

FORM MGT-13
Report of Scrutinizer(s)

[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: 32nd Annual General Meeting (“AGM”) of the Members of Rudrabhishek Enterprises Limited held on Thursday, 26th day of September 2024 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 14th August, 2024 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 32nd Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 26, 2024 commenced at 3:00 P.M. through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”), 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 32nd 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 14th August, 2024 of the 32nd 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].

4. In accordance with the Notice of the 32nd 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 23rd, 2024 (Monday) and closed at 5:00 PM on September 25th, 2024 (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 20th, 2024, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 32nd 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, 26th September, 2024 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Riyaz Khan and Mr. Peeyush Aggarwal who are not in the employment of the Company. They have signed below in confirmation of the same.


MR. RIYAZ KHAN


MR. PEYUSH AGGARWAL

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 14th August, 2024 are as under:

ORDINARY BUSINESS:

1. Resolution-1: Ordinary Resolution

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and the Auditors thereon.

(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	66	12914229	99.999984

(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	2	2	0.000016

(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.

2. Resolution-2: Ordinary Resolution

To appoint a director in place of Richa Misra (DIN: 00405282), who retires by rotation and being eligible offers herself for re-appointment.

To consider and if thought fit, to pass the following resolution as **Ordinary resolution**:

“RESOLVED THAT Richa Misra (DIN 00405282), Director, who retires by rotation and being eligible, in terms of Section 152(6) of Companies Act, 2013, offers herself for re-appointment, 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	58	2372958	99.95

(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	5	1373	0.05

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
2	1262100

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

SPECIAL BUSINESS

3. Resolution-3: Special Resolution

PROVIDING LOAN(S), GUARANTEE(S) OR SECURITY IN CONNECTION WITH LOAN(S) TO ANY OTHER BODY CORPORATE INCLUDING SUBSIDIARY COMPANIES OR PERSON OR MAKE INVESTMENT BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE, THE SECURITIES OF ANY BODY CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT 2013.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Meetings of Board and its powers). Rules, 2014 and other applicable rules and regulations framed thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and all other applicable laws (including any amendment(s) modification(s) or re-enactment thereof for the time being in force) and such other approvals permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (here in after referred to as the Board which term shall be deemed to include any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (i) give any loan(s) with or without detachable or non-detachable warrants and /or coupons and or secured premium notes and/or floating rates notes/bonds and/deposits and other debt instrument(s) issued/to be issued by the Company, or otherwise, to any person(s) or other body corporate(s) including subsidiary companies (ii) give any guarantee(s) or provide any security in

connection with a loan(s) to any other body corporate including subsidiary companies; and (iii) acquire by way of subscription, purchase or otherwise, the securities of anybody corporate, from time to time in one or more tranches and on such terms and conditions as Board may in its absolute discretion deem beneficial in the interest of the Company, in such manner that the additional guarantee proposed to be furnished, loan proposed to be given, investment proposed to be made or security proposed to be provided by the Company, from time to time in future, pursuant to this resolution shall not exceed a principal amount of Rupees 100 Crores (Rupees one Hundred Crores) at any given point of time, in aggregate, notwithstanding that the aggregate of the outstanding loans and investments so far made or to be made and guarantees and securities so far given or to be given by the Company are in excess of the limits prescribed under Section 186(2) of the Companies Act,2013.

“RESOLVED FURTHER THAT the Board or persons authorized by the Board be and are hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution.”

(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	59	2373617	99.97

(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	4	714	0.03

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
2	1262100

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

4. Resolution-4: Special Resolution

Providing loan(s), guarantee(s) or security under section 185 of Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable Provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its powers), Rules, 2014 and other applicable rules and regulations framed thereunder (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and all other applicable laws (including any amendment, modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, 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 of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, and/or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Companies Act, 2013 up to an aggregate sum of Rs. 10 Crores (Rupees Ten Crores Only) on such terms as may be determined by the Board including the particulars of the loan given, guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by its recipient and which the Board in their absolute discretion deem beneficial and in the interest of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board or persons authorized by the Board be and are hereby authorized to negotiate, approve, decide, vary or modify, the terms and conditions applicable for the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writing and things incidental or expedient thereto.”

(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	58	2373317	99.96

(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	5	1014	0.04

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
2	1262100

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

5. Resolution-5: Ordinary Resolution

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN RUDRABHISHEK ENTERPRISES LIMITED AND NEW MODERN BUILDWELL PRIVATE LIMITED. (PROMOTER GROUP)

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with rules, regulations, directions and guidelines made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), the Company’s Policy on Related Party Transactions (“the Policy”), the provisions of the Memorandum of Association and the Articles of Association and pursuant to the approval of the Audit Committee and the Board of Directors (“the Board”), the consent of the members of the Company be and is hereby accorded in respect of certain related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between Rudrabhishek Enterprises Limited and New Modern Buildwell Private Limited a promoter group of Company, on such terms and conditions set forth in the Explanatory Statement and as may be agreed between the parties, notwithstanding the fact that all such transactions whether individually and /or in the aggregate, during any financial

year may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time.

“RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

(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	62	2374779	99.999916

(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	2	2	0.000084

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
2	1262100

Thus, based on the Results, the Special Resolutions as in Item No. 5 is passed with Requisite majority.

6. **Resolution-6: Ordinary Resolution**

TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN RUDRABHISHEK ENTERPRISES LIMITED AND RUDRABHISHEK ARCHITECTS AND DESIGNERS PRIVATE LIMITED. (WHOLLY-OWENED SUBSIDIARY)

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with rules, regulations, directions and guidelines made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), the Company’s Policy on Related Party Transactions (“the Policy”), the provisions of the Memorandum of Association and the Articles of Association and pursuant to the approval of the Audit Committee and the Board of Directors (“the Board”), the consent of the members of the Company be and is hereby accorded in respect of certain related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between Rudrabhishek Enterprises Limited and Rudrabhishek Architects and Designers Private Limited a Wholly-Owned Subsidiary, on such terms and conditions set forth in the Explanatory Statement and as may be agreed between the parties, notwithstanding the fact that all such transactions whether individually and / or in the aggregate, during any financial year may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time.

“RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company

and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

(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	62	2374779	99.999916

(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	2	2	0.000084

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
2	1262100

Thus, based on the Results, the Special Resolutions as in Item No. 6 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 DEBNATH
Pradeep Debnath & Company
Company Secretaries

UDIN: F006654F001343396
Place: New Delhi
Date: 27/09/2024

Membership No.6654
Certificate of Practice No.:7313