REPL
The Power of Knowledge

Date: November 16, 2026

To,
National Stock Exchange of India Limited
Bandra- Kurla Complex
Bandra (East)
Mumbai – 400 051

Dear Sir/Ma'am,

Subject: Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosures Requirement) Regulation 2015, Please find enclosed herewith the Notice of Postal Ballot.

This is for your information & records.

Thanking you

Yours faithfully

For RUDRABHISHEK ENTERPRISES LIMITED



DEEPIKA MISHRA
Company Secretary & Compliance Office
Mem. No: A69711

Rudrabhishek Enterprises Limited
820, Antriksh Bhawan, 22. K.G. Marg,
Connaught Place, New Delhi-110001, India
Ph. No.: +91-11-41069500, 43509305

RUDRABHISHEK ENTERPRISES LIMITED

Registered Office: 820, Antriksh Bhawan, K.G Marg, New Delhi – 110001, India
(T) – 011-41069500, **(F) –** 011-23738974**,**
CIN: L74899DL1992PLC050142
Email: secretarial@replurbanplanners.com**, Web:** www.repl.global

POSTAL BALLOT NOTICE

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

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), which shall include any statutory modification or re-enactment thereof for the time being in force read together with the Rule 20 and Rule 22 Companies (Management and Administration) Rules, 2014 and other applicable rules framed under the Companies Act 2013 (the "Rules", including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard-2 (SS-2) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated 28th September 2020, the General Circular No.39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 08th December 2021, General Circular No. 3/2022 dated 05th May 2022 and 11/2022 dated December 28, 2022 and 09/2023 dated September 25,2023 issued by the Ministry of Corporate Affairs, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Government of India (collectively referred to as "MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ''Listing Regulation") that the resolutions appended below are proposed to be passed by the Members of Rudrabhishek Enterprises Limited through postal Ballot only by voting through electronic means (e-voting) .

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

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is sending the Postal Ballot Notice in electronic form only to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form.

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

Further, the Board, vide its Resolution passed on **November 04, 2026**, Mr. Pradeep Debnath, Practicing Company Secretary (FCS 6654/CP 7313) proprietor of Pradeep Debnath & Co Company Secretaries as scrutinizer to conduct the Postal Ballot process in fair and transparent manner. The Scrutinizer will be submitting his report to the Chairman or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots. The results will be announced by the Chairman of the Company or in his absence, any person authorized by him, on or before **December 18, 2026** at the Registered Office of the Company. The results of the Postal Ballot will also be displayed at the Registered Office and posted on the Company's website www.repl.global besides communicating to the Stock Exchange where the Company's shares are listed viz National Stock Exchange of India Limited.

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

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

SPECIAL BUSINESS:

Item No. 1

APPOINTMENT OF MS. NISHAL JAIN BHANDARI (DIN-06934656) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder, read with Schedule IV of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment for the time being in force] and the Articles of Association of the Company, Ms. Nishal Jain Bhandari (DIN-06934656), who was appointed by the Board of Directors of the Company, as an Additional Director (Non-Executive, Independent Woman director) of the Company with effect from **November 04, 2026** and who meets the criteria for Independence as provided in section 149(6) of the Act along with the rules made thereunder and regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as Non-Executive Independent Woman Director of the Company for a term of 5 (five) consecutive years commencing from **November 04, 2026 to November 03, 2031**, not liable to retire by rotation.

Item No. 2

RE-APPOINTMENT OF MR. VINOD TIKU (DIN: 01717666)) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 ,178 and any other applicable provisions of the Companies Act, 2013 (the "Act") read with Schedule IV to the Act and the Rules made thereunder, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018 (hereinafter referred to as the SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded for re-appointment of Mr. Vinod Tiku (DIN:01717666), whose current period of office is expiring on closing of business hours on November 08, 2026, and is being eligible be and is hereby re-appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, for his second term of 5 consecutive years with effect from November 09, 2026 to November 08, 2031 on the terms and conditions referred to in the explanatory statement of material facts annexed to this Notice, be and is hereby approved."

Item No. 3

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

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 November 04, 2026 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 next 05 Years commencing from **November 29, 2026 to November 28, 2031**, 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 authorized to enter with him into a detailed agreement containing

duties, responsibilities, rights and liabilities attached to the 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 authorize 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."

