

Notice

Notice is hereby given that the 26th Annual General Meeting of the members of **RUDRABHISHEK ENTERPRISES LIMITED** will be held at Registered Office of Company at **CONSTANTIA HALL, YWCA, 1 ASHOKA ROAD, NEW DELHI – 110001 on, Friday, 28th day of September 2018 at 3.00 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, 2018 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, 2018 together with the Reports of the Board of Directors and Auditors thereon; and
2. 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 and to consider and if thought fit, to pass with or without modification(s) the following resolution as **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."
3. To declare dividend on equity shares for the year ended 31st March, 2018 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 2018 as recommended by the Board of directors of the Company be and is hereby approved."
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.
"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."

SPECIAL BUSINESS:

5. **Approval/Ratification for the payment of Royalty to Managing Director of company**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

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.

RESOLVED FURTHER THAT any director/Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Approval on Material Related Party Transactions:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary 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 in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder & Related Party transaction policy of the company, consent of the members of the Company be and is hereby accorded to Material Related Party Transactions to enter into contracts or arrangements with the following related parties, during the financial year 2018-19 or thereafter, up to the maximum amounts, as mentioned below on such terms and conditions as the Board may think proper and beneficial for the Company –

| S. No | Name of the Related Party | Relationship | Maximum Value of Transaction | Nature of Transaction | Proposed time for transaction |
|-------|--------------------------------------|-----------------------------|------------------------------|--------------------------------|-------------------------------|
| 1 | New Modern Buildwell Private Limited | Common Director & Promoters | Rs. 500,00,000/- | Project Management consultancy | F.Y 2018-19 |
| 2 | Paarth Infrabuild Pvt Ltd | Common Director | Rs. 700,00,000/- | Project Management consultancy | F.Y 2018-19 |

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: 31/08/2018

Pradeep Misra
Chairman & Managing Director
DIN: 01386739

NOTES:

1. 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.
2. Electronic copy of the Annual Report and the notice of the Annual General Meeting of the Company along with attendance slip and proxy form 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 a 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. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participant(s).
3. 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.
4. The information required to be provided under the SEBI (Listing Obligation and Disclosure) Regulation 2015 includes agreement entered into by the Company with Stock exchange regarding the director who is proposed to be reappointed is given in the annexure to the Notice.
5. 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 20th September 2018 so that management is prepared to reply to the queries on the day of AGM.
6. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 820, Antriksha Bhawan, K.G Marg, New Delhi-110001, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September 2018 to 28th September 2018 (both days inclusive), being the date of Book closure.
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. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
9. 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.
10. 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.
11. Members/Proxy holders are requested to bring their copies of the Annual Report at the Annual General Meeting.
12. Members/ Proxies should bring the Attendance slip duly filled in for attending the meeting.
13. 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).
14. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2017- 18 will also be available on the Company's website at **www.repl.global**.

The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours on all working days (except Saturday, Sunday and Public Holidays) up to the date of the Annual General Meeting of the company.

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

**Place: New Delhi
Date: 31/08/2018**

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

ANNEXTURE TO THE AGM NOTICE

Information Regarding Appointment/Re Appointment of a Director:

| | |
|---|---------------------------|
| Name of the Director | Mr. Pradeep Misra |
| DIN | 01386739 |
| Date of Birth | 17/09/1968 |
| Date of Appointment | 01/09/1992 |
| Qualification | B.Tech, Civil Engineering |
| Directorship of other Limited Co as on 31.03.2018 | 03 |
| Chairman/Member of Committees of other Limited company as on 31.03.2018 | 01 |
| Shareholding | 362193 Equity shares |

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

ITEM NO: 4 APPROVAL/RATIFICATION FOR PAYMENT OF ROYALTY TO MANAGING DIRECTOR OF COMPANY

Your company is using the word "REPL" since its inception i.e. 01/09/1992 as its trade name, which has now transformed into the Brand name of company. Further the word "REPL" is derived from the trade mark - "REPL THE POWER OF KNOWLEDGE", which has been registered as trademark in the name of Mr. Pradeep Misra, Chairman & Managing director of company. So, it is pertinent to retain the same Brand name to sustain in the market and accordingly your company has entered into the Royalty agreement with Mr. Pradeep Misra, Chairman & Managing director of company to use that trademark as Brand/trade name of the company at the payment of 1% of Annual turnover of Company as Royalty.

