

Date: 22/03/2021

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 is with reference to our letter dated 10th February 2021 regarding the Postal Ballot process for obtaining shareholders' consent for the purpose of passing the said resolutions.

In this connection, we have herewith enclosed the following documents as:

- (i) Copy of Minutes of Postal ballot meeting duly initialled by Chairman of Company;
- (ii) Copy of Scrutinizer's Report by Mr. Pradeep Kumar Debnath, Practicing Company Secretary appointed for the purpose of conducting Postal ballot process.

Based on the Scrutinizer's report, the 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

MINUTES OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT PROCESS BY THE MEMBERS OF M/S RUDRABHISHEK ENTERPRISES LIMITED AS PER RESULTS DECLARED ON MONDAY, 22ND DAY OF MARCH 2021 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 10th February 2021, 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 read General Circular No.39/2020 dated 31st December 2020, the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated 28th September 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 Extension of time" issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "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 Resolution(s) as set out in the Postal Ballot Notice dated 10th February 2021 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 22nd March 2021 which was placed and taken on record by Chairman.

The resolutions sought to be passed are as:

1. APPROVAL OF THE REPL EMPLOYEE STOCK OPTION SCHEME - 2021

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) and in accordance with the Memorandum of Association and Articles of Association of the Company, the applicable provisions of the Securities and Exchange



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820, Antriksh Bhawan, 22, K.G. Marg,
Connaught Place, New Delhi-110001, India
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Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**"), and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), **the consent of the members of the Company be and is hereby accorded for approval of REPL Employee Stock Option Scheme - 2021 ("Scheme") and the Board of Directors of the Company** (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) **be and is hereby authorised to create, grant, offer, issue and allot under the scheme, in one or more tranches, a maximum of 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) equity shares of face value Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of permanent employees of the Company and its present & future subsidiaries whether working in India or outside India and directors whether a whole-time director or not** (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme.

RESOLVED FURTHER THAT Nomination and Remuneration Committee ("Committee") be and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and superintendence of the scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through Trust route wherein an irrevocable Trust by the name REPL Employees Welfare Trust, set-up by the Company in compliance with SEBI (SBEB) Regulations, shall acquire the Equity Shares either from secondary acquisition from the market or from direct allotment by the Company and the Equity Shares so acquired by the Trust will subsequently be transferred as and when the Options are exercised.

RESOLVED FURTHER THAT the new Equity Shares (if any) to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.



RESOLVED FURTHER THAT the Board, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

The details of voting results are below:

(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697
	Non Promoter Group	28	794470	6.32288
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		35	12564970	99.99985%



(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	10	17	0.00013
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		10	17	0.00013%

(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 above Special Resolutions was duly passed by requisite majority of the shareholders.

2. APPROVAL OF GRANTING OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY (IES) (PRESENT & FUTURE) UNDER THE REPL EMPLOYEE STOCK OPTION SCHEME - 2021

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

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and subject to such other approvals,



permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the REPL Employee Stock Option Scheme - 2021 ("Scheme") to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

The details of voting results are below:

(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697%
	Non Promoter Group	27	794461	6.32281%



Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		34	12564961	99.99978%

(ii) **Voted against the resolution:**

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	11	26	0.00020
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		11	26	0.00020%

(iii) **Invalid Votes**

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

The Chairman thereafter stated that the above Special Resolutions was duly passed by requisite majority of the shareholders.



3. APPROVAL OF GRANTING OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY BY WAY OF SECONDARY ACQUISITIONS UNDER THE REPL EMPLOYEE STOCK OPTION SCHEME - 2021

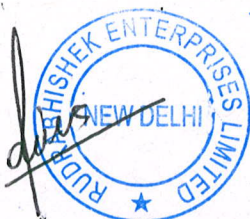
To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(a) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**") and in accordance with the Memorandum of Association and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), **the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company** (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) **for secondary acquisition of upto 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) equity shares of the Company by REPL Employees Welfare Trust ("Trust"), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board subject however that secondary acquisition by the Trust in any financial year shall not exceed two percent of the paid-up equity capital as at the end of the respective previous financial year, and overall limits on secondary acquisition specified in the SEBI Regulations.**

FURTHER RESOLVED THAT in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

The details of voting results are below:



(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697%
	Non Promoter Group	27	794461	6.32281%
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		34	12564961	99.99978%

(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	11	26	0.00020%
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		11	26	0.00020%



(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 above Special Resolutions was duly passed by requisite majority of the shareholders.

