

Date: 18/10/2022

**The Manager,
Listing Department
National Stock Exchange of India Ltd.
Plot No-C-1, G Block , Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051**

SYMBOL: REPL

Subject: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Proceedings of the 30th Annual General Meeting (AGM) held on Thursday, the 29th day of September, 2022

Dear Sir/Madam,

We are pleased to enclose herewith a copy of the Minutes of the proceedings of the 30th AGM of the Company held on Thursday, the 29th day of September, 2022 held through Video Conferencing/ Other Audio Visual Means (OAVM) facility.

Kindly take the same on your record

Thanking You

For Rudrabhishek Enterprises Limited



Vikas Gupta
Company Secretary and Compliance officer

Rudrabhishek Enterprises Limited
820, Antriksh Bhawan, 22, K.G. Marg
Connaught Place, New Delhi-110001
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MINUTES OF THE 30TH ANNUAL GENERAL MEETING OF MEMBERS M/S RUDRABHISHEK ENTERPRISES LIMITED HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS, ON THURSDAY, 29TH SEPTEMBER 2022 AT 03:00 P.M (IST) AND CONCLUDED AT 03:35 PM (IST) AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 820, ANTRIKSH BHAWAN, K.G MARG, NEW DELHI-110001

Board Members Present through Video conferencing:

Name	Designation	Place of Joining
Mr. Pradeep Misra	Chairman & Managing Director	Delhi
Mrs. Richa Misra	Whole-time Director	Delhi
Mr. Himanshu Garg	Independent Director, Chairman of Stakeholder Relationship Committee & Nomination Remuneration Committee	Delhi
Mr. Tarun Jain	Independent Director, Chairman of Audit Committee	Delhi
Mr. Vinod Tiku	Independent Director,	Delhi

INVITEES PRESENT THOUGH VIDEO CONFERENCING:

Name	Designation	Place of Joining
Mr. Madhusudhan Agarwal	Statutory Auditor M/s Doogar & Associates	New Delhi
Mr. Pradeep Debnath	Secretarial auditor & Scrutinizer Pradeep Debnath & Co	New Delhi
Mr. Manoj Kumar	Chief Financial Officer	New Delhi

IN ATTENDANCE THOUGH VIDEO CONFERENCING -

Mr. Vikas Gupta	Company Secretary	New Delhi
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As per the attendance registered for the meeting, 53 members were present through Video Conferencing (“VC”) including representative of Bodies Corporates. Pursuant to Circular No. 14/2020 issued by the Ministry of Corporate Affairs (MCA), the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the meeting. The quorum was present throughout the meeting.

LEAVE OF ABSENCE

There was no leave of absence.

CHAIRMAN

Mr. Pradeep Misra, Chairman of the Board was in the Chair in accordance with Articles of Association of the Company.

The Chairman informed that the Annual General Meeting was being held through Video Conferencing.

QUORUM

Necessary quorum being present, the Chairman declared the Meeting open and welcomed the Members.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, STATUTORY AUDIT REPORT AND SECRETARIAL AUDIT REPORT

The Register of Directors and Key Managerial Personnel of the Company maintained pursuant to Section 170 of the Companies Act, 2013 and Report of the Statutory Auditors and the Secretarial Auditors, copies whereof were part of the Annual Report for the year 2021-22 and other necessary documents, required to be available during the AGM were available for inspection at NSDL website.

BRIEFING ABOUT THE RULES

The Company Secretary greeted the Members and briefed them about some basic rules relating to the AGM. He informed that the Company had provided the Members the facility to cast their votes electronically, on all the 6 Items of business set forth in the Notice through Remote e-voting prior to the AGM and through e-voting system during the AGM using the platform provided by National Securities Depository Limited (“NSDL”). The said facility of Remote e-voting commenced at 9:00 A.M. (IST) on Monday, 26th September, 2022 and concluded at 5:00 P.M. (IST) on Wednesday, 28th September, 2022. Further, on 29th September, 2022, the day of the 30th AGM, the facility of e-voting was also provided by the Company to its Members present through VC/OAVM facility, who did not cast their votes through Remote e-voting. Mr. Pradeep Debnath, Practising Company Secretary, (Membership No. - FCS 6654) has been appointed as the Scrutinizer to scrutinize the Remote e-voting process prior to the AGM and through e-voting system during the AGM in a fair and transparent manner and he had joined the Meeting. Also, Mr. Madhusudan Agarwal had joined the Meeting as Statutory Auditors on behalf of Doogar & Associates .

It was further informed by the Company Secretary that there would be no voting by show of hands. No result would be declared at the Meeting. He also informed that the Company had received requests from some Members to pre-register themselves as speakers at the Meeting and accordingly, they would be invited to ask questions or express their views when their names are called out by the Chairman after all the 6 AGM Resolutions are taken up. Members were requested to keep their questions/suggestions brief. Company Secretary also requested the Chairman to conduct rest of the proceedings of the Meeting.

NOTICE

The Chairman then took up the formal proceedings of the AGM. The Notice dated 09th August, 2022 convening the 30th Annual General Meeting (AGM) together with Financial Statements and Boards' Report, were taken as read with the consent of the Members present.

