

RUDRABHISHEK ENTERPRISES LIMITED

CIN: L74899DL1992PLC050142

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

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

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

NOTICE TO MEMBERS

Notice is hereby given that the 31st Annual General Meeting of the members of **RUDRABHISHEK ENTERPRISES LIMITED** will be held on, Thursday , 21st day of September 2023 at 3:00 P.M (IST) through Video Conferencing (VC) OR Other Audio Visual Means (OAVM) facility to transact the following businesses:

ORDINARY BUSINESS:

1. To receive consider and adopt :

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 with Auditors report thereon.

2. To appoint a director in place of Mr. Prajjwal Misra (DIN 08494018), who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Prajjwal Misra (DIN 08494018), Director, who retires by rotation and being eligible, in terms of Section 152(6) of Companies Act, 2013, offers himself for re-appointment, be and is hereby reappointed as Director of the Company.”

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. PRADEEP MISRA(DIN:01386739) AS MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197,198,203 and Schedule V of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation(s) of the Nomination and Remuneration Committee vide their meeting dated 09th August 2023 or other approval, as may be required, under any enactment or law for the time being in force, if any, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Pradeep Misra(DIN:01386739) as Managing Director of the Company for a period of 03 Years commencing from 29th November 2023 to 28th November 2026 , with respect to salary as set out in the explanatory statement annexed to the notice Convening this meeting forming part of this notice.

“RESOLVED FURTHER THAT the remuneration as mentioned in the Explanatory Statement is part of the resolution and the Board is with liberty to alter and vary the terms and conditions

of the said appointment /agreement in such manner as may be agreed between the Board and Mr. Pradeep Misra.”

“FURTHER RESOLVED THAT the Board be and is hereby authorised to enter with Mr. Pradeep Misra a detailed agreement containing duties, responsibilities, rights and liabilities attached to this position of Managing Director apart from the remuneration /perquisites given in explanatory statement forming part of this notice.”

“RESOLVED FURTHER THAT above said salary is minimum to be irrespective of profit or loss in any financial year during the tenure of Mr. Pradeep Misra as the Managing Director of the Company, he shall be paid the remuneration as set out in the Explanatory Statement as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Board of the Directors of the Company (hereinafter referred to as “Board” which term shall 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) be and is hereby authorise to sign and execute documents and writing that may be required on behalf of the Company and to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution.”

4. RE-APPOINTMENT OF MR. RICHA MISRA (DIN:00405282) AS WHOLE-TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197,198,203 and Schedule V of the Companies Act, 2013 (‘the Act’) and other applicable provisions of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation(s) of the Nomination and Remuneration Committee vide their meeting dated 09th August 2023 or other approval, as may be required, under any enactment or law for the time being in force, if any, approval of the Members of the Company be and is hereby accorded to re-appoint Mrs. Richa Misra(DIN:00405282) as Whole-Time Director of the Company for a period of 03 Years commencing from 29th November 2023 to 28th November 2026 , with respect to salary as set out in the explanatory statement annexed to the notice Convening this meeting forming part of this notice.

“RESOLVED FURTHER THAT the remuneration as mentioned in the Explanatory Statement is part of the resolution and the Board is with liberty to alter and vary the terms and conditions of the said appointment /agreement in such manner as may be agreed between the Board and Mrs. Richa Misra.

“FURTHER RESOLVED THAT the Board be and is hereby authorised to enter with Mrs. Richa Misra detailed agreement containing duties, responsibilities, rights and liabilities attached to this position of Whole-Time Director apart from the remuneration /perquisites given in explanatory statement forming part of this notice.”

“RESOLVED FURTHER THAT above said salary is minimum to be irrespective of profit or loss in any financial year during the tenure of Mrs. Richa Misra as the Whole-Time Director of the Company, she shall be paid the remuneration as set out in the Explanatory Statement as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Board of the Directors of the Company (hereinafter referred to as “Board” which term shall 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) be and is hereby authorise to sign and execute documents and writing that may be required on behalf of the Company and to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution.”

