

RUDRABHISHEK ENTERPRISES LIMITED

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

T: 011-41069500, F: 011-23738974, CIN: L74899DL1992PLC050142

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POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), read together with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modification thereof for the time being in force and Regulation 30 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 and pursuant to other applicable laws and regulations for the time being in force, that the resolution attached below are proposed to be passed by **Special Resolution by way of Postal Ballot**. The Company is desirous of seeking your consent for the proposal as contained in the resolution given herein after.

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 along with the Postal Ballot Form for your consideration.

The Board vide its Resolution passed on 21st January 2020 appointed CS Pradeep Kumar Debnath, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.

The members are requested to read the instructions printed on the Notice carefully and return the duly completed Postal Ballot Form in the attached self- addressed postage pre-paid envelope, so as to reach the Scrutinizer at their address- 206, Plot No. H-2, Apra North EX Plaza, Netaji Subhash Place, New Delhi -110034, on or before 17.00 hours on 27th February 2020. The postage will be borne and paid by the Company.

Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

The Scrutinizer will be submitting his report to the Chairman and Director 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 & Director of the Company or in his absence, any person authorised by him, on the **2nd March, 2020** 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 Exchanges where the Company's shares are listed viz Emerge platform of National Stock Exchange.

SPECIAL RESOLUTION(s):

Item No. 1

APPROVAL FOR SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY COMPANY IN ITS FOREIGN SUBSIDIARY OR CLOSURE OF BUSINESS OF ITS FOREIGN SUBSIDIARY- RUDRABHISHEK SINGAPORE PTE LTD (RSPL)

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

"RESOLVED THAT pursuant to Section 180(1)(a), 188(1)& other applicable provisions of the Companies Act 2013 read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

("LODR"), for the time being in force and subject to necessary approvals(s), if any, from the competent authorities and provisions of Memorandum and Articles of Association of the Company, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, consent of the members be and is hereby accorded to board of directors of the company to sell, transfer or otherwise dispose of its entire/partial investment including closure of business of its foreign subsidiary-Rudrabhishek Singapore Pte Ltd (RSPL).

RESOLVED FURTHER THAT the board of director in the best of interest of the Company may take any such step as may be required to give effect to above said resolution including sale of shares to related/unrelated party or to Foreign/ Indian entity at price not less than valuation of shares made by statutory auditor of foreign subsidiary or any independent valuer authorized by law of incorporated place.

"RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby jointly or severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

Item No. 2

APPROVAL FOR ALTERATION IN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY

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

RESOLVED THAT the consent of members be & is hereby accorded, subject to the approval by Registrar of Companies or such other authority as may be required, to make alteration/addition after Clause 32 of Object Clause III (B)- Matters which are necessary for furtherance of the objects specified in clause III(A), of the Memorandum of Association of the Company, to include the following clause as:

33. To borrow or raise money, secure or discharge any debt or obligation or bindings on the company in such manner as may be thought fit and in particular by Mortgage of the undertaking on all or any of the immoveable or movable property (Present and future) and the uncalled capital of the company or by the creation and issue, on such terms as may be thought expedient of or by the way of issue of debentures or debenture-stock, perpetual or other-wise or other securities of any description, provided that the company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
34. To lend money to such persons or companies on such terms as may be deemed expedient & in particular to members of staff, customers & others dealing with the company & to guarantee the performance of contracts by any such person or companies provided that the company shall not carry business which may come within the purview of Banking Regulation Act, 1949.
35. To guarantee the payment, unsecured or secured or payable under promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations instruments and securities of any company or of any persons whomsoever whether incorporated or not incorporated and generally to guarantee the payment of money of or dividends and interest on any stock, shares, securities of any company or persons or the subscriptions of such shares, stocks or securities in any case in which such guarantee may be considered likely directly or indirectly to further objects of the company as the interest of its shareholders and to become sureties for the performance of any contracts or obligations.