CHAIRMAN'S SPEECH

Chairman then addressed the Members and said that 2022 was yet another year of resilience, grit and determination. The Company is now 30 years old and is more agile and nimble footed than ever before. The previous financial year was also the year of our major geographical expansions. We have added projects in many locations scattered from North to South; and East to West. We have our project footprints in Ladakh (TPI for PWD), Vijayawada (State Guest House & Commercial Complex); J&K (Development of 37 Tourism sites in Jammu Province); Jharkhand (Street Vending Plans); Vellore (Smart City); Madurai (Smart City) etc. Within our existing presence areas, we have added multiple projects such as Water Supply Scheme under Jal Jeevan Mission (JJM) in M.P.; Piper Water Supply under JJM in W.B.; BharatNet project in 17 states and UTs for third party audit of last mile connectivity; PMC work of UNITECH in Gurugram; PMC of various real estate projects in Greater Noida.; City Development Plan, Meerut (U.P.); GIS based Master Plan 2041 for Greater Noida; GIS based property tax register, Katni (M.P.); Street Vending Plans in Assam; monitoring of JJM implementation program in 10 districts of Jammu Division; Circuit House at Rourkela (Odisha).He concluded by saying that he is confident that with the unstinting support of all, the Company's remarkable journey will continue to reach greater heights.

AGENDA ITEMS

The Chairman then took up the Agenda items as mentioned in the Notice and moved the following Resolutions:

Resolution No. 1 (As an Ordinary Resolution)

"RESOLVED THAT the Audited Financial Statements for the year ended 31st March, 2022 and the Consolidated Audited Financial Statements for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon as circulated to the Members and laid before the Company at this Meeting, be and are hereby approved and adopted."

Resolution No. 2(As an Ordinary Resolution)

"RESOLVED THAT Mr. Pradeep Misra (Director Identification Number 01386739), who retires by rotation at this Meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Resolution No. 3(As an Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 read with schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rule 2014 and the applicable provisions of the Securities Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and remuneration Committee, Mr Vinod Tiku (DIN:01717666), who was appointed as an Additional Director (Independent Non-Executive) of the Company in terms of section 161 of the Act by the Board of Directors with effect from 09th November 2021 and holds office up to the date of this Annual General Meeting (AGM) and in respect of whom the Company has a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, and being eligible, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for 05 consecutive years up to 08 th November 2026 and he shall not be liable to retire by rotation on the terms and conditions referred to in the explanatory statement of material facts annexed to this Notice be and is hereby approved. ”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Resolution No. 4(As an Special Resolution)

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

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Resolution No. 5(As an Special Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 ,178 and any other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act and the Rules made thereunder, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements (Amendment) Regulations, 2018 (hereinafter referred to as the SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded to the re-

appointment of Mr. Himanshu Garg (holding DIN 08010105), whose current period of office is expiring on 28th November, 2022, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, and being eligible be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation for his second term of 5 consecutive years with effect from 28th November, 2022 on the terms and conditions referred to in the explanatory statement of material facts annexed to this Notice, be and is hereby approved.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Resolution No. 6(As an Special Resolution)

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

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

CONCLUDING REMARKS

The Chairman informed the Members that the Voting Results along with the Scrutinizer’s Report will be made available to the Stock Exchanges within 2 working days from the date of the AGM and will be posted on the website of the Company at www.repl.global and on the website of NSDL, the authorized agency for providing the e-voting facility. The Chairman, thereafter, thanked the Members for attending the Meeting and declared the 30th AGM closed .

DECLARATION OF VOTING RESULTS

On the basis of the Scrutinizer's Report on the 'Remote Electronic Voting' and 'Electronic Voting at the Meeting' submitted to the Chairman, the results in respect of the Resolutions passed in the 30th AGM of the Company, held on 30th September, 2022 through Video Conference facility, were as follows:-

Item No. 1: ORDINARY RESOLUTION - (Adoption of Financial Statements including Consolidated Audited Financial Statements and Reports of Board of Directors and Auditors of the Company for the year ended 31st March, 2022)

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	12153439	99.99%

ii. Voted against resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	508	0.01%

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Item No.2:ORDINARYRESOLUTION - (Appointment a director in place of Mr. Pradeep Misra (DIN 01386739), who retires by rotation and being eligible offers himself for re-appointment.)

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	63	351889	99.86%

ii. Voted against resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	508	0.14%

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
2	1262100

Item No.3:ORDINARY RESOLUTION - Regularize Appointment of Mr. Vinod Tiku (DIN:01717666) as an Independent Director of the Company

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	12153439	99.99%

ii. Voted against resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	508	0.14%

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Item No.4:SPECIAL RESOLUTION - Appointment of Mr. Tarun Jain (DIN: 07940978) as independent director of the Company for a second term.

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	12153439	99.99%

ii. Voted against resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	508	0.14%

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Item No.5:SPECIAL RESOLUTION - Appointment of Mr. Himanshu Garg (DIN : 08010105) as independent director of the Company for a second term

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	69	12153439	99.99%

ii. Voted against resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	508	0.14%

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

Item No.6:SPECIAL RESOLUTION - . Approval on Material Related Party Transactions with New Modern Buildwell Private Limited

i. Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	63	351889	99.86%

ii. Voted against resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	508	0.14%

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
2	1262100

The aforesaid voting results were made available within 2 working days from the date of the AGM and was posted on Company's website at www.repl.global .

SD/-
Pradeep Misra
Chairman