For Rudrabhishek Enterprises Limited

Place: Noida
Date: 09/08/2023

Pradeep Misra
Chairman & Managing Director
DIN: 01386739

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to Item No. 3 & 4 mentioned above is annexed hereto & as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
2. General Instruction for accessing and Participating in the 31st AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility .
 - A. The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021 Circular No. 21/2021 dated December 14,2021,Circular No.2/2022 dated May 05,2022 and Circular No.10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) allowing , inter-alia conduct of AGMs through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) facility on or before 30th September 2023 .The Company is Convening 31st AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of members. The proceeding of the AGM will be deemed to be conducted at the Registered Office of the Company at 820, Antriksh Bhawan, 22K.G Marg, New Delhi-110001, which shall be deemed venue of the AGM.
 - B. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 and 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice .
 - i) VC/OAVM – Major Guidelines:
 - a. Members are requested to join the AGM through VC/OAVM mode not later than 02:30 pm IST by clicking on the link [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under Members login, where the EVEN of the Company will be displayed, by using the Remote E-Voting credentials and following the procedures mentioned later in these Notes (Refer to Serial No. – 12). Facility for joining the VC/ OAVM shall be kept open for the Members from 01.00 p.m. IST and may be closed at 02:30 p.m. IST or thereafter.
 - b. Members may note that the VC/OAVM Facility, provided by RTA, allows participation of 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 31st AGM without any restriction on account of first –come –first served principle.
 - c. (i) Members are requested to express their views/ send their queries in advance mentioning their name, DP ID and Client ID number / Folio No., email ID, mobile no. at secretarial @ replurbanplanners.com .in till 4 p.m. (IST) on Wednesday, 13th day of September, 2023.
 - (ii) Members who would like to ask questions during the AGM of the Company need to register themselves as a speaker by sending their requests preferably along with their questions mentioning their name, DP ID and Client ID number/folio number, email id, mobile number, to reach the Company’s email address:secretarial@replurbanplanners.com latest by 4 p.m. (IST) on Friday, the 15th day of September, 2023.
 - d) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
 - e) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 - f) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and

- the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/ Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to Pradeepdebnath205@gmail.com
- g) In line with the MCA Circular and SEBI Circular the Notice of 31st AGM and Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2022-23 will also be made available on the Company's website at www.repl.global, websites of the Stock Exchange i.e. The National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- h) Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.
- i) NSDL will be providing facility for voting through remote e –voting, for participation in the 31st AGM through VC/OAVM facility and e-voting during 31st AGM.
- l) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- J) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 31st AGM and facility for those Members participating in the 31st AGM to cast vote through e-Voting system during the 31st AGM. For this purpose, the Company has entered into an agreement with NSDL as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-Voting during AGM will also be provided by NSDL.
- K) The 31st AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA and SEBI Circulars.
- 3) The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to E-voting are given in the Notice under Note No. 12 hereunder.
 - 4) Electronic copy of the Notice of the 31st AGM, inter-alia, indicating the process and manner of electronic voting ("e-voting") and the Annual Report of the Company for the financial year 2022-23 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Therefore, Members whose email addresses are not registered with the Company or with their Registrar and Share Transfer Agent (RTA) or with their respective Depository Participant/s (DPs), and who wish to receive the Notice of the 31st AGM of the Company along with the Annual Report for the year 2022-23 and all other communications from time to time, can get their email addresses registered through your respective Depository Participant(s).
 - 5) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 15th September , 2023 to Thursday, 21st September, 2023 (both days inclusive) for the purpose of AGM.
 - 6) Pursuant to Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed by the respective shareholders, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF along with dividend remaining unpaid/unclaimed thereon.
 - 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account No. by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN and Bank Account No. to their Depository Participants with whom they are maintaining their demat accounts.
 - 8) Electronic copies of all the documents referred to in the accompanying Notice of the 31st AGM of the Company and in the statement annexed to the said notice shall be available for inspection in the website of the Company at www.repl.global. Members desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company. Further, Members are requested to send their queries, if any, on any financials or any other information relating to business to the registered office of the Company on or before 14th September 2023 so that management is prepared to reply to the queries on the day of AGM.
 - 9) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are advised not to leave their demat account(s) dormant for long. Periodic Statement of holdings should be obtained

from the concerned Depository Participant and holdings should be verified from time to time.

- 10) Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the Notice. Requisite declarations have been received from the Director for seeking re-appointment.
- 11) At the 28th AGM held on 28th September, 2020, Members approved the appointment of M/s. Doogar & Associates , as the Statutory Auditors of the Company having Registration No. 000561N, for an initial term of five consecutive years i.e. from the conclusion of the 28th AGM till the conclusion of the 33rd AGM of the Company to be held in the year 2025, subject to ratification of their appointment by the Members at every AGM of the Company. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM has been done away with by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of the appointment of Statutory Auditors at the 31st AGM.

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

The remote e-voting period begins on Monday, 18th September, 2023 at 09:00 A.M. and ends on Wednesday, 20th September 2023 at 05:00 P.M. The remote e-voting module

shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th September 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September 2023.

