

RUDRABHISHEK ENTERPRISES LIMITED

CIN: L74899DL1992PLC050142

Regd. Office: 820, ANTRIKSHA BHAWAN, 22, K.G. MARG, NEW DELHI-110001

Tel: (011) - 41069500, 43509305, 43513857 Fax: 011-23738974

E-Mail: secretarial@replurbanplanners.com; Website: www.repl.global

Notice to Members

Notice is hereby given that the 30th Annual General Meeting of the members of **RUDRABHISHEK ENTERPRISES LIMITED** will be held on, Thursday, 29th day of September 2022 at 3:00 p.m (IST) through Video Conferencing (VC) OR Other Audio Visual Means (OAVM) facility 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, 2022 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, 2022 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Pradeep Misra (DIN 01386739), who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Pradeep Misra (DIN 01386739), Director, who retires by rotation and being eligible, in terms of Section 152(6) of Companies Act, 2013, offers himself for re-appointment, be and is hereby reappointed as Director of the Company.”

SPECIAL BUSINESS:

3. Regularize Appointment of Mr. Vinod Tiku (DIN:01717666) as an Independent Director of the Company

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 Sections 149, 150, 152, 178 read with schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rule 2014 and the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and remuneration Committee, Mr Vinod Tiku (DIN:01717666), who was appointed as an Additional Director (Independent Non-Executive) of the Company in terms of section 161 of the Act by the Board of Directors with effect from 09th November 2021 and holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has a notice in writing from a member under Section 160 of the

Act proposing his candidature for the office of Director, and being eligible, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for 05 consecutive years up to 08 th November 2026 and he shall not be liable to retire by rotation on the terms and conditions referred to in the explanatory statement of material facts annexed to this Notice be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company secretary be and is hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. Appointment of Mr. Tarun Jain (DIN : 07940978) as independent director of the Company for a second term

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 Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act and the Rules made thereunder, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018 (hereinafter referred to as the SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded for re-appointment of Mr. Tarun Jain (holding DIN 07940978), whose current period of office is expiring on 28th November, 2022, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, and being eligible be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for his second term of 5 consecutive years with effect from 28th November, 2022 on the terms and conditions referred to in the explanatory statement of material facts annexed to this Notice, be and is hereby approved.”

5. Appointment of Mr. Himanshu Garg (DIN : 08010105) as independent director of the Company for a second term

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 Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act and the Rules made thereunder, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018 (hereinafter referred to as the SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded to the re-appointment of Mr. Himanshu Garg (holding DIN 08010105), whose current period of office is expiring on 28th November, 2022, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, and being eligible be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for his second term of 5 consecutive years with effect from 28th November, 2022 on the terms and conditions referred to in the explanatory statement of material facts annexed to this Notice, be and is hereby approved.

6. 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 Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time, and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Board of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with New Modern Buildwell Private Limited, a related party of Rudrabhishek Enterprises Limited (the Company) on such terms and conditions as may be agreed between the Company and New Modern Buildwell Private Limited, for an aggregate value not exceeding ₹ 50 crore for a period of 03 (Three) years, i.e for FY 2022-23, 2023-24, 2024-25, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and

things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

**Place: New Delhi
Date: 09/08/2022**

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to Item No. 3,4,5 & 6 mentioned above is annexed hereto & as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
2. General Instruction for accessing and Participating in the 30th AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility.
 - A. In view of the ongoing COVID-19 pandemic and pursuant to, Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 Circular No. 21/2021 dated December 14, 2021 and Circular No.2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) the Company is Convening 30th AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members. The proceeding of the AGM will be deemed to be conducted at the Registered Office of the Company at 820, Antriksh Bhawan, 22 K.G Marg, New Delhi-110001, which shall be deemed venue of the AGM.
 - B. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 6 of the accompanying Notice, are considered to be unavoidable

by the Board and hence, form part of this Notice

ii) VC/OAVM – Major Guidelines:

- a. Members are requested to join the AGM through VC/OAVM mode not later than 02:30 pm IST by clicking on the link [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under Members login, where the EVEN of the Company will be displayed, by using the Remote E-Voting credentials and following the procedures mentioned later in these Notes (Refer to Serial No. – 12). Facility for joining the VC/ OAVM shall be kept open for the Members from 01.00 p.m. IST and may be closed at 02:30 p.m. IST or thereafter.
 - b. Members may note that the VC/OAVM Facility, provided by RTA, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 30th AGM without any restriction on account of first –come –first served principle.
 - c.
 - (i) Members are requested to express their views/send their queries in advance mentioning their name, DP ID and Client ID number /Folio No., email ID, mobile no. at secretarial@replurbanplanners.com .in till 4 p.m. (IST) on Friday, the 23rd day of September, 2022.
 - (ii) Members who would like to ask questions during the thirty AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID number/ folio number, email id, mobile number, to reach the Company's email address : secretarial@replurbanplanners.com latest by 4 p.m. (IST) on Tuesday, the 27th day of September, 2022.
 - d) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
 - e) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- C) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to Pradeepdebnath205@gmail.com
 - D) In line with the MCA Circular and SEBI Circular the Notice of 30th AGM and Annual Report 2021- 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2021-22 will also be made available on the Company's website at www.repl.global, websites of the Stock Exchange i.e. The National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 - E) Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice
 - F) NSDL will be providing facility for voting through remote e –voting, for participation in the 30th AGM through VC/ OAVM facility and e-voting during 30th AGM.
 - G) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - H) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 30th AGM and facility for those Members participating in the 30th AGM to cast vote through e-Voting system during the 30th AGM. For this purpose, the Company has entered into an agreement with NSDL as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-Voting during AGM will also be provided by NSDL.

- I) The 30th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars.
- 3) The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to E-voting are given in the Notice under Note No. 12 hereunder.
- 4) Electronic copy of the Notice of the 30th AGM, inter-alia, indicating the process and manner of electronic voting ("e-voting") and the Annual Report of the Company for the financial year 21-22 is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 30th AGM of the Company along with the Annual Report for the year 2021-22 and all other communications from time to time, can get their email addresses registered by following the steps as mentioned herein below:-

For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s)

- 5) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive) for the purpose of AGM.
- 6) Pursuant to Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed by the respective shareholders, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF along with dividend remaining unpaid/unclaimed thereon.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account No. by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their Depository Participants with whom they are maintaining their demat accounts.
- 8) Election copies of all the documents referred to in the accompanying Notice of the 30th AGM of the Company and in the statement annexed to the said notice shall be available for inspection in the website of the Company at www.repl.global. 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 26th September 2022 so that management is prepared to reply to the queries on the day of AGM.

- 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 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 from time to time.
- 10) Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.
- 11) At the 28th AGM held on 28th September, 2020, Members approved the appointment of M/s. Doogar & Associates, as the Statutory Auditors of the Company having Registration No. 000561N, for an initial term of five consecutive years i.e., from the conclusion of the 28th AGM till the conclusion of the 33rd AGM of the Company to be held in the year 2025, subject to ratification of their appointment by the Members at every AGM of the Company. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of Statutory Auditors at the 30th AGM.

12. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 26th September, 2022 at 09:00A.M. and ends on Wednesday, 28th September 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. 22nd September 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2022.

A. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained

with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="510 1198 883 1413" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered
 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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: Cast your vote electronically and join General Meeting on NSDL e-Voting system**
- How to Caste your Vote electronically and Join General Meeting on NSDL e-voting system ?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast

your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id –evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address : secretarialreplurbanplanners.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarialreplurbanplanners.com.

2. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarialreplurbanplanners.com. The same will be replied by the company suitably.

