

RUDRABHISHEK ENTERPRISES LIMITED

Registered Office: 820, Antriksh Bhawan, K.G Marg, New Delhi - 110001, India

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CIN: L74899DL1992PLC050142

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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 108, Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), which shall include any statutory modification or re-enactment thereof for the time being in force read together with the Rule 20 and Rule 22 Companies (Management and Administration) Rules, 2014 and other applicable rules framed under the Companies Act 2013 (the "Rules", including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard-2 (SS-2) read with 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, General Circular No. 33/2020 dated 28th September 2020, the General Circular No.39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 08th December 2021, General Circular No. 3/2022 dated 05th May 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Government of India (collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation") that the resolutions appended below are proposed to be passed by the Members of Rudrabhishek Enterprises Limited through postal Ballot only by voting through electronic means (e-voting).

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 to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice 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 26th April 2023 appointed Mr. Pradeep Debnath, Practicing Company Secretary (FCS 6654/CP 7313) proprietor of Pradeep Debnath & Co Company Secretaries as scrutinizer to conduct the Postal Ballot process in 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 16th June 2023 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 besides communicating to the Stock Exchange where the Company's shares are listed viz National Stock Exchange of India Limited.

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 BUSINESS:

Item No. 1

TO CONSIDER AND APPROVE ISSUANCE OF 7,80,000 EQUITY WARRANTS (“WARRANTS”) CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PERSON(S) BELONGING TO THE PROMOTER, PROMOTER GROUP AND NON-PROMOTER GROUP.

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “the Act”) the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory Modification(s) or re-enactments(s) thereof for the time being in force) and in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (the “SEBI ICDR Regulations”) and the securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulation”) as amended from time to time, listing agreements entered in to by the Company with National Stock Exchange of India Limited (the “NSE” or “Stock Exchange”) on which Equity shares of the Company having face value of Rs. 10 each (“Equity shares”) are listed, and subject to any other rules, Regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs, the Securities Exchange Board of India (“SEBI”) and/or any other competent authorities (herein referred as “Applicable Regulatory Authorities”) from time to time to the extent applicable and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consent and permissions as may be required, the consent and approval of Members of the Company (“the Members”) be and is hereby accorded to the Board of Directors of the Company to create, issue, offer and allot up to **7,80,000 Equity Warrants (“Warrants”) Convertible** into Equity Shares at issue price of Rs. 225.00 (Rupees Two Hundred Twenty Five only) per Equity Warrant (including premium of Rs. 215.00) per Equity warrant or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each Equity warrant convertible into 1 (one) Equity share of face value of Rs.10 each (Rupees Ten Only) each (“the Equity shares”) aggregating to Rs. 17,55,00,000 (Rupees Seventeen Crores Fifty Five lakhs only) to Promoters, Promoter Group and Non Promoter Group, for cash consideration on a preferential basis (Preferential Issue) and on such terms and conditions as may be determined by the Board, to the Following Person (“Proposed Allottees”- Promoters, Promoter Group and Non-Promoters) as detail below:

Sr. No.	Name of the proposed Allottees	Maximum Number of Convertible warrants proposed to be allotted	Category
1	New Modern Buildwell Private Limited	3,60,000	Promoter Group
2	Kahtura Milk & Agro Products Private Limited	30,000	Promoter Group
3	Mr. Pradeep Misra	1,00,000	Promoter
4	Mrs. Richa Misra	30,000	Promoter
5	Mrs. Sangeeta Pareekh	2,10,000	Public
6	Secure Crop Business Re Engineering Private Limited	50,000	Public
	Total	7,80,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of Equity shares/warrant is, 16th May, 2023 (“Relevant Date”) being the 30 days prior to the date on which this resolution shall be considered to be passed i.e. 15th June, 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under preferential issue shall be subject to the following terms and conditions apart from other as prescribed under applicable laws:

- (a) Each warrant held by the proposed allottee shall him to apply for and obtain allotment of 1(one) Equity Share of the face value of Rs. 10/- (Rupees Ten only). The Equity warrant may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate

amount payable thereon. The Company shall accordingly, without any further approval of the Members, allot the corresponding number of Equity shares in dematerialized form.)

