



RUDRAKSH CAP-TECH LTD.

Regd.Off.: 10, Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V.Road, Santacruz (West), Mumbai – 400 054, Maharashtra.

Admi. Off.: 301, Camps Corner, Opp. SRP Group-4, Near D-Mart, Makarpura, Vadodara-390 010, Gujarat. Phone:- 0265-6569067, Fax:- 0265-6569067

E-mail: rudrakshcaptech@gmail.com | Website: www.rudrakshcap-tech.com

CIN NO.: U65910MH1992PLC067473

NOTICE OF POSTAL BALLOT

(pursuant to Section 110 of the Companies Act, 2013 read with the companies (Management and Administration) Rules, 2014)

Dear Members,

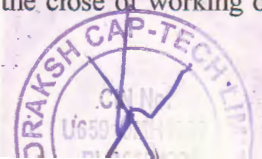
NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) to the members of RUDRAKSH CAP-TECH LIMITED (CIN NO. 65910MH1992PLC067473 (here in after refer to as “the company”) to seek their approval by way of postal ballot for **shifting the registered office of the company from the state of Maharashtra to the state of Gujarat.** The proposal is appended in the proposed resolution below.

The board of directors of the company at its meeting held on 11th AUGUST -2015 has appointed C.S.Mrs. RUPAL PRANAV PATEL, AHMEDABAD, PRACTISING COMPANY SECRETARY as a scrutinizer for conducting the postal ballot (physical and E- voting) process in accordance with the law in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting also be transacted through electronic voting system. Accordingly , the company in compliance with the clause 35(b) of the listing agreement and the provision of section 108 of the companies act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 , is pleased to provide the members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the postal ballot in electronic means i.e. through E-voting services provided by **LINK INTIME PRIVATE LIMITED Registrar and share Transfer Agent (RTA).** Address - **B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** The E-voting period commenced from Saturday, 26TH SEPTEMBER from 10.00 AM TO 5.00 PM (Excluding the public holiday) and ends on Tuesday, 29TH SEPTEMBER 2015 from 10.00 AM TO 5.00 PM. please read carefully and follow the instruction as per as printed in this notice for E-voting/ Postal Ballot. .

However, those member, who do not have access to e-voting facility can send their accent or dissent in writing on the postal ballot form attached herewith. It is pertinent to note that shareholder(s) can opt for only one mode of voting, i.e. either by e-voting. If you are opting for e-voting then do not vote by physical postal ballot also vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting through physical ballot will be treated invalid. After you vote, the vote cannot be changed subsequently.

Member are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed , business replay envelop ,so as to reach the scrutinizer before the close of working over (5.30 pm) on 29TH SEPTEMBER 2015. Please note that



any postal ballot form(s) received after the said date will be treated as reply from the member has not been received member who has not received postal ballot form may applied to the company and obtain of duplicate thereof .

The scrutinizer will submit his report to the chairman or in his absence, any person authorized by him, after the completion after scrutiny of the postal ballot (physical and e-voting). The results of the voting by postal ballot will be announced by the chairman of the company or in his absences, any person authorized by him, on 30TH SEPTEMBER 2015 At The Annual General Meeting of members of the company to be held on 30TH SEPTEMBER 2015 AT 11.00 AM at the **Registered office** of the Company at **10,Basement,MaheshwarDarshanBldg, OPP Aasha Parekh Hospital, S.V.Road, Santacruz (W), MUMBAI- 400054. Maharashtra.** and the **Corporate/Administrative Office** of the company situated at the - **301, Camps Corner, Opp. SRP Group-4, Near D-Mart, Makarpura, Vadodara – 390 010, Gujarat.** The result of the postal ballot, along with scrutinizer report, will on such announcement date, is posted on the company website www.rudrakshcap-tech.com besides communicating to the stock exchange. Where company's share are listed. The date of declaration of the result of the postal ballot by the company shall be deemed to be the date passing of the said resolution.

