

## Rudrabhishek Enterprises Limited

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

Phone No.: +91-11-4106 9500, 4350 9305 Fax No.: 011-23738974

Website: www.repl.global Email Id: secretarial@replurbanplanners.com

CIN: L74899DL1992PLC050142

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the members of Rudrabhishek Enterprises Limited (CIN: L74899DL1992PLC050142) (the Company) will be held on Wednesday, 29th day of January 2025 at 03:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(s):

#### SPECIAL BUSINESSES:

#### 1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of face value of ₹10.00/- (Rupees Ten Only) each to ₹30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10.00/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the Members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.

"The Authorized Share Capital of the Company is ₹30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹10.00/- (Rupees Ten Only) each."

**RESOLVED FURTHER THAT** the Board of Directors/Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution to file the necessary information in the prescribed form to Registrar of Companies ("ROC") as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

#### 2. ISSUANCE OF UPTO 17,55,182 EQUITY SHARES TO THE PERSONS BELONGING TO NON PROMOTER GROUP ON A PREFERENTIAL BASIS.

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

**"RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re - enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") the listing agreements entered into by the Company with the National Stock Exchange of India Limited ("NSE") ("Stock Exchange") on which the Equity Shares of the Company having face value of ₹10/- (Ten) 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 ("MCA"), Securities and Exchange Board of India ("SEBI") and/or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the

Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 17,55,182 (Seventeen Lakh Fifty Five Thousand One Hundred Eighty Two) equity shares having face value of ₹10/- (Rupees Ten Only) each fully paid-up ("Equity Shares") for cash, at an issue price of ₹290/- (Rupees Two Hundred Ninety Only) per shares, aggregating upto ₹50,90,02,780/- (Rupees Fifty Crore Ninety Lakh Two Thousand Seven Hundred Eighty Only) ("Total Issue Size") each including a premium of ₹280/- (Rupees Two Hundred Eighty Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis ("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person ("Proposed Allottees"):

S. No	Name of proposed allottees	Category	No of equity shares to be issued
1.	BGP 11 Analytics Private Limited	Non Promoter	3,44,830
2.	Aamara Capital Private Limited	Non Promoter	86207
3.	Value Prolific Consulting Services Private Limited	Non Promoter	68,966
4.	Suman Gandhi	Non Promoter	34,483
5.	Kishor Shah	Non Promoter	34,483
6.	Bhanwar Lal Chandak	Non Promoter	34,483
7.	Invicta Capserv Private Limited	Non Promoter	34,483
8.	Danesh Noshir Mistry	Non Promoter	34,483
9.	Munisuvrat Venture Private Limited	Non Promoter	34,483
10.	Inter Globe Finance Limited	Non Promoter	68,966
11.	Sadabahr Commodities Private Limited	Non Promoter	34,483
12.	VT Capital Market Pvt Ltd	Non Promoter	34,483
13.	Jatan Devi Chhajer	Non Promoter	34,483
14.	Sangam Finserv Limited	Non Promoter	34,483
15.	Ashla Ventures LLP	Non Promoter	68,966
16.	Ravindra Sanghai	Non Promoter	34,483
17.	Anvay Tradelinks LLP	Non Promoter	51,724
18.	NABS Equity	Non Promoter	86,207
19.	Barbie Jain	Non Promoter	34,483
20.	A-ONE FIBC Private Limited	Non Promoter	34,483
21.	Mili Capital Management Private Limited	Non Promoter	34,483
22.	Pulkit Jain	Non Promoter	34,483
23.	GSME Securities	Non Promoter	68,966
24.	Anju Garodia	Non Promoter	34,483
25.	Carewell Aviation India Pvt Ltd	Non Promoter	34,483
26.	Neptune Leisure And Holidays Private Limited	Non Promoter	34,483
27.	Shrinivas Raghunath Deshingkar	Non Promoter	34,483
28.	Sana Siddiqui	Non Promoter	1,00,000
29.	Ashika Global Securities Private Limited	Non Promoter	86,207
30.	Vihana Wealth Advisor Private Limited	Non Promoter	34,483
31.	Bhoomi Tie Up LLP	Non Promoter	34,483

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Monday, December 30, 2024, the date 30 days prior to the date of the Extra Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, January 29, 2025.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on NSE where the shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**3. ISSUANCE OF UPTO 4,11,150 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP AND NON – PROMOTER GROUP ON A PREFERENTIAL ISSUE.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and rules made thereunder (the “Act”) and any other applicable provisions, if any, of the Companies Act, 2013, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the “**Listing Regulations**”) and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/or any other competent authorities (hereinafter referred to 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 the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including National Stock Exchange of India Limited (“**NSE**”) (“**Stock Exchanges**”), RBI and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “**Board**”) of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto 4,11,150 (Four Lakh Eleven Thousand One Hundred Fifty) convertible warrants (“**Warrants**”), at a price of ₹290/- (Rupees Two Hundred Ninety Only) per warrant, aggregating upto ₹11,92,33,500/- (Rupees Eleven Crore Ninety Two Lakh Thirty Three Thousand Five Hundred Only) (“**Total Issue Size**”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10/- (Rupees Ten Only), each at a premium of ₹280/- per share for each Warrant within a period of 18 (Eighteen)

months from the date of allotment of Warrants, to persons / entity enlisted below (“**Warrant Holder**”/ “**Proposed Allottees**”) belonging to promoter and promoter group and non-promoter group of the Company on a preferential basis (“**Preferential Issue**”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

