

January 22, 2021

To,
BSE Limited
The Department of Corporate Services,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip Code: 531307 / Scrip ID: RRIL

Sub : Voting Results of NCLT convened Meeting of Equity Shareholders of RRIL Limited pursuant to NCLT Order

Ref : Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

This is to inform you that the National Company Law Tribunal ("NCLT") convened Meeting of the Equity Shareholders of RRIL Limited ("the Company") was held on Friday, 22nd January, 2021 at 12.00 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) without the physical presence of the Shareholders at a common venue in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms. This is pursuant to NCLT Order dated 16th December, 2020 passed by NCLT, Mumbai Bench. This meeting has been convened and being conducted as per General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 issued by Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars")

The Company had tied up with National Securities Depositories Limited ('NSDL') to provide facility for voting through remote e- voting, e-voting during the meeting and participation in the meeting through VC/OAVM facility. In terms of provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company had provided facility to shareholders to cast votes on the resolutions through remote e-voting system administered by NSDL. The remote e-voting commenced on 23rd December, 2020 at 9.00 a.m. and ended on 21st January, 2021 at 5.00 p.m. and the meeting through VC/OAVM commenced on 22nd January, 2021 at 12.00 p.m. and concluded at 12.47 p.m.

The Resolution for Approval of the Scheme of Merger by Absorption of KRKumar Industries Limited (Transferor Company) by RRIL Limited (Transferee Company) as set out in the Notice of the said meeting was duly approved by the Equity Shareholders with requisite majority through remote e- voting system (e-voting from a place other than venue of the said meeting) as well as e-voting during the proceeding of the said meeting.



RRIL LIMITED

(Formerly Known as S R K Industries Limited)

A-325, Hari Om Plaza, M.G.Road, Near Omkareshwar Temple, Borivali (E), Mumbai - 400 066.

✉ office@rrillimited.com | 🌐 www.rrillimited.com | ☎ 022 2895 9644

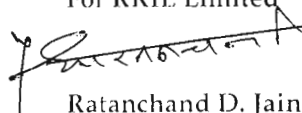
CIN : L17121MH1991PLC257750

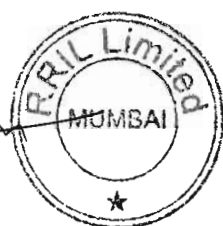
Details of the results of remote e-voting and e-voting at the meeting of Equity Shareholders of the Company are enclosed as **Annexure A**, in terms of Regulation 44(3) of the SEBI Listing Regulations. The Voting Results will also be uploaded in XBRL mode on BSE listing portal.

Mr. Shreyans Jain, Proprietor of Shreyans Jain & Co., Company Secretaries was the Scrutinizer to scrutinize the remote e-voting and the e-voting at the NCLT convened Meeting. The Scrutinizer's report dated 22nd January, 2021, pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, with respect to the results of remote e-voting and e-voting at the meeting is enclosed as **Annexure B**.

Kindly take the same on your records.

Thanking You,
Yours truly,
For RRIL Limited


Ratanchand D. Jain
Chairman of the Meeting



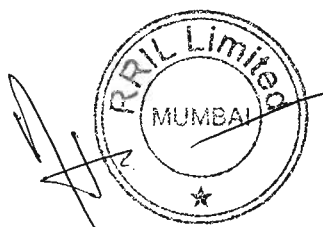
Place: Mumbai
Encl: As above

DETAILS OF VOTING RESULTS AS PER REGULATION 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (LODR) REGULATIONS, 2015

Date of the NCLT convened Meeting	22 nd January, 2021
Total number of shareholders on cut-off date (i.e. 18 th December, 2020)	3951
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not Applicable
Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing/ Other Audio Visual Means	
Promoters and Promoter Group	10
Public	50

Details of the Agenda: Approval from the Equity Shareholders of RRIL Limited for the Scheme of Merger by Absorption of KRKumar Industries Limited ("the Transferor Company") by RRIL Limited ("the Transferee Company") and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Resolutions required:			As prescribed by Hon'ble National Company Law Tribunal in their Order dated 16 th December, 2020					
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 (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)		
Promoter and Promoter Group	Remote E-Voting	40238263	40238263	100.00	40238263	0.00	100.00	0.00
	Poll (i.e. E-voting at the Meeting)		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		40238263	100.00	40238263	0.00	100.00	0.00
Public - Institutions	Remote E-Voting	0	0	0	0	0	0	0
	Poll (i.e. E-voting at the Meeting)		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0	0	0	0	0



RRIL LIMITED

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CIN : L17121MH1991PLC257750

Public- Non Instituti ons	Remote E-Voting	19341649	19341649	100.00	19341547	100.00	102	0.00
	Poll (i.e. E-voting at the Meeting)		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		19341649	100.00	19341547	100.00	102	0.00
Total		59579912	59579912	100.00	59579810	100.00	102	0.00

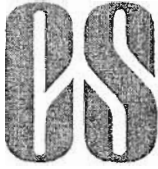
Please note that the above resolution was passed with requisite majority.