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


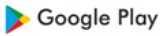


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

- a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/Ideas-DirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 125475 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your Initial Password?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio

number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'

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

Step 1: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to Cast your Vote electronically and Join General Meeting on NSDL e-voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pradeepdeb Nath205@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address : secretarialreplurbanplanners.com

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarialreplurbanplanners.com.
2. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are

otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarialreplurbanplanners.com. The same will be replied by the company suitably.

Other Instructions:

1. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, the 15th day of September, 2023.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
3. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Pradeep Debnath, Practicing Company Secretary, (Membership No. FCS 6654) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.

4. During the 31st AGM of the Company, the Chairman shall, after responding to the questions raised by the Members in advance or as a speaker at the 31st AGM, formally propose to the Members not having already cast their votes by following the remote e-voting process and participating through VC/OAVM facility, to vote on the resolutions as set out in the Notice of the 31st AGM of the Company.
5. The Scrutinizer shall after the conclusion of e-Voting at the 31st AGM, first download the votescast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
6. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.repl.global and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office of the Company as well and shall be forwarded to the National Stock Exchange of India Limited.

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

**Place: Noida
Date: 09/08/2023**

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

ANNEXTURE TO THE AGM NOTICE

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

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

Name of the Director	Mr. Pradeep Misra	Mrs. Richa Misra	Mr. Prajwal Misra
DIN	01386739	00405282	08494018
Date of Birth	17/09/1968	06/12/1969	07/07/1996
Date of Appointment	29/11/2020	29/11/2020	11/11/2020
Qualification	B Tech in Civil Engineering	Graduation in Arts	M.S in Management, Science & Engineering from Columbia University, New York (USA)
Expriance (including expertise in specific functional area)/Brief Resume	For details, please refer to the Explanatory statement to the AGM Notice.	For details, please refer to the Explanatory statement to the AGM Notice.	NA
Terms and Conditions of appointment/re-appointment	Detail terms and conditions are in explanatory statement of the resolution	Detail terms and conditions are in explanatory statement of the resolution	NA
Directorship of other Limited Co as on 31.03.2023	0	0	0
Chairman/ Member of Committees of other Limited company as on 31.03.2023	0	0	0
Shareholding	9672150	863100	2100

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

ITEM NO. 3 RE-APPOINTMENT OF MR. PRADEEP MISRA(DIN:01386739) AS MANAGING DIRECTOR

The Company had appointed Mr. Pradeep Misra as Managing Director of the Company for a period of three years from 29th November 2020. The Members had subsequently approved the said appointment and terms of his remuneration.

Mr. Pradeep Misra, aged 55 years is Managing Director of the Company having over 31 years of industry experience in various fields across multiple industries. He has done B.Tech in Civil Engineering.

During 2022-23 Mr. Pradeep Misra attended 05 Meetings of the Board of Directors. He has not hold the directorship in any Public Company.

His current term of appointment as the Managing Director of the Company will be expire on 28th November 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Pradeep Misra should be available to the Company for a further period of 03 (three) years with effect from 29th November 2023.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 09th August 20223 re-appointed him as Managing Director of the Company for a further period of 03 (three) years with effect from 29th November 2023.

The main terms and conditions for the re-appointment of Mr. Pradeep Misra as Managing Director (MD), are as follows:

I. Period - From 29th November 2023 to 28th November 2026

II.

A. Remuneration

a) Salary:

Current Salary of Rs.4,00,000 per month; The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b) Commission: Commission @1% turnover of the Company.

c) Benefits, Perquisites & Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

(i) Reimbursement of Expenses incurred for entertainment/professional refreshment/higher education promotion exclusively for business purposes.

(ii) Reimbursement of Expenses like travel/conveyance /business other reimbursement as per rules of the Company.

(iii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company.

(iv) Encashment of leave : Unavailed leave can be encashed as per the rules of the Company.

B) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Pradeep Misra the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

III) Nature of Duties –

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

IV) Other terms of Appointment

- (i) The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children or any other member of the family, in any selling agency of the Company.
- (ii) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
- (iii) Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months' remuneration in lieu thereof.
- iv) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of Notice:
 - (a) If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director; or
 - (c) In the event the Board of Directors expresses its loss of confidence in the Managing Director.
- v) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- vi) Upon the termination by whatever means of the Managing Director's employment:
 - (a) he shall immediately cease to hold offices held by him in subsidiaries and associate companies without claim for compensation for loss of office; and return vacant possession of the Company's premises occupied by him and/or his family;

(b) he shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associate companies.

