

FORM B

1. Name of the Company: **RADHA MADHAV CORPORATION LIMITED**
2. Annual financial statements for the year ended **31st March 2015**
3. Type of Audit qualification
- a) *Regarding preparation of accounts on the basis of going concern in spite of brought forward losses of Rs.4204.03 millions which has resulted into negative net worth of Rs.1286.20 millions as at 31st March, 2015. The company also has working capital deficiency. These factors raise doubts about, the company's ability to continue as a going concern which is dependent upon infusion of long terms funds for its future operations. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of assets and classification of liabilities that might result, should the company be unable to continue as a going concern.*
- b) *The Outstanding balances as at the quarter end under consideration in respect of sundry debtors, loans & advances and sundry creditors are subject to confirmation from respective parties and consequential reconciliation and adjustments arising there from if any. Consequential impact thereof on the financial statements is not ascertainable.*
- c) *Non provision/non accounting of interest payable to the Banks/ financial institutes from whom various secured loans have been obtained of Rs 658.38 millions for the year under consideration and Rs 1862.29 millions till the date of Balance Sheet including reversal of interest of Rs. 645.75 millions in preceeding year.*
- d) *During the period under consideration one of the secured creditor State Bank*



of India has assign the financial assistance granted by it to the company to alchemist asset reconstruction company limited (AARCL) u/s 5 of SERFAESI Act, together with all underlying securities, rights, title and interest in respect thereof. The company has on the basis of its offer letter which is pending approval from the said AARCL has accounted for gain on settlement of dues of Rs. 980.46 millions.

e) Above mention para. c & d has effect of showing higher EPS before / after extraordinary by Rs. 28.86 and diluted EPS before extraordinary items Rs.27.89 and consequential effect on showing accumulated losses lower by Rs 2842.75 million.

4. Frequency of qualification *Appeared Second time.*

5. Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:
It is stated in Director's Report...in the sub heading "AUDITORS AND AUDITORS' REPORT"
Additional comments from the

6. Board/Audit committee chair: **NIL**

7. To be signed by-

1.CEO/Managing Director

2. CFO

3. Auditor of the company

4. Audit Committee Chairman

Shree Dhanraj
A. Karthikeyan
Om → *Hareesh*



BUY EARN GROW



@
✉
☎
💡
🚀
⚙️
💬
🔍
☑️ YES
☐ NO
START UP SUCCESS
TEAM WORK

आर. एम. सी. एल.
R M C L



The Past

Your Company expanded into High-end Packaging Solution Arena. It had put 6th Largest Capacity Globally into PVdC coating. It had more than 6000 Corporate Clients developed over 18 years of Hard Work.

RMCL Stands as Abbreviation of Radha Madhav Corporation Ltd. However RMCL is also a Brand depicting a strong, Technology driven, and enduring Management.

RMCL had unserviceable debt due to global melt down in the year 2009. RMCL Team reduced this debt significantly.

It focused on re-engineering its Business Model by introducing RMCL Retail in the year 2011.



High Debt
Incomplete Projects
Global Melt-down 2009

Re-Engineering Solution



RMCL kept on working towards creation of unmatched distribution network throughout the Country. It continued its endeavor in Brand Creation, Products Establishments, Technology Upgradation & Customer Acquisition.

It added more and more Products to remain as an unmatched distribution brand.

RMCL Team increased its domain by entering into Fast Moving Consumer Goods in the year 2013. It added unnumberable Products in various categories like Cosmetics, HealthCare, Eatables, Fashion and various other.



Hard Work of Team RMCL has begun to reward all its Stakeholders

**Over 2000 Products
70+ Franchisee
Solid Foundation
Booming Portal**

The Present



In the year to come RMCL Universe and RMCL Retail would be known for its Deep Rooted distribution Capability integrated with next gen E-Com Technologies.

The Brick n Click Model of RMCL provides maximum returns to its Stakeholders.

Cash +ve Business revenues have been achieved by Company due to its efforts since last 5 years.



Since 1994*

20 YEARS IN BUSINESS

Strong Assets Base
Market Leader in Packaging Business
Ensuring Quick Launches

Temples, Schools

Socially Responsible

Run Industrial distribution Shops named RMCL Retail Since 2010

Adequate Domain Knowledge

Have invested/Lost more than 300 Crores in setting up Product Quality, logistics, Technology Platforms.

Learned the Hard Way

*Company was formed by amalgamation of existing Business

SUPPLY CHAIN MANAGEMENT

MANAGEMENT

ORDER NOW



Hub n Spoke Model

Express Products available in 8 hours

Various Supply Chain Depots Across The Country

Paced Analysis, Distribution & Dispatch

Strategically Deploying of Resources



AVAILABLE NOW



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Vitis Quadrangularis	200mg
Phyllanthus Embellica	200mg
Tinospora Cordifolia	150mg
Withania Somnifera	100mg
Asparagus Racemosus	100mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
HEALTHY BONES
Thor-Marrow
Yestimadhu



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Asparagus Racemosus	200mg
Tribulus Terrestris	75mg
Saraca asoka	75mg
Withania Somnifera	50mg
Asparagus Androscedes	50mg
Mineral Pitch	50mg
Macuna Puriens	40mg
Zingiber Officinale	25mg
Anacardium occidentale	25mg
Centella Asiatica	25mg
Crocus Sativus	5mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
KIDNEY CARE
Zoster-Ion
Tusli



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Valeriana Wallichii	150mg
Withania Somnifera	150mg
Centella Asiatica	100mg
Nardostachys latamansi	100mg
Hydrocotyl Asiatica	75mg
Papaver Somniferum	50mg
Evolvulus Alismoides	50mg
Acorus Calamoides	50mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
SOUND SLEEP
Nyx-Hypnos
Tagar



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Allium Sativum	200mg
Balaamandrin Mukul	150mg
Tectaria Tormentosa	100mg
Moronelea Charantia	100mg
Conium Maculatum	75mg
Grewia Sylvestris	75mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
CHOLESTEROL CONTROL
Cardio-Helios
Lasun



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Carum Longa	150mg
Glycyrrhiza Glabra	50mg
Balaamandrin Mukul	50mg
Moringa Torquigennia	50mg
Quilim Spectrum	50mg
Androchra Indica	50mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
ANTI VIRAL
Thermahelios
Tusli



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Asparagus Racemosus	100mg
Saraca Ashoka	75mg
Withania Somnifera	75mg
Asparagus Androscedes	50mg
Mineral Pitch	50mg
Macuna Puriens	50mg
Zingiber Officinale	40mg
Anacardium occidentale	25mg
Centella Asiatica	25mg
Crocus Sativus	25mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
BRAIN TONIC
Gnome-Auxin
Yestimadhu



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Carica Papaya	150mg
Carum Religiola	100mg
Tribulus Terrestris	100mg
Balaamandrin Mukul	75mg
Batharia Officinalis	50mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
PROSTATE CARE
Shilajeet
Safed Musli



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Asparagus Racemosus	200mg
Tribulus Terrestris	75mg
Saraca ashoka	75mg
Withania Somnifera	50mg
Asparagus Androscedes	50mg
Mineral Pitch	50mg
Macuna Puriens	40mg
Zingiber Officinale	25mg
Anacardium occidentale	25mg
Centella Asiatica	25mg
Crocus Sativus	5mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
WEIGHT LOSS
Hera-Auxin
Guggalu



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Asparagus Racemosus	100mg
Tribulus Terrestris	75mg
Saraca ashoka	75mg
Withania Somnifera	50mg
Asparagus Androscedes	50mg
Mineral Pitch	50mg
Macuna Puriens	40mg
Zingiber Officinale	25mg
Anacardium occidentale	25mg
Centella Asiatica	25mg
Crocus Sativus	5mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
CONSTIPATION CARE
Stella-Ion
Trifala



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Asparagus Racemosus	200mg
Tribulus Terrestris	75mg
Saraca ashoka	75mg
Withania Somnifera	50mg
Asparagus Androscedes	50mg
Mineral Pitch	50mg
Macuna Puriens	40mg
Zingiber Officinale	25mg
Anacardium occidentale	25mg
Centella Asiatica	25mg
Crocus Sativus	5mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
SEX POWER FOR WOMEN
Eros-Rati
Satavari



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Asparagus Racemosus	200mg
Tribulus Terrestris	75mg
Saraca ashoka	75mg
Withania Somnifera	50mg
Asparagus Androscedes	50mg
Mineral Pitch	50mg
Macuna Puriens	40mg
Zingiber Officinale	25mg
Anacardium occidentale	25mg
Centella Asiatica	25mg
Crocus Sativus	5mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
ANTI ACIDITY
Enigma-Ion
Purnanava



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Withania Somnifera	150mg
Centella Asiatica	150mg
Jatrorhiza Coronaria	150mg
Evolvulus Alismoides	100mg
Nardostachys latamansi	100mg
Tribulus Terrestris	100mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
STRESS RELIEF
Helios-Ion
Tagar



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Commiphora Mukul	150mg
Balaamandrin Mukul	100mg
Vitis Quadrangularis	100mg
Tinospora Cordifolia	50mg
Withania Somnifera	50mg
Tribulus Terrestris	50mg
Alicurus Compositus	50mg
Cedrus Deodara	50mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
MUSCLE GAIN
Myoblast-Ion
Haldi



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Trifala	100mg
Zingiber officinale	100mg
Curcuma curcuma	100mg
Costus angustifolia	100mg
Carot. Carotinum	75mg
Emblicia Officinalis	50mg
Emella Ashafoetida	25mg
Ashtamom Indicum	25mg
Diarr Longum	25mg
Chandamom Zeylanicum	25mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
DIGESTION CARE
Ambo-Auxin
Trifala



Nutrition Facts
Dosage : 2 capsules a day
Amount Per Serving : 750mg

Value in mg*	
Trifala	100mg
Zingiber officinale	100mg
Curcuma curcuma	100mg
Costus angustifolia	100mg
Carot. Carotinum	75mg
Emblicia Officinalis	50mg
Emella Ashafoetida	25mg
Ashtamom Indicum	25mg
Piper Longum	25mg
Chandamom Zeylanicum	25mg
Excipients	q.s.

Recommended Dose: 2 capsules a day

60 Capsules per Bottle
SKIN CARE
Derma-Helios
Neem



60 Capsules per Bottle
DIABETES CARE
Gluco-Bradycardia
Karela
Gurmaar



60 Capsules per Bottle
SEX POWER FOR MEN
Zeus-Auxin
Shilajeet
Safed Musli



60 Capsules per Bottle
JOINT CARE
Thor-Osseous
South
Sallaki

FACEWASHES

Prothemus Skin Whitening
 Prothemus Green Coffee with Clove & Cinnamon
 IISis Sea Buckthorn & Orange
 IISis Indian Basil with Tea Tree Extract
 Honey Lemon Face Toner

CREAMS & BODY BUTTER

Men Fairness Cream
 Night Cream with Peptides
 All Day Cream
 Women Fairness Cream
 D-Tan Cleansing Milk
 R&L Sunscreen Cream
 Vitamin E Capsules Serum
 R&L Facial Serum- Alomond & Jojoba
 Aphro Seabuckthorn Cherry Body Butter
 Aphro Foot Cream
 Aphro Petroleum Jelly

ATTAR BASED SOAPS

Imperial Aroa Bakhoor
 Imperial Aroma Oudh
 Imperial Aroma Mulakath
 Imperial Aroma Khaliji
 Imperial Aroma Jannat

SCRUB BASED SOAPS

Hylen Aloe vera Scrub Soap
 Hylen Papaya Scrub Soap

HAIRCARE

Doris Jewels Keratin Shampoo
 Hylen Bouncy Shampoo
 Triton B&G Shampoo
 Triton Ultimate Repair Conditioner
 Shampoo Sachets
 Anti-Dandruff Scalp Serum

HAIR OILS

Rosa Bella Almond Oil
 Rosa Bella Amla Oil
 Rosa Bella Coconut Oil
 Rosa Bella Chameli Oil
 Sanatan Java Kusum Oil
 R&E Hairstyling Gel for Men
 R&L Hairstyling Gel for Women
 Coconut Hair Oil (Edible Grade)
 Nefers Herbal Hair Color
 Silicolive 48 Hair Serum
 Silicolive Hair Spray
 Hair Oils Sachets

MASALA

Chhole Masala
 Jain Sabji Masala
 Channa Masala
 Egg Churry Masala
 Shahi Paneer Masala
 Rajma Masala
 Pani Puri Masala
 Garam Masala
 Chai Masala
 Pav Bhaji
 Jal Jeera Masala
 Chat Masala
 Sambar Masala
 Vegetable Masala
 Kashmiri Pulav Masala
 Sandwich Masala
 Kitchen King
 Biryani Masala

ITALIAN HERBS

Basil
 Chili Peprica
 Ginger Powder
 Mixed Herbs
 Desi Tadka
 Pasta Mix
 Rosemary
 Thyme
 Pizza Mix
 Ice Cream Mix

FACE SCRUB

Prothemus Green Coffee & Sea Weed
 IISis Pomegranate Cleansing Scrub
 IISis Vitamin E Exfoliating Scrub
 IISis Kiwi Exfoliating Scrub

FACE PACK

Gold Insta Glow
 Pomegranate & Honey Face Pack
 Diamond Anti-Wrinkle Face Pack
 Green Coffee

