

Date: 28/09/2018

To,  
The Manager (Listing Department)  
National Stock Exchange of India Limited  
Bandra- Kurla Complex  
Bandra (East)  
Mumbai - 400 015

Company Symbol: REPL

Sub: Outcome of 26<sup>th</sup> Annual General Meeting held on Friday, 28<sup>th</sup> September 2018

Dear Sir,

With reference to the captioned subject and pursuance to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, this is to inform you that the 26<sup>th</sup> Annual General Meeting of the members of Company was held today - Friday, 28<sup>th</sup> September 2018 at the registered office of company at Constantia Hall, YWCA, 1 Ashoka Road, New Delhi -110001 at 3.00 p.m.

The outcomes of meeting are as:

Ordinary Business

1. Received, considered and adopted the Audited (Standalone & Consolidated) Financial Statement of the Company for the year ended March 31, 2018 including audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss Account & Cash flow Statement together with the Reports of the Board of Directors and Auditors thereon; and
2. Re-appointed Statutory Auditors of the company from the conclusion of this meeting till the conclusion of 27<sup>th</sup> Annual General Meeting
3. Declared Final dividend at the rate of 5%, i.e. Rs.0.50/- per Equity Share having face value of 10/- each fully paid up for the Financial Year ended 31st March, 2018.
4. Appointed Mr. Pradeep Misra (DIN 01386739), as director who retires by rotation and being eligible, offered himself for re-appointment.

Special Business

5. Approval/Ratification for the payment of Royalty to Managing Director of company
6. Approval on Material Related Party Transactions

The Meeting was concluded at 4.30 p.m.

Kindly note that voting results will be announced after receipt of Scrutinizer's Report and the same will be submitted to the exchanges as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take note of same for your records.

Thanking you

Yours faithfully

For **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  
Fax No.: +91-11-23738974

■ New Delhi | Noida | Lucknow | Varanasi | Kanpur | Indore | Singapore ■

**GIST OF PROCEEDINGS OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RUDRABHISHEK ENTERPRISES LIMITED HELD ON FRIDAY 28<sup>TH</sup> SEPTEMBER, 2018 AT 3.00 P.M AT CONSTANTIA HALL, YWCA, 1 ASHOKA ROAD, NEW DELHI-110001.**

**SITTING ON THE DAIS:**

- |                            |                                       |
|----------------------------|---------------------------------------|
| 1. Mr. Pradeep Misra       | - Chairman & Managing director        |
| 2. Ms. Richa Misra         | - Whole-time director                 |
| 3. Mr. Jamal Husain Ansari | - Non- Executive Independent director |
| 4. Mr. Himanshu Garg       | - Non- Executive Independent director |
| 5. Mr. Tarun Jain          | - Non- Executive Independent director |
| 6. Mr. Manoj Kumar         | - Chief Financial officer             |
| 7. Mr. Vikas Gupta         | - Company Secretary                   |
| 8. Mr. Sanjeev Gupta       | - Statutory Auditor                   |
| 9. Mr. Pradeep Debnath     | - Secretarial Auditor & Scrutinizer   |

**IN ATTENDANCE:**

Mr. Atul, representative from Skyline Financial Services Private Limited, Registrar & Share Transfer Agent (RTA) of Company

**MEMBERS ATTENDANCE:**

Total 22 members were personally present in the meeting and no shareholder was represented by proxies.

Statutory Registers were available during the meeting for inspection by members.

Mr. Pradeep Misra, Chairman of board of directors, took the chair and welcomed the members to the 26<sup>th</sup> Annual General Meeting of the Company.

Introducing those sitting on the dais, he welcomed the directors present.

The Chairman acknowledged the presence of Mr. Sanjeev Gupta, Statutory Auditor and Mr. Pradeep debnath, Secretarial Auditor & Scrutinizer and Mr. Atul, representative from RTA.



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The Chairman declared the meeting as validly convened on the basis of advice from the Company Secretary, Scrutinizer & RTA, present in the meeting, that the requirement of quorum as per Companies Act 2013 has been fulfilled.

The Chairman stated that the Companies Act 2013 & rules notified thereunder has been made effective from April 2014. Therefore, the proceedings of Annual general Meeting shall be carried out as per the requirements of Companies Act 2013 & rules made thereunder.

Thereafter the Chairman delivered his speech.

The Chairman further informed the members that the Company is 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 Chairman concluded his speech by expressing his heartfelt gratitude for invaluable support and the confidence reposed in the Company by shareholders, bankers, financial institutions, dealers, staff, officials of the Central and State Governments, and most importantly its clients. He also thanked all the Members of the Board for providing necessary guidance from time to time in successfully running the operations of the Company.

Thereafter, Chairman took up the formal proceeding of the meeting. With concurrence of the members, the Notice of the 26th Annual General Meeting together with financial statements, Directors Report and Auditors Report were taken as read.

Accordingly, the poll was ordered for voting on all resolutions as set out in the Item No 1 to 6 of the Notice of 26th Annual General Meeting.

The Chairman stated that it was obligatory to provide voting rights to the members present personally or through proxies at the Annual General Meeting to vote in proportion to the shares held by them. He further stated that poll will be ordered for the voting on all the resolutions of ordinary and special business as set out in Item No. 1 to 6 of the Notice of 26th Annual General Meeting.

Before formally ordering poll, the Chairman invited members to ask questions to the Board of Directors or to make their comments, give suggestions and seek clarifications, if any, on the agenda items as set out in Item No. 1 to 6 set out in the Notice of the Annual General Meeting. Questions were put by members which were duly addressed by the Chairman, Chairman of Audit Committee, Statutory Auditor and Chief Financial Officer.

