



RADFORD GLOBAL LIMITED

(Formerly known as : P S Global Limited)

Regd. Office: Office No. 202, Sterling Chamber, Mogra Village Road, Opp. Old Nagardas Road, Andheri (East), Mumbai – 400 069
Website : www.radfordglobal.in | Email Id : info@radfordglobal.in | Ph. No. 8286970423 | CIN No.: L55101MH1994PLC235976

PROCEEDINGS OF THE 19th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF RADFORD GLOBAL LIMITED HELD ON 20th SEPTEMBER AT 9.00 A.M AT THE CONFERENCE HALL 1ST FLOOR,GOKUL ANAND,HOTEL PVT LTD,ASHOKVAN SHIVVALLABH ROAD,W.E.HIGHWAY,DAHISAR (EAST), MUMBAI-400068

PRESENT:

1. Mr. Prakash Biyani - Chairman & CFO
2. Mr. Rajesh Kumar Maheshwari- MD& CEO
3. Mr. Nitin S Murarka- Independent Director

IN ATTENDANCE:

1. M/S. MNRD & Associates, Chartered Accountants- Statutory Auditors
2. Divya Momaya, Proprietor D S Momaya & Co. Company Secretaries

MEMBERS PRESENT:

9 members were present in person.

NOTICE AND CHAIRMAN SPEECH:

Mr. Prakash Biyani was appointed as the Chairman of the Meeting by the members present. Mr. Prakash Biyani chaired the meeting and announced that since the requisite quorum for the meeting was present, the formal proceedings of the meeting could commence. He then extended a warm welcome to the members present.

The chairman announced that no proxy forms were received. He further stated that the registrar of proxies and the Register of Director's shareholding u/s 307 of the Companies Act, 1956 were open for inspection of the members during the meeting.

With the consent of the members present, the notice convening the meeting along with the audited accounts and the directors' report were taken as read.

Thereafter the chairman read out the Auditors' report and the Annexure to the Auditors' report was taken as read with the permission of the members.

The chairman later addressed the members with a brief speech on the Company and Industry Scenario. He informed the members that the Company is expanding its business operations outside Mumbai and has started Branch Office at Bangalore last month and also is aggressively in process of opening second branch office at Pune in due course. Members present appreciated



the efforts of the Company with a round of applause. He further took up the issues raised by the shareholders one by one and gave replies to the satisfaction of the members.

All the resolutions as per the notice convening the AGM were then passed as detailed below:

1. Approval of the Accounts for the year 2013-2014:

Proposed by: Mr. Vikas (Representative of Pine Animation Limited)

Seconded by: Mr. Nimesh shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet and Profit & Loss A/C for the year ending March 2014 and the Director’s Report along with the enclosures and Auditor’s Report thereon along with all the annexure be and hereby be approved and adopted.”

After considering the poll and e-voting results, the Chairman declared the Resolution as having been passed unanimously.

2. Re-appointment of Mr. Prakash B Biyani as the Director of the Company -

Proposed by: Mr. Somnath Bomble (Representative of Dhanleela Investments & Trading company Ltd.)

Seconded by: Mr. Sanjay Zende

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“RESOLVED THAT Mr. Prakash B Biyani, a Director liable to retire by rotation , be re-appointed as the director of the Company.”

After considering the poll and e-voting results, the Chairman declared the Resolution as having been passed unanimously.

3. Mr. Manish Nareshchandra Shah, a Director liable to retire by rotation, be not re-appointed.

Proposed by: Mr. Suresh Saini (Representative of Radford Investment Pvt. Limited)

Seconded by: Mr. Manoj kumar

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“RESOLVED THAT Mr. Manish Nareshchandra Shah, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as the director of the Company.



RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled.”

After considering the poll and e-voting results, the Chairman declared the Resolution as having been passed unanimously.

4. Re-appointment of the Statutory Auditors of the Company -

Proposed by: Mr. Pandurang Ingwale (Representative of CPRCL)

Seconded by: Mr. Manoj Kumar

The following Resolution having been proposed with minor correction and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, MNRD & Associates, Chartered Accountants whose appointment as been duly approved by the Audit Committee and the Board of Directors in their respective meetings held on 11th August, 2014 be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting, with this meeting being counted as the first meeting

RESOLVED FURTHER THAT appointment of the statutory auditor shall be subject to the ratification at each Annual General Meeting held after forthcoming annual general meeting

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time.

After considering the poll and e-voting results, the Chairman declared the Resolution as having been passed with unanimously.

5. Appointment of Mr. Ajay Dhuria as the Director of the Company :

Proposed by: Mr. Anil Gosalia

Seconded by: Mr. Vishnu Bhattar (Representative of Effingo Textile & Trading Ltd.)