FACIAL KIT

Gold Facial Kit
 Diamond Facial Kit
 Diamond Bleach
 Pomegranate Facial Kit

MILK N FLORAL BASED SOAPS

Hylen Papaya Beauty
 Kemal with Black Seed Oil
 Hylen Cocoa Butter & milk
 Prothemus Aqua Bath
 Saumya Milk Baby

MEDICATED SOAPS

Nerfer's Medicated Bathing Bar
 Medicom Bathing Soap

COLOR COSMETICS

Raelyn Eye Liner
 Raelyn Foundation
 Raelyn Mascara
 Raelyn BB Cream
 Raelyn Smudge Free Kajal
 Raelyn Lip Gloss
 Raelyn Lipsticks (various Colors)
 Raelyn Nailpaints (various Colors)

EDIBLE OIL & GHEE

Kachi Ghani Oil 1lt
 Mustard Oil S.pack
 Rice Bran Oil 1 Lt
 Sunflower Oil 1 Lt
 Kaahna Sudh Ghee
 Cotton Seed Oil
 Groundnut Oil
 Olive Oil
 Olive Oil Extra Virgin

GROCERY

SABUDANA 1KG
 DESI CHANA 1KG
 GREEN PEAS 1KG
 POHA 500G
 CHORA 1KG
 RAJMA 1KG
 MATH 1KG
 SOYA BEANS 175G
 CHOLE CHANA 500G
 WHITE PEAS 1KG

TEA & COFFEE

Premium Blend Tea
 Coffee
 Elmas Hera Fine Tea
 Slimming Tea (20 Pcs)
 Herbal Tea (20 Pcs)

BOARD & OTHER PARTICULARS

BOARD OF DIRECTORS

Mr. Anil J. Agrawal
 Mr. Mitesh A. Agrawal
 Mr. Abhishek Agrawal
 Mrs. Noopur Mishra**
 Mr. Subhash Agarwal *
 Mr. Radhey Krishna Mishra*
 Mr. Rajiv Prasankumar Nanavati*

Chairman
 Managing Director & CEO
 Jt. Managing Director
 Director
 Director
 Director
 Director

* Independent & Non-Executive Directors
 ** Appointed on 26.03.2015

AUDITORS

H P SHAH ASSOCIATES

COMPANY SECRETARY & COMPLIANCE OFFICER

CS MANGESH SHETYE

BANKERS

Bank of Baroda
 Mangaldas Market Branch, Mumbai
 SSI Daman Branch, Daman

REGISTERED OFFICE :

Survey No. 50/9/A, Daman Industrial Estate,
 Village Kadaiya, Nani Daman - 396 210,
 UT of Daman & Diu
 Tel No. : 0260-6619000
 Fax No. : 0260-2220177
 info@rmclindia.co.in
 investor_complaint@rmclindia.co.in
 www.rmclindia.co.in

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
 C-13, Pannalal Silk Mills Compound
 L.B.S. Marg, Bhandup West,
 Mumbai - 400078
 Tel No. : 022-25963838, 25946970
 Fax No. : 022-25946969
 rnt.helpdesk@linkintime.co.in

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Radha Madhav Corporation Limited

Registered Office: Survey No 50/9 A Daman Industrial Estate,
Village Kadaiya, Nani Daman- 396210, Daman and Diu
(CIN : L74950DD2005PLC003775)

Website: www. www.rmclindia.co.in E-mail: investor_complaint@rmclindia.co.in
Tel No. 0260-6619000- Fax:0260-2220177

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Eleventh Annual General Meeting** of the Members of **Radha Madhav Corporation Limited** will be held at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210, UT of Daman & Diu on 30th September, **2015** at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss statement for the accounting year ended as on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Subhash Agarwal, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Radhey Krishna Mishra,, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

Re-appointment of Mr. Mitesh Agarwal as a Managing Director

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT the provisions of Sections 196 and 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013, be and is hereby accorded to the Re-appointment of Mr. Mitesh Agrawal, as a Managing Director of the Company for the further period of five years 01.03.2015 to 28.02.2020, without any remuneration."

6. **Mrs. Noopur Mishra (DIN: 07154885) as the Independent Director.**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152) Rules, 2014 (including any statutory modification(s) or re-enactment thereof read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Noopur Mishra, (DIN: 07154885), be and is hereby appointed as an Independent Director of the Company to hold office for w.e.f 26.03.2015 liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,"

7. **Mr. Youhan Mubarak. as the Independent Director**

To consider and, if thought fit to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 Rules, 2014 (including any statutory modification(s) or re-enactment thereof read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Youhan Mubarak**, be and is hereby appointed as an Independent Director of the Company to hold office for w.e.f 20.08.215 liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director

8. Related party transaction

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for related party transaction as a **Special Resolution**

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings held on 2nd September, 2015, the consent of the Company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder, as per details and on terms & conditions as set out under Item no. 8 of the Explanatory Statement annexed to this Notice"

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

9. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

"RESOLVED FURTHER THAT Shri. Mitesh Agarwal, Managing Director of the Company, be and is hereby authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution."

10. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

To consider and if though fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with

Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

“RESOLVED FURTHER THAT Shri. Mitesh Agarwal, Managing Director of the Company, be and is hereby authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

11. Appointment of Mr. Keyur Naik as new CFO of the Company

To consider and if though fit, to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT subject to the provisions of Section 203 and other applicable provisions, if any, of the Companies Act, 2013 and , approval of the members of the Company be and is hereby accorded for appointment of Mr. Keyur Naik as the Chief Financial Officer of the Company for a period of One years with effect from 11.05.2015.

RESOLVED FURTHER THAT Mr. Mitesh Agarwal, Managing Directors & CEO of the Company be and is hereby authorized to sign all the relevant documents pertaining to appointment of new CFO of the Company Mr. Keyur Naik to give effect to the appointment.

RESOLVED FURTHER THAT. Mitesh Agarwal, Managing Directors & CEO of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

By Order and on behalf of the Board

Place: Daman

Date: 02.09.2015

sd/-

(Mr. Mitesh Agarwal)

MD & CEO

NOTICE

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and proxy so appointed need not be a member of the Company. In order to be effective proxy form must be lodged with the company not less than 48 hours before the commencement of the meeting.
2. Explanatory Statements Pursuant to Section 102 of the Companies Act 2013, relating to the special business is annexed herewith.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. The register of members and the share transfer books of the Company will remain closed from 21.09.2015 to 30.9.2015 (both days inclusive).
5. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who hold shares in electronic form are requested to write their DP ID and client ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilities identification of membership at the Meeting. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting. As copies of Annual Report will not be distributed at the meeting.
8. Members are requested to intimate change of address, if any, to the company quoting reference to their Registered Folio Number.
9. At the ensuing Annual General Meeting Mr. Subhash Agarwal, Mr. Radhey Krishna Mishra, retire by rotation and are being proposed for re-appointment, the detail as required under Clause 49 (IV)(E)(v) of the Listing Agreement is given below:

Name	Age	Educational Quali- fication	Experience	No. of share held.
Mr. Subhash Agarwal	52	B.Com	16 years	Nil
Mr. Radhey Krishna Mishra	50	B.SC	26 years	Nil

10. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.
- II. The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) on are entitled to vote on the resolutions set forth in this Notice. The Voting period will commence at 9.00 am on 27.09.2015 and will end at 6.00 pm on 29.09.2015 .
- III. **The instructions for members for voting electronically are as under:-**
 - (i) The voting period begins on 27.09.2015 at 9.00 am and will end at 6.00 pm on 29.09.2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/ Annual Report indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Radha Madhav Corporation Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- IV. The Company has appointed Mr. Mehul Thakkar, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- V. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Place: Daman
Date: 02.09.2015

By Order and on behalf of the Board

sd/-
(Mr. Mitesh Agarwal)
MD & CEO

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Mitesh Agrawal has been associated with the Company since its inception. He has provided dynamic and effective leadership to the Company's management team and, the Company has made great strides in business activities and has helped the Company as one of the dominant player in the industry. He has held the post of Chairmanship of Indian Plastic Institute, Daman Chapter. The Board recommends passing of the resolution for Re- appointment Managing Director.

His term of Re- appointment is in conformity with Schedule V to the Companies Act, 2013, as amended up to date.

None of the Directors are concerned or interested in this resolution except Mr. Mitesh Agrawal, Anil Agrawal and Abhishek Agrawal.

Item No. 6.

Section 149 of the Companies Act, 2013, read with 49 of the Listing Agreement effective from 1st October, 2014, it is hereby proposed to appoint One (1) Independent director as proposed at resolution No. 6.

It is mandatory for every listed Company o appoint a Woman Director in the Company, to comply with this compliance the Company has appointed Mrs. Mrs. Noopur Mishra as its woman Director of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are in any way concerned or interested, financially or otherwise, in these Resolutions.

Item No. 7

Mr. Youhan Mubarak has wide experience during his tenure as Vice President ECS and Director of International Business Development for Apro International. He was based in Silicon Valley USA between. 1998-2007. He has handled Clients like Mercedes Benz, ANB, Intel and GE.

Except the Mr. Mitesh Agarwal, Mr. Abhishek Agarwal, Mr. Anil Agarwal, none of the Directors or Key managerial persons of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board of Directors recommends the passing of this Resolution by special resolution.

Item No. 8

The Board of Directors of the Company, at its meeting has approved a proposal for entering into following related part transactions.

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Amount (p.a.)
Abhishek Packaging Industries Partnership Firm	1. Mitesh Agarwal 2. Sulochanadevi Agarwal 3. Vandana Agarwal	1. Self 2. Wife of Anil Agarwal 3. Wife of Mitesh Agarwal	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties.	2,00,00,000
Maharashtra Polycane Industries Partnership Firm	1. Anil Agarwal 2. Mitesh Agarwal 3. Masamma Rajappa Patty 4. Rajesh Rajappa Patty	1. Self 2. Self 3. Other 4. other	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties.	2,00,00,000
Radha Madhav Research and Trade Pvt Ltd	1. Mitesh Agarwal 2. Anil Agarwal 3. Abhishek Agarwal	1. Self 2. Self 3. Self	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties. 3. Rent	3,00,00,000 9,00,000
Print Rite Partnership Firm	1. Mitesh Agarwal 2. Anil Agarwal	1. Self 2. Self	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties.	50,00,000
Swati Packaging Partnership Firm	1. Abhishek Agarwal 2. Vandana Agarwal	1. Self 2. Wife of Mitesh Agarwal	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties. 3. Rent	2,00,00,000 6,00,000

Name of the related party	Name of the director or key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Amount (p.a.)
Radha Krishna Industries Partnership Firm	1. Mitesh Agarwal	1. Self	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc.	2,00,00,000
	2. Sulochanadevi Agarwal	2. Wife of Anil Agarwal	2. Job work by and from Contractee Parties. 3. Rent	6,00,000
Careplus Industries Partnership Firm	1. Mitesh Agarwal 2. Anil Agarwal	1. Self 2. Self	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties.	10,00,00,000
Radha Madhav Holdings Pvt Ltd	Mitesh Agarwal Anil Agarwal Abhishek Agarwal	1. Self 2. Self 3. Self	To avail on lease/Purchase or user right: The brands, E-Commerce platforms and technology, distribution channel, Technical knowhow & Data and other intellect properties	10,00,00,000

The transaction is Related Party Transactions and in terms of Section 188 of the Companies Act, 2013 and the applicable rules thereunder require approval of the Shareholders by passing Special Resolutions.

Further, in terms of Section 188 of the Companies Act, 2013, the Mr. Mitesh Agarwal, Mr. Abhishek Agarwal, Mr. Anil Agarwal, Mrs. Sulochana devi Agarwal, Mrs. Vandana Mitesh Agarwal being interested will not vote on these resolutions as shareholders of the Company

Except the Mr. Mitesh Agarwal, Mr. Abhishek Agarwal, Mr. Anil Agarwal, none of the Directors or Key managerial persons of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board of Directors recommends the passing of this Resolution by special resolution.

Item No. 9 & 10

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

Except the Mr. Mitesh Agarwal, Mr. Abhishek Agarwal, Mr. Anil Agarwal, none of the Directors or Key managerial persons of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board of Directors recommends the passing of this Resolution by special resolution.

Item No.11

Mr. Keyur Naik is young person and dynamic person. He is well qualified and has done MBA

Except the Mr. Mitesh Agarwal, Mr. Abhishek Agarwal, Mr. Anil Agarwal, none of the Directors or Key managerial persons of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution.

The Board of Directors recommends the passing of this Resolution by Ordinary resolution.

Place: Daman

Date: 02.09.2015

By Order and on behalf of the Board

sd/-
(Mr. Mitesh Agarwal)
MD & CEO

DIRECTORS' REPORT

To,
The Members,
Radha Madhav Corporation Limited,

Dear Sir/Madam

The Directors have pleasure in presenting the **Eleventh** Annual Report together with the Audited Accounts for the accounting year ended on 31st March, 2015.

FINANCIAL RESULTS

	31.03.2015 Rs. In million	31.03.2014 Rs. In million
Net Revenue from operation and other Operational Income	1126.78	172.39
Profit (Loss) before Finance cost & Depreciation	61.62	(503.22)
Less: Finance cost	0.12	0.51
Less: Depreciation & amortization	18.27	146.02
Profit After Depreciation & before Exceptional Items & Tax	43.23	(649.75)
Less: Exceptional Items -Expenses/(Income)	(1077.79)	143.79
Less: Provision of Tax of earlier year and wealth Tax	(62.50)	0.02
Profit/(Loss) after tax	1183.52	(793.56)

OPERATION

Since previous four years before the current year, the Company had been incurring continuous losses and the company has accumulated losses of Rs. 3020.64 millions as on 31st March, 2015.

