

Date: 29/02/2020

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 21st January 2020, regarding conduct of Postal Ballot for obtaining shareholders' consent for the purpose of passing following resolutions:

1. Approval for sale, transfer or disposal of the shares held by company in its foreign subsidiary or closure of business of its foreign subsidiary- Rudrabhishek Singapore Pte Ltd (RSPL)
2. Approval for alteration in objects clause of Memorandum of Association of company

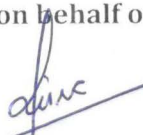
In this connection, we enclose herewith the details of voting results of the Postal Ballot in respect of the aforementioned Special Resolutions contained in the Postal Ballot Notice dated 21st January 2020, along with the Scrutinizer's Report on Postal Ballot.

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 SATURDAY, 29TH DAY OF FEBRUARY 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 21st January 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 21st January 2020 by means of physical Ballot Forms.

Postal Ballot Notice containing the Resolutions together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, through physical submission of Postal Ballot Forms by the Members of the Company in postage pre-paid self-addressed envelope was Thursday, 27th February, 2019.

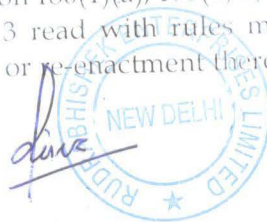
The Chairman stated that as mentioned in the said Notice, M/s Pradeep Debnath & Co., Practising Company Secretaries, has carried out the scrutiny of all the postal ballot forms received upto the closing hours of 27th February 2020 and had submitted its report on 29th February 2020 which was placed and taken on record by Chairman.

The resolutions sought to be passed are as:

- 1. APPROVAL FOR SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY COMPANY IN ITS FOREIGN SUBSIDIARY OR CLOSURE OF BUSINESS OF ITS FOREIGN SUBSIDIARY- RUDRABHISHEK SINGAPORE PTE LTD (RSPL)**

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

"RESOLVED THAT pursuant to Section 180(1)(a), 188(1) & other applicable provisions of the Companies Act 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time



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being in force) and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR"), for the time being in force and subject to necessary approvals(s), if any, from the competent authorities and provisions of Memorandum and Articles of Association of the Company, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, consent of the members be and is hereby accorded to board of directors of the company to sell, transfer or otherwise dispose of its entire/partial investment including closure of business of its foreign subsidiary -Rudrabhishek Singapore Pte Ltd (RSPL).

RESOLVED FURTHER THAT the board of director in the best of interest of the Company may take any such step as may be required to give effect to above said resolution including sale of shares to related/unrelated party or to Foreign/ Indian entity at price not less than valuation of shares made by statutory auditor of foreign subsidiary or any independent valuer authorized by law of incorporated place.

"RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby jointly or severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

(i) **Voted in favour of the resolution**

Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
11	692100	100%

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

Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of Valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members(in person or by proxy) whose votes were declared	Total number of votes cast by them
0	0

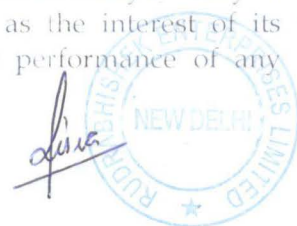


2. APPROVAL FOR ALTERATION IN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY

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

RESOLVED THAT the consent of members be & is hereby accorded, subject to the approval by Registrar of Companies or such other authority as may be required, to make alteration/addition after Clause 32 of Object Clause III (B)-Matters which are necessary for furtherance of the objects specified in clause III(A), of the Memorandum of Association of the Company, to include the following clause as:

33. To borrow or raise money, secure or discharge any debt or obligation or bindings on the company in such manner as may be thought fit and in particular by Mortgage of the undertaking on all or any of the immoveable or movable property (Present and future) and the uncalled capital of the company or by the creation and issue, on such terms as may be thought expedient of or by the way of issue of debentures or debenture-stock, perpetual or other-wise or other securities of any description, provided that the company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
34. To lend money to such persons or companies on such terms as may be deemed expedient & in particular to members of staff, customers & others dealing with the company & to guarantee the performance of contracts by any such person or companies provided that the company shall not carry business which may come within the purview of Banking Regulation Act, 1949.
35. To guarantee the payment, unsecured or secured or payable under promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations instruments and securities of any company or of any persons whomsoever whether incorporated or not incorporated and generally to guarantee the payment of money of or dividends and interest on any stock, shares, securities of any company or persons or the subscriptions of such shares, stocks or securities in any case in which such guarantee may be considered likely directly or indirectly to further objects of the company as the interest of its shareholders and to become sureties for the performance of any contracts or obligations.



(i) **Voted in favour of the resolution**

Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
16	12458400	100%

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

Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of Valid votes cast
0	0	0

(iii) **Invalid Votes**

Total number of members (in person Or by proxy) whose votes were declared	Total number of votes cast by them
0	0

The Chairman thereafter stated that the Special Resolutions at item No. 1 & 2 of the Postal Ballot set out in the Notice dated 21st January, 2020 were duly passed by requisite majority of the shareholders.

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

Place: New Delhi
Date: 29/02/2020


(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 109 of the Companies Act, 2013 ("the act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Pradeep Debnath, Proprietor of M/s Pradeep Debnath & Co, Practising Company Secretary was appointed as Scrutinizer by the Board of Directors of Rudrabhishek Enterprises Limited vide letter dated 21st January 2020 pursuant to Section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and administration) Rules 2014 to conduct voting in fair and transparent manner and ascertaining the requisite majority in respect of the below mentioned resolutions.