The members congratulated the Chairman and Board of Directors for good performance of the Company. They expressed happiness over the working of the Company, quality of service rendered by the company to its clients and its acceptance and appreciated the efficient shareholders services. Responding to the queries and comments from the members, The Chairman thanked them for the appreciation and answered the queries.



The Chairman then ordered the poll on all resolutions as set out in Item No. 1 to 6 of the Notice of Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the poll to be taken immediately after closure of meeting at the same venue. Then, the scrutinizer for polling Mr. Pradeep Debnath independently carried out the voting in a fair and transparent manner.

Sharing the manner in which the results will be compiled, the Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the poll & postal ballot in favour and against a resolution. He declared that on receipt of the Scrutinizer report on the poll to be conducted, the results of the voting will be declared on or before 5:00 P.M. on 29th September, 2018. The results shall be intimated to the Stock Exchange and shall also be uploaded on Company's website "www.repl.global" and shall be available at the registered office of the Company.

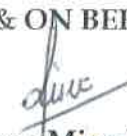
Then he invited Mr. Pradeep Debnath, scrutinizer appointed for poll, to takeover the poll proceedings and submit his report on or before 5:00 P.M. on 29th September, 2018.

Thanking all the members for their participation, suggestions and comments, the Chairman announced the formal closure of the 26th Annual General Meeting of Company at 4.30 P.M.

#### **CONDUCT OF POLL**

Mr. Pradeep Debnath, scrutinizer appointed for poll, conducted the poll which included distribution of polling papers, showing empty polling box to members and locking the empty polling box in presence of members. After ensuring that all the members and proxies participating in the poll has casted their votes, the scrutinizer closed the poll at around 5.00 P.M. The scrutinizer then took the custody of the polling box.

**FOR & ON BEHALF OF RUDRABHISHEK ENTERPRISES LIMITED**

  
(Pradeep Misra)  
Chairman & Managing director  
DIN: 01386739



Date: 28/09/2018  
Place: New Delhi



(Perfection is our Profession)

To  
The Chairman  
Rudrabhishek Enterprises Limited  
820, Antriksha Bhawan,  
K.G Marg, New Delhi -110001

Dear Sir,

**Sub: Scrutinizers Report on voting conducted pursuant to the provisions of section 109 of the Companies Act 2013 (the act) read with Rule 21 & 22 of the Companies (Management and Administration) Rules, 2014.**

I, Pradeep Debnath, Proprietor of Pradeep Debnath & Co, Practicing Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Rudrabhishek Enterprises Limited vide letter dated 31st August, 2018 pursuant to Section 109 of the Companies Act 2013 read with Rule 21 & 22 of the Companies (Management and administration) Rules 2014 to conduct the voting in respect of the below mentioned resolutions to be passed at the Annual General Meeting to be held on Friday, the 28<sup>th</sup> September 2018.

The Notice dated 31<sup>st</sup> August, 2018 convening Annual General Meeting of the members along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the members to be held on Friday, the 28<sup>th</sup> September 2018.

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 shareholders of the company holding shares as on the "cut off" date, i.e. 21<sup>st</sup> September 2018 were entitled to vote on the purposed resolutions as set out at Item No. 1 to 6 in the notices of Annual General Meeting.



I have scrutinized and reviewed the voting through physical mode & polling conducted at the Annual General Meeting. I, now, submit my report as under on the result of the voting through physical mode in respect of the said resolutions.

**Resolution No.1**

To receive, consider and adopt:

- i. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon; and
- ii. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon. (**ORDINARY RESOLUTION**)

"**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended 31st March, 2018 including reports of the Board of Directors and Auditors thereon be and is hereby received, considered and adopted."

|      | Particulars                                                                 | POLL                    |                       | TOTAL                   |                       |
|------|-----------------------------------------------------------------------------|-------------------------|-----------------------|-------------------------|-----------------------|
|      |                                                                             | No. of members<br>voted | Votes held by<br>them | No. of members<br>voted | Votes held by<br>them |
|      | Total No. of<br>Members &<br>Shares held by<br>them                         | 22                      | 12032400              | 22                      | 12032400              |
| Less | Total No of<br>Members &<br>Invalid/Reject                                  | 0                       | 0                     | 0                       | 0                     |
| Less | Total No. of<br>Members &<br>Votes not<br>exercised/parti<br>ally exercised | 0                       | 0                     | 0                       | 0                     |
|      | <b>No. of valid<br/>votes</b>                                               | <b>22</b>               | <b>12032400</b>       | <b>22</b>               | <b>12032400</b>       |



| Particulars  | POLL                    |                       | TOTAL                      |                       | % of total<br>no. of valid<br>votes cast |
|--------------|-------------------------|-----------------------|----------------------------|-----------------------|------------------------------------------|
|              | No. of members<br>voted | Votes held by<br>them | No. of<br>members<br>voted | Votes held<br>by them |                                          |
| Favour       | 22                      | 12032400              | 22                         | 12032400              | 100                                      |
| Against      | 0                       | 0                     | 0                          | 0                     | 0                                        |
| <b>Total</b> | <b>22</b>               | <b>12032400</b>       | <b>22</b>                  | <b>12032400</b>       | <b>100</b>                               |

**Resolution No. 2:**

To re-appoint Statutory Auditors of the company from the conclusion of this meeting till the conclusion of 27th Annual General Meeting and to authorise the board or committee thereof & to fix their remuneration in this regard (**ORDINARY RESOLUTION**)

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 (including any Statutory modification (s) or re-enactments thereof for the time being in force and as recommended by the Board of Directors, M/s Sanjeev Neeru and Associates, Chartered Accountants be & is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of 27th Annual General Meeting on such remuneration as may be fixed by the board or committee thereof.”