Item No. 4

RE-APPOINTMENT OF MRS. RICHA MISRA (DIN: 00405282) AS WHOLE-TIME DIRECTOR OF THE COMPANY

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 November 04, 2026 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 next 05 Years commencing from **November 29, 2026 to November 28, 2031**, 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 her & the Board."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to enter with her into a detailed agreement containing duties, responsibilities, rights and liabilities attached to the 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 authorize 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 & on behalf of Rudrabhishek Enterprises Limited

Date: November 04, 2026
Place: New Delhi

Deepika Mishra
Company Secretary and Compliance officer
Membership No: A69711

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed thereto.

2. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **November 13, 2026** (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited ("RTA").

3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

4. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on info@skylinerta.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

5. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **December 16, 2026** in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

6. The Board, vide its Resolution passed on **November 04, 2026**, has appointed CS Pradeep Debnath, Practicing Company Secretary (FCS 6654/CP 7313), as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.

7. The Company shall provide e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited ('NSDL')** for facilitating e-voting, to enable the Members to cast their votes electronically.

8. A shareholder cannot exercise her/her vote by proxy on Postal Ballot.

9. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e., **November 13, 2026** may cast their vote electronically.

10. The e-voting period commences on **November 17, 2026 (09.00 am)** and ends on **December 16, 2026 (05.00 pm)**. The voting period ends on the close of **December 16, 2026 (05.00 p.m.)**. The e-voting module shall also be disabled by **NSDL** for voting thereafter.

11. The Company has designated Mr. Pradeep Misra, Chairman & Managing Director and Mr. Deepika Mishra, Company Secretary of the Company as the persons responsible for the entire postal ballot process.

12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

13. The Scrutinizer shall, declare the results on or before **December 18, 2026** and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the declaration of the Postal Ballot result. The result declared along with the scrutinizer's report will be available on the website of the Company (www.repl.global).

14. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company immediately after the result is declared and shall be simultaneously forwarded to NSE.

E –VOTING INSTRUCTIONS

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. 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. 2. 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, ther 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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play 

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
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.

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.: 022 - 4886 7000
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 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pradeepdebnath205@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Assistant Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@replurbanplanners.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@replurbanplanners.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
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.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013

Item Nos. 1.

APPOINTMENT OF MS. NISHAL JAIN BHANDARI (DIN-06934656) AS NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY

The Board at its meeting held on **November 04, 2026** appointed Ms. Nishal Jain Bhandari (DIN-06934656), as an Additional Director (Non-Executive, Independent Woman director) on the Board of the Company based on the recommendations of the Nomination and Remuneration Committee ('NRC').

Ms. Bhandari is entrepreneur with 17+ years of experience across corporate governance, human capital strategy, executive hiring, organizational development and business advisory.

Currently she is serving on multiple boards while leading an HR consulting practice and a designer women wear brand. Recognized for aligning people strategy with business growth and governance excellence.

The Company has received a declaration from Ms. Nishal Jain Bhandari (DIN-06934656) confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and that in terms of Regulation 25(8)

of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. Ms. Nishal Jain Bhandari (DIN-06934656) has also confirmed that she is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies. Further, Ms. Nishal Jain Bhandari (DIN-06934656) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director. Nishal Jain Bhandari (DIN-06934656) has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Nishal Jain Bhandari (DIN-06934656) is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for her appointment as an Independent Director of the Company.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard (SS 2) on General Meetings, of Ms. Nishal Jain Bhandari (DIN-06934656) is provided in **Annexure "A"** to the Notice.

Accordingly, it is proposed to appoint Ms. Nishal Jain Bhandari (DIN-06934656) as Non-Executive Independent Woman Director of the Company, who shall not be liable to retire by rotation. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof as may be decided by the Board from time to time.

Pursuant to the provisions of Section 161 of the Act and rules made thereunder read with Articles of Association, Ms. Nishal Jain Bhandari (DIN-06934656) was appointed as Additional Director, who is liable to hold office till the date of ensuing Annual General Meeting. However, in terms of the Regulation 17(1C) of the Listing Regulations, the Company needs to ensure that approval of shareholders for appointment of Ms. Nishal Jain Bhandari (DIN-06934656) on the Board is taken within a period of three months from the date of appointment. The Board is of the opinion that appointment of Ms. Nishal Jain Bhandari (DIN-06934656) would be of immense benefit to the Company and it is, therefore, desirable to appoint her as Non-Executive Independent Woman Director.