Other Instructions:

- The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, the 22nd day of September, 2022.
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Pradeep Debnath, Practicing Company Secretary, (Membership No. FCS 6654) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
- During the 30th AGM of the Company, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the 30th AGM, formally propose to the Members not having already cast their votes by following the remote e-voting process and participating through VC/OAVM facility, to vote on the resolutions as set out in the Notice of the 30th AGM of the Company.
- The Scrutinizer shall after the conclusion of e-Voting at the 30th AGM, first download the votescast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.repl.global and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company as well and shall be forwarded to the National Stock Exchange of India Limited.

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

**Place: New Delhi
Date: 09/08/2022**

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

Registered Office:
820, Antriksh Bhawan, 22 K.G Marg,
New Delhi-110001
Tel:
E-Mail: secretarial@replurbanplanners.com
Website: www.repl.global
CIN: L74899DL1992PLC050142

ANNEXTURE TO THE AGM NOTICE

Additional information on Directors seeking election at the Annual General Meeting:

[under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Name of the Director	Mr. Pradeep Misra	Mr. Vinod Tiku	Mr. Tarun Jain	Mr. Himanshu Garg
DIN	01386739	01717666	07940978	08010105
Date of Birth	17/09/1968	28/03/1954	02/12/1985	23/01/1969
Date of Appointment	28/09/2020	09/11/2021	29/11/2017	29/11/2017
Qualification	B Tech in Civil Engineering	B Tech in Civil Engineering	Fellow member of The Institute of Chartered Accountants of India	Post Graduate Diploma in Business Management from Indian Institute of Management, Calcutta
Expirance (including expertise in specific functional area)/Brief Resume	Expertise in conceptual and implementation of strategies of Multiple Real-Estate Project, High Tech Township and Smart cities	For details, please refer to the Explanatory statement to the AGM Notice.	For details, please refer to the Explanatory statement to the AGM Notice.	For details, please refer to the Explanatory statement to the AGM Notice.
Terms and Conditions of appointment/ re-appointment	NA	Independent Director for term of 5 consecutive years up to 08th November 2026	Independent Director for term of 5 consecutive years up to 28th November 2027	Independent Director for term of 5 consecutive years up to 28th November 2027
Directorship of other Limited Co as on 31.03.2022	01	01	01	01
Chairman/ Member of Committees of other Limited company as on 31.03.2022	NIL	02	02	03
Shareholding	9672150	NIL	Nil	Nil

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

ITEM No.3

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors (the Board) has appointed Mr. Vinod Tiku (DIN: 01717666) as an Additional Director (Independent, Non-Executive) of the Company with effect from 09th November 2021 who holds office up to the date of the ensuing Annual General Meeting.

Mr. Vinod Tiku is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Vinod Tiku as an Independent Director for a period of five consecutive years.

The Company has received declaration from Mr. Vinod Tiku stating that he meets criteria of independence as prescribed under sub-section (6) of Section 149 of the Act including under Rule 6(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 for inclusion of his name in Independent Director's Database and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Mr. Vinod Tiku is independent of the management and possesses appropriate skills, experience and knowledge, inter alia, in the field of leadership and governance, business and senior management, finance and accounts, legal and regulatory framework. Brief profile of Mr. Vinod Tiku as stipulated under Regulation 36(3) of the Listing Regulations is given as an annexure to this Notice.

Mr. Vinod Tiku Civil Engineering graduate of 1971 batch from Regional Engineering College – Kurukshetra now (N.I.T Kurukshetra) with an extensive experience of 40 years gained while serving the State Government J & K for 14 years and top notch Real estate company of India for 26 years. In recognition of his contribution to Housing and Urban development in the state of UP, conferred with a title of "UP RATAN" by All India conference of intellectuals in the year 2013.

In the opinion of the Board, Mr. Vinod Tiku fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

Keeping in view his expertise and vast knowledge, it will be in the interest of the Company to appoint Mr. Vinod Tiku as an Independent Director, not liable to retire by rotation.

Mr. Vinod Tiku shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other. Copy of the draft letter of appointment of Mr. Vinod Tiku as an Independent Director setting out the terms and conditions is available for inspection by the Members through electronic mode, on the basis of request being sent on secretarial@replurbanplanners.com.