|      | Particulars                                         | POLL                    |                       | TOTAL                   |                       |
|------|-----------------------------------------------------|-------------------------|-----------------------|-------------------------|-----------------------|
|      |                                                     | No. of members<br>voted | Votes held by<br>them | No. of members<br>voted | Votes held by<br>them |
|      | Total No. of<br>Members &<br>Shares held by<br>them | 22                      | 12032400              | 22                      | 12032400              |
| Less | Total No of<br>Members &<br>Invalid/Reject          | 0                       | 0                     | 0                       | 0                     |



|      |                                                                |           |                 |           |                 |
|------|----------------------------------------------------------------|-----------|-----------------|-----------|-----------------|
| Less | Total No. of Members & Votes not exercised/partially exercised | 0         | 0               | 0         | 0               |
|      | <b>No. of valid votes</b>                                      | <b>22</b> | <b>12032400</b> | <b>22</b> | <b>12032400</b> |

| Particulars  | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|--------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|              | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour       | 22                   | 12032400           | 22                   | 12032400           | 100                                |
| Against      | 0                    | 0                  | 0                    | 0                  | 0                                  |
| <b>Total</b> | <b>22</b>            | <b>12032400</b>    | <b>22</b>            | <b>12032400</b>    | <b>100</b>                         |

**Resolution No. 3:**

To declare dividend on equity shares for the year ended 31st March, 2018 (**ORDINARY RESOLUTION**)

“**RESOLVED THAT** in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Declaration and Payment of Dividend) Rules, 2014, a final dividend of Rs. 0.50/- per equity share for the year ended on 31st March 2018 as recommended by the Board of directors of the Company be and is hereby approved.”

| Particulars                                | POLL                 |                    | TOTAL                |                    |
|--------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|                                            | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
| Total No. of Members & Shares held by them | 22                   | 12032400           | 22                   | 12032400           |



|      |                                                                 |           |                 |           |                 |
|------|-----------------------------------------------------------------|-----------|-----------------|-----------|-----------------|
| Less | Total No of Members & Invalid/Reject                            | 0         | 0               | 0         | 0               |
| Less | Total No. of Members & Votes not exercised/parti ally exercised | 0         | 0               | 0         | 0               |
|      | <b>No. of valid votes</b>                                       | <b>22</b> | <b>12032400</b> | <b>22</b> | <b>12032400</b> |

| Particulars  | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|--------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|              | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour       | 22                   | 12032400           | 22                   | 12032400           | 100                                |
| Against      | 0                    | 0                  | 0                    | 0                  | 0                                  |
| <b>Total</b> | <b>22</b>            | <b>12032400</b>    | <b>22</b>            | <b>12032400</b>    | <b>100</b>                         |

#### **Resolution No. 4**

To appoint a director in place of Mr. Pradeep Misra (DIN 01386739), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment. **(ORDINARY RESOLUTION)**

**"RESOLVED THAT** Mr. Pradeep Misra (DIN 01386739), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as Managing Director of the Company."

|  | Particulars            | POLL                 |                    | TOTAL                |                    |
|--|------------------------|----------------------|--------------------|----------------------|--------------------|
|  |                        | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|  | Total No. of Members & | 15                   | 261000             | 15                   | 261000             |



|      |                                                                 |           |               |           |               |
|------|-----------------------------------------------------------------|-----------|---------------|-----------|---------------|
|      | Shares held by them                                             |           |               |           |               |
| Less | Total No of Members & Invalid/Reject                            | 0         | 0             | 0         | 0             |
| Less | Total No. of Members & Votes not exercised/parti ally exercised | 0         | 0             | 0         | 0             |
|      | <b>No. of valid votes</b>                                       | <b>15</b> | <b>261000</b> | <b>15</b> | <b>261000</b> |

| Particulars  | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|--------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|              | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour       | 15                   | 261000             | 15                   | 261000             | 15                                 |
| Against      | 0                    | 0                  | 0                    | 0                  | 0                                  |
| <b>Total</b> | <b>15</b>            | <b>261000</b>      | <b>15</b>            | <b>261000</b>      | <b>100</b>                         |

**\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.**

## **SPECIAL BUSINESS**

### **Resolution No. 5:**

Approval/Ratification for the payment of Royalty to Managing Director of company  
(SPECIAL BUSINESS)



**RESOLVED THAT** the consent of members, be & is hereby accorded to pay Mr. Pradeep Misra, Managing director of Company, royalty at the rate of 1% of Annual turnover, in lieu of the trademark- **"REPL THE POWER OF KNOWLEDGE"** registered in his name & being used by Company as Brand name of Company.

|      | Particulars                                                     | POLL                 |                    | TOTAL                |                    |
|------|-----------------------------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|      |                                                                 | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|      | Total No. of Members & Shares held by them                      | 15                   | 261000             | 15                   | 261000             |
| Less | Total No of Members & Invalid/Reject                            | 0                    | 0                  | 0                    | 0                  |
| Less | Total No. of Members & Votes not exercised/parti ally exercised | 0                    | 0                  | 0                    | 0                  |
|      | <b>No. of valid votes</b>                                       | <b>15</b>            | <b>261000</b>      | <b>15</b>            | <b>261000</b>      |

| Particulars  | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|--------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|              | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour       | 15                   | 261000             | 15                   | 261000             | 15                                 |
| Against      | 0                    | 0                  | 0                    | 0                  | 0                                  |
| <b>Total</b> | <b>15</b>            | <b>261000</b>      | <b>15</b>            | <b>261000</b>      | <b>100</b>                         |



