

# Rustomjee®

Date: September 22, 2023

The General Manager, Listing Department, <b>Bombay Stock Exchange Limited</b> , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	The Manager, Listing & Compliance Department, <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051
<b>Scrip Code: 543669</b>	<b>Scrip Symbol: RUSTOMJEE</b>

**Subject: Summary of proceedings of the 28<sup>th</sup> Annual General Meeting ("AGM") of the Company for the financial year 2022-23**

Dear Sir / Madam,

In connection with our letter dated August 30, 2023 and pursuant to the terms of provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of the proceedings of 28<sup>th</sup> AGM of the Company held on Friday, September 22, 2023 at 04:00 p.m. through Video Conferencing / Other Audio Visual Means, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The proceedings of the AGM were concluded at 05:30 p.m.

You are requested to kindly take the same on your records.

Thanking you,

**Yours faithfully,  
For Keystone Realtors Limited**

**Bimal K Nanda  
Company Secretary & Compliance Officer  
Membership No. A11578**

**Encl: as above**

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## SUMMARY OF PROCEEDINGS OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF KEYSTONE REALTORS LIMITED HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

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<b>Type of Meeting</b>	28 <sup>th</sup> Annual General Meeting
<b>Day and date</b>	Friday, September 22, 2023
<b>Time of commencement</b>	04:00 p.m. (IST)
<b>Time of conclusion</b>	05:30 p.m. (IST)
<b>Mode</b>	Through Video Conferencing/ Other Audio- Visual Means

The Company Secretary Mr. Bimal K Nanda introduced himself and welcomed the Members to the 28<sup>th</sup> Annual General Meeting ('AGM') of Keystone Realtors Limited ('Company') held on **Friday, September 22, 2023 at 04.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')** without physical presence of the Members at a common venue in compliance with the Secretarial Standards, Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circulars.

The Company Secretary informed the Members that the facility to join the meeting was kept open for 15 minutes before the time scheduled for the meeting and for 30 minutes after the conclusion of the AGM for e-voting.

Since, there was no physical attendance of the Members, the requirement of appointing proxy was not applicable. However, the Body Corporates were entitled to appoint authorized representatives to attend the AGM through VC, OAVM and participate and cast their votes through e-voting.

Thereafter, the Company Secretary of the Company provided general instructions to the Members regarding participation in the meeting. The Statutory Registers and other relevant documents as required under the Companies Act, 2013 were available for inspection.

The Company Secretary took the Notice of AGM along with the Audited Financial Statements, Board's Report and Auditors' Report for the financial year 2022-23 as read. The Members were informed that the Statutory Auditors' Report and Secretarial Audit Report did not have any qualifications, reservation or adverse remarks.

The Company Secretary then introduced all the Board Members present in the meeting. All the Directors of the Company attended the Meeting through VC. The Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee were also present at the AGM.

The Company Secretary also introduced the representatives of Statutory Auditors, the Secretarial Auditor and Scrutinizers for the remote voting and e-voting during the proceedings of the AGM present at the Meeting through VC.

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Mr. Boman Irani, Chairman of the Company chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. He then addressed the Members inter alia, on the highlights of overall business performance, focus on innovation and sustainability of the Company during the financial year 2022-23.

The Company Secretary informed the Members that the Company had provided the facility to Members holding shares as on the cut-off date i.e., Friday, September 15, 2023 to cast their votes through a remote e-voting system administrated by Link Intime India Pvt. Ltd. The remote e-voting facility was available from September 19, 2023, 09:00 a.m. to September 21, 2023, 05:00 p.m. Further, the facility to cast their votes at the AGM was also available for those members who had not cast their votes through remote e-voting and were participating in the meeting. He further informed that there would be no proposing and seconding on the resolutions as the AGM was held through VC and the resolutions mentioned in the Notice convening the AGM had already been put to vote through remote e-voting. The objective and necessary explanations are provided in the explanatory statement of the AGM Notice.

The following businesses were transacted in the 28<sup>th</sup> Annual General Meeting of the Company:

Sr. No.	Details of the Agenda	Resolution type
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
2.	To appoint a director in place of Mr. Chandresh Mehta (DIN: 00057575) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution
3.	To ratify the remuneration of Cost Auditors for the Financial Year 2023 - 24.	Ordinary Resolution
4.	Ratification of the 'Rustomjee Employee Stock Option Plan 2022' ("ESOP 2022"/"Plan").	Special Resolution
5.	Ratification of grant of employee stock options to the employees of Subsidiary and Associate Company(ies) of the Company under 'Rustomjee Employee Stock Option Plan 2022' ("ESOP 2022"/"Plan").	Special Resolution
6.	Approval of limits under Section 186 of the Companies Act, 2013.	Special Resolution
7.	To approve the remuneration of Mr. Boman Irani, Chairman and Managing Director.	Special Resolution
8.	To approve the remuneration of Mr. Chandresh Mehta, Executive Director.	Special Resolution

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9.	To approve the remuneration of Mr. Percy Chowdhry, Executive Director.	Special Resolution
10.	To approve commission payable to Non-Executive Directors.	Special Resolution
11.	To authorize borrowings by way of issuance of Non-Convertible Debentures/Bonds/Other instruments.	Special Resolution

Mr. Dinesh Kumar Deora, Partner of DM & Associates Company Secretaries LLP, Practicing Company Secretaries was appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Members were informed that the Scrutinizer's Report will be uploaded on the Company's website and on the website of Link Intime India Private Limited with intimation to stock exchanges.

The Company Secretary then invited the Members to express their views and ask question. Speaker Members spoke/raised queries/made comments on the financial performance and other relevant matters. Necessary clarifications/responses were provided to the Members by the Chairman of the Company.

Post the questions & answer session, the Chairman thanked the Members for attending and participating at the meeting. He also thanked the Directors for joining the Meeting. He also thanked the entire team of Rustomjee who have been putting their best efforts into making the Company a great workplace.

The proceedings of the AGM were concluded at 5.30 p.m. (IST) post expiry of 30 minutes time allotted for the members to cast their vote.

## For Keystone Realtors Limited

**Bimal K Nanda**  
Company Secretary & Compliance Officer  
Membership No. A11578

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