Member requiring any clarification on e-voting may contact M/s. **LINK INTIME INDIA PVT. LTD. Registrar & Transfer Agent(RTA) AT -B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** On Tel No.-Phone: 91-265- 2356573, 2356794, Fax: 91-265 – 2356791 OR by Email: alpesh.gandhi@linkintime.co.in

Proposed Resolutions

AGENDA-1:- Shifting Of Registered Office Of The Company From The State Of Maharashtra To The State Of Gujarat

To consider and thought fit, to pass the following resolution as a SpecialResolution:

“RESOLVED THAT subject to the provision of section12,13 and 110 and other provisions of companies act, 2013 read with relevant rules applicable if any,(including any statutory modification(s)or re-enactment thereof, for time being in force), and subject to the approval of Regional Director,MAHARASTRA, OR the Central Government and such other approvals, permissions and sanctions, as may be required from time to time, consent of the Members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of Maharashtra to the State of Gujarat AND THAT Clause II of the Memorandum of Association of the Company be substituted and replaced as under

II. The Registered Office of the Company will be situated in the State of GUJARAT."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any person(s)authorized and/or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorized by the Board, be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties



or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Shareholders of the Company."

By Order of the Board of Directors

For RUDRAKSH CAP-TECH LIMITED

Place:-Vadodara

Date:-24th August, 2015

Mr. Narayan D. Acharya

(Director)

Din: 06885894



Registered office :-

10, Basement, Maheshwar Darshan, bldg.,
Opp. Aasha Parekh Hospital,
S.V. Road, Santacruz (W),
Mumbai-400054.

NOTES:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business along with the Postal Ballot Form setting out material facts is appended herein below.
2. The Postal Ballot Notice has been sent to all the members of the Company whose names appear on the Register of Members / Beneficial owners from National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 24TH August-2015. Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot.
3. The Postal Ballot Notice also has been placed on Company's website: www.rudrakshcap-tech.com and Please login at CDSL website at www.evotingindia.com and will remain on such website until the last date of receipt of the Postal Ballot from members.
4. The date of completion of dispatch of Notice will be announced through advertisement in newspapers.
5. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on day and date .
6. The postage will be borne and paid by the Company. However envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched, to the Scrutinizer.
7. The date of declaration of result of the Postal Ballot shall be deemed to be the date of the general meeting and the date of passing of the proposed resolution.



8. The Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Also attached is a self-addressed, business reply envelope.
9. C.S. Mrs. RUPAL PRANAV PATEL, AHMEDABAD, PRACTISING COMPANY SECRETARY, At -303, Prasad Apt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road Ahmedabad-380015 (MEMBERSHIP REGISTRATION NO.- 35438) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may indicate their option to receive the physical Form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the link www.evotingindia.com or from the 'Investors' section on the Company's website www.rudrakshcap-tech.com
11. Voting through electronic means
- (i) In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and Rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by **M/s LINK INTIME INDIA PVT. LTD. Registrar and Transfer Agent, AT - B-102, 103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** On Tel No.- Phone: 91-265- 2356573, 2356794, Fax: 91-265 – 2356791 OR by Email: alpesh.gandhi@linkintime.co.in
- (ii) Members are informed that they can opt for only one mode of voting i.e. either by physical voting on Postal Ballot Form or through e-voting. If the member opts for e-voting then they should not cast their vote through postal ballot form and vice versa. If in case a member casts vote both through Postal Ballot form and e-voting, then the vote cast through e-voting shall be considered valid.
12. The procedure and instructions for e-voting are as follows:
- i) Open your web browser during the voting period and navigate www.evotingindia.com
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

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| User – ID | <p>For Members holding shares in Demat Form:-</p> <p>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL :- 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form:-</p> <p>• Event no. followed by Folio Number registered with the company</p> |
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| Password | Your Unique password is printed on the Note/ via email forwarded through the electronic notice |
| Captcha | Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |
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- iii) Members can cast their vote online from - Saturday, 26TH SEPTEMBER 2015(10.00 AM TO 5.00 PM.) TO Tuesday,29TH SEPTEMBER 2015 (10.00 AM TO 5.00 PM).(BOTH DAYS INCLUSIVE, Excluding the Public holiday in between).
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL website at www.evotingindia.com e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- viii) If you are holding shares in Demat form and had logged on to CDSL website at www.evotingindia.com and had cast your vote earlier for any company, then your existing login id and password are to be used.
- ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Shareholder do not want to cast, select 'ABSTAIN'.
- x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Corporate/Institutional Members (corporate /Fls/Fills/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail toroopalcs2001@gmail.com with copy to CDSL website at www.evotingindia.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no.".

