

Notice

Notice is hereby given that the 27th Annual General Meeting of the members of **RUDRABHISHEK ENTERPRISES LIMITED** will be held at **Constantia Hall, YWCA, 1 Ashoka Road, Connaught place, New Delhi-110001on, Thursday, 26th day of September 2019 at 3.30 p.m.**, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; and
2. To declare dividend on equity shares for the year ended 31st March, 2019 as **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 2019 as recommended by the Board of directors of the Company be and is hereby approved."
3. To appoint a director in place of Mrs. Richa Misra (DIN 00405282), who retires by rotation and being eligible offers herself for re-appointment.
"RESOLVED THAT Mrs. Richa Misra (DIN 00405282), Director, who retires by rotation and being eligible, in terms of Section 152(6) of Companies Act, 2013, offers herself for re-appointment, be and is hereby reappointed as Director of the Company."

SPECIAL BUSINESS:

4. Approval on Material Related Party Transactions with New Modern Buildwell Private Limited:

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 ("Act") & other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 & Related Party transaction policy of the company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with New Modern Buildwell Private Limited, related party of Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for providing Project Management consultancy or other services as may be necessitated for joint bidding for tender(s), for a period of 03 (Three) years, i.e. for F.Y 2019-20, F.Y 2020-21 & F.Y 2021-22 or there after, up to such maximum amounts as provided

below & on such terms & conditions as the Board may think proper in the best interests of the Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company. –

S. No	Name of the Related Party	Relation-ship	Maximum Value of Transaction	Nature of Transaction	Proposed time for transaction
1	New Modern Buildwell Private Limited	Common Director & Promoters	Rs. 10,00,00,000/-	Project Management consultancy	F.Y 2019-20, F.Y 2020-21 & F.Y 2021-22

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

RESOLVED FURTHER THAT any director/Company Secretary of the Company be and is severally authorised to take necessary actions and complete all the legal formalities related thereto.

5. Approval on Material Related Party Transactions with Paarth Infrabuild Private Limited:

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 ("Act") & other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 & Related Party transaction policy of the company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Paarth Infrabuild Private Limited, related parties of Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for providing Project Management consultancy or other services as may be necessitated for joint bidding for tender(s), for a period of 03 (Three) years, i.e. for F.Y 2019-20, F.Y 2020-21 & F.Y 2021-22, up to such maximum amounts as provided below & on such terms & conditions as the Board may think proper in the best interests of the Company, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company. –

S. No	Name of the Related Party	Relation-ship	Maximum Value of Transaction	Nature of Transaction	Proposed time for transaction
1	Paarth Infrabuild Private Limited	Common Director	Rs. 5,00,00,000/-	Project Management consultancy	F.Y 2019-20, F.Y 2020-21 & F.Y 2021-22

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

RESOLVED FURTHER THAT any director/Company Secretary of the Company be and is severally authorised to take necessary actions and complete all the legal formalities related thereto.

**By order of the Board of Directors
For Rudrabhishek Enterprises Limited**

**Place: New Delhi
Date: 13/08/2019**

**Pradeep Misra
Chairman & Managing Director
DIN: 01386739**

NOTES:

1. A Statement under Section 102 of the Companies Act, 2013 ("Act") relating to Item No.3, 4 & 5 as mentioned above is annexed hereto & as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and a proxy need not be a member of the Company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
3. Electronic copy of notice of the Annual General Meeting along with attendance slip and proxy form and Annual Report of the Company are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories. Members are further requested to notify any change in their addresses to the Company immediately.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September 2019 to 26th September 2019 (both days inclusive), being the date of Book closure.
5. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall.

Corporate members are requested to send a duly certified copy of the board resolution /power of attorney authorizing their representatives to attend and vote at the Annual General Meeting, together with duly certified signatures of such representatives.

6. Members desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company. Further, Members are requested to send their queries, if any, on any financials or any other information relating to business to the registered office of the Company on or before 17th September 2019 so that management is prepared to reply to the queries on the day of AGM.
7. 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 is not providing e-voting facility to its shareholders.
8. Members are requested to quote their Registered Folio Number or Demat Account number and depository participant (D.P) ID number on all correspondence with the Company.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. Members/ Proxies should bring the Attendance slip duly filled in for attending the meeting and are further requested to bring their copies of the Annual Report at the Annual General Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, required to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's Registrar & Share Transfer Agent (Skyline Financial Services Private Limited).
12. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for F.Y 2018-19 will also be available on the Company's website at www.repl.global.