Amongst various reasons, one of the major reasons for such losses had been due to preparation of the RETAIL Venture of the Company. Company operates in two retail and Online Formats namely RMCL Retail and RMCL Universe. Whereas RMCL Retail is a Industrial Retail Format, RMCL Universe is a Consumer Fast Moving Goods Format.

As compared in the year, the Company has started improved performance, which is due to cost engineering techniques adopted by the management. The causes for previous losses are manifold like high cost of finance, overall increase in cost of production (including losses arising out of deficiency of working capital), while there is no corresponding rise in turnover in same proportionate resulting losses.

The management constantly focused on the marketing, creation of Brands and place necessary platforms in place. Such long term measures added heavy expenditure on marketing and brand building.

Current Year had seen Roll-out of Company's Online Ecommerce business named RMCL Universe. With expenses being done during last few years, the results have started yielding for the company. The same trend will continue and will have positive impact on the long-term prospects of the company.

In this year, Company generated revenues of 1126.78 Million INR in comparison to 172.39 Million INR in the previous year. There has been 6.53 Fold increase in revenue.

Similarly Company generated business profit of 43.23 Million INR in comparison to losses of 649.75 Million in previous year. In its effort to deleverage Debts, Company could negotiate its Debt from one of its lender. Negotiated Debt has an impact of 981.94 Million INR on the company. The same has been reversed in the books and resulted into Total Profit of 1183.52 Million. This profit is in comparison of losses of 793.56 Million INR in the previous year.

FINANCE

During the Company has not availed credit facilities from any banks and finance institutions the performance of the last three years has led to significance liquidity pressure in the long term sources.

INSURANCE

All the properties of your Company including Factory, Building, Plant & Machinery, stock etc., are adequately insured.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year 2014-15, the Board of Directors of the Company, met [12] (Twelve Times) times. The details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

DECLARATION BY INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

NOMINATION AND REMUNERATION POLICY OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES DIRECTORS.

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel (other than Managing / Whole-time Directors), Key-Executives and Senior Management and the Remuneration of Other Employees.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 as per provisions of Companies Act, 2013 and rules thereto is annexed to this report **[Annexure-A]**

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the financial year ended 31st March, 2015, Neither the Company has not availed any Loan nor has given any Loan, Guarantees and Investment in accordance with section 186 of the Companies Act, 2013

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There have been no materially significant related party transactions between the Company and the Directors, the management, or the relatives except for those disclosed in the financial statements. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company's vision is to be a global benchmark in value creation and corporate citizenship and the Company's long-term Corporate Social Responsibility (CSR) objective, is to improve the quality of life of the communities through long-term value creation for all stakeholders. The Company has been a pioneer in various CSR initiatives. We continue to remain focused on improving the quality of life and engaging communities through health, education, sports and infrastructure development.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the said information is available for inspection at Registered Office of the Company during working hours. Any member interested in obtaining such information may write to the Company Secretary, at the registered office and the same will be furnished on request.

DIRECTORS

In accordance with the requirements of the provision of the Companies Act 2013, Subhash Agarwal and Mr. Radhey Krishna Mishra will retire by rotation and, being eligible, have offered themselves for re-appointment. The office of Director Mr. Serge Lapointe became vacant as per section 167 of Companies Act 2013.

AUDITORS AND AUDITORS' REPORT:

STATUTORY AUDITORS

Statutory Auditors, M/s. H. P. Shah Associates (Firm Registration No 109588W), Chartered Accountants, Vapi, hold office till the conclusion of ensuing Annual General Meeting and being eligible; offer, themselves for re-appointment to hold the office till the conclusion of next Annual General Meeting are recommended for re-appointment. The certificate from the Auditors have been received to the effect that their re-appointment, if made, would be within the prescribed limit under section 141 of the Companies Act, 2013.

The Auditors have confirmed that they have subjected themselves to the peer review process of the institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI."

As to Auditors' Qualifications is self-explanatory in their report.

MANAGEMENT COMMENTS AS TO THE AUDITORS' QUALIFICATION ARE AS FOLLOWS;

1. **MANAGEMENTS COMMENTS FOR THE OPINION POINT NO. (a) (going on concern) FORMING PART OF AUDITORS' REPORT and POINT NO.10 ACCUMULATED LOSSES FORMING PART OF ANNEXURES OF THE AUDITORS' REPORT;**
As per the view of management there is no uncertainties about continues operation of the Company in foreseeable future on account of following measures taken by the Company;
 1. The Company has begun Online E-Commerce business, which is already profitable.
 2. The Company has also made profit during the year ended 31.03.2015.
 3. The Management has induced long-term capital in the company on various occasions and shall thrive to do so in future.
 4. The Management is also planning gradually to modify its business plan by appointing franchise there by reducing working capital intensive dependence.
 5. The Company would be able to continue its operation in the foreseeable future through various restructuring and deleveraging measures.
2. **MANAGEMENTS COMMENTS FOR THE OPINION POINT NO. (b) (Outstanding balance) FORMING PART OF AUDITORS' REPORT;**
Company has started dedicated credit control & recovery department headed by a qualified legal expert and has also started serving notices to the defaulting parties. The Company is in process of recovering and has been partially successful. It is confident to recover substantial amount in reasonable time.
3. **MANAGEMENTS COMMENTS FOR THE OPINION POINT NO. (c) (Interest payable) FORMING PART OF AUDITORS' REPORT;**
The company has not provided interest and also reversed provided interest on credit facilities granted by State Bank of India/AARC and Bank of Baroda due to ongoing Settlement process and due to the fact that interest on Substandard Assets are not charged by the Lenders.
4. **MANAGEMENTS COMMENTS FOR THE OPINION POINT NO. (c) (Secured Creditors) FORMING PART OF AUDITORS' REPORT;**
Company has booked a gain of INR 980.45 on settlement of Secured loans on the basis of negotiations of the debt at INR 450 Million. Companies in advance process of drafting the restructuring proposal with Alchemist Asset Reconstruction Company Ltd.
5. **MANAGEMENTS COMMENTS FOR THE SUB SECTION (a) OF POINT NO.9 STATUTORY DUES & POINT NO. 11. REPAYMENT OF DUES OF FINANCIAL INSTITUTIONS FORMING PART OF ANNEXURES OF THE AUDITORS' REPORT;**
The Company was suffering heavy losses and it net worth was also negative so the Company could not pay up.
6. **MANAGEMENTS COMMENTS FOR THE SUB SECTION (b) OF POINT NO.9 STATUTORY DUES FORMING PART OF ANNEXURES OF THE AUDITORS' REPORT;**
The Company has represented its case to appropriate authorities. It is of the opinion that no such dues shall materialize and hence it has

not paid/provided the same.

SECRETARIAL AUDITORS

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Company Secretary in practice, in the prescribed form. The Board of Directors appointed **M/s. VBNR & COMPANY**, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2014-15 and their report is annexed to this Board report [Annexure-B]. There are no qualifications, reservations or adverse remarks made by Secretarial Auditors in their Report.

AUDIT COMMITTEE:

The Board of Directors constituted an Audit Committee as per the existing clause 49 of the Listing Agreements entered into with Stock Exchanges and in terms of Section 177 of the Companies Act, 2013. The details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

VIGIL MECHANISM:

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the CFO or to the Chairman of the Audit Committee.

INTERNAL FINANCIAL CONTROLS

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

DIRECTORS RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies, the reviews performed by Management and the relevant Board Committees, the Board, with the concurrence of the Audit Committee, is of the opinion that the Company's internal financial controls were adequate and effective as on 31 March, 2015.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual accounts have been prepared on a going concern basis;
- e) That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively;
- f) That proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.

DEPOSITS:

During the year, the Company has not accepted any deposits under the Companies Act, 2013.

CORPORATE GOVERNANCE:

Corporate Governance is a set of principles, processes and systems which govern a company. The elements of Corporate Governance are independence, transparent, accountability, responsibility, compliance ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders. The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met with integrity. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate.

A Separate section on Corporate Governance, Management discussion and Analysis and a Certificate from Company's Auditors regarding compliance of the conditions of the corporate governance as stipulated under clause 49 of the Listing Agreements with the Stock Exchanges forms part of this Annual Report.

Certificate of CEO inter alia, confirming the correctness of the financial statements, adequacy of the internal measures and reporting of matters to the audit committee in terms of the clause 49 of the listing agreements with Stock Exchanges, is also attached as a part of this Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and

Company's operations. However, members' attention is drawn to the note on Going Concern, Statement on Contingent Liabilities and Commitments in the notes forming part of the Financial Statements.

CONSERVATION OF ENERGY:

	31.03.2015	31.03.2014
(1) Electricity		
Purchased units	1447882	1521256
Total Amount (Rs in million)	12.60	11.75
Rate per Unit (Rs.)	8.70	7.72
(2) Own Generator		
Fuel (Diesel) (Ltr)	Nil	15244
Total Amount (Rs in million)	Nil	0.84
Rate Per Litter (Rs.)	Nil	54.87
Furnace Oil	Nil	9560
Total Amount (Rs in million)	Nil	0.47
Rate Per Litter (Rs.)	Nil	48.65

TECHNOLOGY ABSORPTION:

The technology required for the industry is available indigenously.

FOREIGN EXCHANGE EARNING & OUTGO (ON ACCRUAL BASIS):

	31.03.2015	31.03.2014
Earning	--	--
Outgo	--	--

APPRECIATION

The Directors take this opportunity to express their appreciation for continued co-operation and assistance extended by Investors, Government Authorities, Bankers, Suppliers and Customers. Your Directors look forward to their continued support. Last but not the least; your Directors also sincerely acknowledge the significant contributions made by the devoted workers, staff and executives for their dedicated services to the Company.

Place: Daman
Date: 02.09.2015

By Order and on behalf of the Board

sd/-
(Mr. Mitesh Agarwal)
MD & CEO

ANNEXURE A

Form No. MGT - 9

Extract of Annual Return
as on Financial Year ended on 31st March, 2015

of

RADHA MADHAV CORPORATION LIMITED

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS

i)	CIN	L74950DD2005PLC003775
ii)	Registration Date	07.01.2005
iii)	Name of the Company	RADHA MADHAV CORPORATION LIMITED
iv)	Category / Sub-category of the Company	FLEXIBLE PACKAGING
v)	Address of the Registered Office and Contact Details	50/9A, DAMAN INDUSTRIAL ESTATE, VILLAGE KADAIYA, NANI DAMAN, UT OF DAMAN & DIU
vi)	Whether listed company	Yes
vii)	Name, Address & Contact details of Registrar & Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED C-13, PANNALAL SILK MILLS COMPOUND LBS MARG, BHANDUP(W), MUMBAI 022-25963838

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are given below :-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1	Manufacture of plastics packaging products- Film Sheet etc.	22201	28%
2	Other Retail Sale not in stores, stalls or markets	47990	68%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
1	RADHA MADHAV RESEARCH AND TRADE PRIVATE LTD.	113/1 DAMAN INDUSTRIAL ESTATE, KADAIYA, DAMAN	J74999DD2008PTC004661	Associate	1.86	2(6)
2	RADHA MADHAV HOLDINGS PRIVATE LIMITED	50/9a DAMAN INDUSTRIAL ESTATE, KADAIYA, DAMAN	J74992DD2007PTC004663	Associate	N.A.	2(6)
3	ABIAS EXPORTS PRIVATE LTD.	2nd Floor, Dharmesh, Apartment Teenbati, Devka Road, Daman	J18101DD1995PTC001770	Associate	N.A.	2(6)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the End of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A Promoters									
(1) Indian									
a individual / HUF	7328947	0	7328947	22.52	9828947	0	9828947	15.64	-6.88
b Central Government	0	0	0	0	0	0	0	0	0
c State Government	0	0	0	0	0	0	0	0	0
d Bodies Corporate	0	0	0	0	0	0	0	0	0
e Banks / FI	0	0	0	0	0	0	0	0	0
f Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	7328947	0	7328947	22.52	9828947	0	9828947	15.64	-6.88