<b>S. No.</b>	<b>Name of the proposed allottee</b>	<b>Category</b>	<b>No. of Warrants to be allotted</b>
1.	Pradeep Misra	Promoter	1,00,000
2.	Richa Misra	Promoter	30,000
3.	New Modern Buildwell Private Limited	Promoter Group	2,00,000
4.	Manoj Kumar	Non-Promoter	6,000
5.	Ajeet Goswami	Non-Promoter	6,000
6.	Ravi Prakash Srivastava	Non-Promoter	6,000
7.	Pranay Kumar	Non-Promoter	5,000
8.	Mukesh Kumar Chaubey	Non-Promoter	5,000
9.	Nilesh Kumar Jain	Non-Promoter	6,000
10.	Abhishek Saxena	Non-Promoter	2,150
11.	Abhinav Niranjana	Non-Promoter	3,800
12.	Anil Singh Rana	Non-Promoter	2,700
13.	Deepti Mehta	Non-Promoter	6,500
14.	Prakash	Non-Promoter	5,000
15.	Kunal Sawhney	Non-Promoter	6,000
16.	Rahas Bihari Panda	Non-Promoter	8,000
17.	Kumud Ranan	Non-Promoter	8,000
18.	Archana Bhakuni	Non-Promoter	5,000
		<b>Total</b>	<b>4,11,150</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Monday, December 30, 2024, the date 30 days prior to the date of the Extra Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, January 29, 2025.

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the aforesaid issue of Warrants shall be subject to the following terms and conditions:

1. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
2. A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
3. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
4. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be

received from the bank account of the person whose name appears first in the application.

5. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
6. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
7. The Warrants itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such numbers of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the concerned Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, 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 be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

**Regd. Office:**

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

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

Date: January 02, 2025  
Place: New Delhi

**Rahas Bihari Panda**  
Company Secretary  
Membership No:A22095

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022, General Circular No 11/2022 dated 28.12.2022 and General Circular No.09/2023 dated September 25,2023 and General Circular No. 09/2024 dated 19th December 2024 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) allowing , inter-alia conduct of EGMs through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) facility up to 30th September 2025. The Company is Convening EGM through Video Conferencing (VC) or Other AudioVisual Means (OAVM) without the physical presence of members.  
In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), this Extra Ordinary General Meeting (EGM) is being held through VC / OAVM. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at the Registered Office of the Company at 820, Antriksh Bhawan, 22K.G Marg, New Delhi-110001, which shall be deemed venue of the EGM.
2. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the Members will not be available.
3. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [secretarial@replurbanplanners.com](mailto:secretarial@replurbanplanners.com) with a copy marked to [pradeepdeb Nath205@gmail.com](mailto:pradeepdeb Nath205@gmail.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, January 03, 2025. Members may note that Notice has been uploaded on the website of the Company at [www.repl.global](http://www.repl.global) The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. In view of the “Green Initiatives in Corporate Governance” introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
9. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.
10. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.
11. **Process and manner for Members opting for voting through Electronic means:**
  - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities

Depository Limited (“NSDL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.

- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, January 24, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Friday, January 24, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on Sunday, January 26, 2025 at 9.00 a.m. and will end on Tuesday, January 28, 2025 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Friday, January 24, 2025 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- e) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, January 24, 2025.
- g) The Company has appointed CS Pradeep Debnath, proprietor of Pradeep Debnath & Co Practising Company Secretary (Membership No. FCS: 6654; CP No: 7312), to act as the Scrutinizer for remote e-voting as well as the evoting on the date of the EGM, in a fair and transparent manner.

**12. The procedure and instructions for remote e-voting are, as follows:**

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

**Step 1: Log-in to NSDL e-Voting system**

- a) 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 “Shareholders” section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login 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.

**b) Your User ID details are given below:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 132593 then user ID is 132593001***

**c) Your password details are given below:**

- i. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- ii. 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.

- iii. How to retrieve your 'initial password'?
  - a) 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'.
  - b) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- d) **If you are unable to retrieve or have not received the "Initial password" or have forgotten our password:**
  - i. Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. Physical User Reset Password?" (If you are holding shares in physical mode) option available [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- e) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- f) Now, you will have to click on "Login" button.
- g) 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.**

- a) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- b) Select "EVEN" of company for which you wish to cast your vote.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the Confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **13. General guidelines for Members:**

- a) Institutional investors, who are Members of the Company, are encouraged to attend and vote at the EGM through VC/OAVM facility. Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pradeepdebnath205@gmail.com](mailto:pradeepdebnath205@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) 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.evotingnsdl.com](http://www.evotingnsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- d) Members who need assistance (including assistance with using technology before or during the meeting) can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on toll free no.: 1800-222-990 or contact Ms. Sarita Mote, Assistant Manager at [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or call on 022-24994890.

14. **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 put in this notice:**
- a) 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 (selfattested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarial@replurbanplanners.com](mailto:secretarial@replurbanplanners.com).
15. **The instructions for Members for e-Voting on the day of the EGM are as under:**
- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 EGM.
- c) Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.
16. **Instructions for Members for attending the EGM through VC/OAVM are as under:**
- a. Member will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast of EGM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholder/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Members 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. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. 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.
- e. For ease of conduct, Members who would like to ask questions may send their questions in advance at least (7) days before EGM mentioning their name, demat account number / folio number, email id, mobile number at [secretarial@replurbanplanners.com](mailto:secretarial@replurbanplanners.com) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM..
- f. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
17. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.repl.global](http://www.repl.global) and on the website of NSDL [www.evoting@nsdl.com](http://www.evoting@nsdl.com), immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. NSE and be made available on its websites viz. [www.nseindia.com](http://www.nseindia.com).

