

Ritco Logistics Limited

Date: 01/03/2022

To

**General Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001**

BSC Scrip Code: 542383

Sub: Declaration of Voting Results of the Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report

Dear Sir/ Madam,

This is with reference to above subject; we hereby inform you that the Company had sought approval of the Shareholders by way of Special Resolution through Postal Ballot for the resolutions as mentioned in the Notice.

The resolutions are deemed to have been passed on the last date of voting on the Postal Ballot i.e. 27th February, 2022. Mr. Mukun Arora (M. No. 15980, CP No. 4766), Practicing Company Secretaries, Partner of M/s. Mukun Vivek & Company, Company Secretaries, New Delhi the scrutinizer has submitted the Report to the Chairman on 28th February, 2022.

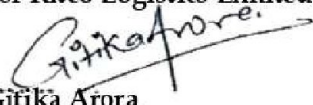
In this regard, please find enclosed herewith the following:

- Voting Results of Postal Ballot through Remote E-voting facility pursuant to Regulation 44(3) of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as an Annexure-A
- Scrutinizer's Report dated 28th February, 2022 pursuant to Section 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as an Annexure-B;

Kindly take the same on your records and oblige.

Thanking you,
Yours Sincerely,

For Ritco Logistics Limited



**Gifika Arora
(Company Secretary cum Compliance Officer)**

Enclosed: as above



Annexure: A

RITCO LOGISTICS LIMITED

Voting Results of the Resolution passed through postal Ballot E-voting process

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	RITCO LOGISTICS LIMITED
Date of Postal Ballot Notice	January 24 th , 2022
Voting Start Date	January 29 th , 2022
Voting End Date	February 27 th , 2022
Total Number of Members as on record date	587
No. of members Voted (Valid)	13
Promoter & Promoter Group	7
Public	6

Agenda wise details and Result:

Item No. 01: APPROVAL OF EMPLOYEE STOCK OPTION PLAN OF THE COMPANY

Resolution Required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		NO						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	Postal Ballot	1,78,76,618	1,78,76,618	100.00%	1,78,76,618	0	100.00%	0.00%
Public	Postal Ballot	66,00,000	2,51,200	3.80%	2,51,200	0	3.80%	0.00%
Total		2,44,76,618	1,81,27,818	74.06%	1,81,27,818	0	74.06%	0.00%

Item No. 02: APPROVAL OF ALLOCATION AND GRANT OF STOCK OPTIONS TO EMPLOYEES

Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Categ ory	Mod e of Voti ng	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Vote s - Agai nst	% 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
Promo ter and Promo ter Group	Post al Ballo t	1,78,76, 618	1,78,76, 618	100.00%	1,78,76, 618	0	100.00%	0.00%
Public	Post al Ballo t	66,00,0 00	2,51,20 0	3.80%	2,51,20 0	0	3.80%	0.00%
Total		2,44,76, 618	1,81,27, 818	74.06%	1,81,27, 818	0	74.06%	0.00%

Item No. 03: MIGRATION AND LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED (BSE SME) TO MAIN BOARD OF BSE LIMITED AND NSE LIMITED:


Resolution Required: (Ordinary/Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Categ ory	Mod e of Voti ng	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Vote s - Agai nst	% 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	Postal Ballot	1,78,76,618	1,78,76,618	100.00%	1,78,76,618	0	100.00%	0.00%
Public	Postal Ballot	66,00,000	2,51,200	3.80%	2,51,200	0	3.80%	0.00%
Total		2,44,76,618	1,81,27,818	74.06%	1,81,27,818	0	74.06%	0.00%

Item No. 04: APPOINTMENT OF MR. ADITYA KUMAR VERMA (DIN: 07229612) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Resolution Required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		NO						
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	Postal Ballot	1,78,76,618	1,78,76,618	100.00%	1,78,76,618	0	100.00%	0.00%
Public	Postal Ballot	66,00,000	2,51,200	3.80%	2,51,200	0	3.80%	0.00%
Total		2,44,76,618	1,81,27,818	74.06%	1,81,27,818	0	74.06%	0.00%

For Ritco Logistics Limited


Gitika Arora

(Company Secretary cum Compliance Officer)

Date: 28th February, 2022

Place: New Delhi

Mukun Vivek & Company

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

www.mvcoadvisory.com

To,
The Chairman,
Ritco Logistics Limited
508, 5th Floor, Jyoti Shikhar Tower,
District Centre Janakpuri,
New Delhi- 110 058, India.