For RRIL Limited

Ratanchand D. Jain
Ratanchand D. Jain
Chairman of the Meeting



Place: Mumbai
Date: January 22, 2021



Shreyans Jain & Co.

Company Secretaries

Off: 117, Hubtown Solaris, N. S. Phadke Marg, Near East West Flyover,
Andheri (East), Mumbai- 400 069, Maharashtra
Tel: +91 98704 92079; email: shreyanscs@gmail.com

SCRUTINIZER'S REPORT

To
Shri Ratanchand D Jain,
The Chairman of the NCLT convened meeting,
RRIL Limited (Formerly Known as S R K Industries Limited)
A-325, Hari Om Plaza, M.G Road, Near
Om Kareshwar Temple, Borivali (East),
Mumbai - 400 066, Maharashtra

Dear Sir,

I, Shreyans Jain, Company Secretary in Practice (FCS 8519), have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 16th December, 2020 as the Scrutinizer for the purpose of Scrutinizing remote e-voting and e-voting at the meeting which was conducted only through electronic means by the **Public Shareholders** of the Company, on the resolution seeking approval of Public Shareholders as mentioned in the Notice of Equity Shareholders of RRIL Limited dated 18th December, 2020 ("the Notice"), pursuant to the SEBI Circular No CIR/CFD/DIL3/CIR/2017/21 dated 10th March, 2017, to the Scheme of Merger by Absorption of KR Kumar Industries Limited by RRIL Limited and their respective shareholders:

I do hereby submit my report as under:

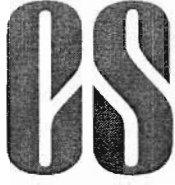
MANAGEMENT'S RESPONSIBILITY:

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, including MCA Circulars issued by the MCA in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the Companies to take all decisions requiring member's approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and SEBI Listing Regulations relating to postal ballot process conducted through electronic means on the resolution contained in the Notice to the shareholders as per the directions of the National Company Law Tribunal

CUT-OFF DATE:

- 2) Pursuant to the MCA Circulars the Members of the Company holding Equity Shares as on Friday, 18th December, 2020, being the cut-off date were entitled to vote on the proposed Resolution as set out in the Notice through electronic voting only.





Shreyans Jain & Co.

Company Secretaries

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Andheri (East), Mumbai- 400 069, Maharashtra
Tel: +91 98704 92079; email: shreyanscs@gmail.com

- 3) Pursuant to the Provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Notice(s) to its Members whose name appeared in the Register of Members / List of beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited as on the cut-off date i.e 18th December, 2020 and whose e-mail IDs was available with the Company / RTA / Depositories, through electronic means only and has not dispatched physical notices to any members.

REMOTE E-VOTING:

- 4) The Company has engaged services of National Securities Depository Limited ("NSDL"), as the Agency, for providing the facility of remote e-voting and e-voting at the meeting of the Equity Shareholders of the Company.
- 5) The remote e-voting period was commenced on Wednesday, 23rd December, 2020 at 9:00 a.m. and concluded on Thursday, 21st January, 2021 at 5:00 p.m. on <https://www.evoting.nsdl.com/>.

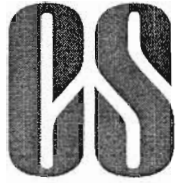
SCRUTINIZER'S RESPONSIBILITY:

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

ADVERTISEMENT:

- 7) As stated in Sub-rule 3 of Rule 22 of 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 Navshakti ('Marathi Newspaper') on 22nd December, 2020 informing about the Completion of dispatch of notices to its Shareholders through electronic means.
- 8) I monitored the process of electronic voting (i.e. remote e-voting as well as e-voting at the meeting) through the scrutinizer's secured link provided by NSDL through its designated website.
- 9) Due to Covid-19 pandemic and lockdown announced by the Government of India, therefore, the voting done through e-voting only was considered for this report.
- 10) After Completion of e-voting, votes cast by the members, were unblocked by me in the presence of two witnesses Mr. Sandeep Jha and Mr. Vivek Pandya who are not in the employment of the Company.
- 11) The remote e-voting report downloaded from the website of NSDL have been kept separately.
- 12) Votes casted by the Members through remote e-voting as well as through e-voting at meeting, were reconciled with records maintained by the Company, Registrar and Share Transfer Agent and authorizations lodged with the Company.





