

Date: 19/10/2020

To

**National Stock Exchange of India Limited
Bandra- Kurla Complex
Bandra (East)
Mumbai - 400 015**

Company Symbol: REPL

Sub: Voting Results and Scrutinizer Report of Postal Ballot

Sir/Mam,

This has reference to our letter dated 2nd September 2020, regarding conduct of Postal Ballot for obtaining shareholders' consent for the purpose of passing following resolutions:

1. Approval for migration of Company from SME Emerge platform of NSE to Main Board of NSE

In this connection, we enclose herewith the details of voting results of the Postal Ballot in respect of the aforementioned Special Resolutions contained in the Postal Ballot Notice dated 2nd September 2020, along with the Scrutinizer's Report on Postal Ballot.

Based on the Scrutinizer's report, the aforesaid resolution has been passed by requisite majority.

This is for your kind information & records.

Thanking you

For & on behalf of Rudrabhishek Enterprises Limited


**Pradeep Misra
Chairman & Managing director
DIN: 01386739**



Rudrabhishek Enterprises Limited
820, Antriksh Bhawan, 22, K.G. Marg,
Connaught Place, New Delhi-110001, India
Ph. No.: +91-11-41069500, 43509305

MINUTES OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT PROCESS BY THE MEMBERS OF M/S RUDRABHISHEK ENTERPRISES LIMITED AS PER RESULTS DECLARED ON MONDAY, 19TH DAY OF OCTOBER 2020 AT THE REGISTERED OFFICE OF COMPANY AT 820, ANTRIKSH BHAWAN, K.G MARG, NEW DELHI - 110001

Mr. Pradeep Misra, Chairman of Company, acknowledged the receipt of Scrutinizer Report from Mr. Pradeep Debnath, Proprietor of M/s Pradeep Debnath & Co., Practising Company Secretaries, who were appointed as Scrutinizer in the Board meeting held on 2nd September 2020, for the purpose of conducting the Postal Ballot process in a fair and transparent manner.

The Chairman further stated that pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, in relation to "**Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19**" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), including any statutory modification thereof for the time being in force and Regulation 29 & 30 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and pursuant to other applicable laws and regulations for the time being in force, consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 2nd September 2020 by means of e-voting process conducted by National Securities Depository Limited (NSDL).

Postal Ballot Notice containing the Resolutions together with the explanatory statement annexed to the Notice was sent to all the Members of the Company by the way of E-mail and has extended the remote e-voting facility to its Members, to enable them to cast their votes electronically.

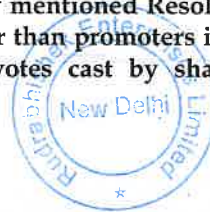
The Chairman stated that as mentioned in the said Notice, M/s Pradeep Debnath & Co., Practising Company Secretaries, had submitted its report on 19th October 2020 which was placed and taken on record by Chairman.

The resolutions sought to be passed are as:

- 1. APPROVAL FOR MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE SME PLATFORM I.E. EMERGE TO MAIN BOARD OF NSE (CAPITAL SEGMENT)**

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**.

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the Proposal amount to at least Two times the number of votes cast by shareholders other than promoter shareholders against the proposal.



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“RESOLVED THAT pursuant to the provisions laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations, other applicable SEBI Regulations and the rules framed there under, including any amendment, modifications, variation or re-enactment thereof, the consent of the Members be and is hereby accorded for the purpose of migration of the Company’s present listing from SME Platform of National Stock Exchange of India Limited (“NSE”) i.e. Emerge to the Main Board of NSE and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized jointly or severally authorise to deal with the any Government or Semi-government Authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to aforementioned resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

(i) Voted in favour of the resolution

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	16	12739500	100%
Voting by postal ballot	-	-	-
Total	16	12739500	100%

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Voting by postal ballot	-	-	-
Total	-	-	-



(iii) Invalid Votes

Total number of members whose votes were declared Invalid	Total number of votes cast by them
0	0

The Chairman thereafter stated that the Special Resolutions at Item No. 1 of the Postal Ballot set out in the Notice dated 2nd September, 2020 was duly passed by requisite majority of the shareholders.

The proceedings concluded with a vote of thanks to the chair.



