

## RUDRABHISHEK ENTERPRISES LIMITED

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

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)

**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") read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), including any statutory modification thereof for the time being in force and Regulation 29 & 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.

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 this Postal Ballot Notice in electronic form only 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 2nd September 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.

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 or before **19th October, 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](http://www.repl.global) besides communicating to the Stock Exchanges where the Company's shares are listed viz Emerge platform of National Stock Exchange.

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 RESOLUTION(s):**

#### **ITEM NO 1 – MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE SME PLATFORM I.E. EMERGE TO MAIN BOARD OF NSE (CAPITAL SEGMENT).**

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

**Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the Proposal amount to at least Two times the number of votes cast by shareholders other than promoter shareholders against the proposal.**

**"RESOLVED THAT** pursuant to the provisions laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations, other applicable SEBI Regulations and the rules framed there under, including any amendment, modifications, variation or re-enactment thereof, the consent of the Members be and is hereby accorded for the purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Limited ("NSE") i.e. Emerge to the Main Board of NSE and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company

Secretary of the Company be and are hereby authorized jointly or severally authorise to deal with the any Government or Semi-government Authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to aforementioned resolution.”

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

For & on behalf of **Rudrabhishek Enterprises Limited**

Date: 2nd September 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 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 11th September, 2020 (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").
2. 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.
3. 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.
4. 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. **16th October, 2020** in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
5. The Board, vide its Resolution passed on 2nd September 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 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.
7. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 11th September 2020 may cast their vote electronically.
8. The e-voting period commences on 17.09.2020 (09.00 am) and ends on 16.10.2020 (05.00 pm). The voting period ends on the close of **16th October, 2020** (5.00 p.m.). The e-voting module shall also be disabled by NSDL for voting thereafter.
9. 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.
10. 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.
11. The Scrutinizer shall, declare the results on or before 17th October 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).
12. 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 (Emerge platform).

## E-VOTING INSTRUCTIONS

### Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

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

4. Your User ID details are given below :

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

5. Your password details 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, your 'initial password' is communicated to you on your postal address.
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](https://www.evoting.nsdl.com/).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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 : Steps to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose

voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pradeepdeb Nath205@gmail.com](mailto:pradeepdeb Nath205@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 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](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

##### **ITEM NO. 1:**

As the members of the Company are aware that the equity shares of the Company are listed on SME Platform of NSE i.e. NSE Emerge w.e.f. 13th July 2018. The Company made an IPO in June-July 2018 on NSE Emerge and raised an amount of Rs. 1,873.29 Lakhs which has been deployed on the objects. The Company has been performing consistently and has increased its business operations year by year. The listing of equity share of the Company enhanced transparency in the functioning and the Company has been benefited. Over the period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME Listing and the Company is geared up for moving on to the main board of NSE.

In terms of present rules/regulations, the Equity Shares listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 2 years from the date of listing. The Company is well poised to migrate on the Main Board of NSE as the Company has been listed and traded on the NSE Emerge of NSE (Listed on 13th July 2018) for two years and hence eligible to migrate on to the Main Board of NSE as per the guidelines specified by SEBI under Chapter IX of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 and as per the procedure laid down by NSE. Also, listing on the Main Board of NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on Main Board in the form of Market Capitalisation, enhanced liquidity, larger participation, visibility etc. will accrue to the shareholders of the Company.

The members are, therefore, requested to accord their approval for migration of the Company's present listing i.e. 1,73,42,500 Equity Shares as well as migration of the future listing of Equity Shares from Emerge Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions except to the extent to their shareholding.

Pursuant to Proviso to Regulation 277 of Chapter IX of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, the proposed resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by public shareholders against of the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity shares of the Company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

For & on behalf of **Rudrabhishek Enterprises Limited**

Date: 2nd September 2020

Place: New Delhi

#### **Registered Office:**

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

**Vikas Gupta**

Company Secretary and Compliance officer