**\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.**

**Resolution No. 6:**

Approval/ Ratification of Related Party Transactions in this regard to consider and if thought fit, to pass with or without modification the resolution (**SPECIAL RESOLUTION**)

|      | Particulars                                                     | POLL                 |                    | TOTAL                |                    |
|------|-----------------------------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|      |                                                                 | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|      | Total No. of Members & Shares held by them                      | 15                   | 261000             | 15                   | 261000             |
| Less | Total No of Members & Invalid/Reject                            | 0                    | 0                  | 0                    | 0                  |
| Less | Total No. of Members & Votes not exercised/parti ally exercised | 0                    | 0                  | 0                    | 0                  |
|      | <b>No. of valid votes</b>                                       | <b>15</b>            | <b>261000</b>      | <b>15</b>            | <b>261000</b>      |

| Particulars | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|-------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|             | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour      | 15                   | 261000             | 15                   | 261000             | 15                                 |



|         |    |        |    |        |     |
|---------|----|--------|----|--------|-----|
| Against | 0  | 0      | 0  | 0      | 0   |
| Total   | 15 | 261000 | 15 | 261000 | 100 |

**\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.**

The Registers all other papers and relevant records relating to voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You  
Yours Faithfully



*Pradeep Debnath*

**PRADEEP DEBNATH**  
**Pradeep Debnath & Company**  
**Practicing Company Secretary**  
**COP: - 7313**

Place: - New Delhi

Dated: - 29/09/2018



## FORMAT FOR VOTING RESULTS

|                                                                                                              |                  |
|--------------------------------------------------------------------------------------------------------------|------------------|
| <b>Date of AGM/EGM</b>                                                                                       | <b>28-Sep-18</b> |
| <b>Total number of shareholders on record date</b>                                                           | <b>219</b>       |
| <b>No. of shareholders present in the meeting either in person or through Promoter &amp; Promoter Group:</b> | <b>5</b>         |
| <b>Public:</b>                                                                                               | <b>17</b>        |
| <b>No. of shareholders attended the meeting through Video Conferencing:</b>                                  |                  |
| <b>Promoter &amp; Promoter Group:</b>                                                                        | <b>NIL</b>       |
| <b>Public:</b>                                                                                               | <b>NIL</b>       |

### Agenda:

To receive, consider and adopt the audited Standalone & Consolidated Financial statements of the Company for financial year ending 31st March 2018 and directors and auditors report thereon.

| Resolution Required : (Ordinary/Special)                                  |                |                    | Ordinary Resolution |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No                  |                                         |                          |                       |                                      |                                    |
| 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]                 | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                   | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 100$       |
| Promoter and Promoter Group                                               | E-Voting       | 11770500           | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                           | Poll           |                    | 11768400            | 99.9822                                 | 11768400                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>11768400</b>     | <b>99.9822</b>                          | <b>11768400</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                       | E-Voting       | 0                  | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                           | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non Institutions                                                   | E-Voting       | 5572000            | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                           | Poll           |                    | 264000              | 4.7380                                  | 264000                   | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>264000</b>       | <b>4.7380</b>                           | <b>264000</b>            | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>                                                              |                | <b>17342500</b>    | <b>12032400</b>     | <b>69.3810</b>                          | <b>12032400</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |

\*\* As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company has not provided e-voting facility to its shareholders.



## FORMAT FOR VOTING RESULTS

|                                                                                                             |                |                                                                                                                                                                                                                              |                     |                                         |                          |                       |                                      |                                    |
|-------------------------------------------------------------------------------------------------------------|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Date of AGM/EGM                                                                                             |                |                                                                                                                                                                                                                              |                     |                                         | 28-Sep-18                |                       |                                      |                                    |
| Total number of shareholders on record date                                                                 |                |                                                                                                                                                                                                                              |                     |                                         | 219                      |                       |                                      |                                    |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoter & Promoter Group: |                |                                                                                                                                                                                                                              |                     |                                         | 5                        |                       |                                      |                                    |
| Public:                                                                                                     |                |                                                                                                                                                                                                                              |                     |                                         | 17                       |                       |                                      |                                    |
| No. of shareholders attended the meeting through Video Conferencing:<br>Promoter & Promoter Group:          |                |                                                                                                                                                                                                                              |                     |                                         | NIL                      |                       |                                      |                                    |
| Public:                                                                                                     |                |                                                                                                                                                                                                                              |                     |                                         | NIL                      |                       |                                      |                                    |
| Agenda:                                                                                                     |                | To appoint Statutory Auditors of the company from the conclusion of this meeting till the conclusion of 27th Annual General Meeting and to authorise the board or committee thereof to fix their remuneration in this regard |                     |                                         |                          |                       |                                      |                                    |
|                                                                                                             |                |                                                                                                                                                                                                                              |                     |                                         |                          |                       |                                      |                                    |
| Resolution Required : (Ordinary/Special)                                                                    |                |                                                                                                                                                                                                                              | Ordinary Resolution |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution?                                   |                |                                                                                                                                                                                                                              | No                  |                                         |                          |                       |                                      |                                    |
| 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]                 | $[3]=\{[2]/[1]\} \times 100$            | [4]                      | [5]                   | $[6]=\{[4]/[2]\} \times 100$         | $[7]=\{[5]/[2]\} \times 10$        |
| Promoter and Promoter Group                                                                                 | E-Voting       | 11770500                                                                                                                                                                                                                     | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                                                             | Poll           |                                                                                                                                                                                                                              | 11768400            | 99.9822                                 | 11768400                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                                                             | Postal Ballot  |                                                                                                                                                                                                                              | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                             | Total          |                                                                                                                                                                                                                              | 11768400            | 99.9822                                 | 11768400                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                                                         | E-Voting       | 0                                                                                                                                                                                                                            | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                                                             | Poll           |                                                                                                                                                                                                                              | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                             | Postal Ballot  |                                                                                                                                                                                                                              | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                             | Total          |                                                                                                                                                                                                                              | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions                                                                                     | E-Voting       | 5572000                                                                                                                                                                                                                      | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                                                             | Poll           |                                                                                                                                                                                                                              | 264000              | 4.7380                                  | 264000                   | 0                     | 100.0000                             | 0.0000                             |
|                                                                                                             | Postal Ballot  |                                                                                                                                                                                                                              | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                             | Total          |                                                                                                                                                                                                                              | 264000              | 4.7380                                  | 264000                   | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                                                       |                | 17342500                                                                                                                                                                                                                     | 12032400            | 69.3810                                 | 12032400                 | 0                     | 100.0000                             | 0.0000                             |

