

PRADEEP DEBNATH & CO.

Ref. No.

FORM MGT-13

Report of Scrutinizer(s)

Date

{Pursuant to Section 108 of the Companies Act, 2013 and Rule 21 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: 31st Annual General Meeting ("AGM") of the Members of Rudrabhishek Enterprises Limited held on Thursday, September 21, 2023 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

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) on 9th August, 2023 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 21, 2023 commenced at 3:00 p.m. through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 31st Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The Notice dated 9th August, 2023 of the 31st AGM was sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM through electronic mode whose email addresses are registered with the Company/ Depositories.
3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited [NSDL].




PRADEEP KUMAR DEBNATH
Digitally signed by
PRADEEP KUMAR
DEBNATH
Date: 2023.09.22
16:25:36 +05'30'

4. In accordance with the Notice of the 31st AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015), the remote e-voting commenced at 9:00 AM on September 18th, 2023 (Monday) and closed at 5:00 PM on September 20th, 2023 (Wednesday).
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC and who had not voted on remote e-voting, voted through e-voting facility provided by NSDL at the AGM. After closure of AGM, the votes were unblocked.
6. The Equity Shareholders holding shares as on September 15, 2023, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 31st AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting were unblocked on Wednesday, 20th September, 2023 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Tanisha Khurana and Ms. Lavina Kaushik who are not in the employment of the Company. They have signed below in confirmation of the same.



Ms. Tanisha Khurana



Ms. Lavina Kaushik

8. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the voting website of NSDL i.e. <https://www.evoting.nsdl.com/> Based on the report generated from NSDL and relied upon by me, data regarding the remote e-voting was reviewed and scrutinized.
9. The consolidated results of remote e-voting and voting through electronic voting system at AGM cast in favour or against all the resolutions proposed in the Notice of AGM dated 9th August, 2023 are as under:

a) **Resolution-1: Ordinary Resolution**

To receive, consider and adopt the:

- a. The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and the Auditors thereon.
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and the Auditors thereon.



PRADEEP
KUMAR
DEBNATH
H

Digitally signed
by PRADEEP
KUMAR
DEBNATH
Date:
2023.09.22
16:25:18 +05'30'

(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
Remote e-voting	88	12614845	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
Remote e-voting	0	0	0

(iii) **Invalid** votes:

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

Thus, based on the Results, the Ordinary Resolutions as in Item No. 1 is passed with requisite majority.

b) **Resolution-2: Ordinary Resolution**

To appoint a director in place of Mr. Prajjwal Misra (DIN 08494018), who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Prajjwal Misra (DIN 08494018), Director, who retires by rotation and being eligible, in terms of Section 152(6) of Companies Act, 2013, offers himself for reappointment, be and is hereby reappointed as Director of the Company.”

(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
Remote e-voting	79	712823	99.96



PRADEE
P
KUMAR
DEBNAT
H

Digitally signed
by PRADEEP
KUMAR
DEBNATH
Date:
2023.09.22
16:25:05
+05'30'

(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
Remote e-voting	1	301	0.04

(iii) **Invalid** votes:

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

Thus, based on the Results, the Ordinary Resolutions as in Item No. 2 is passed with requisite majority.

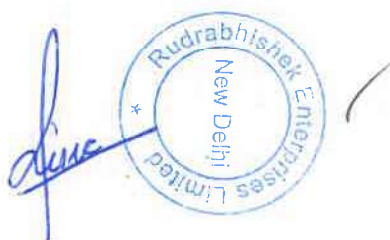
c) **Resolution-3: Special Resolution**

Re-Appointment of Mr. Pradeep Misra (DIN: 01386739) As Managing Director

"RESOLVED THAT pursuant to the provisions of Section 196, 197,198,203 and Schedule V of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation(s) of the Nomination and Remuneration Committee vide their meeting dated 09th August 2023 or other approval, as may be required, under any enactment or law for the time being in force, if any, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Pradeep Misra (DIN:01386739) as Managing Director of the Company for a period of 03 Years commencing from 29th November 2023 to 28th November 2026 , with respect to salary as set out in the explanatory statement annexed to the notice Convening this meeting forming part of this notice.

(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
Remote e-voting	81	713295	100



PRADEEP
KUMAR
DEBNATH
H

Digitally signed
by PRADEEP
KUMAR
DEBNATH
Date:
2023.09.22
16:24:51 +05'30'

(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
Remote e-voting	0	0	0

(iii) **Invalid** votes:

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

Thus, based on the Results, the Special Resolutions as in Item No. 3 is passed with requisite majority.

d) Resolution-4: Special Resolution

Re-Appointment of Mrs. Richa Misra (DIN: 00405282) As Whole-Time Director

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation(s) of the Nomination and Remuneration Committee vide their meeting dated 09th August 2023 or other approval, as may be required, under any enactment or law for the time being in force, if any, approval of the Members of the Company be and is hereby accorded to re-appoint Mrs. Richa Misra (DIN: 00405282) as Whole-Time Director of the Company for a period of 03 Years commencing from 29th November 2023 to 28th November 2026, with respect to salary as set out in the explanatory statement annexed to the notice Convening this meeting forming part of this notice.

