

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

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,

The Chairman of The Fifty sixth Annual General Meeting of the Equity Shareholders of Citadel Realty And Developers Limited held on Friday, 24th day of June, 2016 at at Kilachand Conference Hall, 2nd Floor, Indian Merchants' Chamber building, IMC, Churchgate, Mumbai 400 020 at 11.30 a.m.

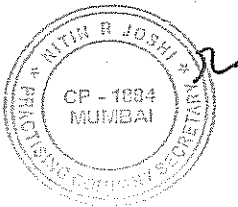
Dear Sir,

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 regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations,2015, on the resolutions contained in the notice to the Fifty Sixth 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 sixth 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 sixth 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 June 18, 2016 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 June 18, 2016 and at the AGM.

(...2...)



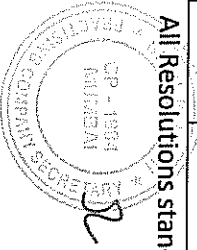
(...2...)

Further to above, I submit my report as under :

1. The Members of the Company as on the cut-off date i.e. June 18, 2016 were entitled to vote (Whether by way of e-voting or physical ballot form) on the resolutions contained in the notice of the Fifty sixth Annual General meeting of the Members of the Company.
2. As requested by the Management, I submit herewith my consolidated report on the results of e-voting together with that of physical ballot forms received up to 18.06.2016 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	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, 2016	Ordinary	e-voting	02	08	99.99	01	26	0.01	--	--
			Physical Ballot Form	35	2209890		02	85			
			Total	37	2209898		03	111			
2	Re-appointment of Mr. Chetan R. Shah as a Director	Ordinary	e-voting	02	08	99.99	01	26	0.01	--	--
			Physical Ballot Form	34	966600		01	80			
			Total	36	966608		02	106			
3	Re-appointment of Mr. Nilesh D. Dand as a Director	Ordinary	e-voting	02	08	100.00	01	26	0.00	--	--
			Physical Ballot Form	36	2209895		01	80			
			Total	38	2209903		02	106			
4	Appointment of M/s. Bipin B Shah & Co.as statutory Auditor of the Company.	Ordinary	e-voting	02	08	100.00	01	26	0.00	--	--
			Physical Ballot Form	36	2209895		01	80			
			Total	38	2209903		02	106			
Total				38	2209903	100.00	02	106	0.00	--	--

All Resolutions stands passed under e-voting and physical ballot forms received as stated above, with the requisite majority.



(...3...)

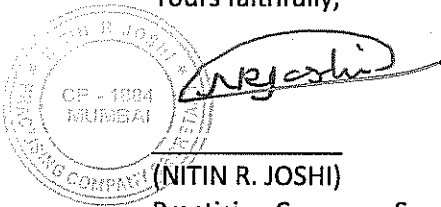
(...3...)

All Resolutions stands passed under e-voting and physical ballot forms received as stated above, with the requisite majority.

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 : 25.06.2016