



RISHIROOP

Rishiroop Ltd.

84, Atlanta, Nariman Point
Mumbai 400 021, India
Tel: +91-22-4095 2000
Fax: +91-22-2287 2796
CIN: L25200MH1984PLC034093
www.rishiroop.in

RL/MUM/AF/55/2023-24

March 30, 2024

Department of Corporate Services
BSE Ltd,
P.J.Towers, Dalal Street,
Fort, Mumbai - 400 001

Ref.: BSE Scrip Code No. 526492: ISIN INE582D01013

Sub: Postal Ballot - Voting Results pursuant to Regulation 44(3) of SEBI (LODR), 2015

Dear Sirs,

This is further to our letter dated February 27, 2024 in respect of Postal Ballot Notice dated February 12, 2024 seeking approval of members of the Company by way of a special resolution for the appointment of Mr. Sitendu Sharma (DIN 01956423) as an Independent Director of the Company.

Relevant details of the Postal Ballot given hereunder:

Date of Postal Ballot Notice	February 12, 2024
Total Number of members on the cut-off date i.e. February 23, 2024	5125
E-Voting start date and time	9.00 am IST on February 29, 2024
E-Voting end date and time	5.00 pm IST on March 29, 2024
No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group: Public :	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video Conferencing :	Not Applicable
Promoters and Promoter Group: Public :	Not Applicable Not Applicable

The e-Voting concluded on March 29, 2024 at 5.00 pm. and we have now received the report of the Scrutinizer appointed for the Postal Ballot viz. M/s. Shreyans Jain & Co.

As per the report dated March 30, 2024 of the Scrutinizer, the Special Resolution contained in Postal Ballot Notice dated February 12, 2024 has been passed with requisite majority.

The e-Voting Results and Scrutinizer Report is attached. A copy of the report is being placed on the Company website i.e. www.rishiroop.in, and also on the website of the e-Voting Service Provider viz. Central Depository Services (India) Limited.

Kindly disseminate the above information on your website.

Thanking you,

Yours sincerely,

For RISHIROOP LIMITED

AGNELO A. FERNANDES
COMPANY SECRETARY

Encl: as above

Resolution (1)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Mr. Sitendu Sharma (DIN 01956423) as an Independent 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							
	Poll	6718000						
	Postal Ballot (if applicable)		6718000	100.0000	6718000	0	100.0000	0.0000
	Total	6718000	6718000	100.0000	6718000	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll	1000						
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting							
	Poll	2444603						
	Postal Ballot (if applicable)		2841	0.1162	2121	720	74.6568	25.3432
	Total	2444603	2841	0.1162	2121	720	74.6568	25.3432
Total		9163603	6720841	73.3428	6720121	720	99.9893	0.0107
Whether resolution is Pass or Not.							Yes	



Shreyans Jain & Co.

Company Secretaries

Off: 603, Ashok Heights, Opp. Saraswati Apartments, Near Nicco Circle,
Niklaswadi Road, Gundavali, Andheri (E), Mumbai - 400069, Maharashtra.

Tel: 022 - 4600 2079; Email: shreyanscs@gmail.com

REPORT OF THE SCRUTINIZER

[Pursuant to Sections 110, 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,
The Chairman,
Rishiroop Limited,
W- 75 (A), & W- 76(A), Nashik Industrial Estate,
Satpur, Nasik - 420007,
Maharashtra, India

Dear Sir,

I, Shreyans Jain, proprietor of Shreyans Jain & Co, Company Secretaries (Membership Number: FCS 8519), was appointed as Scrutinizer by the Board of Directors of **Rishiroop Limited** ("Company") for Scrutinizing Postal Ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice of Postal Ballot dated 12th February, 2024 in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA Circulars"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and to submit our report thereon to the Company on the resolutions as set out in the Notice of Postal Ballot (hereinafter referred to as "Notice").

MANAGEMENT'S RESPONSIBILITY:

1. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder; including MCA Circulars and Listing Regulations pertaining to postal ballot / remote e-voting conducted through electronic means on the resolutions contained in the Notice.





Shreyans Jain & Co.