- (b) The Proposed Equity warrant allottee shall, at the time of subscription and allotment of Equity warrants, pay an amount equivalent to at least 25% of the Equity Warrant price. The Balance 75% of the Equity Warrant price shall be payable by the Equity Warrant Holders at the time of exercising the Equity Warrant.
- (c) The Proposed Allottee shall pay the consideration of Equity warrants convertible into equity shares to the Company from its respective bank account and in case of Joint holders the consideration shall be paid from the bank account of persons whose names appear first in the application.
- (d) The Equity warrant Proposed to be allotted and Equity shares proposed to be allotted pursuant to the conversion of these Equity warrant shall be under lock in for such period as may be prescribed under ICDR Regulation and be listed on the Stock Exchange subject to receipt of necessary permission(s), sanction(s) and approval(s).
- (e) The Equity warrant so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and manner permitted there under.
- (f) The Equity warrant shall be allotted to the proposed allottee with in a period of 15 days from the date of passing of special resolution by the Members, provided that where the allotment of Equity Warrant is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- (g) The Equity warrant holder may apply for the conversion of the outstanding convertible Warrants into equity shares of the Company within 18 (eighteen) months from date of allotment of the Equity Warrant on the payment of specified consideration against each warrant.
- (h) In the event of Equity warrant holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise period (i.e. 18 months from date of allotment of Equity warrant), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (i) The issue of Equity Shares on account of exercise option by the proposed allottee shall rank pari-passu with the existing paid-up equity shares of the Company.
- (j) The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authorities as the case may be or nay modifications thereof.
- (k) The Equity Warrants by itself until converted Equity shares, do not give to the warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.
- (l) The price determined above and the number of Equity shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under this rules, regulations and laws, as applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the proposed allottees be and is hereby recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form issued to the proposed allottees inviting him to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible in to equity shares and listing thereof with the Stock Exchange as appropriate and utilization of the proceeds of the Preferential issue, and take all other steps which may be incidental, consequential, relevant or ancillary in this

connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/ any officer(s) of the Company to give effect to the aforesaid resolution”.

For & on behalf of Rudrabhishek Enterprises Limited

Vikas Gupta

Company Secretary and Compliance officer

Membership No: A23543

Date: 26th April 2023

Place: New Delhi

Registered Office:

820, Antriksh Bhawan,

22 K.G Marg, New Delhi-110001, India

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed thereto.
2. 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 28th April, 2023 (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").
3. 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.
4. 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.
5. 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. 15th June 2023 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
6. The Board, vide its Resolution passed on 26th April 2023, has appointed CS Pradeep Debnath, Practicing Company Secretary (FCS 6654/CP 7313), as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.
7. 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.
8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
9. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 28th April, 2023 may cast their vote electronically.
10. The e-voting period commences on 17th May 2023 (09.00 am) and ends on 15th June 2023 (05.00 pm). The voting period ends on the close of 15th June 2023 (05.00 p.m.). The e-voting module shall also be disabled by NSDL for voting thereafter.

11. 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.
12. 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.
13. The Scrutinizer shall, declare the results on or before 16th June 2023 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).
14. 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.

E –VOTING INSTRUCTIONS

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 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"> 1. 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method 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.nsd.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.nsd.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 Characters 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 user 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.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 pradeepdeb Nath205@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 to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

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 secretarial@replurbanplanners.com . 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 for Individual shareholders holding securities in demat mode.**
2. 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.
3. 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.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 AND SECTION 110 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.

The Company is on a growth trajectory and is infusing funds to expand the business. The infusion will also strengthen the Company's balance sheet. The Board has explored various options and proposed to raise fund by way of issue of share warrants convertible into equity shares on preferential basis.

In accordance with the above, the Board of Directors of the Company at their Meeting held on 26th April 2023, approved the issue of 7,80,000 fully convertible warrants into equivalent number of Equity Shares of the Company ('Warrants'), by way of preferential issue, for cash, at an issue price of Rs. 225.00 per Share Warrant/Equity Share (including premium of Rs. 215.00) as determined by the Board in its absolute discretion ('Warrant Issue Price') approximately aggregating to Rs. 17,55,00,000 (Rupees Seventeen Crores Fifty-Five Lakhs Only).

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI (LODR) Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue the Warrants on preferential basis.