Accordingly, in compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 and Regulation 25(2)(A) of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the appointment of Ms. Nishal Jain Bhandari (DIN-06934656) as an Independent Director is now placed for the approval of the Members by way of a Special Resolution. The Board recommends the Special resolution, as set out at Item No. 1 of accompanying Notice, for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Nishal Jain Bhandari (DIN-06934656) and her relative(s), is in any way concerned or interested, financially or otherwise, in the proposed special resolution set out at Item No. 1 of the Notice. Nishal Jain Bhandari (DIN-06934656) is not related to any other Director or KMP of the Company.

Item Nos. 2.

RE-APPOINTMENT OF MR. VINOD TIKU (DIN: 01717666) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Act and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI Listing Regulations, the Board has proposed the reappointment of Mr. Vinod Tiku (DIN: 01717666) who was appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from November 09, 2026 for a term up to November 08, 2031.

Mr. Vinod Tiku (DIN: 01717666) is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November 09, 2021. He is the member of the Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Mr. Vinod Tiku is Civil Engineering graduate of 1971 batch from Regional Engineering College – Kurukshetra now (N.I.T Kurukshetra) with an extensive experience of 40+ years gained while serving the State Government J & K for 14 years and top-notch Real estate company of India for 26 years. In recognition of his contribution to Housing and Urban development

in the state of UP, conferred with a title of "UP RATAN" by All India conference of intellectuals in the year 2013.

Additional information in respect of Mr. Vinod Tiku, pursuant to the SEBI Listing Regulations and the Secretarial Standard on General Meetings, is appearing in the Annual Report 2025-26 under the Section 'Report on Corporate Governance'. Mr. Vinod Tiku does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He is not related to any other Director of the Company. In the opinion of the Board, Mr. Vinod Tiku fulfils the conditions specified in the Act and rules made thereunder and Regulation16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for reappointment of Mr. Vinod Tiku as an Independent Director of the Company setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Except Mr. Vinod Tiku, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. Mr. Vinod Tiku has given a declaration to this effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vinod Tiku as an Independent Director.

Accordingly, the Board recommends the resolution in relation to the reappointment of Mr. Vinod Tiku as an Independent Director, for the approval of the shareholders of the Company by way of Special Resolution. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

ITEM NO. 3

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

The Company had appointed Mr. Pradeep Misra as Managing Director of the Company for a period of three years from November 29, 2023. The Members had subsequently approved the said appointment and terms of his remuneration.

Mr. Pradeep Misra, aged 58 years is Managing Director of the Company having over 34 years of industry experience in various fields across multiple industries. He has done B.Tech in Civil Engineering.

His current term of appointment as the Managing Director of the Company is going to expire on November 28, 2026. 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 next 05 (Five) years with effect from November 29, 2026.

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 November 04, 2026 re-appointed him as Managing Director of the Company for a further period of 05 (Five) years with effect from November 29, 2026.

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

I. Period - From November 29, 2026 to November 28, 2031

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 leaves 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 05 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	**2025-26**	**2024-25**
Revenue From Operations (Gross)	6,967.33	9,700.51
Net Profit/(Loss) after Tax	(852.13)	1,329.56
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 58 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 34 years of experience in real estate sector and infra consultancy sector.

b) Past remuneration:

The Total Remuneration including perquisites, commission & Royalty of Mr. Pradeep Misra from April 01, 2025 to March 31, 2026 is Rs. 101.44 Lacs.

c) Job profile and his suitability:

His current term of appointment as a Managing Director of the Company will expire on November 28, 2026.

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. Prajjwal Misra, Director of the Company, who is his son.

3. Other information:

a) Reasons of loss or inadequate profits

Due to external conditions beyond control of the Company like gulf war and other factors there is a decline in revenue which is not because of any reduction in market demand or our execution capabilities.

Company is consciously working on reducing the proportion of government-led business, by procuring more assignment from the private sector and focus on large scale projects.

The transition will help us on multiple fronts viz., High Gross Margin & EBIDT Margin, Low Working Capital Intensity, Faster Quality Cycle, Better Earning Quality etc.

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 November 29, 2023.The Members had subsequently approved the said appointment and terms of her remuneration.