**Regd. Office:**

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

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

Date: January 02, 2025  
Place: New Delhi

**Rahas Bihari Panda**  
Company Secretary  
Membership No:A22095

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

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 1, 2 and 3 of the accompanying Notice dated January 02, 2025:

### **ITEM NO. 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

To meet the requirements of growing business, the Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company to infuse of more Capital into the Company. Presently, the Authorized Share Capital of the Company is ₹20,00,00,000/- (Rupees Twenty Crore Only) consisting of 2,00,00,000 (Two Crore) equity shares of face value ₹10.00/- each, it is proposed to increase the Authorized Share Capital to ₹30,00,00,000/- (Rupees Thirty Crore Only) consisting of 3,00,00,000 (Three Crore) equity shares of face value ₹10.00/- each by the creation of additional 1,00,00,000 (One Crore) equity shares of ₹10.00/- (Rupees Ten Only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

### **ITEM NO. 2: ISSUANCE OF UPTO 17,55,182 EQUITY SHARES TO THE PERSONS BELONGING TO NON PROMOTER GROUP ON A PREFERENTIAL BASIS.**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### **a. Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors of the Company, in its meeting held on Thursday, January 02, 2025 subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 17,55,182 (Seventeen Lakh Fifty Five Thousand One Hundred Eighty Two) equity shares having face value of ₹10/- (Rupees Ten Only) per Equity Share, at a price of ₹290/- (Rupees Two Hundred Ninety Only) Equity Share including a premium of ₹280/- (Rupees Two Hundred Eighty Only) per Equity Share, aggregating upto ₹50,90,02,780/- (Rupees Fifty Crore Ninety Lakh Two Thousand Seven Hundred Eighty Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 2.

#### **b. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

The Board of Directors in its meeting held on Thursday, January 02, 2025 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate upto 17,55,182 (Seventeen Lakh Fifty Five Thousand One Hundred Eighty Two) Equity Shares of the face value of ₹10/- (Rupees Ten) each ("the Equity Shares") at a price of ₹290/- (Rupees Two Hundred Ninety Only) Equity Share including a premium of ₹280/- (Rupees Two Hundred Eighty Only) per Equity Share, aggregating upto ₹50,90,02,780/- (Rupees Fifty Crore Ninety Lakhs Two Thousand Seven Hundred Eighty Only) (being not

less than the price calculated in terms of ICDR Regulations) to Proposed Non-Promoters Investors on a preferential basis.

**c. Purpose/Object of the preferential issue**

The Company proposes to raise funds through issue of equity shares on preferential basis:

1. Meet funding requirements for Business Expansion
2. Meet working capital requirements to strengthen financial position
3. General corporate purposes.

**d. Maximum number of securities to be issued and price at which securities being offered.**

It is proposed to issue and allot in aggregate up to 17,55,182 fully paid-up equity shares having face value of ₹10/- (Rupees Ten Only) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹288.06/- (Rupees Two Hundred Eighty-Eight and Six paise only).

**e. Basis on which the price has been arrived at along with report of the registered valuer**

The Equity shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and are frequently traded as per provisions of SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will not result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, hence valuation report from an independent registered valuer for determining the price is not applicable.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity shares to be issued shall be a price, being higher of the following:

- a) The volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited, during the 90 trading days preceding the Relevant Date, i.e. ₹260.81/- (Rupees Two Hundred Sixty and Eighty-One Paise only) per Equity Shares;
- or
- b) The volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited, during the 10 trading days preceding the Relevant Date i.e. ₹288.06/- (Rupees Two Hundred Eighty-Eight and Six Paise Only) per Equity Shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹288.06/- per Equity Share. The Board has fixed the issue price as ₹290/- per equity share and the said issue price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

**f. Relevant Date**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday December 30, 2024 i.e. the date 30 (Thirty days prior to the date of proposed EGM which is scheduled to be held on Wednesday, January 29, 2025 to consider and approve the proposed Preferential Issue.

**g. The class or classes of persons to whom the allotment is proposed to be made.**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

**h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues.**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity shares to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding*		No. of Shares	% of holding**
1.	BGP 11 Analytics Private Limited	Non-Promoter	Dinesh Pareekh	0.00	0.00%	3,44,830	3,44,830	1.70%
2.	Aamara Capital Private Limited	Non-Promoter	Kishor Shah	10,157	0.06%	86,207	96,364	0.47%
3.	Value Prolific Consulting Services Private Limited	Non-Promoter	Santosh Gadia	0.00	0.00%	68,966	68,966	0.34%
4.	Suman Gandhi	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
5.	Kishor Shah	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
6.	Bhanwar Lal Chandak	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
7.	Invicta Capserv Private Limited	Non-Promoter	Hemant Gadodia	0.00	0.00%	34,483	34,483	0.17%
8.	Danesh Noshir Mistry	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
9.	Munisuvrat Venture Private Limited	Non-Promoter	Omkar Arora	0.00	0.00%	34,483	34,483	0.17%
10.	Inter Globe Finance Limited	Non-Promoter	Manju Jain	2,195	0.01%	68,966	71,161	0.35%
11.	Sadabahr Commodities Private Limited	Non-Promoter	Zubin Dipak Mehta	0.00	0.00%	34,483	34,483	0.17%
12.	VT Capital Market PVT LTD	Non-Promoter	Dhiraj Bhutoria	0.00	0.00%	34,483	34,483	0.17%
13.	Jatan Devi Chhajer	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
14.	Sangam Finserv Limited	Non-Promoter	Poornima Maheshwari	0.00	0.00%	34,483	34,483	0.17%
15.	Ashla Ventures LLP	Non-Promoter	Bimla Devi Todi	0.00	0.00%	68,966	68,966	0.34%
16.	Ravindra Sanghai	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
17.	Anvay Tradelinks LLP	Non-Promoter	Darshak Shah	0.00	0.00%	51,724	51,724	0.25%
18.	NABS Equity	Non-Promoter	Bijay Kumar Agarwal	0.00	0.00%	86,207	86,207	0.42%
19.	Barbie Jain	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
20.	A-ONE FIBC Private Limited	Non-Promoter	Sandeep Baid	0.00	0.00%	34,483	34,483	0.17%
21.	Mili Capital Management Private Limited	Non-Promoter	Bachh Raj Nahar	0.00	0.00%	34,483	34,483	0.17%