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the End of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign										
a	NRIs - Individuals	0	0	0	0	0	0	0	0	0
b	Other Individuals	0	0	0	0	0	0	0	0	0
c	Bodies Corporate	0	0	0	0	0	0	0	0	0
d	Banks / FI	0	0	0	0	0	0	0	0	0
e	Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)		0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)		7328947	0	7328947	22.52	9828947	0	9828947	15.64	-6.88
B. Public Shareholding										
(1) Institutions										
a	Mutual Funds	0	0	0	0	216742	0	216742	0.34	0.34
b	Banks / FI	0	0	0	0	156756	0	156756	0.25	0.25
c	Central Government	0	0	0	0	0	0	0	0	0
d	State Government	0	0	0	0	0	0	0	0	0
e	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f	Insurance Companies	0	0	0	0	0	0	0	0	0
g	FIs	0	0	0	0	0	0	0	0	0
h	Foreign Venture Capital	0	0	0	0	0	0	0	0	0
i	Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)		0	0	0	0	373498	0	373498	0.59	0.59
(2) Non - Institutions										
a)	Bodies Corporate	2123583	0	2123583	6.53	13601252	0	13601252	21.64	15.11
	i) indian	0	0	0	0	0	0	0	0	0
	ii) Overseas	0	0	0	0	0	0	0	0	0
b)	individuals	8201365	2635	8204000	25.21	7641636	2635	7639136	12.16	-13.05
	i) Individual Shareholders holding nominal Share Capital upto Rs. 1 Lakh									
	ii) Individual Shareholders holding Nominal Share Capital excess of Rs 1 Lac	9258515	0	9258515	28.45	28129683	0	28129683	44.76	16.31
c)	others (Specify)	5623355	0	5623355	17.29	3267259	0	3267259	5.21	-12.08
Sub-total (B)(2)		25206818	2635	25209453	77.48	52639830	2635	52637330	83.77	6.29
Total Public Shareholding (B)=(B)(1)+(B)(2)		25206818	2635	25209453	77.48	53013328	2635	53010828	84.36	6.88
C. Shares held by Custodian for GDRs / ADRs		0	0	0	0	0	0	0	0	0
GRAND TOTAL (A+B+C)		32535765	2635	32538400	100	62842275	2635	62839775	100	0

B Shareholding of Promoters

SR. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the % end of the year			Change during the year
		No. of Shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	
1	Mitesh Agarwal	2555535	7.85	93.91	2555535	4.07	93.91	-3.78
2	Abhishek Agarwal	2489275	7.65	87.33	2489275	3.96	87.33	-3.69
3	Anil Agarwal	2107471	6.48	0	4607471	7.33	0	0.85
4	Sulochanadevi Agarwal	171666	0.53	0	171666	0.27	0	-0.26
5	Vandana Agarwal	5000	0.02	0	5000	0.01	0	-0.01
Total		7328947	22.53	62.41	9828947	15.64	46.54	-6.89

C Change in Promoters' Shareholding (please specify, if there is no change)

SR. No.	Shareholders' Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	7328947	22.52	7328947	22.52
1	Allotment of 25,00,000 share to Promoters' out of total allotment of 2,25,00,000 shares on preferential basis on 26-05-2014	2500000	4.54	9828947	17.86
2	Allotment of Nil share to Promoters' out of total allotment of 67,47,600 shares on preferential basis on 02-08-2014			9828947	15.91
3	Allotment of Nil share to Promoters' out of total allotment of 8,06,275 shares on preferential basis on 14-08-2014			9828947	15.70
4	Allotment of Nil share to Promoters' out of total allotment of 2,50,000 shares on preferential basis on 16-08-2014			9828947	15.64
5	At the end of the year			9828947	15.64

Changes among Promoters

SR.	Name	Shareholding		Date	Increase/ (Decrease) in share holding	Reason	Cumulative Shareholding during the year	
		No. of shareholding at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
	Anil Agarwal	2107471	6.48	1/4/2014			2107471	6.48
				26/5/2014	2500000	Prefential Allotment	4607471	8.37
		4,607,471	7.33	31/3/2015			4607471	7.33

D Shareholding Pattern of Top - ten Shareholders (other than Directors, Promoters)

SR. No.	for each of Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares	No. of Shares	% of total shares
	SAVITA KHAITAN			8000000	12.73
	DIYA INFRACON PRIVATE LIMITED			2500000	3.98
	ISIKA INFRACON PRIVATE LIMITED			2500000	3.98
	MALANI INFRACON PRIVATE LIMITED			2500000	3.98
	MANMOHAN SATYAPRAKASH AGARWAL			1500000	2.39
	ARCADIA SHARE AND STOCK BROKERS PVT. LTD	711183	2.19	1142898	1.82
	B N Mittal			846287	1.35
	KISHOR PUNAMCHAND OSTWAL			760000	1.21
	Deepjyot Holding And Finance Pvt Ltd			720000	1.15
	FIRST GLOBAL STOCKBROKING PVT. LTD.	70785	0.22	690128	1.10
	INDIASTAR MAURITIUS LTD	4004910	12.31		
	LEADAGE TRADING PRIVATE LIMITED	457973	1.41	73	0.00
	PANKAJ JAYANTILAL PATEL	291631	0.90		
	MEENA MANOJ CHHEDA	274477	0.84	170000	0.27
	SAGARKUMAR M. PATEL	257246	0.79		
	MUNISH KUMAR SURI	205174	0.63		
	Nitiket Investments Pvt Ltd	200000	0.61	225000	0.36
	Anubhai Nathalal Gopani	200000	0.61	200000	0.32
	NAISHADH JAWAHAR PALEJA	199700	0.61	200000	0.32

Changes among Top - ten Shareholders (other than Directors, Promoters and Holders of GDRs/ADRs):

SR.	Name	Shareholding		Date	Increase/ (Decrease) in share holding	Reason	Cumulative Share- holding during the year	
		No. of shareholding at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company
1	SAVITA KHAITAN	0	0	1/4/2014	8000000	Prefential Allotment	0	
		8000000	12.73	26/5/2014			8000000	14.54
2	DIYA INFRACON PRIVATE LIMITED			1/4/2014	2500000	Prefential Allotment	0	
		2500000	3.98	26/5/2014			2500000	4.54
3	ISIKA INFRACON PRIVATE LIMITED	0	0	1/4/2014	2500000	Prefential Allotment	0	
		2500000	3.98	26/5/2014			2500000	4.54
4	MALANI INFRACON PRIVATE LIMITED	0	0	1/4/2014	2500000	Prefential Allotment	0	
		2500000	3.98	26/5/2014			2500000	4.54
5	MANMOHAN SATYAPRAKASH AGARWAL	0	0	1/4/2014	1500000	Prefential Allotment	0	
		1500000	2.39	26/5/2014			1500000	2.73
6	ARCADIA SHARE AND STOCK BROKERS PVT. LTD.	711183	2.19	1/4/2014			711183	2.19
				4/4/2014	15467	Purchased	726650	2.23
				11/4/2014	50250	Purchased	776900	2.39
				18/4/2014	-36750	sold	740150	2.27
				2/5/2014	-15000	sold	725150	2.23
				9/5/2014	9533	Purchased	734683	2.26
				16/5/2014	-1352	sold	733331	2.25
				23/5/2014	-343313	sold	390018	1.20
				30/5/2014	32000	Purchased	422018	0.77
				6/6/2014	400	Purchased	422418	0.77
				13/6/2014	1000	Purchased	423418	0.77
				20/6/2014	2500	Purchased	425918	0.77
				30/6/2014	-41577	sold	384341	0.70
				4/7/2014	-75	sold	384266	0.70
				11/7/2014	5372	Purchased	389638	0.71
				18/7/2014	9415	Purchased	399053	0.73
				25/7/2014	1000	Purchased	400053	0.73
				1/8/2014	-3000	sold	397053	0.72
				8/8/2014	61981	Purchased	4590340.74	
				15/8/2014	-16815	sold	442219	0.71
				22/8/2014	3450	sold	445669	0.71
				29/8/2014	-3201	sold	442468	0.70
				5/9/2014	18920	Purchased	461388	0.73
		12/9/2014	-14377	sold	447011	0.71		
		19/9/2014	14674	Purchased	461685	0.73		
		30/9/2014	10652	Purchased	472337	0.75		
		3/10/2014	13918	Purchased	486255	0.77		
		10/10/2014	28900	Purchased	515155	0.82		
		17/10/2014	-7800	sold	507355	0.81		
		24/10/2014	-3000	sold	504355	0.80		
		31/10/2014	4611	Purchased	508966	0.81		

				7/11/2014	550	Purchased	509516	0.81
				14/11/2014	2500	Purchased	512016	0.81
				21/11/2014	23175	Purchased	535191	0.85
				28/11/2014	-2900	sold	532291	0.85
				5/12/2014	28844	Purchased	561135	0.89
				12/12/2014	64206	Purchased	625341	1.00
				19/12/2014	22512	Purchased	647853	1.03
				31/12/2014	-23400	sold	624453	0.99
				2/1/2015	226	Purchased	624679	0.99
				9/1/2015	-1014	sold	623665	0.99
				16/1/2015	-37538	sold	586127	0.93
				23/1/2015	7098	Purchased	593225	0.94
				30/1/2015	23300	Purchased	616525	0.98
				6/2/2015	-17933	sold	598592	0.95
				13/2/2015	12500	Purchased	611092	0.97
				20/2/2015	-4150	sold	606942	0.97
				27/2/2015	-4572	sold	602370	0.96
				6/3/2015	62088	Purchased	664458	1.06
				13/3/2015	-37950	sold	626508	1.00
				20/3/2015	66600	Purchased	693108	1.10
				27/3/2015	-440	sold	692668	1.10
		1142898	1.82	31/3/2015	450230	Purchased	1142898	1.82
7	BN Mittal	0	0	1/4/2014			0	
				26/05/2014	760000	Prefential Allotment	760000	1.38
				27/3/2015	86287	Purchased	846287	1.35
		846287	1.35	31/3/2015			846287	1.35
8	KISHOR PUNAMCHAND OSTWAL	0	0	1/4/2014			0	
				26/05/2014	760000	Prefential Allotment	760000	1.38
		760000	1.21	31/03/2015			760000	1.21
9	Deepjyot Holding And Finance Pvt Ltd	0	0	1/4/2014			0	
				26/05/2014	720000	Prefential Allotment	720000	1.31
		720000	1.15	31/03/2015			720000	1.11
10	First Global Strockbroking Pvt Ltd	70785	0.22	1/4/2014			70785	0.22
				4/4/2014	16350	Purchased	87135	0.27
				11/4/2014	8020	Purchased	95155	0.29
				18/4/2014	6025	Purchased	101180	0.31
				25/4/2014	7149	Purchased	108329	0.33
				2/5/2014	12050	Purchased	120379	0.37
				9/5/2014	11390	Purchased	131769	0.40
				16/5/2014	28935	Purchased	160704	0.49
				23/5/2014	17376	Purchased	178080	0.55
				30/5/2014	89040	Purchased	267120	0.49
				6/6/2014	18623	Purchased	285743	0.52
				13/6/2014	20637	Purchased	306380	0.56
				20/6/2014	-4476	sold	301904	0.55
				30/6/2014	-3428	sold	298476	0.54
				4/7/2014	14600	Purchased	313076	0.57
				11/7/2014	163057	Purchased	476133	0.87
				18/7/2014	19925	Purchased	496058	0.90
				25/7/2014	34476	Purchased	530534	0.96
				1/8/2014	75	Purchased	530609	0.96
				8/8/2014	-66509	sold	464100	0.75
				15/8/2014	60742	Purchased	524842	0.84
				22/8/2014	1723	Purchased	526565	0.84
				29/8/2014	7730	Purchased	534295	0.85
				5/9/2014	62034	Purchased	596329	0.95
				12/9/2014	-106025	sold	490304	0.78
				19/9/2014	75486	Purchased	565790	0.90
				30/9/2014	18724	Purchased	584514	0.93

				3/10/2014	-9019	sold	575495	0.92
				10/10/2014	-1450	sold	574045	0.91
				17/10/2014	37000	Purchased	611045	0.97
				24/10/2014	20	Purchased	611065	0.97
				31/10/2014	6549	Purchased	617614	0.98
				7/11/2014	2000	Purchased	619614	0.99
				14/11/2014	-4020	sold	615594	0.98
				21/11/2014	6177	Purchased	621771	0.99
				28/11/2014	-2745	sold	619026	0.99
				5/12/2014	-6840	sold	612186	0.97
				12/12/2014	2950	Purchased	615136	0.98
				19/12/2014	15400	Purchased	630536	1.00
				31/12/2014	497	Purchased	631033	1.00
				2/1/2015	-4243	sold	626790	1.00
				9/1/2015	13681	Purchased	640471	1.02
				16/1/2015	-6955	sold	633516	1.01
				23/1/2015	-97739	sold	535777	0.85
				30/1/2015	30945	Purchased	566722	0.90
				6/2/2015	60816	Purchased	627538	1.00
				13/2/2015	4825	Purchased	632363	1.01
				20/2/2015	13650	Purchased	646013	1.03
				27/2/2015	1500	Purchased	647513	1.03
				6/3/2015	14875	Purchased	662388	1.05
				13/3/2015	-5100	sold	657288	1.05
				20/3/2015	14350	Purchased	671638	1.07
				27/3/2015	10440	Purchased	682078	1.09
		690128	1.10	31/3/2015	8050	Purchased	690128	1.10
11	INDIASTAR MAURITIUS LTD	4004910	12.31	1/4/201			44004910	12.31
				14/11/2014	-99000	Sold	3905910	6.22
				21/11/2014	-41207	Sold	3864703	6.15
				28/11/2014	-9119	Sold	3855584	6.14
				05/12/2014	-420948	Sold	3434636	5.47
				12/12/2014	-371532	Sold	3063104	4.87
				19/12/2014	-54727	Sold	3008377	4.79
				31/12/2014	-54064	Sold	2954313	4.70
				09/01/2015	-100000	Sold	2854313	4.54
				16/01/2015	-1536000	Sold	1318313	2.10
				23/01/2015	-425564	Sold	892749	1.42
				30/01/2015	-100000	Sold	792749	1.26
				06/02/2015	-343653	Sold	449096	0.71
				13/02/2015	-449096	Sold	0	-
		0	0	3/31/2015			0	0

* The above information is based on the weekly beneficiary position received from Depositories.