Shreyans Jain & Co.

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13) After ascertaining the votes casted by Public Shareholders in remote e-voting and e-voting at the meeting, I hereby submit the consolidated results as under:

RESOLUTION:

Approval of the Scheme of Merger by Absorption of KRKumar Industries Limited by RRIL Limited and their respective shareholders.;

Consolidated Report

(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 cast
Remote E-voting	122	1,93,41,547	100
E-voting at the meeting	0	0	0
TOTAL	122	1,93,41,547	100

(b). Voting against the resolution:

Manner of Voting	Number of members voted*	No. of votes cast by Members	% of total number of votes cast
Remote E-voting	3	102	0.00
E-voting at the meeting	0	0	0
TOTAL	3	102	0.00

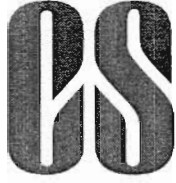
(c). Invalid Votes:

Manner of Voting	Number of members (Whose votes were declared Invalid)	No. of votes cast by Members
Remote E-voting	0	0
E-voting at the meeting	0	0
TOTAL		

*Number of members are equivalent to No. of Folios/Accounts.

- The number of votes cast through remote e-voting as well as through e-voting at meeting, by Public Shareholders in favour of Resolution are more than the number of votes cast by the public shareholders against it which is in compliance with SEBI Circular No. CIR/CFD/DIL3/CIR/2017/21 dated 10th March, 2017.
- Based on the above remote e-voting, I confirm that the resolutions have been carried on with the requisite majority, accordingly I request the Company to, announce the voting results.



Shreyans Jain & Co.

Company Secretaries

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- iii. The combined list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through remote e-voting process and e-voting at the meeting, is handed over to the Chairman of the Company.



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

Countersigned by Shri Ratanchand D Jain
Chairman appointed for the NCLT convened
Meeting of Equity Shareholders of RRIL Limited

Date: 22/01/2021
Place: MUMBAI
UDIN:F008519B002160878

We the undersigned witnesses that the votes were unblocked from e-voting website of NSDL in our presence on Friday 22nd January, 2021.

Mr. Sandeep Jha

Mr. Vivek Pandya



Shreyans Jain & Co.

Company Secretaries

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CONSOLIDATED REPORT OF THE SCRUTINIZER

To,
Shri Ratanchand D Jain,
The Chairman of the NCLT convened meeting,
RRIL Limited (Formerly Known as S R K Industries Limited)
A-325, Hari Om Plaza, M.G Road, Near
Om Kareshwar Temple, Borivali (East),
Mumbai - 400 066, Maharashtra

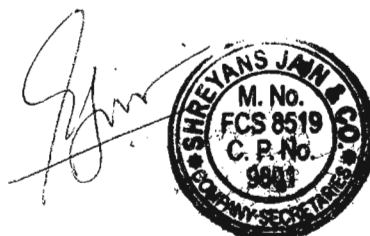
Dear Sir,

I, Shreyans Jain, Practicing Company Secretary (FCS 8519) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai ('NCLT'), by its order dated 16th December, 2020, as "the Scrutinizer" for the purpose of scrutinizing remote e-voting and e-voting at the meeting, which was conducted only through electronic mode of the NCLT Convened meeting of the Equity shareholders of **RRIL LIMITED** held on Friday, 22nd January, 2021 at 12:00 pm, pursuant to Section 230 to 232 of the Companies Act, 2013 ("The Act") and the applicable Rules made thereunder; Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, ('Listing Regulations') and in terms of General Circular No. 14/2020, 17/2020, 20/2020, 22/2020 33/2020 and 39/2020 dated 8th April, 2020, 13th April, 2020 5th May, 2020, 15th June, 2020 28th September, 2020 and 31st December, 2020 respectively issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (hereinafter referred to as "SEBI Circular") on the resolutions seeking approval to the Scheme of merger by Absorption of KRKumar Industries Limited by the RRIL Limited and their respective shareholders in terms of the notice dated 18th December, 2020 convening the said meeting ("Notice").;

I do hereby submit my report as under:

MANAGEMENT'S RESPONSIBILITY:

- 1). The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder; including MCA Circulars issued by the MCA in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the Companies to take all decisions requiring member's approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and SEBI Listing Regulations relating to postal ballot process conducted through electronic means on the resolution contained in the Notice to the shareholders as per the directions of the National Company Law Tribunal.