22.	Pulkit Jain	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
23.	GSME Securities	Non-Promoter	Neha Golchha	0.00	0.00%	68,966	68,966	0.34%
24.	Anju Garodia	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
25.	Carewell Aviation India Pvt Ltd	Non-Promoter	Ramesh Kumar Jaju	0.00	0.00%	34,483	34,483	0.17%
26.	Neptune leisure and holidays private limited	Non-Promoter	Chandra Prakash Bhattar	0.00	0.00%	34,483	34,483	0.17%
27.	Shrinivas Raghunath Deshingkar	Non-Promoter	Not Applicable	0.00	0.00%	34,483	34,483	0.17%
28.	Sana Siddiqui	Non-Promoter	Not Applicable	0.00	0.00%	1,00,000	1,00,000	0.49%
29.	Ashika Global Securities Private Limited	Non-Promoter	Pawan Jain	0.00	0.00%	86,207	86,207	0.42%
30.	Vihana Wealth Advisor Private Limited	Non-Promoter	Akancha Agarwal	0.00	0.00%	34,483	34,483	0.17%
31.	Bhoomi Tie Up LLP	Non-Promoter	Sanjay Rasiwasia	0.00	0.00%	34,483	34,483	0.17%

\*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹ 18,12,25,000 (Eighteen Crore Twelve Lakh Twenty Five Thousand only) divided into ₹ 1,81,22,500 (One Crore Eighty One Lakhs Twenty Two Thousand Five Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.

\*\*These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹ 20,28,88,320 (Twenty Crore Twenty Eight Lakhs Eighty Eight Thousand Three Hundred and Twenty) divided into ₹2,02,88,832 (Two Crore Two Lakh Eighty Eight Thousand Eight Hundred Thirty Two) Equity Shares of ₹ 10/- (Rupees Ten Only) each after taking into consideration the 17,55,182 Equity and 4,11,150 Warrants to be allotted in the current preferential issue.

Note: The post holding may vary depending upon any other corporate action in between.

**i. Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer**

None of the existing promoters, directors or key managerial personnel or Senior Management of the Company intends to subscribe to any of the equity shares proposed to be issued.

**j. Time frame within which the Preferential Issue shall be completed**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

**k. Shareholding pattern pre and post preferential issue would be as follows**

The shareholding pattern of the Company before and after the proposed preferential issue to 'Promoter and Promoter Group' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to Be Allotted	Warrants to Be Allotted	Post-Issue shareholding (Post Preferential allotment)	
		No. of equity shares	% *			No. of equity shares	% **
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>						
(a)	Indian Promoter	1,24,23,650	68.55%	-	3,30,000	1,27,53,650	62.86%
(b)	Foreign Promoter	-	-	-	-		
	<b>Sub Total (A)</b>	<b>1,24,23,650</b>	<b>68.55%</b>	<b>-</b>	<b>3,30,000</b>	<b>1,27,53,650</b>	<b>62.86%</b>
<b>B</b>	<b>Public Shareholding</b>						
<b>(a)</b>	<b>Institutional Investor</b>						
(i)	Bank	-	-	-	-	-	-
(ii)	Alternate Investment Funds	-	-	-	-	-	-
<b>(b)</b>	<b>Non-Institutions</b>						
(i)	1. Individual Shareholders holding Nominal Share Capital up to 2 Lacs	27,50,195	15.18%	-	81,150	28,31,345	13.96%
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	7,24,582	4.00%	4,44,830	-	11,69,412	5.76%
(iii)	Bodies Corporate	18,95,635	10.46%	11,55,179	-	30,50,814	15.04%
(iv)	Non-Resident Indians	1,08,660	0.60%	-	-	1,08,660	0.54%
(v)	Foreign Nationals	35,139	0.19%	-	-	35,139	0.17%
(vi)	Any Other (specify)	1,84,639	1.02%	1,55,173	-	3,39,812	1.67%
	<b>Sub Total (B)</b>	<b>56,98,850</b>	<b>31.45%</b>	<b>17,55,182</b>	<b>81,150</b>	<b>75,35,182</b>	<b>37.14%</b>
	<b>Total Shareholding (A+B)</b>	<b>1,81,22,500</b>	<b>100%</b>	<b>17,55,182</b>	<b>4,11,150</b>	<b>2,02,88,832</b>	<b>100%</b>

\*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹18,12,25,000 (Eighteen Crore Twelve Lakh Twenty Five Thousand only) divided into 1,81,22,500 (One Crore Eighty One Lakhs Twenty Two Thousand Five Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.

\*\*These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹ 20,28,88,320 (Twenty Crore Twenty Eight Lakhs Eighty Eight Thousand Three Hundred and Twenty) divided into 2,02,88,832 (Two Crore Two Lakh Eighty Eight Thousand Eight Hundred Thirty Two) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 17,55,182 Equity and 4,11,150 Warrants to be allotted in the current preferential issue.