E Shareholding of Directors and Key Managerial Personnel: (other than Promotor Directors)----- NIL

SR. No.	for each of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year				
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity)				
	At the end of the year				

#Changes among Directors and Key Managerial Personnel

SR.	Name	Shareholding		Date	Increase/ (Decrease) in share holding	Reason	Cumulative Share- holding during the year	
		No. of shareholding at the beginning (01-04-2014)/ end of the year (31-03-2015)	% of total shares of the company				No. of Shares	% of total shares of the company

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year				
i) Principal Amount	2550693581		267050000	2817743581
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	2550693581		267050000	2817743581
Changes in indebtedness during the financial year				
Addition				
Reduction	978372301		267050000	1245422301
Net Change				
Indebtedness at the end the Financial year				
i) Principal Amount	1572321280		0	1572321280
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	1572321280		0	1572321280

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A Remuneration to Managing Director, Whole-time Directors and/or Manager-----NIL

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1	Gross Salary					
	(a) Salary as per provisions contained in Section 17(1) of Income Tax act 1961					
	(b) value of perquisites u/s17(2) of Income Tax Act, 1961					
	(c) Profits in lieu of Salary under Section 17(3) Income Tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission as % of Profit others, specify					
5	others, please specify					
	Total(A)					
	Ceiling as per the Act					

B Remuneration to other directors: '-----NIL

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors fee for attending board/committe meeting Commission others, please specify Total (1)					
2	Other Non-Executive Director fee for attending board/committe meeting Commission others, please specify Total (2) Total (B)=(1)+(2) Total Managerial Remuneration Overall Ceiling as per the Act					

C REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of Income Tax act 1961 (b) value of perquisites u/s17(2) of Income Tax Act, 1961 (c) Profits in lieu of Salary under Section 17(3) of Income Tax Act, 1961		150000	900000	1050000
2	Stock Option				
3	Sweat Equity				
4	Commission as % of Profit others, specify				
5	others, please specify				
	Total		150000	900000	1050000

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offences for the breach of any sections of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

Type	Section of Companies Act	Brief Description	Details of Penalty/ Punishment /compounding fees imposed	Auhtority (RD/NCLT/ Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure B

Form NO. MR - 3

Secretarial Audit Report for the Financial Year ended March 31, 2015

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 09 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
RADHA MADHAV CORPORATION LIMITED
Survey no.50/9/A, Daman Industrial Estate,
Village Kadaiya, Nani Daman-396210
UT of Daman & Diu

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. RADHA MADHAV CORPORATION LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of ;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (' SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (e) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (f) The other regulations of the Securities and Exchange Board of India as may be applicable to the Company.
6. Other laws applicable to the Company as per the representations made by the Company.

We have also examined compliance with the applicable clause of the following :

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India which are not in force as on the date of this report.
- II. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc., mentioned above, except late filing of Form 20B, 23ACXBRL & 23ACAXBRL along with the late filing fees as per the norms from MCA guidelines.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **VBNR & COMPANY,**
Company Secretaries
Sd/-
VIPUL BHEDA
MANAGING PARTNER
ACS : 10327 CP : 13525

Place : Surat
Date : 05-06-2015

Note : This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

ANNEXURE to Secretarial Audit Report

To,
The Member,
RADHA MADHAV CORPORATION LIMITED
Survey no.50/9/A, Daman Industrial Estate,
Village Kadaiya, Nani Daman-396210
UT of Daman & Diu

Our Secretarial Audit Report of even date is to be read along with this letter

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

Disclaimer

7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Surat
Date : 05-06-2015

For **VBNR & COMPANY,**
Company Secretaries
Sd/-
VIPUL BHEDA
MANAGING PARTNER
ACS : 10327 CP : 13525

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments:

Packaging Industry:

RMCL has substantial assets in high End packaging manufacturing business targeting Food, Pharmaceuticals and FMCG products. This year company has started using its assets for self-Consumption in FMCG distribution.

Company however has maintained its assets in good quality and enjoys excellent relation with its customers. It aims to offer Distribution Platform of rmcluniverse.com to its Packaging Customers. Such an offer will significantly improve the negotiation powers of company in terms of Pricing and Credit Terms.

With recent success in FMCG segment of the Company, it believes that substantial portion of Packaging material would be self-consumed.

Packaging Industry faces immense pressure from Large suppliers and Large Customers. Being Service oriented in nature, there is limitation to upscale the business.

However, with reduced Debt and current Crude price corrections, Packaging Business looks very promising to the Company.

The Franchise Business: RMCL Retail

Packaging is a capital-intensive business with extensive pressure on the margins. It requires very high level of current assets.

Company observed that working with bigger brands was not profitable. However to service smaller Clients, one requires close presence and innovative product range. In this pursuit, company appointed Franchises through out India by the name RMCL Retail. Such Franchises service the existing customers within their territory and also funds the Credit offered to the customer.

Company has moved towards total advance payment for any goods and services being offered. This has been a remarkable achievement of the company to move from being capital-intensive to Zero Working Capital Company. These RMCL Retail Franchises are presently serving the existing clientele of the company and creating a Brick and Mortar Distribution Channel for company's further products and offerings.

During last 15 Experience Company got opportunity to work with Market leaders in modern Trade as well as conventional Trade. It developed excellent relationship with the Brand owners, Contract manufacturers, Distributors and other stakeholders.

Alongside working for creation of RMCL Retail Franchises, Company started working upon marketing plan of following products in various categories. Company observed that there are various weaknesses in conventional distribution.

1. Factory to End-user logistic costs and other margins: 30-50% of the sale price
2. Branding, using Brand Ambassadors and high cost media: 12-15 %
3. Pilferage and Theft: 4 - 8 %
4. Expectation of Profit by large Entities: 10-12 %

RMCL has worked hard upon developing world-class products and designing a Technology platform taking care of above weaknesses.

Company has also formulated means to incentivize the Direct Selling Agents or the "DSA" for marketing its products. It plans to start small pick-up centers for its Consumer products and Franchise network for its industrial products. There would be various Crossovers between RMCL Retail Franchises and RMCL Universe Pick up Centers.

Online Initiative: market is quickly moving from conventional distribution method to Online method. This transgression is quite swift and quick. Company wishes to make maximum use of this opportunity and has prepared a fully functional "Online" portal selling more than 1250 own products and innumerable Third-party products. Company aims at selling more than 10,000 products in next 24 months.

Company's existing relationship with "New Format Distribution Retail" Owners, Third Party Contract Manufacturers, and companies manufacturing world-class products in Small Brands and groundwork for last few years shall be key to its success.

Fast Moving Consumer Goods:

Skin Care Products: Products like Face washes, Face packs, Face Scrubs, Hydrating Creams, Anti-Age Creams and Serums, Under Eye Creams and gels, Fairness Creams, Night Creams, UV Protection Creams, Sun Screen Creams, etc. shall be sold on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

Hair Care Products: Products like Shampoos, Conditioners, Hair Repair formulas, Anti-dandruff formulas, Hair Oils, Hair Serums, Hair Gels, Hair Dryers, Clippers, Hair Colors, Hair Sparkles etc. shall be sold on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

Color Cosmetics: Foundations, Eye colors, Kajals, Mascaras, Lipsticks, lip gloss, Nail paints etc shall be sold on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

Personal Hygiene: Products like Bathing Soaps, Shower Gels, Bathing Salts, Toothpaste, Toothbrush, After Shave balms, Electrical Trimmers, Razors, Deodorants, Attars, Fragrances etc. shall be sold on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

Health Supplements and Nutraceuticals

Mixed Herb Extracts: Health supplements like Slimming Capsules, Sex Vitality Capsules, Brain Tonic Capsules, Digestion Cure Capsules, Stress Care Capsules, Muscle Pain Capsules, Anti-Acidity Capsules, Liver Cure Capsules, Diabetes Care Capsules, Joint Care Capsules, Kidney Stone Capsules, Calcium Capsules, Prostate Relief Capsules, Anti-Constipation Capsules, Skin Care Capsules, General Fever Capsules, Anti-Viral Capsules, Cholesterol Control Capsules, and Sound Sleep Capsules shall be sold on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

Straight Herb Extracts: Pure extracts based on Satavari, Saunth, Kesari, White Musli, Shilajeet, Trifala, Bala, Chitrak, Gokharu, Amruta, Loh-Bhasma, Pashan-Bhed, Khas, Tulsi, Draksha, Punarnava, Chandan, Neem, Turmeric, Korpad, Manjistha, Sariva, Dishmool, Shankha Bhasma,

Sallaki, Rasana, Arjuna, lasun, Yestimadhu, Chandrika, Akkalkadha, Vasaka, Kapikachhu, Jatamansi, Malkaguni, Jaiphal, Talimkhana, Karela, Guggulu, Tagar, Javitri and Gurmar shall be sold on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

Other than above company plans to sell Whey Proteins, Noni Juice based Health Supplements, Nav-ras Extracts of 9 Vegetables, Omega 3 Code liver oils, Vitamin B -100 Complex, Pain Relief Gel, Fat Burner Formula, Head Balm for instant pain relief on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

Company also plans to sell gadgets like Below knee Stockings, Blood Pressure Monitor, Glucose Testing hand held Equipment, Eye Cool mask, Car pillows, Acupuncture supports for Car, Sauna Slimming Belt, Slimming Belt with Massage, Feet cleaner, Cool Eye Goggle with Magnets, Magnets, Neck Rest, Elbow Band, Deep Sleep Dream zone Mask, Anti-Stress Neck Pillows, Hot water bag on the portal and through Brick and Mortar conventional distribution channel comprising of Pick-up Centers and Shop-in-Shop models.

First Aid and General Medicines: Medicines like Burn Cream, Antiseptic Cream, Band Aids, Thermal Care Heat wraps for Neck and Shoulders, Antifungal Cream, Medicated Tape Rolls, Medicated Massage Gels shall also be sold in above fashion.

Acupuncture Products: Products like Foot rollers, Arm-rest, Acupuncture Sleeper Footwear with Magnets, Acupuncture Sleeper footwear without magnets, Magnetic wrist bands, Magnetic hammers, Hand Rollers with Acupuncture needles, Waist Bands, Acupuncture Shoe-Soles, Hand ball with Acupuncture needles etc. would be sold

Other than above, Company is looking at tie-ups with various pharmaceutical companies to sell their OTC products on its portal and distribution system.

Food and Beverages:

In Food and Beverages category, Company plans to sell following:

Staples: Rices of various varieties, Poha, Kabuli Channa, Urad, Kala Channa, Rajma Sharmili, Rajma Kashmiri, Moong, Channa Daal, Urad Daal, Moong Daal, Arhar Daal, Masoor Daal etc. shall be sold

Flour and Aata: Flours of two varieties, Besan, Maida, Dalia and Rice flours shall be sold.

Spices: Grounded and whole Spices will be sold like Chana Masala, Chat masala, Pav Bhaaji Masala, Sāmbhar Masala, Garam Masala, Chai Masala, Jaljeera Masala, Poha Masala, Daal Masala, Zeeravan Masala, Sahi Paneer masala, Kitchen King Masala, Biryani Pulav Masala, Pudina Chatni Masala, Garlic Powder, Chicken Curry masala, Boiled Egg Masala and various other related masalas.

Baking Powders and Ice-Cream Mixes: Company shall sell Custard Powder, Double Acting Baking Powder, Drinking Chocolate, Falooda mix, Caramel Pudding Mix, cocoa Powder, Citric Acid Crystals, Cornflour, Veg Jellies, Active Dry Yeast, Ice-Cream Mixes etc on its portal and by above mentioned distribution Channel.

Fryums, Ketch-ups, Sauces and Jams: Company Shall sell Fryums, Soya Sauce, Vinegar, sweet Chilli Sauce, Tomato ketchups, and various jams on its portal and through above mentioned distribution channel.

Edible Oils: Company plans to sell Coconut Oil, Gingely Oil, Cotton-seed Oil, Sunflower Oil, Castor Oil, Groundnut Oil, Olive Oil, Mustard Oil, Rice-Bran Oil, Refined Soyabin Oil, Desi Ghee and Hydrogenated Ghee

Pickles, Italian herbs and Poppadum's: Company plans to sell Haka Noodles, precooked noodles, Pasta Fetuchuni, Ravioli, Oregano, Chili Flakes, Seasoning Herbs, Mixed pickles, Mango pickle, lime pickle, Channa poppadum, Moong Poppadum etc. on its portal and above mentioned distribution channel.

Ready to Eat Products and Instant Mixes: Company plans to sell Gulab Jaamun mix, Dosa and Idli Mix, Ready to Eat Daal Makhaani, Cornflakes, Musli, Oats, Bhujia, Fried Daals etc. on its portal

Dry Fruits: Company plans to sell Cashews, Pistachios, Kismis, Almonds, Dates, Figs and other Dry Fruits on its portal. Tea: Company plans to sell Tea, Coffee, Chocolate Drink and other beverages on its portal

Handbags, Eyewear and Accessories: Company plans to sell high-end leather and polyamide based luggage bags, Fancy handbags, Goggles, Eyewear and fashionable Accessories.

Fashion Clothing: Company shall sell clothing targeting at Men, Women, Teens and kids. Clothing would include Shirts, Tees, Polo necks, Pants, SalwarKameez, Sarees etc.

