	<b>66.0364</b>	<b>5211701</b>	<b>23</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

## RESOLUTION NO.3 - Appointment of Ms. Yamini Anish Shah as an Independent Director of the Company

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment of Ms. Yamini Anish Shah as an Independent Director of the Company				
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	5124962	5124962	100.0000	5124962	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>5124962</b>	<b>5124962</b>	<b>100.0000</b>	<b>5124962</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2484	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2484</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	2764752	86762	3.1381	86739	23	99.9735	0.0265
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2764752</b>	<b>86762</b>	<b>3.1381</b>	<b>86739</b>	<b>23</b>	<b>99.9735</b>
<b>Total</b>		<b>7892198</b>	<b>5211724</b>	<b>66.0364</b>	<b>5211701</b>	<b>23</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

**RESOLUTION NO. 4 - Approval for Preferential Issue of Convertible Warrants on Private Placement basis.**

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				RESOLUTION NO.4 - APPROVAL OF PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS ON PRIVATE PLACEMENT BASIS.				
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	5124962	5124962	100.0000	5124962	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>5124962</b>	<b>5124962</b>	<b>100.0000</b>	<b>5124962</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	2484	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2484</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	2764752	86762	3.1381	86739	23	99.9735	0.0265
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2764752</b>	<b>86762</b>	<b>3.1381</b>	<b>86739</b>	<b>23</b>	<b>99.9735</b>
<b>Total</b>		<b>7892198</b>	<b>5211724</b>	<b>66.0364</b>	<b>5211701</b>	<b>23</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

**SCRUTINIZER'S REPORT**

**Consolidated Report of Scrutinizer on Remote E-voting conducted at the 64<sup>th</sup> Annual General Meeting (AGM) of Citadel Realty and Developers Limited (the Company) held on Friday, September 20, 2024 at 11:00 A.M. through Video Conferencing (VC) facility/Other Audio Visual Means (OAVM)**

(Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

Dear Sir,

1. I, Amit Uttam Surase, Company secretaries proprietor of AUS & CO, Company secretaries, have been appointed as Scrutinizer by the Board of Directors of Citadel Realty and Developers Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in a fair and transparent manner on the resolutions contained in the notice dated August 24, 2024 ("Notice") issued in accordance with General Circular Nos. 14 / 2020, 17 / 2020, 20 / 2020, 2 / 2021, 19/ 2021, 21 / 2021, 2 / 2022,10 /2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars"), calling the 64<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company ("the Meeting"/ "AGM") through VC / OAVM. The AGM was held on Friday, September 20, 2024 at 11:00 a.m. IST through VC / OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, the Notice along with the Annual Report 2023-24 was sent only through electronic mode to those members whose email address is registered with the Company / Registrar and Transfer Agent of the Company, viz., Bigshare India Private Limited ("Bigshare") / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") / Depository Participants.

The Notice and Annual Report 2023-24 were also placed on the website of the Company at: [www.citadelrealty.in](http://www.citadelrealty.in) and on the website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e- Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to exercise their right to vote on the resolutions contained in the Notice using an electronic voting system (i) remotely, before the Meeting, on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting using an electronic voting system.

In compliance with the MCA Circulars, a newspaper advertisement was published on August 29, 2024 in 'Business Standard' (English language newspapers), in 'Prata Kaal' (Marathi language newspaper), respectively specifying the day, date and time of the AGM.

3. The said appointment as Scrutinizer is under the 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 ("the Rules"). As the Scrutinizer, I have to scrutinize:
  - (i) process of remote e-voting; and
  - (ii) process of e-voting at the AGM

#### **Management's Responsibility**

4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **Scrutinizer's Responsibility**

5. My responsibility as a Scrutinizer fore-voting process (i.e. remote e-voting and e-voting at the AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL, being an Agency authorized under the Act and the Rules made thereunder engaged by the Company to



provide e-voting facility, and attendant papers / documents furnished to me electronically by the Company and / or NSDL for my verification.