- vii) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.
- viii) The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Code of Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.
- (ix) If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Pradeep Misra will cease to be the Managing Director, and also cease to be a Director. If at any time, Mr. Pradeep Misra ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director, and the Agreement shall forthwith terminate. If at any time, Mr. Pradeep Misra ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Managing Director of the Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Pradeep Misra require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 3 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mrs. Richa Misra, Mr. Prajjwal Misra as relative.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General information:

- a) **Nature of Industry:** The Company is engaged in consultancy services related with infrastructure, environment, urban designing, urban housing planning, GIS, BIM & Project Management, civil designing, construction management including civil, mechanical, electrical, and all other types of erection, commissioning projects, project trading and execution of projects on turnkey basis and carry out engineering, procurement and construction contracts and turnkey contracts including at design services for all types of building, infrastructure and urban development projects for private and government agencies. The Company also provides End to End Consultancy including Marketing and Strategic Advisory Services in real estate and infrastructure in India and outside India.

- b) Financial performance based on given indicators:

(Rs. in Lac)

Particulars	2022-23	2021-22
Revenue From Operations (Gross)	8462.34	7294.46
Net Profit after Tax	1165.76	1256.57
Dividend	-	-

- c) Foreign investments or collaborations, if any: The Company does not have any foreign investment and collaboration

2. Information about the appointee:

a) Background details:

Mr. Pradeep Misra aged 55 years, is presently Chairman and Managing Director founding promoter. Mr. Pradeep Misra did his graduation in Civil Engineering in 1991 . Mr. Pradeep Misra has over 31 years of experience in real estate sector and infra consultancy sector.

b) Past remuneration:

The Total Remuneration including perquisites, commission & Royalty paid to Mr. Pradeep Misra from 01st April 2022 to 31st March 2023 is Rs. 153.76 Lacs.

c) Job profile and his suitability:

His current term of appointment as a Managing Director of the Company will expire on 28th November 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Pradeep Misra should be available to the Company.

d) Remuneration proposed: As mentioned above

- e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Mr. Pradeep Misra has vast experience in Management, rich experience of handling various areas of business and is well known in Real estate sector/infra consultancy sector. Mr. Pradeep Misra a lot of new initiatives in the Company. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering his general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India .

- f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Except for the remuneration as Chairman and Managing Director and his shareholding, Mr. Pradeep Misra has no other pecuniary relationship with the Company. Mr. Pradeep is related to Mrs. Richa Misra, Whole time director of the Company, who is his wife and Mr. Prajwal Misra, Director of the Company ,who is his son.

3. Other information:

a) Reasons of loss or inadequate profits

Company is growing year and year in the terms of revenue and net profit but due to external conditions beyond control of the Company like profit is inadequate due to small in size.

The Company has taken the following steps to improve the profitability:

The Company has taken steps to reduce expenditure, prudent use of capital and expansion to other vertical and to grow inorganic

ITEM NO. 4 RE-APPOINTMENT OF MRS. RICHA MISRA(DIN:00405282) AS WHOLE-TIME DIRECTOR OF THE COMPANY

The Company had appointed Mrs. Richa Misra as Whole-Time Director of the Company for a period of three years from 29th November 2020. The Members had subsequently approved the said appointment and terms of her remuneration.

Mrs. Richa Misra, aged 53 years is Whole-Time Director of the Company having over 27 years of industry experience in various fields across multiple industries. She has done graduation in University from Allhabad.

During 2022-23 Mrs. Richa Misra attended 05 Meetings of the Board of Directors. She has not hold the directorship in any Public Company.

Her current term of appointment as the Whole-Time Director of the Company will be expire on 28th November 2023. Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Richa Misra should be available to the Company for a further period of 03 (three) years with effect from 29th November 2023.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 09th August 20223 re-appointed her as Whole-Time Director of the Company for a further period of 03 (three) years with effect from 29th November 2023.

The main terms and conditions for the re-appointment of Mrs. Richa Misra as Whole-Time Director, are as follows:

I. Period - From 29th November 2023 to 28th November 2026

II.

A. Remuneration

a) Salary:

Current Salary of Rs.3,00,000 per month; The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b) Benefits, Perquisites & Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- (i) Reimbursement of Expenses incurred for entertainment/professional refreshment/higher education promotion exclusively for business purposes.

- (ii) Reimbursement of Expenses like travel/conveyance /business other reimbursement as per rules of the Company.
- (iii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company.
- (iv) Encashment of leave : Unavailed leave can be encashed as per the rules of the Company.

B) Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mrs. Richa Misra the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

III) Nature of Duties –

The WTD shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

(IV) Other terms of Appointment

- (i) The Whole-Time Director shall not become interested or otherwise concerned, directly or through his spouse and/or children or any other member of the family, in any selling agency of the Company.
- (ii) The terms and conditions of the appointment of the Whole-Time Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Whole-Time Director, subject to such approvals as may be required.
- iii) Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months' remuneration in lieu thereof.
- iv) The employment of the Whole-Time Director may be terminated by the Company without notice or payment in lieu of Notice:
 - (a) If the Whole-Time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (b) In the event of any serious repeated or continuing breach (after prior warning) or non-observance by

the Whole-Time Director of any of the stipulations contained in the agreement to be executed between the Company and the Whole-Time Director; or

- (c) In the event the Board of Directors expresses its loss of confidence in the Whole-Time Director.
- v) In the event the Whole-Time Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board of Directors shall be entitled to terminate her contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- vi) Upon the termination by whatever means of the Whole-Time Director's employment:
 - (a) She shall immediately cease to hold offices held by her in subsidiaries and associate companies without claim for compensation for loss of office; and return vacant possession of the Company's premises occupied by her and/or her family;
 - (b) She shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the subsidiaries and associate companies.
- vii) All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Whole-Time Director, unless specifically provided otherwise.
- viii) The terms and conditions of appointment of the Whole-Time Director also include clauses pertaining to adherence with the Code of Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.
- (ix) If and when the Agreement expires or is terminated for any reason whatsoever, Mrs. Richa Misra will cease to be the Whole-Time Director, and also cease to be a Director. If at any time Mrs. Richa Misra ceases to be a Director of the Company for any reason whatsoever, She shall cease to be the Whole-Time Director, and the Agreement shall forthwith terminate. If at any time, Mrs. Richa Misra ceases to be in the employment of the Company for any reason whatsoever, she shall cease to be a Director and the Whole-Time Director of the Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mrs. Richa Misra require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 4 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Pradeep Misra and Mr. Prajwal Misra as relative.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General information:

- a) Nature of Industry: The Company is engaged in consultancy services related with infrastructure, environment,

urban designing, urban housing planning, GIS, BIM & Project Management, civil designing, construction management including civil, mechanical, electrical, and all other types of erection, commissioning projects, project trading and execution of projects on turnkey basis and carry out engineering, procurement and construction contracts and turnkey contracts including at design services for all types of building, infrastructure and urban development projects for private and government agencies. The Company also provides End to End Consultancy including Marketing and Strategic Advisory Services in real estate and infra consultancy services in India and outside India.

- b) Financial performance based on given indicators:

(Rs. In Lakh)

Particulars	2022-23	2021-22
Revenue From Operations (Gross)	8462.34	7294.46
Net Profit after Tax	1165.76	1256.57
Dividend	-	-

- c) Foreign investments or collaborations, if any: The Company does not have any foreign investment and collaboration

2. Information about the appointee:

a) Background details:

Mrs. Richa Misra aged 53 years, is presently Whole-Time Director founding promoter. Mrs. Richa Misra did her graduation from university of Allhabad . Mrs. Richa Misra has over 27 years of experience in real estate sector and infra consultancy sector.

b) Past remuneration:

The Total Remuneration including perquisites, paid to Mrs. Richa Misra from 01st April 2022 to 31st March 2023 is Rs. 36,00,000/-.

c) Job profile and her suitability:

Her current term of appointment as a Whole-Time Director of the Company will expire on 28th November 2023. Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Richa Misra should be available to the Company.

d) Remuneration proposed: As mentioned above

- e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Mrs. Richa Misra has vast experience in Management, rich experience of handling various areas of business and is well known in Real estate sector/infra consultancy sector. Mrs. Richa Misra a lot of new initiatives in the Company. Her respective skill sets and experience place her in a correspondingly equal position at major diversified Companies in India. Considering her general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India .

- f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Except for the remuneration as Whole-Time Director and her shareholding, Mrs. Richa Misra has no other pecuniary relationship with the Company. Mr. Pradeep & Mr. Prajjwal Misra is related as relative.

3. Other information:

a) Reasons of loss or inadequate profits

Company is growing year and year in the terms of revenue and net profit but due to external conditions beyond control of the Company like profit is inadequate due to small in size.

The Company has taken the following steps to improve the profitability:

The Company has taken steps to reduce expenditure, prudent use of capital and expansion to other vertical and to grow inorganic

VI. Disclosures

The following disclosures are be mentioned in the Board of Directors' Report under the heading 'Corporate Governance', attached to the financial statement:

- (v) All elements of remuneration package such as salary, benefits and perquisites etc. of all the directors;
- (vi) Details of fixed component and performance linked incentives along with the performance criteria;
- (vii) Service contracts, notice period, severance fees;
- (viii) Stock option details, if any, and whether the same has been issued at a discount.

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

**Place: Noida
Date: 09/08/2023**

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