Footwear: Company shall sell high end Sandles, Shoes, Chappals, Floaters etc on its portal and through conventional means.

Household Items: Plastic household items like Containers, Casseroles, Bottles, Mugs, etc. on the portal.

Detergents and Cleaning Products: Detergent powder, Detergent Bars, Neel, Toilet cleaner, glass cleaner, utensils cleaner, Floor Cleaner etc. shall be sold on the portal and through conventional methods.

Home Appliances and Electronics: Home appliances like irons, inductions cookers, kettles, Hair Dryers etc shall be sold on the portal and through conventional methods.

Selling other Brands on Commission basis: Company shall sell 3rd party products on its product and through its distribution network.

Incentives shall be distributed to direct sellers in line with company's plan. Company intends to open its own depot in various States.

Management Outlook:

Management is confident of settling its Debt at reasonable and serviceable amount. Most of its Debt comprises of Interests, Interest over Interest, Carved Out WCTL and Penalties.

During the year the Company has launched its online portal for FMCG products ie. www.rmcluniverse.com for consumer and fast moving goods and upgrade its existing portal named www.rmclretail.com for industrial products.

Company's 16 years experience in dealing with Brands shall certainly help in creating a distribution network unparalleled with its peer group.

Report on Corporate Governance

(Pursuant to clause 49 of the Listing Agreement)

1. Company's philosophy on code of Governance

Corporate Governance is concerned with creation of long-term value for shareholders while at the same time balancing interests of other stakeholders, viz. Employees, Creditors, Government and the Society, at large. Corporate Governance is crucial to the very existence of a company as it builds confidence and trust.

The Company is committed for good Corporate Governance i.e., to achieve business excellence and add shareholders value following desired disclosure practices and sound decision-making achieved through harmonious interactions amongst the Board of Directors, its Committees and Senior Managements. Transparency is the key guiding principle for all decisions, transactions and policy matters.

2. Board of Directors

• Composition of the Board:

The Board of Directors consists of 8 Directors out of which Two (2) are Executive Directors, Six (6) are Non Executive Directors including Five (5) Independent Directors. The Chairman of the Company is Non Executive Promoter Director.

All the Directors have made the requisite disclosures regarding Committee positions held by them in other companies. The composition of the Board and changes therein since the last Annual report, category of the Directors and their attendance at the Board Meetings and the last Annual General Meeting, number of their Directorships in other companies incorporated in India (excluding alternate directorships & directorship in Pvt. Ltd. Companies) are given below:

Name of Director	Category of Directorship #	No. of Board Mtgs. Attended	Attendance at the last AGM	Directorship in other Companies Incorporated in India (excluding alternate directorships & directorship in Pvt. Ltd. Companies)	No. of specified Committees (Other than RMCL) in which Chairman / Member \$		No. of Equity Shares held
					Chairman	Member	
Mr. Anil J. Agrawal	Chairman- N.E.D.	12	Yes	---	Nil	Nil	4607471
Mr. Mitesh A. Agrawal	M.D.	12	Yes	----	Nil	Nil	2555535
Mr. Abhishek A. Agrawal	Jt. M.D.	12	Yes	----	Nil	Nil	2489275
Noopur Mishra	I & N.E.D.	01	Yes	Nil	Nil	Nil	Nil
Mr. Serge A Lapointe *	I & N.E.D.	Nil	No	Nil	Nil	Nil	Nil
Mr. Radhey Krishna Mishra	I & N.E.D.	12	Yes	Nil	Nil	Nil	Nil
Mr. Rajiv Prasankumar Nanavati	I & N.E.D.	12	No	Nil	Nil	Nil	Nil
Mr. Subhash Agrawal	I & N.E.D.	12	Yes	Nil	Nil	Nil	Nil

I – Independent Director, N.E.D. – Non-Executive Director, M.D. – Managing Director, E.D. – Executive Director.

\$ As required by the existing Clause 49 of the Listing Agreements entered into with the Stock Exchanges, only Membership/Chairmanship of the Audit Committee and Investors Grievance Committee of public companies have been considered.

* Vacant office.

• Number of Board Meetings held during the year along with the dates:

During the year 2014-2015 Twelve (12) Board Meetings were held as follows:-

April 2014 to June 2014	July 2014 to Sept. 2014	Oct. 2014 to Dec. 2014	Jan. 2015 to March 2015
05.05.2014	02.08.2014	14.11.2014	20.01.2015
26.05.2014	14.08.2014	15.12.2014	12.02.2015
29.05.2014	16.08.2014		28.03.2015
	08.09.2014		

• **Information placed before the Board of Directors**

To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information is made available to the Board as per the Agenda Papers in advance of the Board Meetings.

In addition to matters statutorily required to be placed before the Board of Directors for its approval, all major decisions regarding resource mobilisation, capital expenditure, etc., are considered by the Board. Following informations are regularly put up before the Board for its consideration and approval:

- Strategic plan and direction of the Company;
- Annual Business Plan, Sales Budget, Cost records/reports;
- Quarterly financial Results of the Company;
- Minutes of the meetings of Audit Committee, Shareholders and Investors Grievance Committee of the Board;
- Matters related to significant environmental issues, accidents, if any, etc.;
- Material information from Government bodies, which may have implications on the business of the Company, if any;
- Information on material transactions, which are not in the ordinary course of business;
- Disclosure of material transactions with potential conflict of interest, if any; and
- Compliance with various listing and statutory requirements.

Code of Conduct:

The Company has laid down the code of conduct for all Board members and senior Management personnel of the Company. Requisite annual affirmations of compliance with the respective codes have been made by the Directors and Senior Management personnel of the Company. The copy of code of conduct is available on the web site of the Company. The Declaration signed by the Managing Director and CEO is given below.

3. Audit Committee

The Board of Directors constituted an Audit Committee as per the existing clause 49 of the Listing Agreements entered into with the Stock Exchanges. Four (4) meetings of the Audit Committee were held during the year (29.05.2014, 14.08.2014, 14.11.2014, 20.01.2015). The Present composition of the Audit Committee and their attendance at meetings are as follows

Name	Designation	Category	Number of Meeting attended
Mr. Radhey Krishna Ram Payare Mishra	Chairman	I & N.E.D.	4
Mr. Rajiv Prasankumar Nanavaty	Member	I & N.E.D.	4
Mr. Subhash Agrawal	Member	I & N.E.D.	4

The Managing Director & CEO and Head of Accounts CFO are permanent invitees to the Audit Committee Meetings. The Statutory Auditor is also invited to attend the Audit Committee Meetings, as and when required.

The Company Secretary was present at all the meetings of the Audit Committee.

The Minutes of the Audit Committee Meetings were noted by the Board of Directors at the Board Meetings.

The Chairman of the Audit Committee was present at the 10th Annual General Meeting held on 30th September, 2014

The powers and terms of reference of the Committee are as specified in Clause 49 of the Listing Agreement with the Stock Exchanges and Section 177 of the Companies Act, 2013.

4. Shareholders/Investors' Grievance Committee:

The Board of Directors, constituted a Shareholders/Investors' Grievance Committee, to attend to and redress the Shareholders and Investors' grievances. The present composition of the Shareholders/Investors' Grievance Committee is as follows and Four (4) meetings of the Shareholders/Investors' Grievance Committee were held during the year (29.05.2014, 14.08.2014, 14.11.2014, 20.01.2015). The attendance of each Member of the Committee is given below:

Name	Designation	Category	Number of Meeting attended
Mr. Radhey Krishna Ram Payare Mishra	Chairman	I & N.E.D.	4
Mr. Rajiv Prasankumar Nanavaty	Member	I & N.E.D.	4
Mr. Subhash Agrawal	Member	I & N.E.D.	4

There were no physical form for Transfer of shares during the year.

The Company Secretary was present at all meetings of Shareholder Grievance Committee.

Role of Shareholders/Investors' Grievance Committee:

- a). Review the existing "Investor Redressed System" and suggest measures for improvement.
 - b). The Investors' Grievance Committee meets once in every quarter to review and to take note of the Compliance Report submitted to the Stock Exchanges and Grievances of the shareholders.
 - c). To look into redressing of Shareholders and Investors Complaints regarding transfer of shares, non receipt of annual Reports etc.
- During the year 2014-2015 No complaint was received by the Company and one complaint was received through Bombay Stock Exchange. No complaint is pending to be resolved at the end of the financial year.

5. Remuneration Policy:

No remuneration and sitting fees has been paid to any Director during the financial year ended 31st March, 2015.

6. Annual General Meetings:

The details of Annual General Meetings are below:

Financial year	Date and Time	Location
2011-2012	Dated 12th September, 2012 at 10.00 a.m.	Survey No. 50/9A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210.
2012-2013	Dated 28th September, 2013 at 10.00 a.m.	Survey No. 50/9A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210.
2013-2014	Dated 30th September, 2013 at 9.30 a.m.	Survey No. 50/9A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210.

The Shareholders passed all the resolutions including the Special Resolutions set out in the respective Notices. No item requiring for postal ballot under the statute was applicable at the aforesaid meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

7. Disclosure:

There were no transactions of material nature between the Company and its Directors or Senior Management and their relatives or Promoters that may have potential conflict with the interest of the Company. The Register of Contracts containing transactions, in which Directors are interested, have been placed before the Board regularly.

Transactions with the related parties are disclosed elsewhere in this Annual Report.

During the last three years there has been no instance of non-compliance by the Company on any matter related to capital market. Hence there were no strictures or penalties imposed either by SEBI or by the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market.

8. Implementation of Code of Conduct for Insider Trading:

Radha Madhav Corporation Limited has adopted Code of Conduct for Insider Trading and is based on the SEBI framework. Radha Madhav Corporation Limited follows strict guidelines in respect of insiders' stock trading and related disclosures. Periodic disclosures have been obtained from all the Directors and 'designated employees'. Under the aforesaid code all Directors and Designated Employees are required to conduct all their dealing in securities of the Company only in valid trading window after obtaining pre clearance form the Company as per the pre dealing procedure described in the Code.

9. Secretarial Audit for reconciliation of Capital.

As stipulated by SEBI, a Company Secretary in practice carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges as well as placed before the Board of Directors. The audit confirms that the total Listed and paid up capital is in agreement with the aggregate of the total number of Shares in dematerialised form (held by NSDL and CDSL) and total number of Shares in physical form.

10. Means of Communication with Shareholders:

Half Yearly Report sent to each of Shareholders	As the quarterly Financial results of the Company were published in the newspapers, no separate half yearly report was sent to each shareholder.
Quarterly Results	The quarterly results of the Company were published in accordance with the requirements of the Listing Agreement of the stock Exchanges,
News papers in which results are normally published	1. Free Press 2. Savera India Times
Web site	www.rmclindia.co.in
e-mail:	Investor_complaint@rmclindia.co.in
Administrative Office :-	Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210, UT of Daman & Diu
Tel:-	91-260-6619000, 2220176, 2220621
Fax :-	91 - 260 - 2220177, 6619010
Whether Management Discussions and Analysis report is a part of Annual report	Yes

GENERAL SHAREHOLDERS' INFORMATION

Registered Office	: Survey No. 50/9A, Daman Industrial Estate, Village Kadaiya, Nani Daman-396 210, UT of Daman & Diu
Share Transfers in physical form and other communication in that regard including share certificates, dividends and change of address etc. may be addressed to	: Link Intime India Private Limited Registrar & Share Transfer Agent C-13, Pannalal Silk Mills Compound L. B. S. Marg, Bhandup (W) Mumbai-400078 Tel No.: 022 - 25963838 Fax No.: 022 - 25946969
Annual General Meeting of the Company to be held on	: Date : 30th September 2015 Time : 10.00 a.m. Venue : Registered office, Daman
Financial Calendar (tentative)	: First quarter - 2nd week of August, 2015 Second quarter - 2nd week of November, 2015 Third quarter - 2nd week of February, 2016 Fourth Quarter - 4th week of May 2016
Book Closure dates	: 21.09.2015 to 30.9.2015 (both days inclusive).
Listing on Stock Exchanges	: Bombay Stock Exchange Limited National Stock Exchange of India Limited
Listing Fees	: Listing fees for all the aforesaid Stock Exchanges for the financial years 2015-2016 is pending.
Bombay Stock Exchanges Limited (BSE) scrip Code:	: 532692
National Stock Exchange of India Limited scrip Code:	: RMCL
ISIN NO.	: INE 172H01014

MONTHWISE STOCK MARKET DATA (BSE) RELATING TO EQUITY SHARES OF THE COMPANY FOR THE PERIOD 01.04.2014 TO 31.3.2015

Month	High BSE	Low BSE	Average BSE	High NSE	Low NSE	Average NSE
April 2014	23.14	11.91	17.52	23.5	12.00	17.75
May 2014	26.20	19.25	22.72	26.25	19.15	22.70
June 2014	28.10	22.45	25.27	28.35	22.50	25.42
July 2014	32.45	25.60	29.02	32.65	25.65	29.15
August 2014	45.85	29.75	37.80	45.40	30.00	37.70
September 2014	48.50	36.00	42.25	48.25	35.05	41.65
October 2014	38.95	33.75	36.35	39.20	33.65	36.42
November 2014	42.35	31.00	36.67	42.40	30.00	36.20
December 2014	42.80	32.60	37.70	42.65	33.10	37.87
January 2015	54.10	33.75	43.92	54.20	33.70	43.95
February 2015	44.10	36.10	40.10	44.10	36.10	40.10
March 2015	40.00	26.00	33.00	28.65	25.90	27.27
Average price per shares upto March, 2015			33.52			33.01

