

## **RUDRABHISHEK ENTERPRISES LIMITED**

Registered Office : 820, Antriksh Bhawan, K.G Marg, New Delhi – 110001.  
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### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.)

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read together with the Companies (Management and Administration) Rules, 2014 ("Rules") read with the General Circular No.39/2020 dated 31st December 2020, the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated 28th September 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid – 19 Extension of time" issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"), including any statutory modification thereof for the time being in force and Regulation 29 & 30 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and pursuant to other applicable laws and regulations for the time being in force, that the resolution attached below are proposed to be passed by Special Resolution by way of Postal Ballot. The Company is desirous of seeking your consent for the proposal as contained in the resolution given herein after.

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form.

The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

Further, the Board, vide its Resolution passed on 10th February 2021, has appointed CS Pradeep Kumar Debnath, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots. The results will be announced by the Chairman of the Company or in his absence, any person authorised by him, on or before **22nd March 2021** at the Registered Office of the Company. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website [www.repl.global](http://www.repl.global) besides communicating to the Stock Exchange where the Company's shares are listed viz National Stock Exchange.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution(s) appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution(s) setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution(s) along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL RESOLUTION(s):

#### **Item No. 1**

#### **APPROVAL OF THE REPL EMPLOYEE STOCK OPTION SCHEME – 2021**

*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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof) and in accordance with the Memorandum of Association and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**"), and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), **the consent of the members of the Company be and is hereby accorded for approval of REPL Employee Stock Option Scheme – 2021 ("Scheme") and the Board of Directors of the Company** (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution)**be and is hereby authorised**

**to create, grant, offer, issue and allot under the scheme, in one or more tranches, a maximum of 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) equity shares of face value Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of permanent employees of the Company and its present & future subsidiaries whether working in India or outside India and directors whether a whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme.**

**RESOLVED FURTHER THAT** Nomination and Remuneration Committee ('Committee') be and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and superintendence of the scheme.

**RESOLVED FURTHER THAT** the Scheme shall be implemented through Trust route wherein an irrevocable Trust by the name REPL Employees Welfare Trust, set-up by the Company in compliance with SEBI (SBEB) Regulations, shall acquire the Equity Shares either from secondary acquisition from the market or from direct allotment by the Company and the Equity Shares so acquired by the Trust will subsequently be transferred as and when the Options are exercised.

**RESOLVED FURTHER THAT** the new Equity Shares (if any) to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board, subject to compliance of the applicable laws and regulations, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

## **Item No. 2**

### **TO APPROVE GRANTING OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) (PRESENT & FUTURE) UNDER THE REPL EMPLOYEE STOCK OPTION SCHEME – 2021**

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

**"RESOLVED THAT** pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the REPL Employee Stock Option Scheme – 2021 ("Scheme") to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not (other than promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons for carrying out any

or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

**Item 3:**

**TO APPROVE GRANTING OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY BY WAY OF SECONDARY ACQUISITIONS UNDER THE REPL EMPLOYEE STOCK OPTION SCHEME – 2021**

***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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(a) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI SBEB Regulations”**) and in accordance with the Memorandum of Association and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), **the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company** (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) **for secondary acquisition of upto 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) equity shares of the Company by REPL Employees Welfare Trust (“Trust”), in one or more tranches, and at such price or prices and on such terms and conditions**, as may be determined by the Board subject however that secondary acquisition by the Trust in any financial year shall not exceed two percent of the paid-up equity capital as at the end of the respective previous financial year, and overall limits on secondary acquisition specified in the SEBI Regulations.

**FURTHER RESOLVED THAT** in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

**Item 4:**

**TO APPROVE PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER REPL EMPLOYEE STOCK OPTION SCHEME – 2021**

***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 Section 62(1)(b), 67, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association, and any other applicable and prevailing statutory Guidelines/ Circulars in that behalf, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, **the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company** (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) **to grant loan, to provide guarantee or security in connection with a loan granted or to be granted, to the REPL Employees Welfare Trust (“Trust”) set up by the Company** in one or more tranches, not exceeding 5% (Five percent) of the aggregate of the paid-up share capital and Free Reserves for the purpose of subscription and/or purchase of equity shares of the Company by the Trust/ Trustees in one or more tranches, subject to the ceiling of equity shares as may be prescribed under “REPL Employee Stock Option Scheme – 2021” (“Scheme”) or any other employee share based employee benefit scheme which may be introduced by the Company from time to time, with a view to deal in such equity shares in line with contemplated objectives of the scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations, the Companies Rules and other applicable laws and regulations.