**Cut-off date**

6. Subject to the provisions of the Articles of Association of the Company, the members of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, September 13, 2024 were entitled to vote on the resolutions (item nos. 1 to 4 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

**E-voting at the AGM**

7.
  - i. The facility for voting electronically was also made available at the Meeting to those members who had not cast their votes through remote e-voting.
  - ii. After the time fixed for closure of the e-voting at the Meeting by the Chairman, the electronic system recording the e-voting ("e-votes") was locked by NSDL under my instructions.
  - iii. The e-votes cast at the Meeting were unblocked on Friday, September 20, 2024 after the conclusion of the AGM.
  - iv. The e-votes were reconciled with the records maintained by the Company / NSDL and the authorizations lodged with the Company/ NSDL on test check basis.

**Remote e-voting process**

8.
  - i. The remote e-voting period remained open from Tuesday, September 17, 2024 (9:00 a.m. 1ST) to Thursday, September 19, 2024 (5:00 p.m. 1ST).
  - ii. The votes cast during the remote e-voting and e-voting during the AGM period were unblocked on Friday, September 20, 2024 after the conclusion of the AGM and was witnessed by two witnesses.
  - iii. Thereafter, the details containing, inter alia, the list of members who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of NSDL. Based on the report generated

by NSDL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at AGM, based on the reports generated by NSDL, scrutinized on test check basis and relied upon by me, as under: -

Item No. of the Notice  (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorization) Nos.  (vi)
	Number of Valid Votes  (ii)	As a% of total number of valid votes (in Favour and Against) (iii=ii/(ii+iv)* 100)	Number of Valid Votes  (iv)	As a% of total Valid Votes number of valid votes (in Favou and Against) Nos. (v =iv/(ii+iv)* (iv) 100)	
Item No. 1a) To consider and adopt the audited standalone financial statement of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Statutory Auditors thereon.	5211701	99.99%	23	0.01%	0
Item No. 1b) To consider and adopt the audited consolidated financial statement of the Company for the financial year	5211701	99.99%	23	0.01%	0

ended March 31, 2024 and report of Statutory Auditors thereon.					
Item No. 2 To approve re-appointment of Mr. Nilesh Dhankumar Dand (DIN: 00199785), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.	5211701	99.99%	23	0.01%	0
Item No. 3 To approve the appointment of Ms. Yamini Anish Shah as an Independent Director of the Company	5211701	99.99%	23	0.01%	0
Item No. 4 To approve the preferential issue of convertible warrants on private placement basis	5211701	99.99%	23	0.01%	0

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 to 4 of the Notice have been passed with requisite majority.

10. The electronic data and all other relevant records relating to remote e-voting and e-voting at AGM will be handed over to Chairperson of the Company for safe keeping as provided in the Act read with the relevant Rules.

11. This report is issued in accordance with the terms of the Engagement Letter.

### Restriction on Use

12. This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) placing on website of the Company and (iii) placing on the website of Bigshare. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

For AUS & CO.

**AMIT  
UTTAM  
SURASE**

Digitally signed by AMIT UTTAM  
SURASE  
DN: c=IN, o=Personal,  
pseudonym=a0132eR2wp6h5FwGraB  
H4JaKpU6UsDRx,  
2.5.4.20=343b1feb7835d3e4dc0e4b  
6cdcadc02cf53b3c1bc31a93b9e2078  
9c2b016bf, postalCode=421301,  
st=Maharashtra,  
serialNumber=76f1aec4cc64f2acc709  
1f1d071c2fafa8eccc6926084b036262  
e2a574e702e8, cn=AMIT UTTAM  
SURASE  
Date: 2024.09.21 12:19:05 +05'30'

**Amit Uttam Surase**

**Practicing Company Secretary**

**Membership no.: A26485 C.P.No.: 18482**

**Peer Review No.: 4507/2023**

**UDIN: A026485F001263556**

**Place: Kalyan Date: 20/09/2024**

**“ANNEXURE - I”**

**BASIS OF REJECTION**

1. Corporate Member/ Institutional Member (other than Individuals, HUF, NRI, etc.) has not uploaded scanned copy / hard copy of the relevant board resolution / Authority Letter/ Power of Attorney, etc. or emailed at ausadvisory@gmail.com or not available with us.
2. Board Resolution / Authority letter/ Power of Attorney, etc does not grant power in favor of the person who has exercised voting right.