(PRADEEP MISRA)
CHAIRMAN

Place: New Delhi
Date: 19/10/2020



FORM MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
**THE CHAIRMAN,
M/S. RUDRABHISHEK ENTERPRISES LIMITED
820, ANTARIKSH BHAWAN
K.G MARG, NEW DELHI-110001**

Sub: Scrutinizers Report on Postal Ballot conducted pursuant to the provisions of section 108 & 110 of the Companies Act, 2013 ("the act") read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Pradeep Debnath, Proprietor of M/s Pradeep Debnath & Co, Practicing Company Secretary was appointed as Scrutinizer by the Board of Directors of **RUDRABHISHEK ENTERPRISES LIMITED** (the Company) for the purpose of conducting Postal Ballot/ E-voting processes in respect of, submit our report as under:

1. In terms of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) rules, 2014, read with General Circular no 14/2020 dated April 8, 2020, Circular no 17/2020 dated April 13, 2020 and Circular no 22/2020 dated June 15, 2020 in relation to clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and Rules made thereunder on account of the threat posed by Covid-19 issued by the Ministry of Corporate Affairs as substituted by the Companies (Management and Administration) Rules, 2014 and Regulation 29, 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has issued a Postal Ballot Notice dated 2nd September 2020 for passing special resolution as mentioned therein. As confirmed to me, the Company had completed dispatch of Postal ballot Notices on 16th September 2020 through:
 - (a) Email to members (as on 11th September, 2020 being the cut of date) whose email addresses are registered in the records of the depository participants viz. National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] and the Company's registrar and Share transfer Agent viz Skyline Financial Services Pvt Ltd.; and

- (b) The Company has also published an newspaper advertisement in all editions of "FinancialExpress" (English) and Delhi edition of "Jansatta" (Hindi) newspapers on 17thSeptember, 2020
2. The shareholders of the company holding shares as on the cut-off date of 11th September, 2020 were entitled to vote on the resolution as contained in the Notice of Postal Ballot.
 3. The Postal Ballot Voting / E-voting commenced from Thursday, 17thSeptember 2020 at 9.00a.m. and ended on Friday, 16thOctober 2020 at 5.00 p.m. (inclusive of both the days).
 4. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to Postal Ballot and E-voting on the resolutions contained in the notice of the Postal Ballot/e voting, my responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the total votes cast, votes in favour and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the e-voting system provided by National Securities Depository Limited [NSDL].
 5. The votes on remote e-voting were unblocked on 19thOctober 2020, after conclusion of voting ended on 16th October 2020 at 5:00 P.M. in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited [NSDL] and the same are being handed over to the Company Secretary of the Company, who is duly authorised by the Chairman of the Company.
 6. The total votes cast in favour or against all the resolutions proposed in the Notice of Postal Ballot dated 2nd September 2020 are as under:

RESOLUTION NO. 1 –

MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE SME PLATFORM I.E. EMERGE TO MAIN BOARD OF NSE (CAPITAL SEGMENT).

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the Proposal amount to at least Two times the number of votes cast by shareholders other than promoter shareholders against the proposal.



(Perfection is our Profession)

PRADEEP DEBNATH & Co.
COMPANY SECRETARIES

“RESOLVED THAT pursuant to the provisions laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations, other applicable SEBI Regulations and the rules framed there under, including any amendment, modifications, variation or re-enactment thereof, the consent of the Members be and is hereby accorded for the purpose of migration of the Company’s present listing from SME Platform of National Stock Exchange of India Limited (“NSE”) i.e. Emerge to the Main Board of NSE and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized jointly or severally authorise to deal with the any Government or Semi-government Authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to aforementioned resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

(I) Voted in favour of the resolution

Mode of voting	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	16	12739500	100%
Voting by postal ballot	-	-	-
Total	16	12739500	100%

(II) Voted against the resolution

Mode of voting	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by postal ballot	-	-	-
Total	-	-	-

(III) Invalid Votes

Total number of members whose votes were redeclared Invalid	Total number of votes cast by them
0	0

7. The Registers, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the Postal Ballot and the same are handed over to the Company Secretary for safe keeping.
8. **RESULT:** All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

Thanking you.

Yours faithfully,

PRADEEP
KUMAR
DEBNATH

Digitally signed by
PRADEEP KUMAR DEBNATH
Date: 2020.10.19 15:13:18
+05'30'

PRADEEP DEBNATH
Pradeep Debnath & Company
Company Secretaries
Membership No.6654, Certificate of Practice No.:7313
UDIN: F006654B000994597

Place: Delhi
Date: 19/10/2020