\*\* As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company has not provided e-voting facility to its shareholders.



## FORMAT FOR VOTING RESULTS

|                                                                                                             |           |
|-------------------------------------------------------------------------------------------------------------|-----------|
| Date of AGM/EGM                                                                                             | 28-Sep-18 |
| Total number of shareholders on record date                                                                 | 219       |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoter & Promoter Group: | 5         |
| Public:                                                                                                     | 17        |
| No. of shareholders attended the meeting through Video Conferencing:<br>Promoter & Promoter Group:          | NIL       |
| Public:                                                                                                     | NIL       |

### Agenda:

To appoint Statutory Auditors of the company from the conclusion of this meeting till the conclusion of 27th Annual General Meeting and to authorise the board or committee thereof to fix their remuneration in this regard

| Resolution Required : (Ordinary/Special)                                  |                |                           | Ordinary Resolution        |                                                              |                                 |                              |                                                       |                                                     |
|---------------------------------------------------------------------------|----------------|---------------------------|----------------------------|--------------------------------------------------------------|---------------------------------|------------------------------|-------------------------------------------------------|-----------------------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                           | No                         |                                                              |                                 |                              |                                                       |                                                     |
| Category                                                                  | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]={[2]/[1]}*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]={[4]/[2]} | % of Votes against on votes polled<br>[7]={[5]/[2]} |
| Promoter and Promoter Group                                               | E-Voting       | 11770500                  | NA                         | NA                                                           | NA                              | NA                           | NA                                                    | NA                                                  |
|                                                                           | Poll           |                           | 11768400                   | 99.9822                                                      | 11768400                        | 0                            | 100.0000                                              | 0.0000                                              |
|                                                                           | Postal Ballot  |                           | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                | 0.0000                                              |
|                                                                           | <b>Total</b>   |                           | <b>11768400</b>            | <b>99.9822</b>                                               | <b>11768400</b>                 | <b>0</b>                     | <b>100.0000</b>                                       | <b>0.0000</b>                                       |
| Public Institutions                                                       | E-Voting       | 0                         | NA                         | NA                                                           | NA                              | NA                           | NA                                                    | NA                                                  |
|                                                                           | Poll           |                           | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                | 0.0000                                              |
|                                                                           | Postal Ballot  |                           | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                | 0.0000                                              |
|                                                                           | <b>Total</b>   |                           | <b>0</b>                   | <b>0.0000</b>                                                | <b>0</b>                        | <b>0</b>                     | <b>0.0000</b>                                         | <b>0.0000</b>                                       |
| Public Non Institutions                                                   | E-Voting       | 5572000                   | NA                         | NA                                                           | NA                              | NA                           | NA                                                    | NA                                                  |
|                                                                           | Poll           |                           | 264000                     | 4.7380                                                       | 264000                          | 0                            | 100.0000                                              | 0.0000                                              |
|                                                                           | Postal Ballot  |                           | 0                          | 0.0000                                                       | 0                               | 0                            | 0.0000                                                | 0.0000                                              |
|                                                                           | <b>Total</b>   |                           | <b>264000</b>              | <b>4.7380</b>                                                | <b>264000</b>                   | <b>0</b>                     | <b>100.0000</b>                                       | <b>0.0000</b>                                       |
| <b>Total</b>                                                              |                | <b>17342500</b>           | <b>12032400</b>            | <b>69.3810</b>                                               | <b>12032400</b>                 | <b>0</b>                     | <b>100.0000</b>                                       | <b>0.0000</b>                                       |

\*\* As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company has not provided e-voting facility to its shareholders.



## FORMAT FOR VOTING RESULTS

|                                                                                                              |                  |
|--------------------------------------------------------------------------------------------------------------|------------------|
| <b>Date of AGM/EGM</b>                                                                                       | <b>28-Sep-18</b> |
| <b>Total number of shareholders on record date</b>                                                           | <b>219</b>       |
| <b>No. of shareholders present in the meeting either in person or through Promoter &amp; Promoter Group:</b> | <b>5</b>         |
| <b>Public:</b>                                                                                               | <b>17</b>        |
| <b>No. of shareholders attended the meeting through Video Conferencing:</b>                                  |                  |
| <b>Promoter &amp; Promoter Group:</b>                                                                        | <b>NIL</b>       |
| <b>Public:</b>                                                                                               | <b>NIL</b>       |

### Agenda:

To appoint a director in place of Mr. Pradeep Misra (DIN 01386739), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment

| Resolution Required : (Ordinary/Special)                                  |                |                    | Ordinary Resolution |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | Yes                 |                                         |                          |                       |                                      |                                    |
| 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]*                            | [4]                      | [5]                   | [6]=[4]/[2]                          | [7]=[5]/[2]                        |
| Promoter and Promoter Group                                               | E-Voting       | 11770500           | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                           | Poll           |                    | 11768400            | 99.9822                                 | 11768400                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>11768400</b>     | <b>99.9822</b>                          | <b>11768400</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                       | E-Voting       | 0                  | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                           | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non Institutions                                                   | E-Voting       | 5572000            | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                           | Poll           |                    | 264000              | 4.7380                                  | 264000                   | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal         |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>264000</b>       | <b>4.7380</b>                           | <b>264000</b>            | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>                                                              |                | <b>17342500</b>    | <b>12032400</b>     | <b>69.3810</b>                          | <b>12032400</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |

\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.