Except Mr. Vinod Tiku, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested (financially or otherwise), in this resolution.

The Board recommends the Ordinary Resolution, as set out in Item No. 3 of the Notice, for approval by the Members.

ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Act and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations, the Board has proposed the reappointment of Mr. Tarun Jain who was appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive

years with effect from 29th November, 2022 for a term up to 28th November, 2027.

Mr. Tarun Jain (37 years) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November, 29, 2017. He is Chairman of the Audit Committee and member of Nomination and Remuneration Committee of the Board of Directors of the Company.

He is a fellow member of The Institute of Chartered Accountants of India since 2011. He has over 11 years of experience in the industry and profession with large Corporate- MNCs as well as Indian groups. He has vast experience in the Statutory / Tax / Internal Audits of major corporate clients also academically updated with Certificate in IFRS from ICAI.

His experience includes implementing the operating procedures and systems, devising and implementing management information systems, conducting and managing due diligence. He further has an extensive exposure to the Indian Accounting and Auditing Standards. He looks after the entire range of practice relating to Audit and rendering consultancy of accounting, Taxation matters.

Additional information in respect of Mr. Tarun Jain, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2020-21 under the Section 'Report on Corporate Governance'. Mr. Tarun Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Director of the Company. In the opinion of the Board, Mr. Tarun Jain fulfills the conditions specified in the Act and rules made thereunder and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Mr. Tarun Jain as an Independent Director of the Company setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. Mr. Tarun Jain has given a declaration to this effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Tarun Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to the reappointment of Mr. Tarun Jain as an Independent Director, for the approval of the shareholders of the Company by way of Special Resolution. Except Mr. Tarun Jain, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Act and the rules made thereunder [including any statutory

modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations, the Board has proposed the reappointment of Mr. Himanshu Garg who was appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from 29th November, 2022 for a term up to 28th November, 2027.

Mr. Himanshu Garg is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November, 29, 2017. He is a Member of the Audit Committee, Chairman of Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. He is also Independent Director of Rudrabhishek Infosystem Private Limited i.e subsidiary of the Company.

Mr. Himanshu Garg is a Civil engineering graduate from IET, Lucknow with a post graduation in management, He has a multi-industry experience of close to 30 years. Starting his career with a Public sector Oil company in 1991, he progressed to senior level assignments with ICI India, DuPont and Bausch+Lomb in the latter part of his career. His last assignment was with a PE company, FIRE Capital Fund, focussed on Indian Real Estate.

His experience spans business performance, monitoring operations, digital transformation and strategy.

His passion for education helped him co-found Tutme.in, an edtech startup helping educational institutes go digital. He is also associated with a couple of premier management institutes helping them improve the quality of pedagogy.

Additional information in respect of Mr. Himanshu Garg, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2020-21 under the Section 'Report on Corporate Governance'. Mr. Himanshu Garg does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Director of the Company. In the opinion of the Board, Mr. Himanshu Garg fulfils the conditions specified in the Act and rules made thereunder and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Mr. Himanshu Garg as an Independent Director of the Company setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. Mr. Himanshu Garg has given a declaration to this effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Himanshu Garg as an Independent Director. Accordingly, the Board recommends the resolution in relation to the reappointment of Mr. Himanshu Garg as an Independent Director, for the approval of the shareholders of the Company by way of Special Resolution. Except Mr. Himanshu

Garg, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

ITEM NO. 6

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 acts 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 special 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. 50,00,00,000/- (Rupees Fifty 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 2022-23, 2023- 24, 2024-25. 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:

Sl. 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, Mr. Prajwal Misra, director and 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 2022-23, 2023-24 & 2024-25. Mr Pradeep Misra, Managing Director & Promoter, Mrs Richa Misra, Whole-time director & Promoter, Mr. Prajwal Misra, director and promoter of company 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. 6 of this Notice as Special resolution

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

**Place: New Delhi
Date: 09/08/2022**

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