**I. Change in Control, if any, in the Company consequent to the preferential issue**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company because of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

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

During the year, the Company has made a preferential allotment of 7,80,000 (Seven Lakh Eighty Thousand only) equity shares at an issue price of ₹225/- (Rupees Two Hundred Twenty Five) each to persons belonging to promoter and promoter group category and non-promoter group category. The details of person to whom allotment have already been made during the year is as follows:

Sr. No.	Name of Allottee	Category (Promoter/ Non - Promoter)	Number of equity shares allotted	Issue Price
1.	Pradeep Misra	Promoter	1,00,000	₹ 225/- each
2.	Richa Misra	Promoter	30,000	₹ 225/- each
3.	New Modern Buildwell Private Limited	Promoter Group	3,60,000	₹ 225/- each
4.	Kahtura Milk and Agro Products Private Limited	Promoter Group	30,000	₹ 225/- each
4.	Sangeeta Pareekh	Non promoter	2,10,000	₹ 225/- each
5.	Securocrop Business Re-Engineering Private Ltd.	Non promoter	50,000	₹ 225/- each

**n. Principal terms of assets charged as securities**

Not applicable.

**o. Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**p. Lock-In Period & Transferability**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

**q. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Sl. No.	Name of Allottee	Current Status	Post Status
1.	BGP 11 Analytics Private Limited	Non-Promoter	Non-Promoter
2.	Aamara Capital Private Limited	Non-Promoter	Non-Promoter
3.	Value Prolific Consulting Services Private Limited	Non-Promoter	Non-Promoter
4.	Suman Gandhi	Non-Promoter	Non-Promoter
5.	Kishor Shah	Non-Promoter	Non-Promoter
6.	Bhanwar Lal Chandak	Non-Promoter	Non-Promoter
7.	Invicta Capserv Private Limited	Non-Promoter	Non-Promoter
8.	Danesh Noshir Mistry	Non-Promoter	Non-Promoter
9.	Munisuvrat Venture Private Limited	Non-Promoter	Non-Promoter
10.	Inter Globe Finance Limited	Non-Promoter	Non-Promoter
11.	Sadabahr Commodities Private Limited	Non-Promoter	Non-Promoter
12.	VT Capital Market Pvt Ltd	Non-Promoter	Non-Promoter
13.	Jatan Devi Chhajer	Non-Promoter	Non-Promoter
14.	Sangam Finserv Limited	Non-Promoter	Non-Promoter
15.	Ashla Ventures LLP	Non-Promoter	Non-Promoter
16.	Ravindra Sanghai	Non-Promoter	Non-Promoter
17.	Anvay Tradelinks LLP	Non-Promoter	Non-Promoter
18.	NABS Equity	Non-Promoter	Non-Promoter
19.	Barbie Jain	Non-Promoter	Non-Promoter
20.	A-ONE FIBC Private Limited	Non-Promoter	Non-Promoter
21.	Mili Capital Management Private Limited	Non-Promoter	Non-Promoter

22.	Pulkit Jain	Non-Promoter	Non-Promoter
23.	GSME Securities	Non-Promoter	Non-Promoter
24.	Anju Garodia	Non-Promoter	Non-Promoter
25.	Carewell Aviation India Pvt Ltd	Non-Promoter	Non-Promoter
26.	Neptune Leisure And Holidays Private Limited	Non-Promoter	Non-Promoter
27.	Shrinivas Raghunath Deshingkar	Non-Promoter	Non-Promoter
28.	Sana Siddiqui	Non-Promoter	Non-Promoter
29.	Ashika Global Securities Private Limited	Non-Promoter	Non-Promoter
30.	Vihana Wealth Advisor Private Limited	Non-Promoter	Non-Promoter
31.	Bhoomi Tie Up LLP	Non-Promoter	Non-Promoter

**r. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Sr. No.	Name of proposed allottees	Percentage of post preferential issue*
1.	BGP 11 Analytics Private Limited	1.70%
2.	Aamara Capital Private Limited	0.47%
3.	Value Prolific Consulting Services Private Limited	0.34%
4.	Suman Gandhi	0.17%
5.	Kishor Shah	0.17%
6.	Bhanwar Lal Chandak	0.17%
7.	Invicta Capserv Private Limited	0.17%
8.	Danesh Noshir Mistry	0.17%
9.	Munisuvrat Venture Private Limited	0.17%
10.	Inter Globe Finance Limited	0.35%
11.	Sadabahr Commodities Private Limited	0.17%
12.	VT Capital Market Pvt Ltd	0.17%
13.	Jatan Devi Chhajer	0.17%
14.	Sangam Finserv Limited	0.17%
15.	Ashla Ventures LLP	0.34%
16.	Ravindra Sanghai	0.17%
17.	Anvay Tradelinks LLP	0.25%
18.	NABS Equity	0.42%
19.	Barbie Jain	0.17%
20.	A-ONE FIBC Private Limited	0.17%
21.	Mili Capital Management Private Limited	0.17%
22.	Pulkit Jain	0.17%
23.	GSME Securities	0.34%
24.	Anju Garodia	0.17%
25.	Carewell Aviation India Pvt Ltd	0.17%
26.	Neptune Leisure And Holidays Private Limited	0.17%
27.	Shrinivas Raghunath Deshingkar	0.17%
28.	Sana Siddiqui	0.49%
29.	Ashika Global Securities Private Limited	0.42%
30.	Vihana Wealth Advisor Private Limited	0.17%
31.	Bhoomi Tie Up LLP	0.17%

*\*These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹ 20,28,88,320 (Twenty Crore Twenty Eight Lakhs Eighty Eight Thousand Three Hundred and Twenty) divided into 2,02,88,832 (Two Crore Two Lakh Eighty Eight Thousand Eight Hundred Thirty Two) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 17,55,182 Equity and 4,11,150 Warrants to be allotted in the current preferential issue.*

**s. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not applicable. Since, the allotment of equity shares is made for consideration payable in cash.