Company Secretaries

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CUT-OFF DATE:

2. Pursuant to the MCA Circulars, the Members of the Company holding Equity Shares as on Friday, 23rd February, 2024, being the cut-off date were entitled to vote on the proposed Resolutions as set out in the Notice through remote e-voting only.
3. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Notice to its Members whose name appeared in the Register of Members / List of Beneficial Owners as received from Depositories as on the cut-off date i.e., 23rd February, 2024 and whose e-mail IDs were available with the Company / RTA / Depositories, through electronic means only. In accordance with the MCA Circulars, no physical copy of the Notice, postal ballot form and pre-paid business reply envelope was dispatched to the Members. Also, the Company was not required to provide the facility of voting through physical postal ballot. Therefore, the voting done through remote e-voting only was considered for this report.

REMOTE E-VOTING:

4. The Company has engaged services of Central Depository Services (India) Limited ("CDSL") as the Agency for providing the facility of remote e-voting to the Members of the Company.
5. The remote e-voting period commenced on Thursday, 29th February, 2024 at 9:00 a.m. I.S.T. and concluded on Friday, 29th March, 2024 at 5:00 p.m. I.S.T. on CDSL's e-voting platform.

SCRUTINIZER'S RESPONSIBILITY:

6. My responsibility as a scrutinizer is restricted to make Scrutinizer's report of the total votes cast in "favour" and "against" including the details of invalid votes, if any, on the resolutions stated in the Notice.

ADVERTISEMENT:

7. As stated in sub-rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time-to-time, public notices were published by the Company in Business Standard ('English Language') and in Mumbai Lakshadeep ('Marathi Newspaper') on 28th February, 2024 informing about the completion of dispatch of the Notice to its Members through electronic means.
8. I monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by CDSL through its designated platform.
9. After completion of remote e-voting, votes cast by the Members, were unblocked by me in the presence of two witnesses, CS Sandeep Jha and Mr. Dewashish Newaskar who are not in the employment of the Company.





Shreyans Jain & Co.

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10. The remote e-voting report downloaded from the website of CDSL has been kept separately for the purpose of postal ballot
11. The detailed result of the postal ballot (through remote e-voting) is annexed herewith as **Annexure – A**.
12. The combined list of Members who voted "FOR / AGAINST / INVALID" for the resolutions through remote e-voting process will be handed over to the Chairman or Company Secretary of the Company, authorised on this behalf.
13. Based on such results, I hereby certify that the resolutions set out in the Notice have been approved and passed by the requisite consent of the Members and accordingly, I request the Company to announce the voting results.
14. The resolutions specified in the Notice are deemed to be passed on the last date of remote e-voting i.e., Friday, 29th March, 2024.

CS Shreyans Jain
Scrutinizer
Practicing Company Secretary
FCS 8519 / C.P. No. 9801
UDIN: F008519E003652302

Place: Mumbai
Date: 30/03/2024



ARVIND
MAHENDR
A KAPOOR

Digitally signed by ARVIND MAHENDR
KAPOOR
DN: cn=ARVIND MAHENDR, o=ARVIND MAHENDR
KAPOOR, email=ARVIND.MAHENDR@ARVINDMAHENDR
KAPOOR.COM, c=INDIA
Date: 2024.03.30 14:12:29 +05'30'

For and on behalf of Rishiroop Limited
Mr. Arvind M. Kapoor
Chairman

We the undersigned witnessed that the votes were unblocked from the e-voting platform of CDSL in our presence of

CS Sandeep Jha

Mr. Dewashish Newaskar



Shreyans Jain & Co.

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ANNEXURE - A

RESULT OF THE POSTAL BALLOT

I. Appointment of Mr. Sitendu Sharma (DIN: 01956423) as an Independent Director of the Company: (Special Resolution)

a. Votes in favour of the resolution:

Manner of Voting	Number of members voted	No. of votes cast by Members	% of Total number of votes casted
Remote E-voting	28	6720121	99.9893%
TOTAL	28	6720121	99.9893%

b. Voting against the resolution:

Manner of Voting	Number of members voted	No. of votes cast by Members	% of Total number of votes casted
Remote E-voting	2	720	0.0107%
TOTAL	2	720	0.0107%

c. Invalid Votes:

Manner of Voting	Number of members who voted (whose votes were declared Invalid)	No. of votes cast by Members
Remote E-voting	0	0
TOTAL	0	0

Based on the aforesaid result, we report that the Special Resolution as contained in the Notice of Postal Ballot dated 12th February, 2024, have been passed with requisite majority.