**RESOLVED FURTHER THAT** where the Company has multiple Trusts and Schemes in future, the aforesaid limit shall be applicable for all such Trusts and Schemes taken together at the company level and not at the level of individual Trust or Scheme.

**RESOLVED FURTHER THAT** any loan provided by the Company shall be repayable to and recoverable by the Company from time to time



during the term of the Scheme and/or Employee Benefit Schemes, as the case may be, to the extent of exercise price paid by the employees upon exercise of the Options and the accruals of the Trust at the time of termination of the Scheme.

**RESOLVED FURTHER THAT** the Trust shall not deal in derivatives and shall undertake transactions as permitted by SEBI SBEB Regulations.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

**RESOLVED FURTHER THAT** for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

**RESOLVED FURTHER THAT** the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution."

#### Item No.5

**CONTINUATION OF DIRECTORSHIP OF MR. JAMAL HUSAIN ANSARI (DIN: 06641874) AS NON –EXECUTIVE INDEPENDENT DIRECTOR TILL HIS ORIGINAL TERM UP TO 22<sup>ND</sup> NOVEMBER 2022**

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Jamal Husain Ansari (DIN 06641874), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company up to November 22, 2022, being the date of expiry of his current term of office."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

**For & on behalf of Rudrabhishek Enterprises Limited**

**Vikas Gupta**

**Company Secretary and Compliance officer**

**Date: 10th February 2021**

**Place: New Delhi**

#### Registered Office:

820, Antriksh Bhawan, 22 K.G Marg,  
New Delhi-110001

#### NOTES:

1. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 12th February 2021 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited ("RTA").
2. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
3. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on info@skylinerta.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
4. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **22nd March 2021** in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India .

5. The Board, vide its Resolution passed on 10th February 2021, has appointed CS Pradeep Kumar Debnath, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.
6. The Company shall provide e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited ('NSDL')** for facilitating e-voting, to enable the Members to cast their votes electronically.
7. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 12th February 2021 may cast their vote electronically.
8. The e-voting period commences on 18th February 2021 (09.00 am) and ends on **20th March 2021 (05.00 pm)**. The voting period ends on the close of 20th March 2021 (5.00 p.m.). The e-voting module shall also be disabled by **NSDL** for voting thereafter.
9. The Company has designated Mr. Pradeep Misra, Chairman & Managing Director and Mr. Vikas Gupta, Company Secretary of the Company as the persons responsible for the entire postal ballot process.
10. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Holidays) upto the date of announcement of the results of this Postal Ballot.
11. The Scrutinizer shall, declare the results on or before **22nd March 2021** and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the declaration of the Postal Ballot result. The result declared along with the scrutinizer's report will be available on the website of the Company ([www.repl.global](http://www.repl.global)).  
The results declared along with the Scrutinizer's Report shall be placed on the website of the Company immediately after the result is declared and shall be simultaneously forwarded to NSE Limited (Emerge platform).

#### E-VOTING INSTRUCTIONS

##### Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on

your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2 : Steps to cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pradeepdebnath205@gmail.com](mailto:pradeepdebnath205@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement sets out the material facts relating to the special business mentioned at the Item Nos. 1, 2 and 3.

#### **ITEM NO. 1, 2 & 3**

In the present competitive scenario, the Board of Directors of the Company (hereinafter referred to as the "**Board**") has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them.

In view of this, the Board has formulated a draft of the "REPL Employee Stock Option Scheme – 2021" (hereinafter referred to as 'Scheme') for the present and/or future permanent employees of the Company and its subsidiary companies (hereinafter referred to as '**employees**' or '**said employees**') in accordance with the applicable laws.

Hence, in terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to persons other than the existing Members of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the **Special Resolution at Item No. 1 seeks your approval** for the issue of further Equity Shares under the REPL Employee Stock Option Scheme – 2021 ("Scheme"), to the employees of the Company, as may be determined by the Board.