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, 18th December, 2020, being the cut-off date were entitled to vote on the proposed Resolution as set out in the Notice through e-voting only.
- 3). Pursuant to the Provisions of the Act and MCA Circulars, the Company has sent Notice(s) to its Members whose name appeared in the Register of Members / List of beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited as on the cut-off date i.e. 18th December, 2020 and whose e-mail IDs were available with the Company / RTA / Depositories, through electronic means only.

REMOTE E-VOTING AND EVOTING AT MEETING:

- 4). The Company has engaged services of National Securities Depository Limited ("NSDL"), as the Agency, for providing the facility of remote e-voting and e-voting at the meeting of the Equity Shareholders of the Company.
- 5). The remote e-voting period was commenced on Wednesday, 23rd December, 2020 at 9:00 a.m. and concluded on Thursday, 21st January, 2021 at 5:00 p.m. on <https://www.evoting.nsdl.com/>.

SCRUTINIZER'S RESPONSIBILITY:

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

ADVERTISEMENT:

- 7). As stated in Sub-rule 3 of Rule 22 of 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 Navshakti ('Marathi Newspaper') on 22nd December, 2020 informing about the Completion of dispatch of notices to its Shareholders through electronic means.
- 8). I monitored the process of electronic voting (i.e. remote e-voting as well as e-voting at the meeting) through the scrutinizer's secured link provided by NSDL through its designated website.
- 9). Due to Covid-19 pandemic and lockdown announced by the Government of India, therefore, the voting done through e-voting only was considered for this report.
- 10). After Completion of e-voting, votes cast by the members, were unblocked by me in the presence of two witnesses Mr. Sandeep Jha and Mr. Vivek Pandya who are not in the employment of the Company.



Shreyans Jain & Co.

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- 11). The remote e-voting report downloaded from the website of NSDL has been kept separately.
- 12). Votes casted by the Members through remote e-voting as well as through e-voting at meeting, were reconciled with records maintained by the Company, Registrar and Share Transfer Agent and authorizations lodged with the Company.
- 13). After ascertaining the votes casted by remote e-voting and e-voting at the meeting, I hereby submit the consolidated results as under:

Resolution:

Approval of the Scheme of Merger by Absorption of KRKumar Industries Limited by RRIL Limited and their respective shareholders;

Consolidated Report on result of voting through remote e-Voting and the e-Voting at the meeting of the Equity Shareholders held through VC/ OAVM.

Consolidated Report

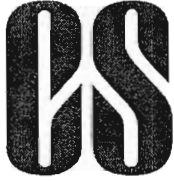
(a). Votes in favour of the resolution:

Manner of Voting	Number of members voted	No. of votes cast by Members
Remote E-voting	132	5,95,79,810
E-voting at the meeting	0	0
TOTAL	132	5,95,79,810
% of total value of valid votes cast		100.00
% of total number of members voted		100.00

(b). Voting against the resolution:

Manner of Voting	Number of members voted	No. of votes cast by Members
Remote E-voting	3	102
E-voting at the meeting	0	0
TOTAL	3	102
% of total value of valid votes cast	0.00	0.00
% of total number of members voted	0.00	0.00



Shreyans Jain & Co.

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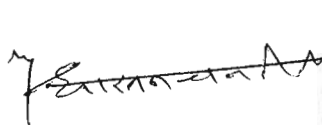
(c).Invalid Votes:

Manner of Voting	Number of members (Whose votes were declared Invalid)	No. of votes cast by Members
Remote E-voting	0	0
E-voting at the meeting	0	0
TOTAL	0	0

- Based on the above remote e-voting and e-voting at the meeting, I confirm that the resolutions have been carried on with the requisite majority, accordingly I request the Company to, announce the voting results.
- The combined list of Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through remote e-voting process and e-voting at the meeting, is handed over to the Chairman of the Company.



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




Countersigned by Shri. Ratanchand Jain
Chairman appointed for the NCLT convened
Meeting of Equity Shareholders of RRIL Limited

Place: Mumbai
Date: 22/01/2021
UDIN: F008519B002160592

We the undersigned witnesses that the votes were unblocked from e-voting website of NSDL in our presence on Friday, 22 January 2021.



Mr. Sandeep Jha



Mr. Vivek Pandya