Necessary information or details as required in respect of the proposed issue of Equity Warrants in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are as under:

It may be noted that:

1. All Equity Shares of the Company are already fully paid up as on date.
2. The current holding of the Proposed Allottee in the Paid-up Share Capital of the Company is as follows:

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Share	% of shares held by the Proposed allottees	Ultimate Beneficial Owner
1	Pradeep Misra	Promoter	96,72,150	55.77	SELF
2	Richa Misra	Promoter	8,63,100	4.98	SELF
3	New Modern Buildwell Private Limited	Promoter Group	1,00,000	0.58	Pradeep Misra & Richa Misra
4	Kaltura Milk & Agro Products Private Limited	Promoter Group	12,60,000	7.27	Pradeep Misra
5	Sangeeta Pareekh	Public	61,000	0.35	SELF
6	Secure Crop Business Re Engineering Private Limited	Public	Nil	-	Dinesh Pareekh and Sarthak Agarwal

Note: The current holding of the proposed allottees disclosed above is based on the benpos as on 21st April, 2023.

The Company is in compliance with the conditions for listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) 2015 as amended and any circular or notification issued by the SEBI thereunder.

The Company has obtained the Permanent Account Number of the proposed allottee. In terms of section 102 of the Act, this Explanatory statement sets out all material facts in respect of aforesaid business. As required under section 42, 62(1) (c) of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed preferential issue of Equity shares are as under:

i) Particulars of the Preferential Issue including date of Passing of Board Resolution

The Board of Directors at their meeting held on Wednesday, 26th April 2023 subject to approval of members in the postal ballot and such other approvals as may be required, approved the issuance of 7,80,000 Equity Warrants convertible in to Equity shares at issue price Rs. 225.00/- per Equity Warrant, aggregating up to Rs. 17,55,00,000 (Rupees Seventeen Crores Fifty Five Lakhs Only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration.

ii) Kinds of Securities offered and the price at which security is being offered and aggregate amount proposed to be raised

Up to 7,80,000 Equity Warrants convertible in to Equity shares at issue price Rs. 225.00/- Equity Warrant, aggregating

up to Rs. 17,55,00,000 (Rupees Seventeen Crores Fifty Five Lakhs Only).

iii) Objects of the Preferential Issue:

The proceed of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order)

- To repay the existing secured as well as Unsecured loan(s) as obtained by the Company from various bank(s) / financial institution(s) NBFC(s)/other creditor
- To repay the existing statutory Liabilities of the Company.
- To fund the working capital as well as long term capital requirements of the Company.
- To fund the future expansion plan/growth of the Company.

iv) The class or Classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made under the category of promoter, Promoter Group and Public.

v) Maximum number of specified securities to be issued

7,80,000 Equity Warrants convertible into Equity Shares.

vi) Relevant Date

In terms of the provisions of Chapter V of SEBI ICDR Regulations, relevant date for determining the floor price for the preferential issue is Friday, May 16, 2023 being the date 30 days prior to the date of the closure of postal Ballot/remote e-voting which is deemed to be the date of passing of resolution by requisite majority in terms of Section 110 of the Act read with the relevant Rules made there under.

vii) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Issue Price will be higher than the floor price prescribed under Reg. 164 of SEBI (ICDR) Regulations.

viii) The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

Mr. Pradeep Misra, and Ms. Richa Misra, Directors and Promoters of the Company intends to subscribe to offer.

ix) Pre and post preferential issue shareholding pattern of the Company

The Equity warrants are proposed to be allotted to the Promoter. Details of shareholding of the promoters and Non-promoters in the Company, prior to and after the proposed preferential issue, are as under:

Sr. No.	Category	Pre-Preference No. of Shares	% of Total Pre-Preference	Post Preference No. of Shares	% of Total Post Preference
1	Individual	3403125	19.62	3613125	19.94
2	Non-Institutional Investor	559275	3.22	559275	3.09
3	Non Resident Indians (including Foreign National)	193744	1.12	193744	1.07
4	Bodies Corporate	1073259	6.19	11,23,259	6.20
5	Others (including HUF)	209447	1.21	209447	1.16
	Sub Total (B)	5438850	31.36%	5698850	31.45%
	Grand Total	17342500	100.00%	18122500	100.00%

Note:

- 1) The pre issue shareholding pattern is based on Benpose as on Friday 21st April 2023.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee will subscribe to all 7,80,000 Equity Warrants which gets converts in to Equity share. In the event for any reason, the proposed allottee(s) do not or unable to subscribe to and/or are not allotted the Equity shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.

