



Mayuri Sinha & Co.

PRACTICING COMPANY SECRETARIES

Scrutinizer Report

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

To,
The Chairman,
Royal Sense Limited
C-7, Phase-3, Badli Industrial Area,
Badli, North West Delhi, India-110042.

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted for the 3rd Annual General Meeting of Royal Sense Limited held on Monday, the 28th day of September, 2026 at 12:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OVAM).

Dear Sir,

I, **Mayuri Sinha**, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Royal Sense Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 3rd Annual General Meeting of Royal Sense Limited held on Monday, the 28th day of September, 2026 at 12:30 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OVAM).

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated 17th July, 2026 convening the AGM along with 3rd Annual Report of 2025-26, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participants in compliance with the MCA Circular No. Nos. 14/2020 dated April 8, 2020 and 17 /2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2023 dated December 28, 2023 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars').



Mayuri Sinha & Co.

PRACTICING COMPANY SECRETARIES

Management's Responsibility: The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) Companies Act, 2013 and the Rules made thereunder and (ii) the Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolutions as set-out in the notice of AGM.

Scrutinizer's Responsibility: My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the AGM Notice. My report is based on report generated by voting through electronic means provided by Bigshare Services Private Limited the authorized agency engaged by the Company to provide voting by electronic means.

I submit my report as under:

1. In terms of Section 108 and Section 110 of Companies Act, 2013 read with rules and SEBI Listing Regulations, 2015, the Company had made arrangement with Bigshare Services Private Limited for providing facility of voting through electronic means ("Remote e-voting") to its members.
2. As per Rule 22 (3) Companies (Management & Administration) Rules, 2014 the Company published an advertisement on 06th September 2026 about the dispatch of Notice in "Financial Express" (English) and "Jansata" (Hindi Edition).
3. The shareholders of the Company holding shares as on the "cut-off" date **Monday, 21st September, 2026** were entitled to vote on the resolutions as contained in the Notice of the AGM.
4. The voting period for remote e-voting commenced on **Friday, 25th September, 2026** 9:00 a.m. IST) and ended on **Sunday, 27th September, 2026** (5:00 p.m. IST) and the Bigshare e-voting platform was disabled thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.
6. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
7. The votes cast by the members were unblocked 05:17 P.M on 28th September, 2026, in the presence of Two Witnesses who were not in employment of Company.



Mayuri Sinha & Co.

PRACTICING COMPANY SECRETARIES

8. We, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Bigshare Services Private Limited e voting system. After the time fixed for closing of the e-voting i.e., 5:00 P.M. on 27th September, 2026, and venue voting after AGM, an electronic report of the e-voting was generated by me by accessing the data available from the website www.bigshareonline.com of Bigshare Services Private Limited. Based on such reports generated by Bigshare and relied upon by me, data regarding the e-votes was scrutinized on test check basis.
9. I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. **Monday, 21st September, 2026** and as per the Register of Members of the Company.
10. The particulars of Voting and other requisite details have been entered in a separate register maintained for the purpose.
11. The summary of remote e-Voting prior and during the AGM for the following resolutions are as under:

Ordinary Business 1:

To consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the year ended 31st March 2026 and together with the reports of the Board of Directors' and the Auditors thereon
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2026 together with the report of the Auditors thereon.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total valid Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	3401144	-	3401144	3401144	100	-	-
E-voting at AGM	-	-	-	-	-	-	-
Total	3401144	-	3401144	3401144	100	-	-



Mayuri Sinha & Co.

PRACTICING COMPANY SECRETARIES

Since total votes voted in favour of the resolution is 100%, the Resolution has been passed as Ordinary Resolution.

Ordinary Business 2:

To appoint Director in place of Harmeet Singh, who retires by rotation and being eligible, offers himself for re-appointment.

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	3401144	-	3401144	3401144	100	-	-
E-voting at AGM	-	-	-	-	-	-	-
Total	3401144	-	3401144	3401144	100	-	-

Since total votes voted in favour of the resolution is 100%, the Resolution has been passed as Ordinary Resolution.

Special Business 3:

Re-appointment of Mr. Rishabh Arora (DIN: 09745543) as Managing Director of the company and fixation of remuneration:

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	3401144	-	3401144	3401144	100	-	-
E-voting at AGM	-	-	-	-	-	-	-



Mayuri Sinha & Co.

PRACTICING COMPANY SECRETARIES

Total	3401144	-	3401144	3401144	100	-	-
--------------	---------	---	---------	---------	-----	---	---

Since total votes voted in favour of the resolution is 100%, the Resolution has been passed as Ordinary Resolution.

Special Business 4:

To consider and approve the material Related Party Transaction limits with TTG Innovations Private Limited

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	3401144	3330141	71003	71003	100	-	-
E-voting at AGM	-	-	-	-	-	-	-
Total	3401144	3290140	71003	71003	100	-	-

Since total votes voted in favour of the resolution is 100%, the Resolution has been passed as Ordinary Resolution.

Special Business 5:

To consider and approve the material Related Party Transaction limits with Khaalsa Traders

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	3401144	1	3401143	3401143	100	-	-
E-voting at AGM	-	-	-	-	-	-	-
Total	3401144	1	3401143	3401143	100	-	-



Mayuri Sinha & Co.

PRACTICING COMPANY SECRETARIES

Since total votes voted in favour of the resolution is 100%, the Resolution has been passed as Ordinary Resolution.

Special Business 6:

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

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	3401144	-	3401144	3401144	100	-	-
E-voting at AGM	-	-	-	-	-	-	-
Total	3401144	-	3401144	3401144	100	-	-

Since total votes voted in favour of the resolution is 100%, the Resolution has been passed as Ordinary Resolution.

Special Business 7:

To Approve Royal Sense Limited Employee Stock Option Plan, 2026 ("RSL ESOP SCHEME 2026")

Means of Voting	Total Votes cast	Invalid Votes	Valid Votes	Total valid Votes cast in favour of the Resolution		Total Votes cast against the Resolution	
				Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast
Remote E-voting	3401144	-	3401144	3401144	100	-	-
E-voting at AGM	-	-	-	-	-	-	-
Total	3401144	-	3401144	3401144	100	-	-



Mayuri Sinha & Co.

PRACTICING COMPANY SECRETARIES

Since total votes voted in favour of the resolution is 100%, the Resolution has been passed as Special Resolution.

12. The remote e-voting register and other records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Compliance Officer for safe keeping.

Thanking You

**For Mayuri Sinha & Co.
Company Secretaries**

MAYURI
SINHA

Digitally signed by
MAYURI SINHA
Date: 2026.09.29
16:22:08 +05'30'

**CS Mayuri Sinha
Proprietor**

Mem. No.: A48931

CP No.: 20036

UDIN: A048931H001646549

Date: 29.09.2026

Place: Ghaziabad