

# Mukun Vivek & Company

**COMPANY SECRETARIES**

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## SCRUTINIZER'S REPORT

To,  
The Chairman,  
Ritco Logistics Limited  
508, 5th Floor, Jyoti Shikhar Tower  
District Centre Janakpuri, New Delhi- 110058

Extra Ordinary General Meeting of the Shareholders of M/s Ritco Logistics Limited held on Thursday, the 26<sup>th</sup> October, 2023 commenced at 01:00 P.M. through video conferencing.

Dear Sir/Madam,

### Sub: Result of E-voting

This is with reference to our appointment to scrutinizing the e-voting at the Extra Ordinary General Meeting ("EGM") of the Members of the Company held on October 26 2023.

We are enclosing herewith the following:

1. Report of the Scrutinizer on e-voting
2. Report of Venue Voting at the EGM

Kindly take it on your record.

Thanking you,  
Yours faithfully,  
For Mukun Vivek & Company

  
Mukun Arora  
Partner

M. No. 12894

CP No. 4766

UDIN: F012894E001492416

Peer Review Certificate No. 3370/2023



Countersigned By  
For Ritco Logistics Limited

  
Director  
Chairman of EGM of the Company

Date: 27<sup>th</sup> October 2023

Place: New Delhi



Encl: As above

**I - Report on results of e-voting****Summary of E-voting Results**

Event No.	230622
ISIN	INE01EG01016
ISIN_NAME	RITCO LOGISTICS LIMITED
Voting Start Date	October 23, 2023 at 09.00 A.M
Voting End Date	October 25, 2023 at 05.00 P.M

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	26	18517534	0	0	0	0
2	26	18517534	0	0	0	0
3	26	18517534	0	0	0	0
4	26	18517534	0	0	0	0
5	26	18517534	0	0	0	0

For Mukun Vivek &amp; Company



Mukun Arora  
Partner  
M. No. 12894  
CP No. 4766  
UDIN: F012894E001492416

Countersigned by

For Ritco Logistics Limited

Director

Chairman of EGM of the Company

Date: 27<sup>th</sup> October 2023

Place: New Delhi

Peer Review Certificate No. 3370/2023

**II - Report on Venue Voting at the EGM****Summary of E-voting at the EGM**

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	26	18517534	0	0	0	0
2	26	18517534	0	0	0	0
3	26	18517534	0	0	0	0
4	26	18517534	0	0	0	0
5	26	18517534	0	0	0	

For Mukun Vivek &amp; Company




Mukun Arora  
Partner  
M. No. 12894  
CP No. 4766  
UDIN: F012894E001492416



Countersigned By

For Ritco Logistics Limited

  
Director  
Chairman of EGM of the Company

Date: 27<sup>th</sup> October 2023  
Place: New Delhi

Peer Review Certificate No. 3370/2023

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FORM No. MGT-13

Report of Scrutinizer(s)

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

To,  
The Chairman,  
Ritco Logistics Limited  
508, 5th Floor, Jyoti Shikhar Tower  
District Centre Janakpuri, New Delhi- 110058

Consolidated Scrutinizer's Report on remote e-voting and e-voting during the EGM conducted to transact the items as set out in the Notice of Extra Ordinary General Meeting of the Shareholders of M/s Ritco Logistics Limited held on Thursday, the 26<sup>th</sup> October, 2023 commenced at 01:00 P.M. through video conferencing.

I Mukun Arora, Partner of M/s Mukun Vivek & Company, Practising Company Secretaries, New Delhi was appointed as Scrutinizer for the purpose of scrutinizing the remote E-voting process for the business to be transacted at the Extra Ordinary General Meeting the ("EGM") of M/s Ritco Logistics Limited vide its Board Meeting held on 27<sup>th</sup> September 2023 pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration Rules), 2014 on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the Shareholders of M/s Ritco Logistics Limited, held today on Thursday, the 26<sup>th</sup> October, 2023 commenced at 01:00 P.M. through at Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue, in compliance with the Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular dated May 13, 2022 issued by the Securities and Exchange Board of India ('SEBI Circular') and as per the applicable provisions of the Companies Act, 2013 ('the Act') read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The MCA Circulars provides for relaxation to Companies to hold its EGM through VC/ OAVM including the manner of voting at the meeting.

I hereby submit my Consolidated Report for e-voting and venue voting as under:

1. Pursuant to the MCA and SEBI Circulars, the Notice of the Extra Ordinary General Meeting was sent in electronic form only to those shareholders whose email address are registered with the Company/ Depositories. The Notice calling the EGM had been uploaded on the website of the Company at www.ritcologistics.com. The Notice can be accessed from the website of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India.
2. The Company published two newspaper advertisements on 05<sup>th</sup> October, 2023 calling EGM of the M/s Ritco Logistics Limited.