12. Relevant documents referred in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 10.00 am to 5.00 pm up to the last date of receipt of Postal Ballot Forms, i.e., 29TH SEPTEMBER 2015



APPEAL TO SHAREHOLDERS

- (i) The Company would like to appeal and encourage its Shareholders to hold their shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat/Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat mode. The detailed procedure of Dematerialization of Shares is also given on the website of the Company under Investor Relations Section. The Shareholders may also get in touch with **M/S LINK IN TIME INDIA PVT. LIMITED** at **B-102,103 Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara-390 020, Gujarat.** On Tel No.-Phone: 91-265- 2356573, 2356794, Fax: 91-265 – 2356791 OR by Email: alpesh.gandhi@linkintime.co.in our registrar and Share transfer Agent, OR the Chief Executive Officer Mr. PRAGNESH PANDYA, CHIEF EXECUTIVE OFFICER at www.rudrakshcap-tech.com. The Company also appeals and requests the Shareholders to opt for Electronic Clearing System (ECS) facility for receiving of Dividends.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

AGENDA 01 – SHIFTING OF REGISTERED OFFICE FROM MAHARASHTRA STATE TO GUJARAT STATE.

The Registered Office of the Company is presently located in the State of Maharashtra at 10, Basement, Maheshwar Darshan Building, Opp. Aasha Parekh Hospital, S.V. Road, Santacruz,(W), MUMBAI-400054. The Company is presently engaged in the Investment and capital construction activities and as an integral diversification The Board of directors has contemplated future plans to diversify into the internationally acclaimed business of Philately and Numismatic and from last many years we have been collecting stamps, coins and historic newspapers, antique items, start Advisory / Consultancy for Stamps / Coins and Antique items, subject to legal compliances. We will start holding regular public stamp auctions, coin auctions, and auctions of cigarette cards, trading cards and autographs in India /Abroad very soon. We also plan to Publish Auction Catalogues on our website on Quarterly basis, prior to the auction date.

We have also added an online shop through our website, So you can now browse through many items from our stock at your leisure and buy direct from our website. Our Company will be supposed to, First Listed Company to internationally acclaimed business of Philately & Numismatic and deal in Stamps, Coins, Antiques Items.

The company is also in the process of the restructuring of the management reshufflings and controlling interest as permitted by the guidelines, rules, Regulations promulgated by SEBI, STOCK EXCHANGES, MCA, or other authorities to provide in roads to the new investors inclined to integrate into the company affairs.

The registered/corporate offices of most leading corporates is located at Gujarat Which is now well equipped with the accessibility to the other business centers in the country as well as beyond the country



ambits. The substantial loaf of the management and controlling interest is from GUJARAT & Therefore the shifting of the Registered office of the company shall ensure the prompt decision making process of important corporate issues, better coordination among the corporate department, economy in the administrative cost and expenses and there is well engineered corporate set up in GUJARAT. After the completion of the statutory formalities under the COMPANIES ACT 2013 Read with the Rules, Regulations, the Annual General meetings can held in GUJARAT Where the substantial numbers of members and stakeholders are situated.. In light of above and other administrative convenience, the Company is considering changing the Registered Office of the Company from the State of MAHARASHTRA to the State of GUJARAT.

If the Shareholders so approve, the Registered Office of the Company may be shifted from _10, Basement, Maheshwar Darshan Bldg, Opp. Aasha Parekh Hospital, S.V. Road, Santacruz(W), MUMBAI-400054. situated under the jurisdiction of the Registrar of Companies, Maharashtra to GUJARAT situated under the jurisdiction of the Registrar of Companies, GUJARAT or such other location within the local limits of the city of VADODARTA, GUJARAT STATE, as the Board may deem fit.

In accordance with the provisions of Sections 12 and 13 of the Companies Act, 2013 pursuant to the shifting of the Registered Office of the Company from one state to another, alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of Shareholders in General Meeting by way of Special Resolution. Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the special resolution of shifting of Registered Office of a listed company from one state to another is required to be passed by way of Postal Ballot.

In light of the above facts, your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the State of Maharashtra (Mumbai) to the State of Gujarat and for altering Clause II of the Memorandum of Association of the Company.

The altered copy of the Memorandum of Association of the Company will be available for inspection at the registered office of the Company to any member during any working day between **11:00 a.m. and 1:00 p.m.** The proposed change will in no way be detrimental to the interest of any member of public, employees, creditors or any other person in any manner whatsoever.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

Place:-Vadodara

Date:-24th August, 2015

By Order of the Board of Directors

For RUDRAKSH CAP-TECH LIMITED

Mr. Narayan D. Acharya
(Director)

Din: 06885894