(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
Remote e-voting	80	713286	99.99



**PRADEEP
KUMAR
DEBNATH
H** Digitally signed
by PRADEEP
KUMAR
DEBNATH
Date:
2023.09.22
16:24:37 +05'30'

(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
Remote e-voting	1	9	0.001

(iii) **Invalid** votes:

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

Thus, based on the Results, the Special Resolutions as in Item No. 4 is passed with requisite majority.

10. 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 e-voting and the same are handed over to the Company Secretary for safe keeping.

11. **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
KUMAR
DEBNATH
H

Digitally signed
by PRADEEP
KUMAR
DEBNATH
Date: 2023.09.22
16:24:19 +05'30'

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

UDIN: F006654E001058474
Place: New Delhi
Date: 22.09.2023



RUDRABHISHEK ENTERPRISES LIMITED

Resolution Required : (Ordinary)

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2023 and the Reports of the Board of Directors and Auditors Thereon; and
b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023 and the Reports of the Board of Directors and Auditors Thereon

Whether promoter/ promoter group are interested in the agenda/resolution?	Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]} * 100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]} * 100	% of Votes against on votes polled [7] = {[5]/[2]} * 100
Promoter and Promoter Group		Remote E-Voting	11903650	11901550	99.98%	11901550	0	100%	0%
		E-Voting at the AGM		0	0%	0	0	0%	0%
		Total		11901550	99.98%	11901550	0	100%	0%
Public Institutions		Remote E-Voting	0	0	0%	0	0	0%	0%
		E-Voting at the AGM		0	0%	0	0	0%	0%
		Total		0	0%	0	0	0%	0%
Public Non Institutions		Remote E-Voting	5438850	713294	13.11%	713294	0	100%	0%
		E-Voting at the AGM		1	0.00%	1	0	100%	0%
		Total		713295	13.11%	713295	0	100%	0%
Total			17342500	12614845	72.74%	12614845	0	100%	0%




RUDRABHISHEK ENTERPRISES LIMITED

2 - To appoint a director in place of Mr. Prajwal Misra(DIN:08494018) who retires by rotation and being eligible offers himself for re-appointment									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	Remote E-Voting		0	0%	0	0	0%	0%	
	E-Voting at the AGM	11903650	0	0%	0	0	0%	0%	
	Total		0	0%	0	0	0%	0%	
Public Institutions	Remote E-Voting		0	0%	0	0	0%	0%	
	E-Voting at the AGM	0	0	0%	0	0	0%	0%	
	Total		0	0%	0	0	0%	0%	
Public Non Institutions	Remote E-Voting		713123	13.11%	712822	301	99.96%	0.04%	
	E-Voting at the AGM	5438850	1	0%	1	0	100%	0%	
	Total		713124	13.11%	712823	301	99.96%	0.04%	
Total		17342500	713124	4.11%	712823	301	99.96%	0.04%	




RUDRABHISHEK ENTERPRISES LIMITED									
Resolution Required : (Special)		3 - Reappointment of Mr. Pradeep Misra (DIN: 01386739) as Managing Director							
Whether promoter/ promoter group are interested in the agenda/resolution?		YES							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	Remote E-Voting	11903650	0	0%	0	0	0%	0%	
	E-Voting at the AGM		0	0%	0	0	0%	0%	
	Total		0	0%	0	0	0%	0%	
Public Institutions	Remote E-Voting	0	0	0%	0	0	0%	0%	
	E-Voting at the AGM		0	0%	0	0	0%	0%	
	Total		0	0%	0	0	0%	0%	
Public Non Institutions	Remote E-Voting	5438850	713294	13.11%	713294	0	100%	0%	
	E-Voting at the AGM		1	0%	1	0	100%	0%	
	Total		713,295	13.11%	713295	0	100%	0%	
Total		17,342,500	713,295	4.11%	713295	0	100%	0%	




RUDRABHISHEK ENTERPRISES LIMITED									
Resolution Required : (Special)			4 - Reappointment of Mrs. Richa Misra (DIN: 00405282) as Whole time Director						
Whether promoter/ promoter group are interested in the agenda/resolution?			YES						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	Remote E-Voting		0	0%	0	0	0%	0%	
	E-Voting at the AGM	11903650	0	0%	0	0	0%	0%	
	Total		0	0	0	0	0	0	
Public Institutions	Remote E-Voting		0	0%	0	0	0%	0%	
	E-Voting at the AGM	0	0	0%	0	0	0%	0%	
	Total		0	0	0	0	0	0	
Public Non Institutions	Remote E-Voting		713294	13.11%	713285	9	99.999%	0.001%	
	E-Voting at the AGM	5438850	1	0.00%	1	0	100%	0%	
	Total		713295	13.11%	713286	9	100%	0%	
Total		17342500	713295	4.11%	713286	9	100%	0.001%	