**t. Amount which the company intends to raise by way of such securities**

Aggregating up to ₹ 50,90,02,780/- (Rupees Fifty Crore Ninety Lakhs Two Thousand Seven Hundred Eighty Only)

**u. Certificate of Practicing Company Secretary**

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.repl.global](http://www.repl.global)

**v. Other Disclosures/ Undertaking**

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1) (g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 2 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**ITEM NO. 03: ISSUANCE OF UPTO 4,11,150 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND PROMOTER GROUP AND NON PROMOTER CATEGORY, ON A PREFERENTIAL BASIS**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Convertible Warrants into Equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

**a. Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board at their meeting held on Thursday, January 02, 2025 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one or more tranches, upto 4,11,150 (Four Lakh Eleven Thousand One Hundred Fifty Only) convertible warrants (“Warrants”), at a price of ₹290/- (Rupees Two Hundred and Ninety Only) per warrant, aggregating upto ₹11,92,33,500/- (Rupees Eleven Crore Ninety Two Lakh Thirty Three Thousand Five Hundred Only) (“**Total Issue Size**”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10/- (Rupees Ten Only), each at a premium of ₹280/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (“**Warrant Holder**”/“**Proposed Allottees**”) belonging to promoter and promoter group and non-promoter group of the Company on a preferential basis (“**Preferential Issue**”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws as mentioned in the resolution no. 3

Sr. No.	Name of the proposed allottee	Category	No. of Warrants to be allotted
1.	Pradeep Misra	Promoter	1,00,000
2.	Richa Misra	Promoter	30,000
3.	New Modern Buildwell Private Limited	Promoter Group	2,00,000
4.	Manoj Kumar	Non-Promoter	6,000
5.	Ajeet Goswami	Non-Promoter	6,000
6.	Ravi Prakash Srivastava	Non-Promoter	6,000
7.	Pranay Kumar	Non-Promoter	5,000
8.	Mukesh Kumar Chaubey	Non-Promoter	5,000
9.	Nilesh Kumar Jain	Non-Promoter	6,000
10.	Abhishek Saxena	Non-Promoter	2,150
11.	Abhinav Niranjana	Non-Promoter	3,800
12.	Anil Singh Rana	Non-Promoter	2,700
13.	Deepti Mehta	Non-Promoter	6,500
14.	Prakash	Non-Promoter	5,000
15.	Kunal Sawhney	Non-Promoter	6,000
16.	Rahas Bihari Panda	Non-Promoter	8,000
17.	Kumud Ranjan	Non-Promoter	8,000
18.	Archana Bhakuni	Non-Promoter	5,000
<b>Total</b>			<b>4,11,150</b>

**b. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 4,11,150 (Four Lakh Eleven Thousand One Hundred Fifty Only) convertible warrants into equity shares (“Warrants”), at a price of ₹290/- (Rupees Two Hundred and

Ninety Only) per warrant, aggregating upto ₹11,92,33,500/- (Rupees Eleven Crore Ninety Two Lakh Thirty Three Thousand Five Hundred Only) (“**Total Issue Size**”) by way of a Preferential Issue.

**c. Objects of the Issue:**

The Company proposes to raise funds through issue of Convertible Warrants into equity shares on preferential basis:

1. Meet funding requirements for Business Expansion
2. Meet working capital requirements to strengthen financial position
3. General corporate purposes.

**d. Maximum number of securities to be issued and price at which securities being offered:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 4,11,150 (Four Lakh Eleven Thousand One Hundred Fifty Only) convertible warrants into equity shares (“**Warrants**”), at a price of ₹290/- (Rupees Two Hundred and Ninety Only) per warrant, aggregating upto ₹11,92,33,500/- (Rupees Eleven Crore Ninety Two Lakh Thirty Three Thousand Five Hundred Only) (“**Total Issue Size**”) by way of a Preferential Issue.

The price for the allotment of securities to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹288.06/- (Rupees Two Hundred Eighty-Eight and Six paise only) per Convertible Warrant.

**e. Basis on which the price has been arrived at along with report of the registered valuer**

The equity shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and are frequently traded as per provisions of SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will not result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, hence valuation report from an independent registered valuer for determining the price is not applicable.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity shares to be issued shall be a price, being higher of the following:

- a. The volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited, during the 90 trading days preceding the Relevant Date, i.e. ₹260.81/- (Rupees Two Hundred Sixty and Eighty-One Paise only) per Convertible Warrants ;

or

- b. The volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited, during the 10 trading days preceding the Relevant Date i.e. ₹288.06/- (Rupees Two Hundred Eighty-Eight and Six Paise Only) per Convertible Warrants.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹288.06/- per Convertible Warrants. The issue price is ₹290/- (Rupees Two Hundred and Ninety Only) per Convertible Warrants and the said issue price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

**f. Relevant Date**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday, December 30, 2024 i.e. the date 30 (Thirty days prior to the date of proposed EGM which is scheduled to be held on Wednesday, January 29, 2025 to consider and approve the proposed Preferential Issue.