Further as per Regulation 6(3) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 approval of the shareholders by way of separate Special Resolution is required for secondary acquisition of shares by the Trust for proper implementation of the scheme and Grant of Options to the employees of the Subsidiary Company. Accordingly, **Special Resolutions set out at Item No. 2 and 3 is seeking your approval for the said purposes respectively.**

The main features and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

**1. Brief description of the Scheme**

The Scheme shall be called as the “REPL Employee Stock Option Scheme – 2021” (hereinafter referred to as “the scheme”) and shall extend its benefits to the present and/or future permanent employees of the Company, in accordance with the applicable laws.

The Scheme shall be undertaken by Trust Route wherein the Trust shall acquire the shares of the Company by secondary acquisition and/or by fresh allotment from the Company which will subsequently be transferred to employees upon valid exercise of Options under the scheme.

The scheme will be administered by the Nomination and Remuneration Committee (“Committee”) of the company, wherein the Committee shall delegate its power to the Trust to the extent as applicable in the scheme.

**2. Total number of Options to be granted under the Scheme.**

The maximum number of options to be granted under Scheme shall not exceed 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) options convertible into equal number of Equity Shares of the Company of face value Rs 10/- each.

**3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme.**

- a) a permanent employee of the company who has been working in India or outside India; or
- b) a director of the company, whether a whole-time director or not but excluding an independent director; or
- c) Employees/directors as enumerated in sub clauses (a) and (b) above, of a Subsidiary Company of the Company (whether existing presently or in the future), whether working in India or outside India

but does not include—

- an employee who is a promoter or a person belonging to the promoter group; or
- a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

**4. Requirement of Vesting and period of Vesting**

The options granted under Scheme shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Committee subject to maximum period of 3 (Three) years from the date of Grant.

The specific Vesting schedule and Vesting conditions subject to which Vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.

**5. Maximum period within which the options shall be vested**

The options granted under Scheme shall vest as may be decided by the Committee subject to maximum period of 3 (Three) years. Vesting of Options would be subject to continued employment with the Company, or as the case may be, on the date of vesting.

**6. Exercise Price or Pricing Formula:**

The Exercise Price shall be based on the Market Price of the Company which shall mean the latest closing price on a recognised stock exchange on which the shares of the company are listed on the date immediately prior to the date of meeting of committee on which grant is to be made. In case of secondary acquisition, it may be determined on the basis of the average cost of acquisition of shares of the Trust.

The Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise Price shall not go below the par value of Equity Share of the Company.

As the shares of the Company are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

**7. Exercise period and process of Exercise:**

The Employee Stock Options granted may be exercised by the Option Grantee within a maximum period of 3 months from the date of vesting of the respective Options.

The mode and manner of the Exercise of the Options shall be communicated to the employees individually. On exercise of the Options, the employee shall forthwith pay to the Trust the exercise price and to the Company applicable taxes in accordance with the terms of his/her grant letter. The options shall lapse if not exercised within the specified exercise period.

**8. Appraisal process for determining the eligibility of the Employees to Scheme:**

The Nomination and Remuneration Committee may on the basis of all or any of the following criteria, decide on the Employees /

Grantees who are eligible for the grant / vesting of Options under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

**9. The Maximum number of Options to be granted per employee and in aggregate**

The maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Committee may decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

The maximum number of options to be granted under this scheme shall not exceed 5,20,275 (Five Lakh Twenty Thousand Two Hundred Seventy-Five) which shall be convertible into equal number of Equity Shares.

**10. The Maximum quantum of benefits to be provided per Employee under the scheme**

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

**11. Whether the scheme(s) is to be implemented and administered directly by the company or through a Trust:**

The scheme shall be implemented by Trust Route wherein the Trust shall acquire the shares by way of fresh allotment from the Company and/or Secondary Acquisition. The scheme will be administered by the Nomination and Remuneration Committee of the Company.

**12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**

The Scheme involves both i.e. new issue of Equity Shares by the Company and/or Secondary Acquisition of Equity Shares by the Trust.

**13. The amount of loan to be provided for implementation of the scheme by the company to the Trust, its tenure, utilization, repayment terms, etc.;**

The amount of loan to be provided for implementation of the scheme by the Company to the Trust shall not exceed 5% of the paid-up equity capital and free reserves as provided in companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the Trust Deed including the implementation of the scheme. The Trust shall repay the loan to the company by utilising the proceeds realised from exercise of Options by the Employees.