Being the Company covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company is not providing e voting facility to its shareholders.

The Notice dated 21st January, 2020 was sent to the shareholders of the company along with statement setting out material facts under Section 102 of the Act.

The members of the company holding shares as on the "cut off" date of 24th January 2020 were entitled to vote on the purposed resolutions as set out in Postal Ballot Notice.

In this regard, I submit my report as under:-

1. The Voting period remained open from Tuesday 28th January, 2020 (9:00 A.M) and ended on Thursday 27th February, 2020 (5:00P.M).
2. I have scrutinized the votes casted by the way of Postal Ballot process for the purpose of this report.



3. The Postal Ballot forms were kept under my safe custody in shield and temper proof Ballot boxes before commencing the scrutiny of such Postal Ballot Forms.
4. All Postal Ballot forms received upto the close of working hours i.e. 5:00 p.m. on Thursday 27th February, 2020, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
5. The particulars of all the votes casted by Postal Ballots process have been recorded in a register separately for the purpose.
6. The total votes cast in favour or against all the resolutions proposed in Notice of Postal Ballot are as under:

RESOLUTION NO. 1 –

APPROVAL FOR SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY COMPANY IN ITS FOREIGN SUBSIDIARY OR CLOSURE OF BUSINESS OF ITS FOREIGN SUBSIDIARY- RUDRABHISHEK SINGAPORE PTE LTD (RSPL)

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

“RESOLVED THAT pursuant to Section 180(1)(a), 188(1) & other applicable provisions of the Companies Act 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”), for the time being in force and subject to necessary approvals(s), if any, from the competent authorities and provisions of Memorandum and Articles of Association of the Company, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, consent of the members be and is hereby accorded to board of directors of the company to sell, transfer or otherwise dispose of its entire/partial investment including closure of business of its foreign subsidiary -Rudrabhishek Singapore Pte Ltd (RSPL).

RESOLVED FURTHER THAT the board of director in the best of interest of the Company may take any such step as may be required to give effect to above said resolution including sale of shares to related/unrelated party or to Foreign/ Indian entity at price not less than valuation of shares made by statutory auditor of foreign subsidiary or any independent valuer authorized by law of incorporated place.

“RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby jointly or severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”



Voted in favour of the resolution:		
Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
11	692100	100%

Voted against the resolution:		
Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of Valid votes cast
0	0	0

Invalid Votes:	
Total number of members(in person Or by proxy)whose votes were declared Invalid	Total number of votes cast by them
0	0

****Being the votes casted by Mr. Pradeep Misra (being Shareholder of Rudrabhishek Singapore Pte Ltd), Mrs. Richa Misra, Ms. Shruti Misra (Relatives of Mr. Pradeep Misra) and Pradeep Misra HUF and Kahtura Milk & Agro Products Pvt Ltd (being entities in which Mr. Pradeep Misra is interested) amounting to 11766300 shares are interested in the said resolution, are not counted for the purpose of declaring results.**

RESOLUTION NO. 2 -

APPROVAL FOR ALTERATION IN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY

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

RESOLVED THAT the consent of members be & is hereby accorded, subject to the approval by Registrar of Companies or such other authority as may be required, to make alteration/addition after Clause 32 of Object Clause III (B)- Matters which are necessary for furtherance of the objects specified in clause III(A), of the Memorandum of Association of the Company, to include the following clause as:

33. To borrow or raise money, secure or discharge any debt or obligation or bindings on the company in such manner as may be thought fit and in particular by Mortgage of the undertaking on all or any of the immovable or movable property (Present and future) and the uncalled capital of the company or by the creation and issue, on such terms as may be thought

expedient of or by the way of issue of debentures or debenture-stock, perpetual or other-wise or other securities of any description, provided that the company shall not carry on banking business as defined in the Banking Regulation Act, 1949.

34. To lend money to such persons or companies on such terms as may be deemed expedient & in particular to members of staff, customers & others dealing with the company & to guarantee the performance of contracts by any such person or companies provided that the company shall not carry business which may come within the purview of Banking Regulation Act, 1949.
35. To guarantee the payment, unsecured or secured or payable under promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations instruments and securities of any company or of any persons whomsoever whether incorporated or not incorporated and generally to guarantee the payment of money of or dividends and interest on any stock, shares, securities of any company or persons or the subscriptions of such shares, stocks or securities in any case in which such guarantee may be considered likely directly or indirectly to further objects of the company as the interest of its shareholders and to become sureties for the performance of any contracts or obligations.

Voted in favour of the resolution		
Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of valid votes cast
16	12458400	100%

Voted against the resolution		
Number of members Present and Voting (in person or by proxy)	Number of votes cast by Them	% of total number of Valid votes cast
0	0	0

Invalid Votes	
Total number of members (in person Or by proxy) 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

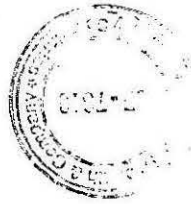
and signs the Minutes of the Postal Ballot and the same are handed over to the Company Secretary for safe keeping.

8. **RESULT:** All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Company Secretary may accordingly declare the result of voting.

Thanking you.

Yours faithfully,

Pradeep Debnath



PRADEEP DEBNATH

Pradeep Debnath & Company

Company Secretaries

Membership No.6654, Certificate of Practice No.:7313

UDIN: F006654A000578280

Place: Delhi

Date: 29/02/2020