Details of terms and conditions of agreement entered by the company is available for inspection at the registered office of the Company on any working day.

Your board requires this resolution to be passed as ordinary resolution. Mr Pradeep Misra, Managing Director & promoter and Mrs. Richa Misra, Whole-time director & promoter of Company are interested in this resolution.

ITEM NO: 5 APPROVAL ON MATERIAL RELATED PARTY TRANSACTIONS:

Section 188 of the Companies Act 2013, read with Rule 15 and 16 of Companies (Meetings of Board and its powers) Rules 2014 and SEBI (Listing and Obligations and Disclosure Requirements) Regulations 2015 requires for shareholder's approval for entering into material related party transactions. The proviso to Section 188 also states that nothing in section 188(1) will apply to any transaction entered in to by the Company in its ordinary course of business and at arm's length basis. So in the best interest of the Company your directors recommend to pass resolution as ordinary resolution.

To strengthen the business activity of company, the company proposes to enter into agreement with:

- (i) **M/s Paarth Infrabuild Private Limited (PIPL)** which is solely engaged in the development & construction of high rise residential & commercial projects all over India. Further your company has entered into agreement to provide Project Management Consultancy (PMC) for different projects of PIPL at different locations. Further, it would not be feasible to predict the total income which your company shall gain from the projects of PIPL as it is solely based on the number of projects & nature of work of 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)

- (ii) **M/s New Modern Buildwell Private Limited (NMBPL)** which 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. Further your company has entered into various agreements for different assignments for providing consultancy 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. However, the company has also entered into certain agreements in which it shall work as Leading Partner of NMBPL for the completion of various assignments/projects.

However, it would not be feasible to predict the total income which your company shall gain from the work rendered by NMBPL as it is solely based on the number of projects & nature of work assigned to NMBPL.

Despite this, the maximum monetary amount to be derived from the consultancy of NMBPL projects is projected to be Rs. 7,00,00,000/- (Rupees Seven Crores only)

Details of terms and conditions of agreements entered by the company are available for inspection at the registered office of the Company on any working day. However the total transaction (Management fee and assured return) which your company has projected to realise during the year from PIPL & NMBPL shall not exceed Rs. 5 Crores & 7 Crores respectively.

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

Further all the related party transactions shall with related party will be in ordinary course of business at arm's length price and in best interest of the Company.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