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3. Since this EGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with, accordingly, in terms of the above-mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the Members was also dispensed with. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. As there was no physical presence of the shareholders no voting was allowed through ballot papers or any other means for the meeting.
5. The shareholders of the Company holding shares as on the "cut off" date 19<sup>th</sup> October 2023, were entitled to vote on the proposed resolutions as set out in item Nos., 1, 2, 3, 4 and 5 in the Notice of the EGM of M/s Ritco Logistics Limited.
6. The shareholders were allowed to vote during the e-voting period which commenced from Monday, the 23<sup>rd</sup> October, 2023 at 9:00 A.M. and ended Wednesday, the 25<sup>th</sup> October, 2023 at 5:00 P.M. Further the Shareholders who did not cast their votes during the e-voting period, were also allowed to vote up to 30 minutes after the conclusion of the meeting.



#### 7. Management's Responsibility:

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and Rules Made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the EGM. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### 8. Scrutinizer's Responsibility:

My responsibility as a Scrutinizer for e-voting process i.e. remote e-voting and Electronic Voting (Remote) is restricted to making a 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 Link Intime India Pvt. Ltd authorized under the Rules and engaged by the Company to provide e-voting facility and attended papers/ documents furnished to me electronically by the company and /or Link Intime India Pvt. Ltd for my verification.

9. The Summary of the e-voting is given below:

#### a) Resolution 1: Special resolution

The issuance of ESOPs of the company in addition to existing ESOPs.

- i. Voted in Favour of the resolution:

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Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	26	18517534	100%
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>26</b>	<b>18517534</b>	<b>100%</b>

**ii. Voted against the resolution:**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**iii. Invalid votes**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>


**b) Resolution 2: Special resolution**

To consider and approve issue of convertible warrants on Preferential basis:

**i. Voted in Favour of the resolution:**

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	26	18517534	100%
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>26</b>	<b>18517534</b>	<b>100%</b>

**ii. Voted against the resolution:**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0

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Venue Voting (e-voting)	0	0	0
Total	0	0	0

**iii. Invalid votes**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
Total	0	0	0



(c)

**Resolution 3: Special resolution**

To consider and approve the appointment of Ms. Shweta Jain as Additional cum independent director

**\*RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Shweta Jain (DIN:07872968, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company on 27<sup>th</sup> September 2023, be and hereby is appointed and Regularized as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 years w.e.f. 27<sup>th</sup> September 2023

**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard"

**i. Voted in Favour of the resolution:**

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Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	26	18517534	100%
Venue Voting (e-voting)	0	0	0
Total	26	18517534	100%

ii. **Voted against the resolution:**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
Total	0	0	0

iii. **Invalid votes**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
Total	0	0	0



(d) **Resolution 4: Special resolution**

To consider and approve loan to M/s Trucksup Solutions Private Limited, step down subsidiary company

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or -enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by Trucksup Solutions Private Limited (Step Down Subsidiary of Ritco Logistics Limited), up to a sum not exceeding Rs.5 Crores [Rupees Five Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

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"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."



**i) Voted in Favour of the resolution:**

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	26	18517534	100%
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>26</b>	<b>18517534</b>	<b>100%</b>

**ii) Voted against the resolution:**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**iii) Invalid votes**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**e) Resolution 5: Special resolution**

To increase in authorized share capital of the company and consequential amendment in memorandum of association of the company

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of

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the Company from Crores Fifty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only) to Rs. 26,00,00,000 (Rupees Twenty-Six Crore Only) divided into 2,60,00,000 (Two Crores Sixty Lakh) Equity Share of Rs. 10/- (Rupees Ten Only) by addition of 10,00,000 (Ten Lakhs) Equity shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following: -  
*"V. (a) The Authorized Capital of the Company is Rs. 26,00,00,000 (Rupees Twenty-Six Crore Only) divided into 2,60,00,000 (Two Crores Sixty Lakh) Equity Share of Rs. 10/- each."*

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

**i) Voted in Favour of the resolution:**

Type of Voting	Number of Members Voted	Number of Votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	26	18517534	100%
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>26</b>	<b>18517534</b>	<b>100%</b>

**ii) Voted against the resolution:**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0
Venue Voting (e-voting)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**iii) Invalid votes**

Type of Voting	Number of members present and voting	Number of votes cast by them	% of valid votes cast from total number of shares
Remote E-voting	0	0	0

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Venue Voting (e-voting)	0	0	0
Total	0	0	0

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For Mukun Vivek & Company

  
Mukun Arora  
Partner  
M. No. 12894  
CP No. 4776  
UDIN: F012894E001492416



Date: 27<sup>th</sup> October 2023  
Place: New Delhi

Peer Review Certificate No. 3370/2023

  
Countersign  
For Ritco Logistics Limited

Director  
Chairman of EGM of the Company