

Nitin R. Joshi

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

415, Marathon Max, Next to Udyog Kshetra, Jn. Of L.B.S. Marg & Goregoan Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

SCRUTINIZER'S REPORT-COMBINED

To,

The Chairman of The Fifty fifth Annual General Meeting of the Equity Shareholders of Citadel Realty And Developers Limited held on Friday, 14th day of August 2015 at at Kilachand Conference Hall, 2nd Floor, Indian Merchants' Chamber building, IMC, Churchgate, Mumbai 400 020 at 12.30 p.m.

Dear Sir,

I, Nitin R. Joshi, Practising a 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 e-voting process alongwith physical ballot forms and ascertaining the requisite majority on the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Companies (Management and Administration) Rule 2014 (Rules) and applicable clause(s) of the Listing Agreement with Stock Exchange, on the resolutions contained in the notice to the Fifty fifth Annual General Meeting of the members of the Company.

The Chairman of the Annual General Meeting (the Meeting) had suo moto provided in additional opportunity of voting to those members present at the Meeting who have not cast their vote earlier either through e-voting facility or vide physical ballot form sent to them along with the Notice of the Meeting to vote on the resolutions contained in the notice to the Fifty fifth Annual General Meeting of the Members of the Company..

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, relating to e-voting and physical voting on the resolutions contained in the Notice to the Fifty fifth Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and voting through physical ballot form (received up to August 07, 2015 and 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 for e-voting and physical ballot forms received up to August 07, 2015 and at the AGM.

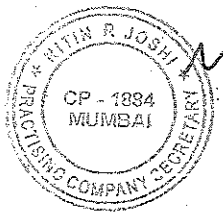
Further to above, I submit my report as under :

1. The Members of the Company as on the cut-off date i.e. August 07, 2015 were entitled to vote (Whether by way of e-voting or physical ballot form) on the resolutions contained in the notice of the Fifty fifth Annual General meeting of the Members of the Company.



2. I have issued a separate Report dated 13.08.2015 on the e-voting and physical ballot form received as of 07.08.2015 and a Report dated 14.08.2015 on the voting conducted at the AGM on the resolutions contained in the notice of the AGM. As requested by the Management, I submit herewith my combined report on the results of e-voting together with that of physical ballot forms received up to 07.08.2015 and at the AGM, given as under:

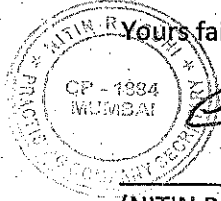
Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
				No. of members voting	No. of votes	% of total number of valid votes cast (favour and Against)	No. of members voting	No. of votes	% of total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes
1	Adoption of Audited Statements of Profit and Loss and Balance Sheet, Reports of the Board of Directors and the Auditors for the year ended March 31, 2015	Ordinary	e-voting	--	--		1	26		--	--
			Physical Ballot Form	23	2197216		1	100		01	16
			Total	23	2197216	99.99	2	126	0.01	01	16
2	Re-appointment of Mr. S. Ramamurthi as a Director	Ordinary	e-voting	--	--		1	26		--	--
			Physical Ballot Form	22	2197206		1	100		01	16
			Total	22	2197206	99.99	2	126	0.01	01	16
3	To ratify the appointment of Statutory Auditors	Ordinary	e-voting	--	--		1	26		--	--
			Physical Ballot Form	21	2192206		2	5100		01	16
			Total	21	2192206	99.77	3	5126	0.23	01	16
4	Appointment of Ms. Sonal N. Shah, as a Director of the Company.	Ordinary	e-voting	--	--		1	26		--	--
			Physical Ballot Form	20	1569306		2	5100		02	622916
			Total	20	1569306	99.68	3	5126	0.32	02	622916

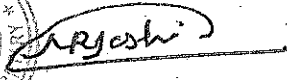


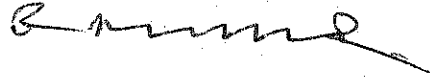
The Register and all other papers relating to physical voting during the Annual General Meeting shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter, I shall return the Register and related papers to the Company.

Thanking you,

Yours faithfully,




(NITIN R. JOSHI)
Practising Company Secretary
FCS 3137 CP 1884
Place : Mumbai
Dated : 14.08.205



Nitin R. Joshi

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

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Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

Report of Scrutinizer(s)

To,
The Chairman,
CITADEL REALTY AND DEVELOPERS LIMITED.,
Marathon Futurex,
N.M.Joshi Marg,
Lower Parel,
Mumbai 400 013.

The Fifty fifth Annual General Meeting of the Equity Shareholders of Citadel Realty And Developers Limited held on Friday, 14th day of August 2015 at Kilachand Conference Hall, 2nd Floor, Indian Merchants' Chamber building, IMC, Churchgate, Mumbai 400 020 at 12.30 p.m.