**g. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

**h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants to be issued	Post- Issue equity Shareholding (Post Preferential allotment)	
				No. of Shares	% of holding*		No. of Shares	% of holding**
1.	Pradeep Misra	Promoter	Not Applicable	97,72,150	53.92%	1,00,000	98,72,150	48.66%
2.	Richa Misra	Promoter	Not Applicable	8,93,100	4.93%	30,000	9,23,100	4.55%
3.	New Modern Buildwell Private Limited	Promoter Group	Pradeep Misra and Richa Misra	4,60,000	2.54%	2,00,000	6,60,000	3.25%
4.	Manoj Kumar	Non-Promoter	Not Applicable	2,800	0.02%	6,000	8,800	0.04%
5.	Ajeet Goswami	Non-Promoter	Not Applicable	Nil	Nil	6,000	6,000	0.03%
6.	Ravi Prakash Srivastava	Non-Promoter	Not Applicable	1	0.00%	6,000	6,001	0.03%
7.	Pranay Kumar	Non-Promoter	Not Applicable	Nil	Nil	5,000	5,000	0.02%
8.	Mukesh Kumar Chaubey	Non-Promoter	Not Applicable	Nil	Nil	5,000	5,000	0.02%
9.	Nilesh Kumar Jain	Non-Promoter	Not Applicable	Nil	Nil	6,000	6,000	0.03%
10.	Abhishek Saxena	Non-Promoter	Not Applicable	Nil	Nil	2,150	2,150	0.01%
11.	Abhinav Niranjana	Non-Promoter	Not Applicable	Nil	Nil	3,800	3,800	0.02%
12.	Anil Singh Rana	Non-Promoter	Not Applicable	Nil	Nil	2,700	2,700	0.01%
13.	Deepti Mehta	Non-Promoter	Not Applicable	2	0.00%	6,500	6,502	0.03%
14.	Prakash	Non-Promoter	Not Applicable	205	0.00%	5,000	5,205	0.03%
15.	Kunal Sawhney	Non-Promoter	Not Applicable	703	0.00%	6,000	6,703	0.03%
16.	Rahas Bihari Panda	Non-Promoter	Not Applicable	Nil	Nil	8,000	8,000	0.04%
17.	Kumud Ranjan	Non-Promoter	Not Applicable	2,000	0.01%	8,000	10,000	0.05%
18.	Archana Bhakuni	Non-Promoter	Not Applicable	500	0.00%	5,000	5,500	0.03%

\*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹18,12,25,000 (Eighteen Crore Twelve Lakh Twenty Five Thousand only) divided into 1,81,22,500 (One Crore Eighty One Lakhs Twenty Two Thousand Five Hundred) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

\*\*These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹ 20,28,88,320 (Twenty Crore Twenty Eight Lakhs Eighty Eight Thousand Three Hundred and Twenty) divided into 2,02,88,832 (Two Crore Two Lakh Eighty Eight Thousand Eight Hundred Thirty Two) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 17,55,182 Equity and 4,11,150 Warrants to be allotted in the current preferential issue.

**Note:** The post holding may vary depending upon any other corporate action in between.

**i. Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer:**

Except as follows, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottees	Promoter/ Director/ KMP	Maximum number of Convertible Warrants proposed to be allotted
1.	Pradeep Misra	Promoter	1,00,000
2.	Richa Misra	Promoter	30,000
3.	New Modern Buildwell Private Limited	Promoter Group	2,00,000
4.	Manoj Kumar	Chief Financial officer	6,000
5.	Rahas Bihari Panda	Company Secretary	8,000

**j. Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the preferential issue/allotment of Warrants shall be completed within a maximum period of 15 days from the date of this resolution, provided that where the said allotment is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

**k. Shareholding pattern pre and post preferential issue would be as follows:**

The shareholding pattern of the Company before and after the proposed preferential issue and open offer to 'Promoter and Promoter Group' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to Be Allotted	Warrants to Be Allotted	Post-Issue shareholding (Post Preferential allotment)	
		No. of equity shares	% *			No. of equity shares	% **
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>						
(a)	Indian Promoter	1,24,23,650	68.55%	-	3,30,000	1,27,53,650	62.86%
(b)	Foreign Promoter	-	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>1,24,23,650</b>	<b>68.55%</b>	<b>-</b>	<b>3,30,000</b>	<b>1,27,53,650</b>	<b>62.86%</b>
<b>B</b>	<b>Public Shareholding</b>						
(a)	<b>Institutional Investor</b>						
(i)	Bank	-	-	-	-	-	-
(ii)	Alternate Investment Funds	-	-	-	-	-	-
(b)	<b>Non-Institutions</b>						
(i)	1. Individual Shareholders holding Nominal Share Capital up to 2 Lacs	27,50,195	15.18%	-	81,150	28,31,345	13.96%
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	7,24,582	4.00%	4,44,830	-	11,69,412	5.76%
(iii)	Bodies Corporate	18,95,635	10.46%	11,55,179	-	30,50,814	15.04%
(iv)	Non-Resident Indians	1,08,660	0.60%	-	-	1,08,660	0.54%
(v)	Foreign Nationals	35,139	0.19%	-	-	35,139	0.17%
(vi)	Any Other (specify)	1,84,639	1.02%	1,55,173	-	3,39,812	1.67%
	<b>Sub Total (B)</b>	<b>56,98,850</b>	<b>31.45%</b>	<b>17,55,182</b>	<b>81,150</b>	<b>75,35,182</b>	<b>37.14%</b>
	<b>Total Shareholding (A+B)</b>	<b>1,81,22,500</b>	<b>100%</b>	<b>17,55,182</b>	<b>4,11,150</b>	<b>2,02,88,832</b>	<b>100%</b>

\*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹18,12,25,000 (Eighteen Crore Twelve Lakh Twenty Five Thousand only) divided into 1,81,22,500 (One Crore Eighty One Lakhs Twenty Two Thousand Five Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.