**By order of the Board of Directors
For Rudrabhishek Enterprises Limited**

**Place: New Delhi
Date: 13.08.2019**

**Pradeep Misra
Chairman & Managing Director
DIN: 01386739**

ANNEXTURE TO THE AGM NOTICE

Information Regarding Appointment/Re Appointment of a Director:

Name of the Director	Mrs. Richa Misra
DIN	00405282
Date of Birth	06/12/1969
Date of Appointment	26/08/1996
Qualification	Graduation
Directorship of other Limited Co as on 31.03.2019	02
Chairman/Member of Committees of other Limited company as on 31.03.2019	Nil
Shareholding	850500 Equity shares

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO: 4 APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS WITH NEW MODERN BUILDWELL PRIVATE LIMITED:

M/s New Modern Buildwell Private Limited (NMBPL) is engaged in the business of construction of residential houses, commercial buildings, flats and factory's sheds and buildings & to act as builders, colonisers and civil and constructional contractors. Your company is engaged in the business of providing Project Management Consultancy (PMC) for Building Information Management Implementation (BIM) work for EPC Project, Strategic advisory, architecture & Project Management Consultancy (PMC) for various projects located at different locations across India.

Further, in today's scenario, most vendors hunt/prefer companies who shall fulfil their both requirement of Engineering, Procurement Construction (EPC) & providing Project Management Consultancy (PMC) at the same time. Further, company has earlier also signed some contracts with NMBPL for providing PMC to different projects which might take 3 or more years to complete.

So, your company jointly with NMBPL has entered into agreements for bidding of certain projects, wherever necessary. Your company shall act as Lead partner while in other cases, NMBPL acts as lead partner for completion of various assignments/projects.

Further, Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction shall require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with NMBPL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

The value of proposed aggregate transactions with NMBPL is likely to exceed the said threshold limit. However, it would not be feasible to predict the total transactions value that may generate as it is solely based on the number of projects & nature of work done.

Despite this, the maximum monetary amount to be derived from the consultancy of NMBPL projects is projected to be Rs.

10,00,00,000/- (Rupees Ten Crores only).

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with NMBPL in the financial year 2019-20, 2020-21 & 2021-22.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with NMBPL are as follows:

S. No	Particulars	Remarks
1.	Name of the Related Party	New Modern Buildwell Private Limited (NMBPL)
2.	Name of the Director or KMP who is related	Mr. Pradeep Misra, Managing director & Promoter of company; Mrs Richa Misra, Whole-time director & promoter of company and; Mr. Vikas Gupta, Company Secretary of company
3.	Nature of Relationship	Enterprise having significant influence
4.	Nature, material terms, monetary value and particulars of the	All transactions are proposed to be carried out on a continuous basis, in ordinary course of business at arms' length price. Details of maximum monetary value and particulars of Contract or arrangement are given in resolution & explanatory statement.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with NMBPL for a period of 03 (Three) years, i.e. F.Y 2019-20, 2020-21 & 2021-22.

Mr Pradeep Misra, Managing Director & Promoter, Mrs Richa Misra, Whole-time director & Promoter and Mr. Vikas Gupta, Company Secretary of Company are interested in this resolution.

Your board recommends passing of the resolution as set out at item no. 4 of this Notice as Special resolution.

ITEM NO: 5 APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS WITH PAARTH INFRABUILD PRIVATE LIMITED:

M/s Paarth Infrabuild Private Limited (PIPL) which is solely

engaged in the development & construction of high rise residential & commercial projects all over India. Your Company has, since long, entered into various agreements for providing Project Management Consultancy (PMC) to **M/s Paarth Infrabuild Private Limited (PIPL)**, some of which are still in force for providing PMC to different projects of PIPL at different locations which may take 30 or more years to complete.

Further, Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction shall require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with PIPL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

The value of proposed aggregate transactions with PIPL is likely to exceed the said threshold limit. However, it would not be feasible to predict the total income which your company shall gain from the work rendered by PIPL as it is solely based on the number of projects & nature of work assigned to PIPL.

Despite this, the maximum monetary amount to be derived from the consultancy of PIPL projects is projected to be Rs. 5,00,00,000/- (Rupees Five Crores only).