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme.**

Secondary acquisition in a financial year by the Trust shall not exceed 2% of the paid up equity capital as at the end of the previous financial year. The total number of shares under secondary acquisition held by the Trust shall at no time exceed 5% of the paid up equity capital as at the end of the financial year immediately prior to the year in which the shareholder approval is obtained for such secondary acquisition

**15. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

**16. The method which the Company shall use to value its Options.**

The Company shall comply with the requirements of IND-AS and shall use Fair Value method.

**17. Statement with regard to Disclosure in Director's Report**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

In terms of Section 62 of the Companies Act, 2013 and Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of



the “REPL Employee Stock Option Scheme – 2021” and issuance of shares under this Scheme.

Therefore, your Directors recommend the Resolutions as set out at item no. 1, 2 and 3 for your approval.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options to be granted under the Scheme.

**Item no. 4**

In order to execute REPL Employee Stock Option Scheme – 2021 through Trust Route, the company need to make provisioning of funds to the Trust so as to enable it to subscribe to the shares of the company. Accordingly, Item No 4 which is proposed for approval of the Shareholders are set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:

1.	The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares	Employees who are the permanent Employees, including Executive Directors and Whole-time Directors, of the company and its subsidiary(ies) or as may be decided by the Board/ Committee from time to time on such parameters as may be decided by the Board/Committee at its discretion.
2.	The particulars of the Trustee or employees in whose favor such shares are to be registered	Name of the Trustees:- 1. Ms. Deepti Mehta 2. Mr. Ajeet Goswami
3.	Particulars of Trust	<b>Name of the Trust: REPL Employees Welfare Trust</b> <b>Address of the Trust: 820, Antriksh Bhawan, K.G Marg , New Delhi-110001</b>
4.	Name, Address, Occupation and nationality of Trustees	Name of Trustee- Deepti Mehta Address: C/o- Sunita Mehta, C-79 AB, Second floor, Kalkaji, New Delhi-110019 occupation: Employment Nationality: Indian Name of Trustee- Mr. Ajeet Goswami Address: D-133 ,Pocket-11, Jasola Vihar, New Friends Colony, New Delhi-110025 Occupation: Employment Nationality: Indian
5.	Relationship of Trustees with promoters, directors or key managerial personnel, if any	None
6.	Any interest of key managerial personnel, directors or promoters in such scheme or Trust and effect thereof	The Key Managerial personnel and Directors are interested in the REPL Employee Stock Option Scheme – 2021 only to the extent, to the options granted to them if any, under the scheme.
7.	The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme	a) To recognize and reward the efforts of employees and their continued association with the Company. b) To introduce an objective component of employee compensation which would provide a direct linkage to the efforts of the employees with a measurable and widely accepted criterion i.e. the share price of the Company. The Board envisages this to act as a motivational tool for the employees of the Company. c) To keep long association with the Company. d) Employee participation in shareholding of the Company e) To provide an opportunity to the employees to develop a sense of ownership of the Company through their shareholding. f) To provide the employees an incentive to continue and strengthen their association with the Company so as to result in long term benefits to the Company as well as the employee – shareowner. Bring long-term value to the shareholders. Motivate senior employees to better the Company's performance continuously.

8.	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	The Trust would be considered as the registered shareholder of the company till the date of transfer of shares to the Employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust. Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the shareholder of the company and shall exercise the right to vote in respect of such shares.
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In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the loan to the Trust to fulfil the requirements of REPL Employee Stock Option Scheme – 2021, therefore, your Directors recommend the Resolutions as set out at item no. 4 for your approval by way of Special Resolution.

None of the Directors and any relatives of such director, key managerial personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Key Managerial Personnel may be deemed as interested upto the amount of options/ shares that may be granted to them under the REPL Employee Stock Option Scheme – 2021.

**Item no. 5**

Mr. Jamal Husain Ansari was reappointed as the Non-Executive Independent Directors of the Company in the Extraordinary General meeting (EGM) held on 3rd November 2017 for a term of five (5) consecutive years commencing from November 3, 2017 to November 22, 2022.

