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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
Rishabh Enterprises Limited
Warden House, 340 J. J. Road, Byculla,
Mumbai – 400 008

Sub: 31st Annual General Meeting of the Equity Shareholders of M/s. Rishabh Enterprises Limited held on Wednesday the 30th September 2015 at 12.00 Noon at Warden House, 340 J. J. Road, Byculla, Mumbai – 400 008

Dear Sir,

I, Neeta H. Desai (ND & Associates) Practising Company Secretary appointed as Scrutinizer of the purpose of the poll taken on the below mentioned resolution(s) at the 31st Annual General Meeting of the Equity Shareholder of M/s. Rishabh Enterprises Limited, held on Wednesday the 30th September 2015 at 12.00 Noon at Warden House, 340 J. J. Road, Byculla, Mumbai – 400 008, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed my me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization / proxies lodged with the Company.
3. ~~The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.~~

Or

I did not find any poll papers invalid.

4. The result of the poll is as under.



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Scrutinizer's Report of M/s. Rishabh Enterprises Limited Result of Voting Through ballot:

(a) Item No. 1: Ordinary Resolution

Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015.

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 06 | 600 | 100% |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

(b) Item No. 2: Ordinary Resolution

To appoint a Director in place of Mr. Suresh P. Upadhyay (DIN: 01146958), who retires by rotation

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 06 | 600 | 100% |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |



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Scrutinizer's Report of M/s. Rishabh Enterprises Limited Result of Voting Through ballot:

(c) Item No. 3: Ordinary Resolution

To appoint Mr. Navneet Dammani (DIN: 05269979), as an Independent Director of the Company

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 06 | 600 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

(d) Item No. 4: Ordinary Resolution

To appointment of M/s Hegde & Associates, Chartered Accountants, as an Auditor of the Company

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 06 | 600 | 100% |

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

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |



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Scrutinizer's Report of M/s. Rishabh Enterprises Limited Result of Voting Through ballot:

(e) Item No. 5: Special Resolution

To provide general authority to Board of Directors to do investments and give Loan under Section 186(3)

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 06 | 600 | 100% |

(ii) Voted against the resolution:

| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) Invalid votes:

| Total number of members (in person or by proxy) Whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| Nil | Nil |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Place: Mumbai
Date : 01.10.2015



Thanking you,
Yours faithfully,
For ND & Associates

A handwritten signature in blue ink, appearing to read "Neeta H. Desai".

Neeta H. Desai
Practising Company Secretary