\*\*These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹ 20,28,88,320 (Twenty Crore Twenty Eight Lakhs Eighty Eight Thousand Three Hundred and Twenty) divided into 2,02,88,832 (Two Crore Two Lakh Eighty Eight Thousand Eight Hundred Thirty Two) Equity Shares of ₹ 10/- (Rupees Ten Only) each after taking into consideration the 17,55,182 Equity and 4,11,150 Warrants to be allotted in the current preferential issue.

**l. Change in Control, if any, in the Company consequent to the preferential issue:**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company because of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

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

During the year, the Company has made a preferential allotment of 7,80,000 (Seven Lakh Eighty Thousand only) equity shares at an issue price of ₹225/- (Rupees Two Hundred Twenty Five) each to persons belonging to promoter and promoter group category and non-promoter group category. The details of person to whom allotment have already been made during the year is as follows:

Sr. No.	Name of Allottee	Category (Promoter/ Non - Promoter)	Number of equity shares allotted	Issue Price
1.	Pradeep Misra	Promoter	1,00,000	₹225/- each
2.	Richa Misra	Promoter	30,000	₹225/- each
3.	New Modern Buildwell Private Limited	Promoter Group	3,60,000	₹225/- each
4.	Kahtura Milk and Agro Products Private Limited	Promoter Group	30,000	₹225/- each
4.	Sangeeta Pareekh	Non promoter	2,10,000	₹225/- each
5.	Securocrop Business Re-Engineering Private Limited	Non promoter	50,000	₹225/- each

**n. Principal terms of assets charged as securities:**

Not applicable.

**o. Material terms of raising such securities:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**p. Lock-In Period & Transferability:**

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

**q. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Sr. No.	Name of Allottee	Current Status	Post Status
1.	Pradeep Misra	Promoter	Promoter
2.	Richa Misra	Promoter	Promoter
3.	New Modern Buildwell Private Limited	Promoter Group	Promoter Group
4.	Manoj Kumar	Non Promoter	Non Promoter
5.	Ajeet Goswami	Non Promoter	Non Promoter
6.	Ravi Prakash Srivastava	Non Promoter	Non Promoter
7.	Pranay Kumar	Non Promoter	Non Promoter
8.	Mukesh Kumar Chaubey	Non Promoter	Non Promoter
9.	Nilesh Kumar Jain	Non Promoter	Non Promoter
10.	Abhishek Saxena	Non Promoter	Non Promoter
11.	Abhinav Niranjana	Non Promoter	Non Promoter
12.	Anil Singh Rana	Non Promoter	Non Promoter
13.	Deepti Mehta	Non Promoter	Non Promoter
14.	Prakash	Non Promoter	Non Promoter
15.	Kunal Sawhney	Non Promoter	Non Promoter
16.	Rahas Bihari Panda	Non Promoter	Non Promoter
17.	Kumud Ranjan	Non Promoter	Non Promoter
	Archana Bhakuni	Non Promoter	Non Promoter

**r. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

Sr. No.	Name of proposed allottees	Percentage of post preferential issue*
1.	Pradeep Misra	48.66%
2.	Richa Misra	4.55%
3.	New Modern Buildwell Private Limited	3.25%
4.	Manoj Kumar	0.04%
5.	Ajeet Goswami	0.03%
6.	Ravi Prakash Srivastava	0.03%
7.	Pranay Kumar	0.02%
8.	Mukesh Kumar Chaubey	0.02%
9.	Nilesh Kumar Jain	0.03%
10.	Abhishek Saxena	0.01%
11.	Abhinav Niranjana	0.02%
12.	Anil Singh Rana	0.01%
13.	Deepti Mehta	0.03%
14.	Prakash	0.03%
15.	Kunal Sawhney	0.03%
16.	Rahas Bihari Panda	0.04%
17.	Kumud Ranjan	0.05%
18.	Archana Bhakuni	0.03%

\*These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹ 20,28,88,320 (Twenty Crore Twenty Eight Lakhs Eighty Eight Thousand Three Hundred and Twenty) divided into 2,02,88,832 (Two Crore Two Lakh Eighty Eight Thousand Eight Hundred Thirty Two) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration the 17,55,182 Equity and 4,11,150 Warrants to be allotted in the current preferential issue.

**s. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable. Since, the allotment of Warrants and the equity shares pursuant to the exercise of the Warrants is made for consideration payable in cash.

**t. Amount which the company intends to raise by way of such securities:**

Aggregating up to ₹11,92,33,500/- (Rupees Eleven Crore Ninety Two Lakh Thirty Three Thousand Five Hundred Only).

**u. Certificate of Practicing Company Secretary:**

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed at :[https://www.repl.global/wp-content/uploads/2025/01/PCS\\_Certificate\\_Regulation\\_163\\_-signed-24-25.pdf](https://www.repl.global/wp-content/uploads/2025/01/PCS_Certificate_Regulation_163_-signed-24-25.pdf)

**v. Other disclosures/Undertaking:**

- The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any warrants of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 3 as Special Resolution for your approval.

None of the Promoter, Promoter Group, Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the accompanying notice, except Pradeep Misra, Richa Misra, New Modern Buildwell Private Limited, belonging to Promoter and Promoter Group, Mr. Manoj Kumar, Chief Financial officer and Rahas Bihari Panda, Company Secretary of the Company mentioned in point no. i above or to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Regd. Office:**

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

Date: January 02, 2025  
Place: New Delhi

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

**Rahas Bihari Panda**  
Company Secretary  
Membership No:A22095