\*\* As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company has not provided e-voting facility to its shareholders.



## FORMAT FOR VOTING RESULTS

|                                                                                                                                                                                                                                                                                                                                                                     |                |                                                                                  |                     |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------------------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Date of AGM/EGM                                                                                                                                                                                                                                                                                                                                                     |                |                                                                                  |                     | 28-Sep-18                               |                          |                       |                                      |                                    |
| Total number of shareholders on record date                                                                                                                                                                                                                                                                                                                         |                |                                                                                  |                     | 219                                     |                          |                       |                                      |                                    |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoter & Promoter Group:                                                                                                                                                                                                                                                         |                |                                                                                  |                     | 5                                       |                          |                       |                                      |                                    |
| Public:                                                                                                                                                                                                                                                                                                                                                             |                |                                                                                  |                     | 17                                      |                          |                       |                                      |                                    |
| No. of shareholders attended the meeting through Video Conferencing:<br>Promoter & Promoter Group:                                                                                                                                                                                                                                                                  |                |                                                                                  |                     | NIL                                     |                          |                       |                                      |                                    |
| Public:                                                                                                                                                                                                                                                                                                                                                             |                |                                                                                  |                     | NIL                                     |                          |                       |                                      |                                    |
| Agenda:                                                                                                                                                                                                                                                                                                                                                             |                | Approval/Ratification for the payment of Royalty to Managing Director of company |                     |                                         |                          |                       |                                      |                                    |
| Resolution Required : (Ordinary/Special)                                                                                                                                                                                                                                                                                                                            |                |                                                                                  |                     | Special Resolution                      |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution?                                                                                                                                                                                                                                                                                           |                |                                                                                  |                     | Yes                                     |                          |                       |                                      |                                    |
| 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]                             | [4]                      | [5]                   | [6]=[4]/[2]                          | [7]=[5]/[1]                        |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                                                                                         | E-Voting       | 11770500                                                                         | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                                                                                                                                                                                                                                                                                                                     | Poll           |                                                                                  | 11768400            | 99.9822                                 | 11768400                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                                                                                                                                                                                                                                                                                                                     | Postal Ballot  |                                                                                  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                                                                                                                                                                                                                                                                                     | Total          |                                                                                  | 11768400            | 99.9822                                 | 11768400                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                                                                                                                                                                                                                                                                                                                 | E-Voting       | 0                                                                                | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                                                                                                                                                                                                                                                                                                                     | Poll           |                                                                                  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                                                                                                                                                                                                                                                                                     | Postal Ballot  |                                                                                  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                                                                                                                                                                                                                                                                                     | Total          |                                                                                  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions                                                                                                                                                                                                                                                                                                                                             | E-Voting       | 5572000                                                                          | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|                                                                                                                                                                                                                                                                                                                                                                     | Poll           |                                                                                  | 264000              | 4.7380                                  | 264000                   | 0                     | 100.0000                             | 0.0000                             |
|                                                                                                                                                                                                                                                                                                                                                                     | Postal Ballot  |                                                                                  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                                                                                                                                                                                                                                                                                                                     | Total          |                                                                                  | 264000              | 4.7380                                  | 264000                   | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                                                                                                                                                                                                                                                                                                               |                | 17342500                                                                         | 12032400            | 69.3810                                 | 12032400                 | 0                     | 100.0000                             | 0.0000                             |
| ** Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.                           |                |                                                                                  |                     |                                         |                          |                       |                                      |                                    |
| (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company has not provided e-voting facility to its shareholders. |                |                                                                                  |                     |                                         |                          |                       |                                      |                                    |