**Brief Profile of Mr. Jamal Husain Ansari:**

Name: Jamal Husain Ansari  
 Date of Birth: 10/07/1942  
 PAN: AADPA8197P  
 Qualification: Master of Science in urban and regional planning  
 Nationality: Indian

Mr. Ansari has versatile experience of over 50 years in the field of Urban & Regional Planning, which makes him quite an asset to the Company and our Company has always be benefitted from his expertise & guidance. He brings independent judgment on the Board of the Company and his continued association will be valuable and positive to Company in short as well as in long run.

However, it is quite evident from his abovementioned profile that he has attained the age of more than 75 years. Therefore, as per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Regulations”), no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Professor Jamal Husain Ansari has been associated with teaching and practice of planning for more than 50 years. After superannuating from the position of the Director of the School of Planning and Architecture, New Delhi, a position that he held during 13 September 2003 and 31 July 2004, he has been associated with the School as a Visiting Professor. Earlier, for seven years during 1992 – 1999, he chaired the Department of Physical Planning, the Department he built-up from scratch to pioneer undergraduate planning education in India.

He was also the Dean of Studies of the School during 1997-99.

Sponsored by the All India Council of Technical Education (AICTE), Government of India, Prof. Ansari held the position of Emeritus Fellow for two years during 2005-2007 at the Faculty of Architecture and Ekistics, Jamia Millia Islamia (a prestigious central university), New Delhi.

Presently, besides teaching at the School of Planning and Architecture, New Delhi and Jamia Millia Islamia, Prof. Ansari is actively engaged in professional activities at both national and international levels. He was recently commissioned as a consultant by the UN Habitat, Nairobi to write a chapter on Urban and Regional Planning Practices in South Asia for their Global Report on Human Settlements 2009. The report entitled 'Planning Sustainable Settlements' has already been published in September 2009. His contribution on 'Revisiting Urban Planning in Southern Asia' is on the UN website `www.unhabitat.org/grhs/2009'. Prof. Ansari has also worked as Consultant to various national and multi-lateral agencies during more than 40 years of professional experience and has been associated with several prestigious projects.

He has contributed more than 50 papers to reputed journals, published in India and abroad. Jointly with Nathaniel Von Einsiedel, he contributed an edited volume on `Urban Land Management – Improving Policies and Practices in Developing Countries of Asia. The book was published in 1998 by Oxford and IBH publishing Co. Pvt. Ltd, New Delhi and distributed internationally by the United Nations

Center for Human Settlements (Habitat), Nairobi. He has also chaired sessions and presented papers as invited speaker at major international and national conference.

His experience & guidance is asset to the Company and our Company has always be benefitted from his guidance. Therefore your Company wants to continue him as Non-Executive Independent director.

Further, the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Regulations”), became applicable to our Company since the date of our migration from SME Platform to Main board of National Stock Exchange (NSE) viz. 14th December 2020.

Therefore, for better governance and Compliance of law in letter and spirit it was decided to take Shareholder's approval by the way of Postal Ballot, to continue his service as Non -Executive Independent director of Company upto completion of his current term, i.e. 22nd November 2022.

The Board recommends passing of said Resolutions as “Special Resolution” stated at Item No.5 of this Notice

**For & on behalf of Rudrabhishek Enterprises Limited**

**Vikas Gupta**

**Company Secretary and Compliance officer**

**Date: 10th February 2021**

**Place: New Delhi**

**Registered Office:**

820, Antriksh Bhawan, 22 K.G Marg,

New Delhi-110001

**PARTICULARS OF REAPPOINTMENT OF MR. JAMAL HUSAIN ANSARI**

**ANNEXURE- A**

**INFORMATION REGARDING REAPPOINTMENT OF NON- EXECUTIVE INDEPENDENT DIRECTORS ON BOARD:**

Name of the Director	Mr. Jamal Husain Ansari
DIN	06641874
Date of Birth	10/07/1942
Qualification	Master of Science in Urban and Regional Planning
Experience	Experience of more than 50 years in urban and Regional Planning, Teaching
Relationship with other director	No relationship with other Director
Directorship of other Limited Co as on date	Nil
Chairman/Member of Committees of other Limited company as on date	Nil
Shareholding in Company as on date	Nil