Dear Sir,

I, Nitin R. Joshi, Practising Company Secretary, appointed as Scrutinizer for the purpose of the conduct of voting on the below mentioned resolutions, at the Fifty fifth Annual General Meeting of the Equity Shareholders of Citadel Realty And Developers Limited, held on Friday, 14th day of August, 2015 at Kilachand Conference Hall, 2nd Floor, Indian Merchants' Chamber building, IMC, Churchgate, Mumbai 400 020 at 12.30 a.m. submit my report as under.

1. The Company had arranged for physical voting facility in order to enable those shareholders present at the meeting and who had not cast their vote earlier either through e-voting facility or by physical ballot.
2. After the closure of the voting at the meeting, voting report was generated in my presence and the voting was diligently scrutinized. The records of the voting at the meeting were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The result of the voting at the Meeting is as under :



RESOLUTION No. 1 (ORDINARY RESOLUTION)

Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of the Board of Directors and the Auditors for the year ended March 31,2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
07	339	95.49

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
01	16



RESOLUTION No.2 (ORDINARY RESOLUTION)

Re-appointment of Mr. S. amamurthi as a Director.

(i) Voted in favour of the resolution:

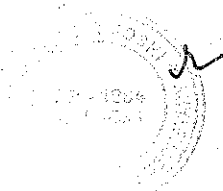
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
07	329	95.36

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
01	16



RESOLUTION No. 3 (ORDINARY RESOLUTION)

Appointment of Auditors and fixing their remuneration.

(i) Voted in favour of the resolution:

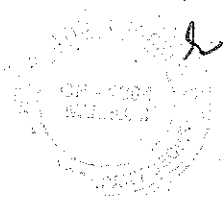
Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
07	329	95.36

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
01	16



RESOLUTION No. 4 (ORDINARY RESOLUTION)

Appointment (Regularizing) of Mrs. Sonal M.Shah as a Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
07	329	95.36

(ii) Voted against the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

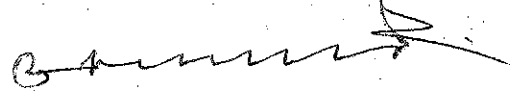
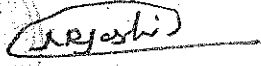
(iii) Invalid votes :

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
01	16

4. The Register and all other papers relating to physical voting during the Annual General Meeting shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter, I shall return the Register and related papers to the Company.

Thanking you,

Yours faithfully,



(NITIN R. JOSHI)
Practising Company Secretary
FCS 3137 CP 1884
Place : Mumbai
Dated : 14.08.2015



Nitin R. Joshi

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Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178.

To,
The Chairman,
CITADEL REALTY AND DEVELOPERS LIMITED.,
Marathon Futurex,
N.M.Joshi Marg,
Lower Parel,
Mumbai 400 013.

Dear Sir,

Sub : Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

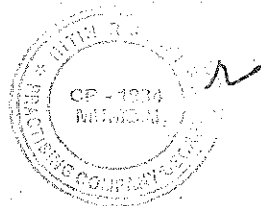
I, Nitin R. Joshi, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Citadel Realty And Developers Limited vide resolution dated 27.05.2015, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Fifty fifth Annual General Meeting of the Company to be held on 14th day of August, 2015.

The Notice dated 27th May, 2015 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the Fifty fifth AGM of the Company to be held on 14th day of August, 2015.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the Company holding shares as on the "Cut-off" date of 7th August, 2015, were entitled to vote on the proposed resolutions as set out at item No. 01 to 4 in the Notice of the Fifty fifth AGM of Citadel Realty And Developers Limited.

The voting period for e-voting commenced on Monday, 10.08.2015 at 10.00 a.m. and ended on Thursday, 13.08.2015 at 5.00 p.m. and NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were than unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical ballot forms received up to Thursday, 13.08.2015 at 5.00 p.m. were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my report as under on the result of the voting through electronic means and physical mode in respect of the said resolutions.

RESOLUTION No. 1 (ORDINARY RESOLUTION)

Adoption of Audited Statement of Profit and Loss, Balance Sheet, Report of the Board of Directors and the Auditors for the year ended March 31,2015.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
16	2196877	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
02	126	0.01

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
NIL	NIL

RESOLUTION No. 2 (ORDINARY RESOLUTION)

Re-appointment of Mr. S. Ramamurthi as a Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
16	2196877	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
02	126	0.01

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
NIL	NIL



RESOLUTION No. 3 (ORDINARY RESOLUTION)

Appointment of Auditors and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
16	2191877	99.77

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
02	5126	0.23

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
NIL	NIL



RESOLUTION No. 4 (ORDINARY RESOLUTION)

Appointment (Regularizing) of Mrs. Sonal M.Shah as a Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
15	1568977	71.42

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
02	5126	0.23

(iii) Invalid votes :

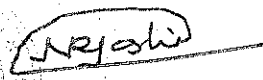
Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
01	622900

The Register, all other papers and relevant records relating to electronics voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company for safe keeping thereafter.

Thanking you,

Yours faithfully,




Nitin R. Joshi.
Practising Company Secretary
FCS 3137 PCS 1884
Place Mumbai
Dated : 13.08.2015