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with PIPL in the financial year 2019-20, 2020-21 & 2021-22.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with PIPL are as follows:

S. No	Particulars	Remarks
1.	Name of the Related Party	Paarth Infrabuild Private Limited (PIPL)
2.	Name of the Director or KMP who is related	Mr. Pradeep Misra, Managing director & Promoter of company;
3.	Nature of Relationship	Enterprise having significant influence
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	All transactions are proposed to be carried out on a continuous basis, in ordinary course of business at arms' length price. Details of maximum monetary value and particulars of Contract or arrangement are given in resolution & explanatory statement.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with PIPL for a period of 03 (Three) years, i.e. F.Y 2019-20, 2020-21 & 2021-22.

Mr Pradeep Misra, Managing Director & Promoter, are interested in this resolution.

Your board requires this resolution to be passed as Special resolution.

Your board recommends passing of the resolution as set out at item no. 5 of this Notice as as Special resolution.

**By order of the Board of Directors
For Rudrabhishek Enterprises Limited**

**Place: New Delhi
Date: 13.08.2019**

**Pradeep Misra
Chairman & Managing Director
DIN: 01386739**

Form No. MGT-11

Proxy form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN : L74899DL1992PLC050142
Name of the Company : Rudrabhishek Enterprises Limited
Registered office : 820, Antriksha Bhawan, K.G.Marg, New Delhi -110001

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No/ Clint Id :	
DP ID :	

I/ We being the member of Rudrabhishek Enterprises Limited holding shares, hereby appoint:

1.	Name
	Address:
	E-mail Id:
	Signature:

or failing him

2.	Name
	Address:
	E-mail Id:
	Signature:

or failing him

3.	Name
	Address:
	E-mail Id:
	Signature:

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 27th Annual General Meeting of members of the Company, to be held on Thursday, 26th day of September 2019 at 3.30 p.m at Constantia Hall, YWCA, 1 Ashoka Road, Connaught Place, New Delhi – 110001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; and
2. To declare dividend on equity shares for the year ended 31st March, 2019as Ordinary Resolution.
3. To appoint a director in place of Mrs. Richa Misra (DIN 00405282), who retires by rotation in terms of section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment.
4. Approval on Material Related Party Transactions with New Modern Buildwell Pvt. Ltd.
5. Approval on Material Related Party Transactions with Paarth Infrabuild Pvt. Ltd.

Signed this day of 2019

Affix Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

RUDRABHISHEK ENTERPRISES LIMITED

CIN: L74899DL1992PLC050142

Registered office: 820, Antriksha Bhawan, K.G.Marg New Delhi - 110001

Email: secretarial@replurbanplanners.com

Website: www.repl.global

ATTENDANCE SLIP

Registered Folio No. / DP ID No. / Client ID No.

Name and address of the Member(s)

Joint Holder 1

Joint Holder 2

Number of Shares held:

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 27th Annual General Meeting of the Company on Thursday, 26th day of September 2019 at Constantia Hall, YWCA, 1 Ashoka Road, Connaught place, New Delhi – 110001 at 3:30 P.M

Name of the member / proxy

Signature of member / proxy

Note:

1. A member or his duly appointed Proxy Wishing to attend the Meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block Letters.....(in case the Proxy attends the meeting)
3. Members are requested to bring their copies of the Annual Report to the Meeting.
4. Members are informed that no duplicate attendance slips will be issued at the venue of the meeting.

RUDRABHISHEK ENTERPRISES LIMITED

CIN: L74899DL1992PLC050142

Registered office: 820, Antriksha Bhawan, K.G.Marg New Delhi - 110001

Email: secretarial@replurbanplanners.com

Website: www.repl.global

BALLOT FORM

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through voting for the business stated in the AGM Notice dated 13th August, 2019 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt: a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors Thereon; and b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors Thereon; and			
2	To declare dividend on equity shares for the year ended 31st March, 2019 as Ordinary Resolution			
3	To appoint a director in place of Mrs. Richa Misra (DIN 00405282), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment			
4	Approval on Material Related Party Transactions with New Modern Buildwell Pvt. Ltd.			
5.	Approval on Material Related Party Transactions with Paarth Infrabuild Pvt. Ltd.			

Place:

Date:

Signature of Member

NOTE: Last date for receipt of forms by Scrutiniser is 24th September, 2019.

Route Map