- 3) It is further assumed that shareholding of the Company in all other categories will unchanged.
- 4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity warrants of the Company.

x) Time Frame within which the preferential issue shall be completed

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible in to equity shares shall be allotted by the company with in a period of 15 days from the date of passing of this special resolution , provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of the receipt of any approval or permission from any regulatory or statutory authority , the allotment shall be completed with a period of 15 days from the date of the receipt of last of such approvals or permissions.

xi) The Percentage of post preferential issue capital that may be held by the allottee- and change in control, if any, in the issuer consequent to the preferential issue and identify of the natural persons who are ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees,

Sr. No.	Proposed allottees	No. of Warrants proposed to be issued	*Post Preferential capital that may be held by the proposed allottees	Percentage of Post Preferential Issue capital that may be held by the proposed allottees	Category Promoter	
					Post	Pre
1	Pradeep Misra	1,00,000	97,72,150	53.92	Promoter	Promoter
2	Richa Misra	30,000	8,93,100	4.93	Promoter	Promoter
3	New Modern Buildwell Private Limited	3,60,000	4,60,000	2.54	Promoter Group	Promoter Group
4	Kahtura Milk & Agro Products Private Limited	30,000	12,90,000	7.12	Promoter Group	Promoter Group
5	Sangeeta Pareekh	2,10,000	2,71,000	1.50	Public	Public
6	Secure Crop Business Re Engineering Private Limited	50,000	50,000	0.28	Public	Public

*based on the presumption that all the equity warrants would be converted in to equity shares.

xii) The Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for consideration in cash.

xiii) Intimation on conversion of securities or on lapse of the tenure of the instrument:

7,80,000 Equity Warrants would be allotted only upon payment of 25% of the price of equity Warrant at the time of allotment. Each Equity Warrant is convertible into 1 Equity share and the conversion can be exercised at any time with in a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for Conversion of Warrants will be available upon payment of full price of warrant before such exercise option.

xiv) Change in control, if any, in the company consequent to the Preferential Issue:

There shall be no change in the management or control of the company pursuant to the issue of Equity warrants on preferential basis.

xv) Principle terms of assets charged as securities: Not Applicable

xvi) Lock-in Period

The pre-Preferential holding of the proposed allottee who are also existing shareholders of the Company shall be locked-in for such period under Regulation 167 and 168 and other applicable regulations of SEBI ICDR Regulations

Further the Equity warrants and Equity shares allotted on account of exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

xvii) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price

During the current financial year starting from 01st April 2023 till date, the Company has not any allotment any securities on preferential basis.

xviii) The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date i.e. May 16, 2023 up to a period of 90 trading days from the date of trading approval: Noted for Compliance.

xix) Material terms of raising such warrants

As mentioned in the proposed resolution.

xx) Undertaking

- a) Every director and promoter of the Company has individually given an undertaking that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosure specified in schedule VI is not required to be given.
- b) Every director and promoter of the Company has individually given an undertaking that none of them is declared as fugitive economic offender as defined under the SEBI ICDR Regulation.
- c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the Company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulations.
- d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these Regulations, as specified securities shall continue to be locked in till the time such amount is paid by the allottee.

xxi) Certificate from Practicing Company Secretary

The Certificate from the Practicing Company Secretary certifying that preferential issue is being in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the Registered Office of the Company during the working days from 11:00 A.M TO 04:00 P.M and scanned copy of the certificate will also be placed on the website of the Company i.e. www.repl.global.

xxii) Identity of proposed allottee (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control), the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Investor	Beneficial Owner	Percentage of post preferential offer capital that may be held by the allottee
1.	Mr. Pradeep Misra	Self	53.13
2	Ms. Richa Mishra	Self	4.86
3	New Modern Buildwell Private Limited	Pradeep Misra & Richa Misra	2.50
4	Kahtura Milk & Agro Products Private Limited	Pradeep Misra	8.48
5	Ms. Sangeeta Pareekh	Self	1.47
6	Secure Crop Business Re Engineering Private Limited	Dinesh Pareekh and Sarthak Agarwal	0.27

xxiii) Other disclosure

- a) During the period from 01st April 2023 until the date of Notice of this EGM, the Company has not made any

preferential issue of Equity share.

In accordance with the provisions of Section 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations approval of the Members for issue and allotment of the said Warrant convertible into Equity shares to promoter is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the special Resolution at Item No.1 of the accompanying Notice for approval by the members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relative are, in any way, concerned or interested, financially or otherwise in the resolution except Mr. Pradeep Misra, and Ms. Richa Misra except to the extent of their shareholding in the Company.

For & on behalf of Rudrabhishek Enterprises Limited

Date: 26th April 2023
Place: New Delhi

Vikas Gupta
Company Secretary and Compliance officer
Membership No: A23543

Registered Office:
820, Antriksh Bhawan,
22 K.G Marg, New Delhi-110001, India