Dear Sir,

Sub: Result of E-voting.

This is with reference to our appointment to scrutinizing the e-voting for the Postal Ballot of the Members of the Company held on 24th January, 2022.

We are enclosing herewith the following:

1. Report of the Scrutinizer on e-voting

Kindly take it on your record.

Thanking you,
Yours faithfully,

For Mukun Vivek & Company


Mukun Arora
Partner

M. No. 15980

CP No. 4766

UDIN: A015980C002736885



Date: 28th February 2022

Place: New Delhi

Encl: As above

I - Report on results of e-voting

Summary of E-voting Results

Event No.	220015
ISIN	INE01EG01016
ISIN_NAME	RITCO LOGISTICS LIMITED
Voting Start Date	29/01/2022 (9:00 a.m. to)
Voting End Date	27/02/2022 (up to 5:00 p.m.)

Item No. of the Agenda	Voted in favour		Voted against		Abstained	
	No. of folios voted (Valid)	No. of votes	No. of folios voted	No. of votes	No. of folios voted	No. of votes
1	13	1,81,27,818	0	0	0	0
2	13	1,81,27,818	0	0	0	0
3	13	1,81,27,818	0	0	0	0
4	13	1,81,27,818	0	0	0	0

For Mukun Vivek & Company



Mukun Arora
Partner

M. No. 15980

CP No. 4766

UDIN: A015980C002736885

Date: February 28, 2022

Place: New Delhi

Report of Scrutinizer on Postal Ballot Process

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 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- 110 058, India.

Dear Sir,

Sub: **Scrutinizer's Report on Postal Ballot (Voting by electronic means) pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

The Board of Directors of Ritco Logistics Limited ("**the Company**") have vide resolution passed on January 24, 2022 decided to provide to the members of the Company, a facility to exercise their voting rights for the following resolution:

1. Approval of Employee Stock Option Plan of the Company
2. Approval of Allocation and Grant of Stock Options to Employees
3. Migration and Listing/Trading of Equity Shares of the Company from SME Platform of BSE Limited (**BSE SME**) to Main Board of **BSE Limited** and **NSE Limited**.
4. Appointment of Mr. Aditya Kumar Verma (Din: 07229612) as an Independent Director of the Company.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I Mukun Arora, Partner of M/s Mukun Vivek & Company, Practising Company Secretaries, (Membership No. ACS 15980), having office at 28/51, West Patel Nagar, Delhi-110 008, India. have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed in the Board Meeting held on January 24, 2022 as required under Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot process through Voting by electronic means in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as aforesaid.

In this regard, I hereby submit my report as under:

1. Pursuant to the MCA and SEBI Circulars, the Postal Ballot Notice was sent in electronic form only to those shareholders whose email address are registered with the Company/ Depositories. The Notice by Postal Ballot 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 at www.bseindia.com.

2. The Company published two newspaper advertisements on January 28, 2022 for Postal Ballot Process of the M/s Ritco Logistics Limited.
3. As there was no physical presence of the shareholders no voting was allowed through ballot papers or any other means for the meeting.
4. The shareholders of the Company holding shares as on the "cut off" date January 25, 2022, were entitled to vote on the proposed resolutions as set out in item Nos., 1, 2, 3 and 4 in the Notice of M/s Ritco Logistics Limited.
5. The shareholders were allowed to vote during the e-voting period which commenced from Saturday, the January 29, 2022 at 9:00 A.M. and ended Sunday, the February 27, 2022 at 5:00 P.M.
6. We have not found any defaced Postal Ballot Form and incomplete form have been marked as "Invalid" and not counted for ascertaining the requisite majority.
7. In determining the validity or otherwise of the Postal Ballots received, we have adopted the criteria as given under the Secretarial Standard-2 issued under Section 118 (10) of the Companies Act, 2013.
8. **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 of Postal Ballot. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
9. **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.
10. We hereby report to you the result for ascertaining the requisite majority for the passing of the resolution as set out in the notice sent for postal ballot is as under:

Resolution 1: Approval of Employee Stock Option Plan of the Company			
Particulars	No. of shareholders	Number of Shares	Percentage of total valid votes cast
Total Votes cast	35	1,85,27,818	-

Less: Invalid Votes*	22	400000	-
Net Valid Votes	13	1,81,27,818	100.00%
Votes cast in favor of Resolution	13	1,81,27,818	100.00%
Votes cast in against the Resolution	0	0	0

Bifurcation between public and promoter votes:

Particulars	No. of shareholders	No. of Shares
Net Valid Votes	13	1,81,27,818
Votes cast by promoter in favour of the resolution	7	1,78,76,618
Votes cast by promoter against the resolution	0	0
Votes cast by Public in favour the resolution	6	2,51,200
Votes cast by Public against the Resolution	0	0

Based on the number of votes i.e., 100% cast in favour of the resolution, I report that the said Special Resolution for: Approval of Employee Stock Option Plan of the Company is passed by the requisite majority.