## FORMAT FOR VOTING RESULTS

|                                                                               |                                                 |                    |                     |                      |                          |                       |                                      |                                    |
|-------------------------------------------------------------------------------|-------------------------------------------------|--------------------|---------------------|----------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Date of AGM/EGM                                                               |                                                 |                    | 28-Sep-18           |                      |                          |                       |                                      |                                    |
| Total number of shareholders on record date                                   |                                                 |                    | 219                 |                      |                          |                       |                                      |                                    |
| No. of shareholders present in the meeting either in person or through proxy: |                                                 |                    |                     |                      |                          |                       |                                      |                                    |
| Promoter & Promoter Group:                                                    |                                                 |                    | 5                   |                      |                          |                       |                                      |                                    |
| Public:                                                                       |                                                 |                    | 17                  |                      |                          |                       |                                      |                                    |
| No. of shareholders attended the meeting through Video                        |                                                 |                    |                     |                      |                          |                       |                                      |                                    |
| Promoter & Promoter Group:                                                    |                                                 |                    | NIL                 |                      |                          |                       |                                      |                                    |
| Public:                                                                       |                                                 |                    | NIL                 |                      |                          |                       |                                      |                                    |
| Agenda:                                                                       | Approval on Material Related Party Transactions |                    |                     |                      |                          |                       |                                      |                                    |
|                                                                               |                                                 |                    |                     |                      |                          |                       |                                      |                                    |
| Resolution Required : (Ordinary/Special)                                      |                                                 |                    | Special Resolution  |                      |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution?     |                                                 |                    | Yes                 |                      |                          |                       |                                      |                                    |
| Category                                                                      | Mode of Voting                                  | No. of shares held | No. of votes polled | % of Votes Polled on | 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]/            | [4]                      | [5]                   | [6]={[4]/[2]}                        | [7]={[5]/[2]}                      |
| Promoter and Promoter Group                                                   | E-Voting                                        | 11770500           | NA                  | NA                   | NA                       | NA                    | NA                                   | NA                                 |
|                                                                               | Poll                                            |                    | 11768400            | 99.9822              | 1.2E+07                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                               | Postal Ballot                                   |                    | 0                   | 0.0000               | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                               | Total                                           |                    | 11768400            | 99.9822              | 1.2E+07                  | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                           | E-Voting                                        | 0                  | NA                  | NA                   | NA                       | NA                    | NA                                   | NA                                 |
|                                                                               | Poll                                            |                    | 0                   | 0.0000               | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                               | Postal                                          |                    | 0                   | 0.0000               | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                               | Total                                           |                    | 0                   | 0.0000               | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Non Institutions                                                       | E-Voting                                        | 5572000            | NA                  | NA                   | NA                       | NA                    | NA                                   | NA                                 |
|                                                                               | Poll                                            |                    | 264000              | 4.7380               | 264000                   | 0                     | 100.0000                             | 0.0000                             |
|                                                                               | Ballot                                          |                    | 0                   | 0.0000               | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                               | Total                                           |                    | 264000              | 4.7380               | 264000                   | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                         |                                                 | 17342500           | 12032400            | 69.3810              | 1.2E+07                  | 0                     | 100.0000                             | 0.0000                             |

\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.

\*\* As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company has not provided e-voting facility to its shareholders.



## RESULT OF THE VOTING ON THE ORDINARY & THE SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING

On the basis of scrutinizers report dated 28th September, 2018 for the poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 28th September, 2018 that all the resolutions as set out in Item No. 1 to 6 in the Notice of 26rd Annual General Meeting of the Company, have been duly passed by requisite majority.

The result of voting is as under:

### ORDINARY BUSINESS

#### Resolution No. 1:

To receive, consider and adopt:

- the Audited Standalone Financial Statement of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
- (ORDINARY RESOLUTION)

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss Account & Cash flow Statement for the Financial Year ended 31st March, 2018 including reports of the Board of Directors and Auditors thereon be and is hereby received, considered and adopted."

|      | Particulars                                                    | POLL                 |                    | TOTAL                |                    |
|------|----------------------------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|      |                                                                | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|      | Total No. of Members & Shares held by them                     | 22                   | 12032400           | 22                   | 12032400           |
| Less | Total No of Members & Invalid/Reject                           | 0                    | 0                  | 0                    | 0                  |
| Less | Total No. of Members & Votes not exercised/partially exercised | 0                    | 0                  | 0                    | 0                  |
|      | No. of valid votes                                             | 22                   | 12032400           | 22                   | 12032400           |



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| Particulars | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|-------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|             | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour      | 22                   | 12032400           | 22                   | 12032400           | 100                                |
| Against     | 0                    | 0                  | 0                    | 0                  | 0                                  |
| Total       | 22                   | 12032400           | 22                   | 12032400           | 100                                |

The resolution passed with requisite majority.

**Resolution No. 2:**

To re-appoint Statutory Auditors of the company from the conclusion of this meeting till the conclusion of 27th Annual General Meeting and to authorise the board or committee thereof & to fix their remuneration in this regard (**ORDINARY RESOLUTION**)

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Audit and Auditors) Rules 2014 (including any Statutory modification (s) or re-enactments thereof for the time being in force and as recommended by the Board of Directors, M/s Sanjeev Neeru and Associates, Chartered Accountants be & is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of 27th Annual General Meeting on such remuneration as may be fixed by the board or committee thereof.”

|      | Particulars                                                    | POLL                 |                    | TOTAL                |                    |
|------|----------------------------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|      |                                                                | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|      | Total No. of Members & Shares held by them                     | 22                   | 12032400           | 22                   | 12032400           |
| Less | Total No of Members & Invalid/Reject                           | 0                    | 0                  | 0                    | 0                  |
| Less | Total No. of Members & Votes not exercised/partially exercised | 0                    | 0                  | 0                    | 0                  |



|  |                    |    |          |    |          |
|--|--------------------|----|----------|----|----------|
|  | No. of valid votes | 22 | 12032400 | 22 | 12032400 |
|--|--------------------|----|----------|----|----------|

| Particulars | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|-------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|             | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour      | 22                   | 12032400           | 22                   | 12032400           | 100                                |
| Against     | 0                    | 0                  | 0                    | 0                  | 0                                  |
| Total       | 22                   | 12032400           | 22                   | 12032400           | 100                                |

The resolution passed with requisite majority.

**Resolution No. 3:**

To declare dividend on equity shares for the year ended 31st March, 2018 (ORDINARY RESOLUTION)

“RESOLVED THAT in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Declaration and Payment of Dividend) Rules, 2014, a final dividend of Rs. 0.50/- per equity share for the year ended on 31st March 2018 as recommended by the Board of directors of the Company be and is hereby approved.”

|      | Particulars                                                    | POLL                 |                    | TOTAL                |                    |
|------|----------------------------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|      |                                                                | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|      | Total No. of Members & Shares held by them                     | 22                   | 12032400           | 22                   | 12032400           |
| Less | Total No of Members & Invalid/Reject                           | 0                    | 0                  | 0                    | 0                  |
| Less | Total No. of Members & Votes not exercised/partially exercised | 0                    | 0                  | 0                    | 0                  |
|      | No. of valid votes                                             | 22                   | 12032400           | 22                   | 12032400           |



| Particulars | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|-------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|             | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour      | 22                   | 12032400           | 22                   | 12032400           | 100                                |
| Against     | 0                    | 0                  | 0                    | 0                  | 0                                  |
| Total       | 22                   | 12032400           | 22                   | 12032400           | 100                                |

The resolution passed with requisite majority.