Bombay Stock Exchange (BSE)
National Stock Exchange (NSE)
(Source - BSE & NSE)

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2015

No. of Shares held		No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Shares
1	500	7041	66.92	1393702	2.22
501	1000	1252	11.90	1098778	1.75
1001	2000	704	6.69	1138387	1.81
2001	3000	358	3.40	937521	1.49
3001	4000	163	1.55	594866	0.95
4001	5000	190	1.81	913718	1.45
5001	10000	314	2.99	2385630	3.80
10001	and above	498	4.74	54379673	86.53
TOTAL		10519	100.00	62842275	100.00
Physical mode		1	00.01	2635	00.01
Electronic mode		10519	99.99	62839640	99.99
TOTAL		10520	100.00	62842275	100.00

CATEGORIES OF SHAREHOLDERS AS ON MARCH, 2015

Sr. No.	Category	No. of Folios	Total Shares Held	% to the Share Capital
1.	Other Bodies Corporate	301	13601252	21.6435
2.	Clearing Member	150	2331722	3.7104
3.	Foreign Company	01	181355	0.2886
4.	Foreign Institutional Investors *	01	1856	0.0030
5.	Trust	02	1050	0.0017
6.	GIC & its subsidiaries	0.00	0.00	0.0000
7.	Mutual Funds	01	216742	0.3449
8.	Financial Institutions / Nationalised Banks	0.00	0.00	0.0000
9.	Non Nationalised Banks	02	154900	0.2465
10.	Non Residents Indians (REPAT)	53	730640	1.1627
11.	Non Resident Indians (Non REPAT)	25	22492	0.0358
12.	Overseas Corporate Bodies	0.00	0.00	0.0000
13.	Public	9979	35771607	56.9189
14.	Promoters	05	9828659	15.6402
	Total	10520	62842275	100.0000

Details of Equity Shares Under lock-in period	:	No. of Shares 32411346
Dematerialization of shares	:	As on March 31, 2015 a total of 62839640 equity shares constituting 99.99% of the equity share capital of the Company stand dematerialized and balance 2635 shares are in physical mode being 0.01%.
Plant Location	:	Appeared in the Annual Report elsewhere- 1. Unit I & III - Survey No. 51/3C, 541B & 54/2, 54/3A & 54/2D Daman Industrial Estate, Kadaiya Daman 2. Unit II - Survey No. 111, Daman Industrial Estate, Kadaiya Daman 3. Unit IV - Survey No. 107/2, 108/1 & 108/2 Daman Industrial Estate, Kadaiya Daman. 4. Uttaranchal Unit – SIDCUL, Plot No.66, Sector 4IIE, Pantnagar, Rudrapur, dist. Udham Singh Nagar, Uttaranchal- India
Investors' correspondence to be addressed to:	:	Company Secretary and Compliance Officer Radha Madhav Corporation Limited Registered Office: Survey No.50/9 A, Daman Industrial Estate, Village Kadaiya, Nani Daman-396 210 (U.T. of Daman & Diu) Telephone: +91-260 -2221214, 2221577, 2221677. Fax : +91-260 -2220177 E-mail : rmcl@rmclindia.co.in Investor Complaint Email ID:- investor_complaint@rmclindia.co.in

DECLARATION

I Mitesh Agrawal, Managing Director & CEO of Radha Madhav Corporation Limited hereby declare that all the members of the Board of Directors and the Senior management personnel have affirmed compliances with the Code of conduct for the year ended 31st March, 2015.

Place: Daman
Date: 02.09.2015

By and on behalf of the Board

sd/-
(Mr. Mitesh Agrawal)
Managing Director & CEO

CERTIFICATE

To

The Board of Directors

Radha Madhav Corporation Limited

I, Mitesh Agrawal, Managing Director & CEO of Radha Madhav Corporation Limited certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31.3.2015 and that to the best of their knowledge and belief :
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee :
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Radha Madhav Corporation Limited

Sd--

(Mr. Mitesh Agarwal)

Managing Director & CEO

Place : Daman

Date :- 19.05.2015



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Board of Directors
Radha Madhav Corporation Limited

We have examined the compliance of conditions of Corporate Governance by Radha Madhav Corporation Limited, for the period ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

**FOR VBNR & COMPANY,
COMPANY SECRETARIES**

SD/-
VIPUL BHEDA
MANAGING PARTNER
ACS : 10327 CP : 13525

Place : Surat
Date : 05/06/2015

AUDITOR'S REPORT

To,

The Members of

Radha Madhav Corporation Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Radha Madhav Corporation Limited, which comprise the Balance Sheet as at 31st March 2015, the statement of Profit and Loss and the cash flow statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

- a) *Regarding preparation of accounts on the basis of going concern in spite of brought forward losses of Rs.4204.03 millions which has resulted into negative net worth of Rs.1286.20 millions as at 31st March, 2015. The company also has working capital deficiency. These factors raise doubts about, the company's ability to continue as a going concern which is dependent upon infusion of long terms funds for its future operations. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of assets and classification of liabilities that might result, should the company be unable to continue as a going concern*
- b) *The Outstanding balances as at the end of the year under consideration in respect of sundry debtors, loans & advances and sundry creditors are subject to confirmation from respective parties and consequential reconciliation and adjustments arising there from if any. Consequential impact thereof on the financial statements is not ascertainable.*
- c) *Non provision/non accounting of interest payable to the Banks/ financial institutes/ Asset Reconstruction Company from whom various secured loans have been obtained of Rs 658.38 million for the year under consideration and Rs 1862.29 million till the date of Balance Sheet including reversal of interest of Rs.645.75 million in preceding year.*
- d) *During the period under consideration one of the secured creditor State Bank of India has assign the financial assistance granted by it to Alchemist Asset Reconstruction Company Limited (AARCL) u/s 5 of SERFAESI Act, together with all underlying securities, rights, title and interest in respect thereof. The company has on the basis of its offer letter of the company which is pending approval from the said AARCL has accounted for gain on settlement of dues of Rs. 980.46 million.*
- e) *Above mention para. c & d has effect of showing higher EPS before / after extraordinary by Rs. 28.86 and diluted EPS before extraordinary items Rs.27.89 and consequential effect on showing accumulated losses lower by Rs 2842.75 million.*

In our opinion and to the best of our information and according to the explanations given to us, subject to the effect in the financial statements of the matters referred to in the preceding paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the Balance sheet, of the state of affairs of the Company as at 31st March, 2015,
- ii. in the case of Statement of Profit and Loss, the profit of the Company for the year ended on that date.
- iii. in the case of Cash Flow Statement, of the cash flow for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
and
 - f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For H. P. SHAH ASSOCIATES

FRN. No. 109588W

Sd/-

H. P. SHAH

PROPRIETOR

CHARTERED ACCOUNTANTS

MEMBERSHIP No. 39093

Place : Vapi

Date : 19.05.2015

ANNEXURE

On the basis of checks as considered appropriate and in terms of the information and explanations given to us, we report as under:

1. FIXED ASSETS:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanations given to us, physical verification of fixed assets has been carried out in terms of the phased programme of verification of its fixed assets adopted by the Company and no material discrepancies were noticed on such verification. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.

2. INVENTORIES:

- (a) As per the information furnished, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory except for material lying on shop floor (work in process) and stock in trade. In our opinion, discrepancies noticed on physical verification of stocks were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.

3. LOANS:

- (a) As per the information furnished, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act.
- (b) As the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, the Clause (iii)(a) and (iii)(b) are not applicable.

4. INTERNAL CONTROL SYSTEM:

In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls of the company.

6. PUBLIC DEPOSITS:

The Company has not accepted any deposits during the period from the public within the meaning of the provision of Section 73 to 76 or any other relevant provisions of the Companies Act, and rules made there under. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other Tribunal.

8. COST RECORDS:

According to the information and explanations given to us the Central Government has not prescribed the maintenance of Cost Records Under Section 148 (1) of the Companies Act 2003, in respect of the Company's products.

9. STATUTORY DUES:

- (a) *According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise-duty, cess and other statutory dues wherever applicable except the due tabulated as which were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable .*

SR . NO.	PARTICULARS	AMOUNT (In millions)
1	Service Tax	0.88
2	Provident Fund Contribution	1.93
3	ESIC Contribution	0.33
4	VAT & CST	0.44

- (b) *According to the records of the Company, no dues of sales tax, income- tax, customs, wealth-tax, service tax, excise duty, cess which have not been deposited on account of disputes except as mentioned below;*

Nature of Dues	Disputed Liability (in millions)	Unpaid disputed Liability (in millions)	Authority where dispute is pending
Excise & Service Tax	14.45	11.45	High Court
Excise & Service Tax	7.80	7.80	Customs, Excise & Service Tax Appellate tribunal
Excise & Service Tax	7.78	7.52	Commissions (Appeal) Central Excise & Customs
Sales Tax	14.94	14.94	Deputy Commission commercial Tax office
Provident Fund	12.28	12.28	Employee's Provident Fund Appellate Tribunal

(c) According to the information and explanations given to us no amount required to be transferred to investor education and protection fund in accordance with the relevant provision of the Companies Act, 2013 and rule made there under has been transferred to such fund.

10. ACCUMULATED LOSSES:

The accumulated losses of the Company are more than fifty percent of its net worth at the end of the financial period. The Company has not incurred cash losses during the financial year covered by our audit but has incurred cash losses during the immediately preceding financial year.

11. REPAYMENT OF DUES OF FINANCIAL INSTITUTIONS:

Based on our Audit procedures and the information and explanation given by the management , we are of the opinion that the Company has defaulted in repayment of dues to Financial Institutions as on 31.03.2015.

Default in Payment

Particulars	Period of Default	Amount (RS. In millions)
Dues to Banks		
Principal	42 months	2562.45
Interest (not accounted/provided in Books of accounts)	43 months	1862.29
	Total	4424.73

15. GUARANTEE:

According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.

16. UTILIZATION OF TERM LOAN FUND:

In our opinion, the company has not obtained any term loan during the year covered by our report.

21. FRAUD ON OR BY THE COMPANY:

As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during this period except for Forgery of cheques of Rs. 6.00 million by a supplier, company has filed Forgery case under Negotiable Instrument Act against the supplier.

For H. P. SHAH ASSOCIATES

FRN. No. 109588W

Sd/-

H. P. SHAH

PROPRIETOR

CHARTERED ACCOUNTANTS

MEMBERSHIP No. 39093

Place : Vapi

Date : 19.05.2015

Radha Madhav Corporation Limited

BALANCE SHEET AS ON at 31.03.2015

Particulars	Note No.	As at 31.03.2015		As at 31.03.2014
		Rs. In million	Rs. In million	Rs. In million
EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share Capital	2	628.42		325.38
(c) Reserve and Surplus	3	(1925.57)		(3257.30)
(b) Warrants Money		10.94		-
			(1286.21)	(2931.92)
2) Share application money pending allotment			-	-
3) Non-current liabilities				
(a) Long-term borrowings	4	-		1.15
(b) Deferred tax liabilities (Net)	5	-		63.01
(c) Other Long term liabilities	6	0.23		0.33
(d) Long-term provisions	7	6.85		9.79
			7.08	74.28
4) Current liabilities				
(a) Short-term borrowings	8	-		267.05
(b) Trade payables	9	330.80		511.95
(c) Other current liabilities	10	1643.20		2688.20
(d) Short-term provisions	11	4.80		6.70
			1978.80	3473.90
EQUITY AND LIABILITIES--T O T A L			699.67	616.26
ASSETS				
Non-current assets				
(a) Fixed assets	12	326.97		351.93
(b) Non-current investments	13	2.55		2.55
(c) Long-term loans and advances	14	25.23		32.59
(d) Other non-current assets	15	0.78		2.53
			355.53	389.60
Current assets				
(a) Inventories	16	42.14		14.53
(b) Trade receivables	17	182.53		68.18
(c) Cash & Bank Balance	18	32.80		36.16
(d) Short-term loans and advances	19	85.86		104.75
(e) Other current assets	20	0.81		3.04
			344.14	226.66
TOTAL			699.67	616.26

The accompanying notes 1 to 42 are an integral part of these financial statements

As per our attached report of even date

For and on behalf of Board of Directors

For H. P. SHAH ASSOCIATES

FRN. No. 109588W

H. P. SHAH
PROPRIETOR

CHARTERED ACCOUNTANTS

M.N. 039093

DATED : 19th May, 2015

ANIL AGARWAL
CHAIRMAN

ANIL K. KANTARIA
CHIEF FINANCIAL OFFICER

MITESH AGARWAL
MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER

MANGESH SETHYE
COMPANY SECRETARY

Radha Madhav Corporation Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31.03.2015