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013(as amended or re-enacted from time to time) read with the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Ajay Kumar Dhuria (DIN- 06893538) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 11th August, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the



Company has received a notice in writing from a member proposing the candidature of Mr. Ajay Kumar Dhuria (DIN- 06893538) for the office of the Director of the Company, be and is hereby elected and appointed as Director of company, whose period of office shall be liable to determination by retirement of directors by rotation.”

RESOLVED FURTHER THAT pursuant to section 152, 164 , 165 & 179 (3), 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he is not disqualified to be appointed as director in DIR-8, AND declaration in form MPB-1 giving notice of his concern or interest in the companies/ firms and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialled by the chairman for purpose of identification, be and is hereby take note off.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do all such things, acts and deeds which may be necessary for giving effect to this resolution and to file e-Form No. DIR-12, MGT-14 with Registrar of Companies, on the MCA -21 portals.”

After considering the poll and e-voting results, the Chairman declared the Resolution as having been passed with unanimously.

6. Appointment of Mr. Nitin Murarka as Independent Director:

Proposed by: Mr. Vikas (Representative of Pine Animation Limited)

Seconded by: Mr. Vishnu Bhattar (Representative of Effingo Textile & Trading Ltd.)

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 & its schedule IV read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Nitin S. Murarka (Din: 06615495be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152,164, 165 & 184 of the Companies Act, 2013 (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment her number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialled by the chairman for purpose of identification, be and is hereby take note off.



RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule, any of the directors of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialled by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the directors of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel. ”

After considering the poll and e-voting results, the Chairman declared the Resolutions having been passed with unanimously.

7. Appointment of Mr. Ajay Dhuria as an Independent Director of the Company :

Proposed by: Mr. Nimesh Shah

Seconded by: Mr. Sanjay Zende

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 & its schedule IV read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014, Mr. Ajay Kumar Dhuria(Din: 06893538 be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years.

RESOLVED FURTHER THAT pursuant to section 149, 152,164, 165 & 184 of the Companies Act, 2013 (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialled by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule, any of the directors of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialled by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule read with rule no 8 & 18 of the Companies (Appointment and



Qualifications of Directors) Rules 2014, any of the directors of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DPT-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

After considering the poll and e-voting results, the Chairman declared the Resolutions having been passed with unanimously.

8. Appointment of Mr. Prakash Bhawarlal Biyani as the Chairman and the Chief Financial Officer of the Company :

Proposed by: Mr. Sanjay Zende

Seconded by: Mr. Nimesh Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as a Special Resolution:

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to appoint Mr. Prakash Bhawarlal Biyani (Din: 03636522) as Whole Time Director in the capacity as Chairman and Chief Financial Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 11th August, 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr. Prakash Bhawarlal Biyani, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act read with Schedule IV, the appointee shall be a paid a monthly remuneration of 75000/-, details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the directors of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel)



Rules 2014, any of the directors of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

After considering the poll and e-voting results, the Chairman declared the Resolutions having been passed with requisite majority.

9. Appointment of Rajesh K Maheswari as Managing Director and CEO:

Proposed by: Mr. Somnath Bomble (Representative of Dhanleela Investments & Trading Limited)

Seconded by: Mr. Nimesh Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as a Special Resolution:

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to appoint Mr. Rajesh Kumar Maheshwari, (DIN: 06577032) as the Whole time Director in the capacity as Managing Director and Chief Executive Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 11th August, 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr. Rajesh Kumar Maheshwari shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time.

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act read with Schedule IV, the appointee shall be paid a monthly remuneration of Rs. 50000/-, details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the Chairman for the purpose of identification

RESOLVED FURTHER THAT pursuant to provisions of section 170 of the Act read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the directors of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provisions of section 117, 170 of the Act read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any of the directors of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.



After considering the poll and e-voting results, the Chairman declared the Resolutions having been passed with requisite majority.

10. Alteration of New Set of Articles of Associations

Proposed by: Mr. Manoj Kumar

Seconded by: Mr. Suresh Saini (Representative of Radford Investment Pvt. Limited)

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time), existing Articles of Association be replaced with new set of Articles of Association in pursuance to the Table F of the Companies Act 2013 and other provisions as applicable to the Company as laid before the meeting, duly initialled by the Chairman for the purpose of identification be and is here adopted.

RESOLVED FURTHER THAT pursuant to rule no 24 of the Companies (Management and Administration) Rules 2014, any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to this resolution and to do file form no MGT-14 with the Registrar of Companies within the prescribed time and fees.

After considering the poll and e-voting results, the Chairman declared the Resolutions having been passed with requisite majority.

11. Vote of thanks :

Thereafter being no other resolution/ item on the agenda to be considered and passed by the shareholders of the Company, the meeting was declared as concluded with a vote of thanks to the Chair and Shareholders.

Place: Mumbai
Date: 22nd September 2014

Rajeev
Chairman & Managing Director