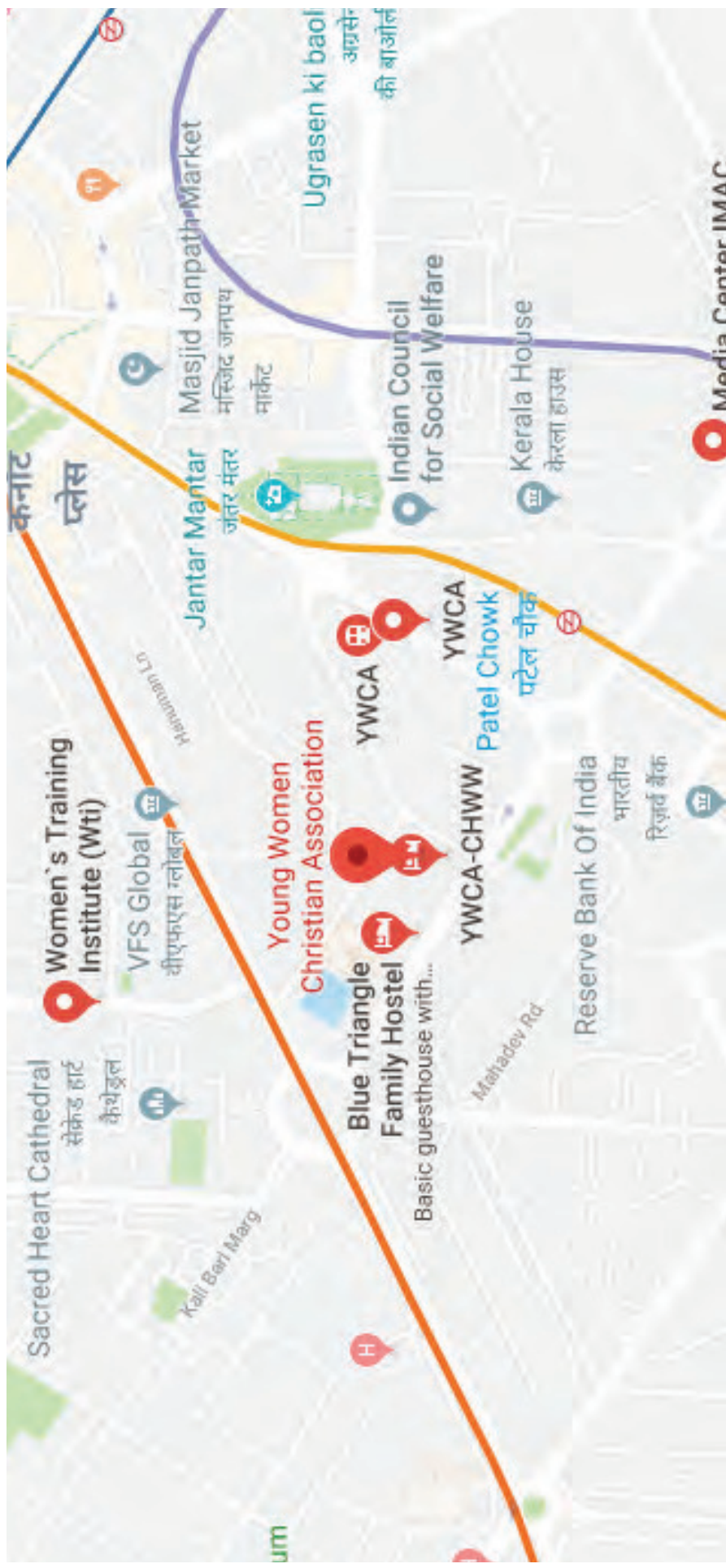
| Name of the Related Party | Paarth Infrabuild Private Limited | New Modern Buildwell Private Limited |
|---|---|---|
| Name of the Director or key managerial personnel who is related, if any | Mr. Pradeep Misra, Managing director & promoter of company; | Mr. Pradeep Misra, Managing director & promoter of company; Mrs Richa Misra, Whole-time director & promoter of company & Mr. Vikas Gupta, Company Secretary of company |
| Nature of Relationship | As per table given in Resolution | As per table given in Resolution |
| The nature, material terms, monetary value and particulars of the contract or arrangement | All proposed transactions are proposed to be carried out 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. | All proposed transactions are proposed to be carried out 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. |
| Any other information relevant or important for the members to take a decision on the proposed resolution | None | None |

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

Place: New Delhi
Date: 31/08/2018

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

Route Map



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 : U74899DL1992PLC050142
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 26th Annual General Meeting of members of the Company, to be held on Friday, 28th day of September 2018 at 3.00 p.m at registered office of the Company at Constantia Hall, YWCA, 1 Ashoka Road, 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, 2018 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, 2018 together with the Reports of the Board of Directors and Auditors thereon; and
2. 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 and to consider and if thought fit, to pass with or without modification(s) the resolution as Ordinary Resolution.
3. To declare dividend on equity shares for the year ended 31st March, 2018 as Ordinary Resolution.
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.
5. Approval/Ratification for the payment of Royalty to Managing Director of company
6. Approval on Material Related Party Transactions

| |
|------------------------|
| Affix Revenue Stamp |
|------------------------|

Signed this day of 2018

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: U74899DL1992PLC050142
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 26th Annual General Meeting of the Company on Friday, 28th day of September 2018 at registered office of the Company at Constantia Hall, YWCA, 1 Ashoka Road, New Delhi – 110001 at 3:00 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: U74899DL1992PLC050142

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 e-voting/ for the business stated in the AGM Notice dated 31st August, 2018 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, 2018 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, 2018 and the Reports of the Board of Directors and Auditors Thereon; and | | | |
| 2 | 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 and to consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. | | | |
| 3 | To declare dividend on equity shares for the year ended 31st March, 2018 as Ordinary Resolution | | | |
| 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 | | | |
| 5. | Approval/Ratification for the payment of Royalty to Managing Director of company | | | |
| 6. | Approval on Material Related Party Transactions | | | |

Place:

Date:

Signature of Member

NOTE: Last date for receipt of forms by Scrutiniser is 27th September, 2018.