**“ANNEXURE - II”**

**REPORT FOR INVALID VOTES**

**RESOLUTION NO.1a) – ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, THE REPORTS OF THE BOARD OF DIRECTORS AND STATUTORY AUDITORS THEREON; AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND REPORT OF STATUTORY AUDITORS THEREON.**

<b>Sr. No.</b>	<b>Category</b>	<b>No. of votes (members)</b>	<b>Total number of invalid votes ( Equity share of the nominal value of INR 10/- each)</b>
1.	Board Resolution / Power of attorney not uploaded / sent	NIL	NIL
2.	Abstained from voting	NIL	NIL
	<b>TOTAL</b>	<b>0</b>	<b>0</b>

**RESOLUTION NO.1b) – ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND REPORT OF STATUTORY AUDITORS THEREON.**

Sr. No.	Category	No. of votes (members)	Total number of invalid votes ( Equity share of the nominal value of INR 10/- each)
1.	Board Resolution / Power of attorney not uploaded / sent	NIL	NIL
2.	Abstained from voting	NIL	NIL
	<b>TOTAL</b>	<b>0</b>	<b>0</b>

**RESOLUTION NO.2 – RE-APPOINTMENT OF MR. NILESH DHANKUMAR DAND (DIN: 00199785), AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, FOR RE-APPOINTMENT.**

Sr. No.	Category	No. of votes (members)	Total number of invalid votes ( Equity share of the nominal value of INR 10/- each)
1.	Board Resolution / Power of attorney not uploaded / sent	NIL	NIL
2.	Abstained from voting	NIL	NIL
	<b>TOTAL</b>	<b>0</b>	<b>0</b>

**RESOLUTION NO.3 – APPOINTMENT OF MS. YAMINI ANISH SHAH AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Sr. No.	Category	No. of votes (members)	Total number of invalid votes ( Equity share of the nominal value of INR 10/- each)
1.	Board Resolution / Power of attorney not uploaded / sent	NIL	NIL
2.	Abstained from voting	NIL	NIL

AUS & Co.  
Company Secretaries  
B/703, Vrindavan Garden, Near K M Agrawal College, Kalyan 421301  
Ph. No. 8451919293 Email Id: ausadvisory@gmail.com

	<b>TOTAL</b>	<b>0</b>	<b>0</b>
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**RESOLUTION NO.4 – APPROVAL OF PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS ON PRIVATE PLACEMENT BASIS.**

Sr. No.	Category	No. of votes (members)	Total number of invalid votes ( Equity share of the nominal value of INR 10/- each)
1.	Board Resolution / Power of attorney not uploaded / sent	NIL	NIL
2.	Abstained from voting	NIL	NIL
	<b>TOTAL</b>	<b>0</b>	<b>0</b>

For AUS & CO.

**AMIT  
UTTAM  
SURASE**

Digitally signed by AMIT UTTAM  
SURASE  
DN: c=IN, o=Personal,  
pseudonym=a032eR2wp6h5FwGraB  
H4JaKpU6UsDRx,  
2.5.4.20=343b11feb07835d3e4dc0e4b  
6ccdcad02cf53b3c1bc31a93b9e2078  
9c2b01f6bf, postalCode=421301,  
st=Maharashtra,  
serialNumber=76f1aec4cc64f2acc709  
1f1d071c2fafa8eccc6926084b036262  
e2a574e702e8, cn=AMIT UTTAM  
SURASE  
Date: 2024.09.21 12:20:21 +05'30'

**Amit Uttam Surase**  
**Practicing Company Secretary**  
**Membership no.: A26485 C.P.No.: 18482**  
**Peer Review No.: 4507/2023**  
**UDIN: A026485F001263556**  
**Place: Kalyan Date: 20/09/2024**