

# Ritco Logistics Limited

Date: 19/03/2026

To,  
The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C-1, G Block,  
Bandra- Kurla Complex, Bandra (East)  
Mumbai-400051  
**NSE SYMBOL: RITCO**

To,  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Ring, Rotunda  
Building, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
**BSE Scrip Code: 542383**

**Sub: Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting process**

Dear Sir/ Madam,

We are enclosing copy of the minutes of resolutions passed by way of postal ballot through remote e-voting process ended on 17<sup>th</sup> March 2026.

This is for your information and records.

Thanking you,  
Yours faithfully  
For **Ritco Logistics Limited**

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



Corp. & Admin. Office: "RITCO HOUSE" 336, Phase-II, Udyog Vihar, Gurugram - 122016, Haryana  
Ph.: 0124-4702300/301 E-mail: ho@ritcologistics.com CIN No.: L60221DL2001PLC112167  
Regd. Office: 508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058 Ph.: 011-25522158

[www.ritcologistics.com](http://www.ritcologistics.com)

**MINUTES OF THE SPECIAL RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (INCLUDING ELECTRONIC VOTING) CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 OF THE COMPANY VIDE NOTICE DATED 11<sup>TH</sup> FEBRUARY, 2026 (DATE OF PASSING THE RESOLUTION - 17<sup>TH</sup> MARCH, 2026) BEING THE LAST DATE FOR RECEIPT OF THE E-VOTING)**

The Board of Directors vide their resolution dated February 11, 2026, approved the postal ballot notice entailing the following resolution to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

**1. Approval For Amendment of Company's Employee Stock Option Plan to Provide Vesting Flexibility to the Compensation Committee**

- a. The Company had engaged the services of **MUFG Intime India Private Limited (MUFG)** for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b. The Board of Directors of the Company has appointed Mr. Mukun Arora (FCS 12894, COP 4766), Partner of M/s Mukun Vivek & Company, Practicing Company Secretaries, as the scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
- c. In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e Thursday, 12<sup>th</sup> February, 2026, seeking approval as set out in the postal ballot notice.
- d. The total number of shareholders as on the cut-off date was 10,877.
- e. Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on 13<sup>th</sup> February, 2026.
- f. A Public advertisement was published on 14<sup>th</sup> February, 2026 in Financials Express, in English and Jansatta, in Hindi.
- g. The e-voting commenced on Monday, the 16<sup>th</sup> February, 2026 at 9:00 A.M. and ended Tuesday, the 17<sup>th</sup> March 2026 at 5:00 P.M.
- h. The Scrutinizer unblocked the votes cast under e-voting and downloaded the details on 17<sup>th</sup> March 2026 from MUFG portal.
- i. The Scrutinizer then rendered his report to the Chairman on 18<sup>th</sup> March 2026.
- j. The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated 11<sup>th</sup> February, 2026 were passed with requisite majority. The details of voting are as below;

<b>Resolution</b>	<b>Total shares as on the cutoff date</b>	<b>No. of votes Polled</b>	<b>No. of Votes – in favor</b>	<b>% of Votes in favor</b>	<b>No. of Votes – Against</b>	<b>% of Votes against</b>
<b>Approval For Amendment of Company’s Employee Stock Option Plan to Provide Vesting Flexibility to the Compensation Committee</b>	2,86,22,757	1,89,00,875	1,89,00,866	99.99995	9	0.00005

k. The text of resolutions as set out in the postal ballot notice dated 11<sup>th</sup> February, 2026, that were passed by the shareholders were as follows:

**1. APPROVAL FOR AMENDMENT OF COMPANY’S EMPLOYEE STOCK OPTION PLAN TO PROVIDE VESTING FLEXIBILITY TO THE COMPENSATION COMMITTEE**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, Regulation 6 and Regulation 7 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to empower the Compensation Committee to amend the ESOP Plan i.e. to determine, vary and modify the vesting period of stock options granted under the ESOP Plan.

**RESOLVED FURTHER THAT** the vesting period for stock options granted under the ESOP Plan shall be determined by the Compensation Committee at its discretion and may vary between grants and/or tranches, subject only to the minimum vesting period of one year as prescribed under applicable law and without any maximum vesting cap other than as may be prescribed by the SEBI (SBEB) Regulations, 2021, as amended from time to time.

**RESOLVED FURTHER THAT** the Compensation Committee be and is hereby authorised to revise or modify the vesting schedule of unvested stock options already granted and options to be granted in future, provided that such modification is not detrimental to the interests of employees, is in compliance with applicable law, and where applicable, subject to obtaining consent of the concerned employees.

**RESOLVED FURTHER THAT** the Members hereby authorise the Compensation Committee to exercise the aforesaid powers without requiring any further approval of the Members, so long as such actions remain within the framework approved under this resolution and applicable law.

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and are hereby authorised to issue amended grant letters, obtain employee acknowledgements, make necessary disclosures to the stock exchanges, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

**The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.**

**MANMOHAN PAL SINGH CHADHA**

**CHAIRMAN**

**Minutes preparation date: 19<sup>th</sup> March, 2026**