For & on behalf of Rudrabhishek Enterprises Limited

Date: 21st January 2020
Place: New Delhi

Vikas Gupta
Company Secretary and Compliance officer

Registered Office:

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act & Rule 22 of Companies (Management & Administration) Rules, 2014, setting out material facts is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/Beneficial Owners as on **cut-off date i.e 24th January 2020** and voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Members on the cut-off date. A person who is not a Member as on the cut-off date should treat this notice for information purposes only. The vote in this Postal ballot cannot be exercised through proxy.
3. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Our Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company is not providing e-voting facility to its shareholders.
4. Members are requested to intimate immediately change in their address, if any, to the Registrar & Share Transfer Agent of the Company, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase –I, New Delhi-110 020.
5. The Board, vide its Resolution passed on 21st January 2020, has appointed CS Pradeep Kumar Debnath, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in accordance with law and in a fair and transparent manner.
6. The Members are requested to read the instructions printed on the Notice carefully and return the duly completed Postal Ballot Form in the attached self- addressed postage pre-paid envelope, so as to reach the Scrutinizer at their address 1105, 11th Floor Hemkunt House 6, Rajendra Place, New Delhi-110008 on or before 05.00 pm on 27th February, 2020. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received.
7. The Company has designated Mr. Pradeep Misra, Chairman & Managing Director and Mr. Vikas Gupta, Company Secretary of the Company as the persons responsible for the entire postal ballot process.
8. 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 between 2.00 pm and 5.00 pm on all working days (except Saturdays, Sundays and Holidays) upto the date of announcement of the results of this Postal Ballot.
9. The Scrutinizer shall, declare the results on or before 2nd March, 2020 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).
10. 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 Limited.

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

ITEM NO. 1:

Your Company, being the promoter, holds 90% shares in its foreign subsidiary viz. Rudrabhishek Singapore Pte Ltd (RSPL) since the inception of RSPL, i.e. 04/10/2013. Rudrabhishek Singapore Pte Ltd (RSPL) is a Private limited company registered under Companies Act (Cap 50), Republic of Singapore & duly engaged in the business of providing business & management consultancy services.

As RSPL has been incurring losses from the past few years which in turn is affecting the net worth of your company as well and in line with the objectives of creating long term value to its shareholders by reviving the financial health of the company, your Board has, at its meeting held on 21st January 2020, decided to sell, transfer or otherwise dispose of the entire/partial holding including closure of RSPL.

The Company is currently in the process of hunting for the best alternative which shall be in the best interest of Company. However, the disposal of entire/partial stake in RSPL by the Company may be deemed to be sale or otherwise disposal of whole or substantially the whole of an undertaking, pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, consent of the shareholders is required through postal ballot.

Your Directors or Key Managerial Personnel of the Company including their relatives are concerned or interested to the extent of their shareholding.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

ITEM NO. 2:

For the smooth operations of Company & to enable Company work efficiently & effectively and keeping in view the growing trend in the business of Company and foreseeing the business expansion strategy of the Company in the coming years, the Board, in its meeting held on 21st January 2020, decided to insert some -clauses/objects regarding borrowing/lending or giving guarantee of any amount to persons, companies, etc on such terms & conditions as may be deemed expedient, & as detailed in Clause III (B) of Memorandum of Association of Company, subject to approval by Shareholders in ensuing General meeting & Registrar of Companies.

Therefore your Board of directors recommends the alteration in Objects Clause, as contained in the above said resolution, for your approval by the way of Postal Ballot.

A copy of the Memorandum and Articles of Association of the Company showing the proposed changes have been kept at the Registered office of the company for inspection by members, on any working day during office hours.

None of the Directors or key managerial personnel of the Company or their relatives are, in any way concerned or interested in the proposed resolutions.

For & on behalf of Rudrabhishek Enterprises Limited

Date: 21st January 2020
Place: New Delhi

Vikas Gupta
Company Secretary and Compliance officer

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