Resolution 2: Approval of Allocation and Grant of Stock Options to Employees			
Particulars	No. of shareholders	Number of Shares	Percentage of total valid votes cast
Total Votes cast	35	1,85,27,818	-
Less: Invalid Votes*	22	400000	-
Net Valid Votes	13	1,81,27,818	100.00%
Votes cast in favor of Resolution	13	1,81,27,818	100.00%
Votes cast in against the Resolution	0	0	0

Bifurcation between public and promoter votes:

Particulars	No. of shareholders	No. of Shares
Net Valid Votes	13	1,81,27,818
Votes cast by promoter in favour of the resolution	7	1,78,76,618
Votes cast by promoter against the resolution	0	0
Votes cast by Public in favour the resolution	6	2,51,200
Votes cast by Public against the Resolution	0	0

Based on the number of votes i.e., 100% cast in favour of the resolution, I report that the said Special Resolution for: Approval of Allocation and Grant of Stock Options to Employees is passed by the requisite majority.

Resolution 3: Migration and Listing/Trading of Equity Shares Of The Company From SME Platform Of BSE Limited (BSE SME) To Main Board of BSE Limited And NSE Limited			
Particulars	No. of shareholders	Number of Shares	Percentage of total valid votes cast
Total Votes cast	35	1,85,27,818	-
Less: Invalid Votes*	22	400000	-
Net Valid Votes	13	1,81,27,818	100.00%
Votes cast in favor of Resolution	13	1,81,27,818	100.00%
Votes cast in against the Resolution	0	0	0

Bifurcation between public and promoter votes:

Particulars	No. of shareholders	No. of Shares
Net Valid Votes	13	1,81,27,818
Votes cast by promoter in favour of the resolution	7	1,78,76,618
Votes cast by promoter against the resolution	0	0
Votes cast by Public in favour the resolution	6	2,51,200
Votes cast by Public against the Resolution	0	0

Based on the number of votes by Public (Non-Promoter), 100% votes cast in favour of the resolution excluding Promoter & Promoter Group holding thus, exceeding the requisite 2/3 majority votes. I report that the said Special Resolution for Migration and Listing/Trading of Equity Shares of the Company from SME platform of BSE Limited (BSE SME) to main board of BSE Limited and NSE Limited is passed.

Resolution 4: Appointment of Mr. Aditya Kumar Verma (Din: 07229612) as an Independent Director of the Company			
Particulars	No. of shareholders	Number of Shares	Percentage of total valid votes cast
Total Votes cast	35	1,85,27,818	-
Less: Invalid Votes*	22	400000	-
Net Valid Votes	13	1,81,27,818	100.00%
Votes cast in favor of Resolution	13	1,81,27,818	100.00%
Votes cast in against the Resolution	0	0	0

Bifurcation between public and promoter votes:

Particulars	No. of shareholders	No. of Shares
Net Valid Votes	13	1,81,27,818
Votes cast by promoter in favour of the resolution	7	1,78,76,618
Votes cast by promoter against the resolution	0	0
Votes cast by Public in favour the resolution	6	2,51,200
Votes cast by Public against the Resolution	0	0

Based on the number of votes i.e., 100% cast in favour of the resolution, I report that the said Special Resolution for: Appointment of Mr. Aditya Kumar Verma (Din: 07229612) as an Independent Director of the Company is passed by the requisite majority.

***Invalid votes are due to Non availability of Authorized Signatory details/Power of attorney for Non-Individual voters**

**Company Secretary
For Mukun Vivek & Company**



**Mukun Arora
Partner
M. No. 15980
CP No. 4766
UDIN: A015980C002736885**



**Countersigned By
For Ritco Logistics Limited**



**Gitika Arora
Company Secretary
PAN: AYQPA0705Q**

**Date: February 28, 2022
Place: New Delhi**

**Date: February 28, 2022
Place: New Delhi**