4. APPROVAL OF PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER REPL EMPLOYEE STOCK OPTION SCHEME - 2021

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association, and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, **the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted, to the REPL Employees Welfare Trust (“Trust”) set up by the Company in one or more tranches, not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees in one or more tranches, subject to the ceiling of equity shares as may be prescribed under “REPL Employee Stock Option Scheme - 2021” (“Scheme”) or any other employee share based employee benefit scheme which may be introduced by the Company from time to time, with a view to deal in such equity shares in line with contemplated objectives of the scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Rules and other applicable laws and regulations.**



RESOLVED FURTHER THAT where the Company has multiple Trusts and Schemes in future, the aforesaid limit shall be applicable for all such Trusts and Schemes taken together at the company level and not at the level of individual Trust or Scheme.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Scheme and/or Employee Benefit Schemes, as the case may be, to the extent of exercise price paid by the employees upon exercise of the Options and the accruals of the Trust at the time of termination of the Scheme.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

The details of voting results are below:

(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697%
	Non Promoter Group	28	794469	6.32288%



Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		35	12564969	99.99985%

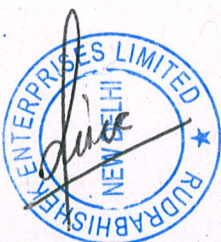
(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	10	18	0.00014%
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		10	18	0.00014%

(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 above Special Resolutions was duly passed by requisite majority of the shareholders.



5. CONTINUATION OF DIRECTORSHIP OF MR. JAMAL HUSAIN ANSARI (DIN: 06641874)
AS NON -EXECUTIVE INDEPENDENT DIRECTOR TILL HIS ORIGINAL TERM UP TO
22ND NOVEMBER 2022

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Jamal Husain Ansari (DIN 06641874), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company up to November 22, 2022, being the date of expiry of his current term of office."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

The details of voting results are below:

(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697%
	Non Promoter Group	27	794449	6.32272%
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		34	12564949	99.99969%



(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	11	38	0.0003
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		11	38	0.00030%

(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 above resolution was duly passed by requisite majority of the shareholders.

Place: New Delhi
Date: 22/03/2021


(PRADEEP MISRA)
CHAIRMAN

PRADEEP DEBNATH & CO.

Regd. Off. : H-2/206-207, Apra North Ex Plaza, Netaji Subhash Place, New Delhi-110034

Ph. : 011- 41500700, Mob. : 9910562121

www.pradeep@teamclv.in , e-mail : pradeepdebnath205@gmail.com

Ref. No.

Dated.....

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]

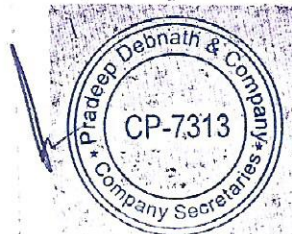
To,
THE CHAIRMAN,
M/S. RUDRABHISHEK ENTERPRISES LIMITED
820, ANTARIKSH BHAWAN
K.G MARG, NEW DELHI-110001

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 this respect we 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 the General Circular No.39/2020 dated 31st December 2020, the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated 28th September 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 10th February 2021 for passing resolution as mentioned therein. As confirmed to me, the Company had completed dispatch of Postal ballot Notices on 16th February 2021 through E-mail.
- (a) Email to members (as on 12th February, 2021 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 "Financial Express" (English) and Delhi edition of "Jansatta" (Hindi) newspapers on 17th February, 2021
2. The shareholders of the company holding shares as on the cut-off date of 12th February, 2021 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, 18th February 2021 at 9.00 a.m. and ended on Saturday, 20th March 2021 at 5.00 p.m. (inclusive of both the days). However, Pursuant to Provisions of Rule 22 Companies (Management and Administration) rules 2014 Company has received Assent and Dissent beyond prescribed time period of 30 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 20th March, 2021, after conclusion of voting ended on 20th March 2021 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 10th February 2021 are as under:

RESOLUTION NO. 1 –

1. APPROVAL OF THE REPL EMPLOYEE STOCK OPTION SCHEME - 2021

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) and in accordance



with the Memorandum of Association and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**"SEBI SBEB Regulations"**), and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), **the consent of the members of the Company be and is hereby accorded for approval of REPL Employee Stock Option Scheme - 2021 ("Scheme") and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the scheme, in one or more tranches, a maximum of 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) equity shares of face value Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of permanent employees of the Company and its present & future subsidiaries whether working in India or outside India and directors whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme.**

RESOLVED FURTHER THAT Nomination and Remuneration Committee ('Committee') be and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and superintendence of the scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through Trust route wherein an irrevocable Trust by the name REPL Employees Welfare Trust, set-up by the Company in compliance with SEBI (SBEB) Regulations, shall acquire the Equity Shares either from secondary acquisition from the market or from direct allotment by the Company and the Equity Shares so acquired by the Trust will subsequently be transferred as and when the Options are exercised.



allotment by the Company and the Equity Shares so acquired by the Trust will subsequently be transferred as and when the Options are exercised.

RESOLVED FURTHER THAT the new Equity Shares (if any) to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution..”

I) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697



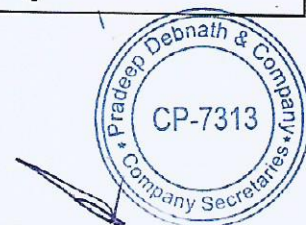
	Non Promoter Group	28	794470	6.32288
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		35	12564970	99.99985

(I) Voted against the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	10	17	0.00013
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		10	17	0.00013

(II) Invalid Votes

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



2. APPROVAL OF GRANTING OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY (IES) (PRESENT & FUTURE) UNDER THE REPL EMPLOYEE STOCK OPTION SCHEME - 2021

"RESOLVED THAT pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the REPL Employee Stock Option Scheme - 2021 ("Scheme") to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution."

(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697



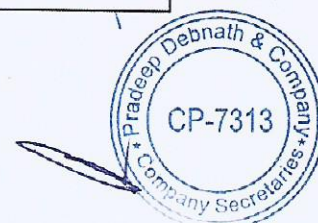
	Non Promoter Group	27	794461	6.32281
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		34	12564961	99.99978

(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	11	26	0.00020
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		11	26	0.00020

(iii) Invalid Votes

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



3. TO APPROVE GRANTING OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY BY WAY OF SECONDARY ACQUISITIONS UNDER THE REPL EMPLOYEE STOCK OPTION SCHEME - 2021

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(a) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**") and in accordance with the Memorandum of Association and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), **the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company** (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) **for secondary acquisition of upto 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) equity shares of the Company by REPL Employees Welfare Trust ("Trust"), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board subject however that secondary acquisition by the Trust in any financial year shall not exceed two percent of the paid-up equity capital as at the end of the respective previous financial year, and overall limits on secondary acquisition specified in the SEBI Regulations.**

FURTHER RESOLVED THAT in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697
	Non Promoter Group	27	794461	6.32281
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		34	12564961	99.99978

(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0



	Non Promoter Group	11	26	0.00020
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		11	26	0.00020

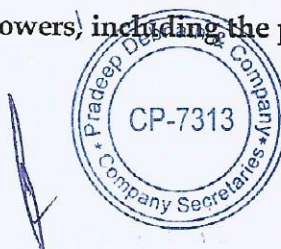
(iii) Invalid Votes

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

4. APPROVAL OF PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER REPL EMPLOYEE STOCK OPTION SCHEME - 2021

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association, and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers) including the powers, conferred by this



resolution) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted, to the REPL Employees Welfare Trust ("Trust") set up by the Company in one or more tranches, not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees in one or more tranches, subject to the ceiling of equity shares as may be prescribed under "REPL Employee Stock Option Scheme - 2021" ("Scheme") or any other employee share based employee benefit scheme which may be introduced by the Company from time to time, with a view to deal in such equity shares in line with contemplated objectives of the scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Rules and other applicable laws and regulations.

RESOLVED FURTHER THAT where the Company has multiple Trusts and Schemes in future, the aforesaid limit shall be applicable for all such Trusts and Schemes taken together at the company level and not at the level of individual Trust or Scheme.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Scheme and/or Employee Benefit Schemes, as the case may be, to the extent of exercise price paid by the employees upon exercise of the Options and the accruals of the Trust at the time of termination of the Scheme.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and



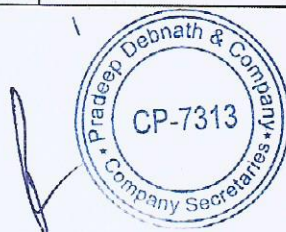
things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

(i) Voted in favour of the resolution

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697
	Non Promoter Group	28	794469	6.32288
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		35	12564969	99.99985

(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	10	18	0.00014



Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		10	18	0.00014

(iii) Invalid Votes

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

5. CONTINUATION OF DIRECTORSHIP OF MR. JAMAL HUSAIN ANSARI (DIN: 06641874) AS NON -EXECUTIVE INDEPENDENT DIRECTOR TILL HIS ORIGINAL TERM UP TO 22ND NOVEMBER 2022

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Jamal Husain Ansari (DIN 06641874), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company up to November 22, 2022, being the date of expiry of his current term of office."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."



Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	7	11770500	93.67697
	Non Promoter Group	27	794449	6.32272
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0
Total		34	12564949	99.99969

(ii) Voted against the resolution:

Mode of voting	Category	Number of member voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Promoter Group	0	0	0
	Non Promoter Group	11	38	0.00030
Voting by postal ballot	Promoter Group	0	0	0
	Non Promoter Group	0	0	0



Total		11	38	0.00030
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(iii) Invalid Votes

Total number of members whose votes were declared 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 Chairman may accordingly declare the result of voting.

Thanking you.

Yours faithfully,



PRADEEP DEBNATH
Pradeep Debnath & Company
Company Secretaries
Membership No.6654
Certificate of Practice No.:7313
UDIN: F006654B004119081

Place: Delhi
Date: 22/03/2020