Mrs. Richa Misra, aged 56 years is Whole-Time Director of the Company having over 30 years of industry experience in various fields across multiple industries. She has done graduation in University from Allahabad.

Her current term of appointment as the Whole-Time Director of the Company is going to expire on November 28, 2026. 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 05 (five) years with effect from November 29, 2026.

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 November 04, 2026 re-appointed her as Whole-Time Director of the Company for a further period of 05 (five) years with effect from November 29, 2026.

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

I. Period - From November 29, 2026 to November 28, 2031

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 leaves 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 5 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 Whole Time Director 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 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 pos-session 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 com-panies.

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 pro 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. 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 ser-vices 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 Lac)

Particulars	**2025-26**	**2024-25**
Revenue From Operations (Gross)	6,967.33	9,700.51
Net Profit after Tax	(852.13)	1,329.56
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 56 years, is presently Whole-Time Director founding promoter. Mrs. Richa Misra did her graduation from university of Allahabad. Mrs. Richa Misra has over 30 years of experience in real estate sector and infra consultancy sector.

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.

b) Past remuneration:

The Total Remuneration including perquisites, of Mrs. Richa Misra from April 01, 2025 to March 31, 2026 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 November 28, 2026. 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

Due to external conditions beyond control of the Company like gulf war and other factors there is a decline in revenue which is not because of any reduction in market demand or our execution capabilities.

Company is consciously working on reducing the proportion of government-led business, by procuring more assignment from the private sector and focus on large scale projects.

The transition will help us on multiple fronts viz., High Gross Margin & EBIDT Margin, Low Working Capital Intensity, Faster Quality Cycle, Better Earning Quality etc

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.

For & on behalf of Rudrabhishek Enterprises Limited

Date: November 04, 2026
Place: New Delhi

Deepika Mishra
Company Secretary and Compliance officer
Membership No: A69711

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

ANNEXURE-A

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/ re-appointed

Name of the Director	Nishal Jain Bhandari
DIN	06934656
Date of Birth	06/09/1984
Date of Appointment	04/11/2026
Qualification	Post Graduate Diploma in Human Resource Management.
Experience (including expertise in specific functional area)/Brief Resume	For details, please refer to the Explanatory statement to the Postal Ballot Notice
Terms and Conditions of appointment/ re-appointment	For details, please refer to the Explanatory statement to the Postal Ballot Notice
No. of Directorship of other Limited Company	05
No of Chairman/ Member of Committees of other Limited company	Chairmanship: 03 Membership :04
Shareholding	NIL

ANNEXURE-B

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/ re-appointed

Name of the Director	Vinod Tiku
DIN	01717666
Date of Birth	28/03/1954
Date of Appointment	9/11/2021
Qualification	B Tech in Civil Engineering
Experience (including expertise in specific functional area)/Brief Resume	For details, please refer to the Explanatory statement to the Postal Ballot Notice
Terms and Conditions of appointment/ re-appointment	Independent Director for term of 5 consecutive years up to November 08, 2031
No. of Directorship of other Limited Company	NIL
No. of Chairman/ Member of Committees of other Limited company	NIL
Shareholding	NIL

ANNEXURE-C

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/ re-appointed

Name of the Director	Pradeep Misra
DIN	01386739
Date of Birth	17/09/1968
Date of Appointment	29/11/2023
Qualification	B Tech in Civil Engineering
Experience (including expertise in specific functional area)/Brief Resume	For details, please refer to the Explanatory statement to the Postal Ballot Notice.
Terms and Conditions of appointment/ re-appointment	For details, please refer to the Explanatory statement to the Postal Ballot Notice.
No. of Directorship. of other Limited Company	NIL
No. of Chairman/ Member of Committees of other Limited company	NIL
Shareholding	9772150 Equity shares of Rs.10/- each

ANNEXURE-D

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/ re-appointed

Name of the Director	Richa Misra
DIN	00405282
Date of Birth	06/12/1969
Date of Appointment	29/11/2023
Qualification	Graduation in Arts
Experience (including expertise in specific functional area)/Brief Resume	For details, please refer to the Explanatory statement to the Postal Ballot Notice.
Terms and Conditions of appointment/ re-appointment	For details, please refer to the Explanatory statement to the Postal Ballot Notice.
No. of Directorship of other Limited Company	03
No. of Chairman/ Member of Committees of other Limited company	NIL
Shareholding	893100 Equity shares of Rs.10/- each