**Resolution No. 4**

To appoint a director in place of Mr. Pradeep Misra (DIN 01386739), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment.  
(ORDINARY RESOLUTION)

“RESOLVED THAT Mr. Pradeep Misra (DIN 01386739), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as Managing Director of the Company.”

|      | Particulars                                                    | POLL                 |                    | TOTAL                |                    |
|------|----------------------------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|      |                                                                | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|      | Total No. of Members & Shares held by them                     | 15                   | 261000             | 15                   | 261000             |
| Less | Total No of Members & Invalid/Reject                           | 0                    | 0                  | 0                    | 0                  |
| Less | Total No. of Members & Votes not exercised/partially exercised | 0                    | 0                  | 0                    | 0                  |
|      | No. of valid votes                                             | 15                   | 261000             | 15                   | 261000             |



| Particulars | POLL                    |                       | TOTAL                      |                       | % of total<br>no. of valid<br>votes cast |
|-------------|-------------------------|-----------------------|----------------------------|-----------------------|------------------------------------------|
|             | No. of members<br>voted | Votes held by<br>them | No. of<br>members<br>voted | Votes held<br>by them |                                          |
| Favour      | 15                      | 261000                | 15                         | 261000                | 15                                       |
| Against     | 0                       | 0                     | 0                          | 0                     | 0                                        |
| Total       | 15                      | 261000                | 15                         | 261000                | 100                                      |

**\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.**

The resolution passed with requisite majority.

#### **SPECIAL BUSINESS**

##### **Resolution No. 5:**

Approval/Ratification for the payment of Royalty to Managing Director of company\_(SPECIAL BUSINESS)

**RESOLVED THAT** the consent of members, be & is hereby accorded to pay Mr. Pradeep Misra, Managing director of Company, royalty at the rate of 1% of Annual turnover, in lieu of the trademark- "REPL THE POWER OF KNOWLEDGE" registered in his name & being used by Company as Brand name of Company.

|      | Particulars                                         | POLL                    |                       | TOTAL                   |                       |
|------|-----------------------------------------------------|-------------------------|-----------------------|-------------------------|-----------------------|
|      |                                                     | No. of members<br>voted | Votes held by<br>them | No. of members<br>voted | Votes held by<br>them |
|      | Total No. of<br>Members &<br>Shares held by<br>them | 15                      | 261000                | 15                      | 261000                |
| Less | Total No of<br>Members &<br>Invalid/Reject          | 0                       | 0                     | 0                       | 0                     |



|      |                                                                |    |        |    |        |
|------|----------------------------------------------------------------|----|--------|----|--------|
| Less | Total No. of Members & Votes not exercised/partially exercised | 0  | 0      | 0  | 0      |
|      | No. of valid votes                                             | 15 | 261000 | 15 | 261000 |

| Particulars | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|-------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|             | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour      | 15                   | 261000             | 15                   | 261000             | 15                                 |
| Against     | 0                    | 0                  | 0                    | 0                  | 0                                  |
| Total       | 15                   | 261000             | 15                   | 261000             | 100                                |

**\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.**

The resolution passed with requisite majority.

**Resolution No. 6:**

Approval/ Ratification of Related Party Transactions in this regard to consider and if thought fit, to pass with or without modification the resolution (SPECIAL RESOLUTION)

|      | Particulars                                | POLL                 |                    | TOTAL                |                    |
|------|--------------------------------------------|----------------------|--------------------|----------------------|--------------------|
|      |                                            | No. of members voted | Votes held by them | No. of members voted | Votes held by them |
|      | Total No. of Members & Shares held by them | 15                   | 261000             | 15                   | 261000             |
| Less | Total No of Members & Invalid/Reject       | 0                    | 0                  | 0                    | 0                  |



|      |                                                                |    |        |    |        |
|------|----------------------------------------------------------------|----|--------|----|--------|
| Less | Total No. of Members & Votes not exercised/partially exercised | 0  | 0      | 0  | 0      |
|      | No. of valid votes                                             | 15 | 261000 | 15 | 261000 |

| Particulars | POLL                 |                    | TOTAL                |                    | % of total no. of valid votes cast |
|-------------|----------------------|--------------------|----------------------|--------------------|------------------------------------|
|             | No. of members voted | Votes held by them | No. of members voted | Votes held by them |                                    |
| Favour      | 15                   | 261000             | 15                   | 261000             | 15                                 |
| Against     | 0                    | 0                  | 0                    | 0                  | 0                                  |
| Total       | 15                   | 261000             | 15                   | 261000             | 100                                |

**\*\* Being the votes casted by Mr. Pradeep Misra, Mrs. Richa Misra, Pradeep Misra HUF, Ms. Shruti Misra & Mrs. Sarla Sharma (collectively known as the Promoters & Promoters Group) & Mr. Manoj Kumar, CFO of company amounting to 11765400 shares interested in the said resolution, are not counted for the purpose of declaring results.**

The resolution passed with requisite majority.

**FOR & ON BEHALF OF RUDRABHISHEK ENTERPRISES LIMITED**

  
 (Pradeep Misra)  
 Chairman & Managing director  
 DIN: 01386739

Date: 29/09/2018  
Place: New Delhi