Particulars	Note No.	Current Year	Previous Year
		Rs. In million	Rs. In million
I Revenue From operation	21	1158.47	186.26
Less: Excise duty		39.36	19.59
		1119.11	166.67
II Other Income	22	7.67	5.72
III Total Revenue (I + II)		1126.78	172.39
IV EXPENDITURE:			
Cost of Material Consumption	23	248.42	146.83
Purchases of Stock-in-Trade	24	754.17	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	25	(26.58)	51.13
Employee benefits expense	26	34.64	86.66
Finance costs	27	0.12	0.51
Depreciation and amortization expense	28	18.27	146.02
Other expenses	29	54.51	390.99
TOTAL		1083.55	822.14
V Profit before exceptional and extraordinary items and tax (III-IV)		43.23	(649.75)
VI Exceptional Items -Expenses/(Income)	30	(1077.79)	143.79
VII Profit before extraordinary items and tax (V - VI)		1121.02	(793.54)
VIII Extraordinary Items			
IX Profit before tax (VII- VIII)		1121.02	(793.54)
X Tax expense:			
Earlier year Income Tax		0.47	-
Deferred Tax		(63.01)	-
Provision for Wealth tax		0.04	0.02
		(62.50)	0.02
XI Profit (Loss) for the period from continuing operations (VII-VIII)		1183.52	(793.56)
XII Profit/(loss) from Discontinuing operations (after tax)	-	-	-
XIII Profit (Loss) for the period (XI + XII)		1183.52	(793.56)
XIV Earning Per Share	31		
Basic Earning per Share- Rs.		20.84	(24.39)
Diluted Earning Per Share- Rs.		20.14	(24.39)

The accompanying notes 1 to 42 are an integral part of these financial statements

As per our attached report of even date

For H. P. SHAH ASSOCIATES

FRN. No. 109588W

H. P. SHAH
PROPRIETOR

CHARTERED ACCOUNTANTS

M.N. 039093

DATED : 19th May, 2015

For and on behalf of Board of Directors

ANIL AGARWAL
CHAIRMAN

ANIL K. KANTARIA
CHIEF FINANCIAL OFFICER

MITESH AGARWAL
MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER

MANGESH SETHYE
COMPANY SECRETARY

Radha Madhav Corporation Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015

Particulars	Year Ended 31.03.2015 (RS.)	Year Ended 31.03.2014 (RS.)
	Rs. In million	Rs. In million
A CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax :	1121.02	(793.54)
Adjustment For :		
Depreciation and amortization expense	18.27	146.02
Interest Paid on Borrowing	0.12	0.51
Interest Income	(4.11)	(2.09)
Impairment Loss	-	520.93
Assest No Longer Usable	5.43	
Reversal of Interest From NPA Date	-	(645.75)
Gain on Settlement of Debts	(981.94)	-
Foreign Exchange Rate Difference	(0.01)	(0.01)
Profit/ Loss on Sale/Reduction of Assets	(0.99)	-
	(963.23)	19.61
Operating Profit Before Working Capital Changes :	157.79	(773.93)
Adjustment For :		
Trade and Other Receivables	(93.34)	387.35
Inventories	(27.60)	79.55
Trade Payables And Other Liabilities	(216.91)	327.97
	(337.85)	794.87
CASH GENERATED FROM OPERATIONS :	(180.06)	20.93
Income Tax Paid (Net of Refund)	(0.39)	1.08
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(180.45)	22.01
NET CASH FROM OPERATING ACTIVITIES A	(180.45)	22.01
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase Of Fixed Assets Including Advance Paid	0.35	1.19
Sale/Reduction of Fixed Assets	1.55	-
Interest Received	4.11	2.09
Movement in Loans & advances and other non current assets	9.33	1.31
NET CASH USED IN INVESTING ACTIVITIES B	15.34	4.59
C CASH FLOW FROM FINANCING ACTIVITIES :		
Long Term Borrowings/Debt- net of repayments	(1.15)	(1.64)
Short-term borrowings/Recalled Debt- net of repayments/ Reversal	(262.33)	264.32
Movement in other Non-current liabilities	(3.04)	9.79
Proceeds From Issue of Shares/ Warrants	462.32	-
Share/ Warrant Application Money	(33.93)	(295.05)
Interest Paid	(0.12)	(0.51)
NET CASH FROM FINANCING ACTIVITIES C	161.75	(23.09)
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS(A+B+C)	(3.36)	3.51
CASH AND CASH EQUIVALENTS AS AT 01.04.2014 (OPENING BALANCE)	36.15	32.63
CASH AND CASH EQUIVALENTS AS AT 31.03.2015 (CLOSING BALANCE)	32.79	36.15

The accompanying notes 1 to 42 are an integral part of these financial statements

As per our attached report of even date

For and on behalf of Board of Directors

For H. P. SHAH ASSOCIATES

FRN. No. 109588W

H. P. SHAH
PROPRIETOR
CHARTERED ACCOUNTANTS

M.N. 039093

DATED : 19th May, 2015

ANIL AGARWAL
CHAIRMAN

ANIL K. KANTARIA
CHIEF FINANCIAL OFFICER

MITESH AGARWAL
MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER

MANGESH SETHYE
COMPANY SECRETARY

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**Note: 1****SIGNIFICANT ACCOUNTING POLICIES:****(a) Basis of Accounting**

The Financial Statements have been prepared under historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, as adopted consistently followed by the Company. The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

(b) Fixed Assets

Fixed Assets are stated at cost, net off CENVAT credit claimed, accumulated depreciation and impairment loss if any. Items having cost of less than Rs.5000/- and having useful life of less than one year like calculators, mobile phones and other electronic office equipment except computers are charged out to Profit & Loss account in the year it is put to use.

(c) Depreciation

Depreciation on Tangible Fixed Assets is provided on Written Down Value Method as per useful life and in manner prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to assets during the year is provided on pro-rata basis.

(d) Investments

Investments are stated at cost. Provision is made to recognize diminution, other than temporary, in the carrying amount of long term investment.

(e) Inventories

Finished, Semi-Finished stock and stock in Trade are valued at the lower of cost or net realisable value. The cost of finished goods is determined on consistent basis, accepting the average direct and indirect expenses related to the production during the year. Raw materials, goods in transit and stores & spares are valued at landed cost or market value whichever is less.

(f) Sales

Revenue from sales of goods are recognized upon passage of title to the customer which generally coincide with delivery. Sales represent the amount of receivables for goods sold including the value of Excise Duty.

(g) Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

(h) Foreign Currency Transactions

Transaction in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction. At the year-end, monetary items denominated in foreign currency are reported using the rate of exchange prevailing on the last day of year. Exchange difference arising on realization / payment of foreign exchange if on account of revenue are accounted to the Profit & Loss Account in the year of realization/ payment.

(i) Amortization of Miscellaneous, Preliminary & Share Issue Expenditure

Preliminary Expenses are being written off in the year in which it is incurred as per the Accounting Standard 26 "Intangible assets" issued by The Institute of Chartered Accountants of India, which has been mandatory w.e.f. 01/04/2004.

(j) Provision for Gratuity and Leave Encasement

- (1) The Company has created provision for Gratuity as per the provision of Payment of Gratuity Act on the basis of number of completed years of service as on Balance sheet date. The provision is as per the actuarial valuation done by registered actuary.
- (2) Liability for leave encasement has been determined and accrued for, based on the number of days of en-cashable leave to the credit of each employee as on the balance sheet date. Treating it as Short Term employee Benefits.

(k) Taxation

Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.

Deferred tax for timing difference between tax profits and book profits is accounted for by using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date. Deferred tax assets are recognized to the extent it is supported by convincing evidence that these assets can be realized in future.

(l) Use of Estimates

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the result are known / materialized.

(m) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Note-2		
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
6,90,00,000 (Previous year 5,30,00,000) Equity Shares of Rs. 10 each	690.00	530.00
Nil (Previous year 60,00,000 Preference Shares of Rs. 10 each)		60.00
	690.00	590.00
ISSUED SHARE CAPITAL		
6,28,42,275 (Previous year 3,25,38,400) Equity Shares of Rs. 10 each	628.42	325.38
SUBSCRIBED AND FULLY PAID UP SHARE CAPITAL		
6,28,42,275 (Previous year 3,25,38,400) Equity Shares of Rs. 10 each	628.42	325.38
T O T A L	628.42	325.38

Note-2.1
Reconciliation of the number of shares outstanding

Particulars -Equity Shares- Number	31.03.2015	31.03.2014
Shares outstanding at the beginning of the year (In Million)	32.54	32.54
Shares Issued during the year (In Million)	30.30	-
Shares bought back during the year (In Million)	-	-
Shares outstanding at the end of the year (In Million)	62.84	32.54

Particulars -Equity Shares- Amount	31.03.2015	31.03.2014
Shares outstanding at the beginning of the year	325.38	325.38
Shares Issued during the year	303.04	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	628.42	325.38

Note-2.2
Shares in the company held by each shareholder holding more than 5 percent

Name of Shareholder	31.03.2015	31.03.2014
	No. of Shares held & %	No. of Shares held & %
SAVITA KHAITAN	80,00,000- 12.73%	
ANIL J AGARWAL	46,07,471- 7.33%	21,07,471- 6.48%
MITESH ANILKUMAR AGARWAL	25,55,535- 4.07%	25,55,535- 7.85%
ABHISHEK ANIL AGARWAL	24,89,275- 3.96%	24,89,275- 7.65%
INDIASTAR (MAURITIUS) LTD	Nil	40,04,910- 12.31%

Note-2.3
Right, Preferences and restrictions attached to shares

Equity shares		
The company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend as and when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting, except in case of interim dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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**Note-3
RESERVE AND SURPLUS**

Share Premium - as per last Balance sheet	915.54	915.54
Add: Received on issue of shares during the year	148.34	-
Net Share Premium	1063.88	915.54
Capital Reserve Forfeited Warrant Money	31.19	31.19
Surplus-Profit & Loss a/c.		
Opening balance	(4204.03)	(3410.47)
Less: Net value of Fixed Assets (Net of Residue Value) having Nil "Remaining Useful Life"	(0.13)	
Add: Net Profit/(Net Loss) For the current year	1183.52	(793.56)
Closing Balance-Profit & Loss a/c.	(3020.64)	(4204.03)
TOTAL	(1925.57)	(3257.30)

**Note-4
(a) Long-term borrowings
SECURED LOANS**

Term Loan From Banks Secured by Hypothecation of Vehicle Charges are in the process of being Registered with Registrar of Companies.	-	1.15
TOTAL	-	1.15

**Note-5
Deferred Tax Liabilities (Net)
The major components of Deferred Tax Liabilities are as under:**

Deferred Liability On account of Depreciation	-	63.01
Net Deferred Tax Liability	-	63.01

**Note-6
Other Long term liabilities**

Others-Security Deposit	0.23	0.33
Other Long term liabilities ----TOTAL	0.23	0.33

**Note-7
Long Term Provisions**

Provision for Employee Benefit :		
Provision for Group Gratuity Scheme	6.85	9.79
TOTAL	6.85	9.79

**Note-8
Short-term borrowings**

Unsecured Inter Corporate Deposit (Interest Free -Repayable on demand)	-	267.05
TOTAL	-	267.05

**Note-9
Trade payables**

Trade Payables-to others (The Company has not received any intimation from "suppliers" regarding their status under Micro, Small and Medium Enterprise Development Act, 2006 and hence disclosure requirements in this regard as per could not be provided)	330.80	511.95
TOTAL	330.80	511.95

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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Note-10
Other current liabilities

(a) Recalled/ Current maturities of long-term debt- Secured	1115.76	1554.27
(b) Recalled Short Term borrowing from bank- Secured	456.56	995.27
(c) Other payables		
Sundry Creditors for Capital Goods	13.23	13.14
Advance Received from Customer	19.89	49.36
Deposit Received from Agent	2.50	2.50
Other Current Liabilities	2.45	6.92
Share/warrant Application Money*	32.81	66.74
TOTAL	1643.20	2688.20

Note-10.1
Notes

(a) Recalled/ Current maturities of long-term debt- Secured Secured against mortgage of entire Land & Building and Hypothecation of entire Plant & Machinery and other Fixed assets of the company and second charge by way of Hypothecation of entire Inventories and Book Debts and other current assets of the company This loan is also secured by personal guarantee of promoter directors.) (Repayable with Interest: 16.50% & 15.60% on Term & Corporate Loan from banks)		
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Defaulted in repayment of dues to Banks
(All alleged debts)

Particulars		
Interest		
1. Period of default upto	34 Months	22 Months
2. Amount	1133.84	648.85
Installment		
1. Period of default upto	28 Months	16 Months
2. Amount	1551.24	1552.43

Note-10.2
Notes

(b) Recalled Short Term borrowing from bank- Secured (the above loan is Secured against Hypothecation of entire Inventories and Book Debts and other current assets of the company and second charge by way of mortgage of entire Land & Building and Hypothecation of entire Plant & Machinery and other Fixed assets of the company) This loan is also secured by personal guarantee of promoter directors.) Rate of Interest: 16.50% & 15.60%		
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Defaulted in repayment of dues to Banks
(All alleged debts)

Particulars		
Interest		
1. Period of default upto	34 Months	22 Months
2. Amount	728.45	409.21
Principal		
1. Period of default upto	33 Months	21 Months
2. Amount	1011.21	995.27

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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Note-10.3
***Note: (c) Share/warrant Application Money**

→ Terms and conditions: An Amount Equivalent to at least twenty five per cent, shall become payable for the warrants on or before date of the allotment of warrants and balance amount shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire Equity Shares is not exercised within period of 18 months from the date of issue of warrants.

"→ No. of shares proposed to be issued: one fully paid equity shares against one warrant, (total 35,00,000 Warrants has been issued to Promoter and Non Promoters)"

→ The amount of premium: Rs. 2.50 Per share.

→ The period before which shares are to be allotted: The warrants would be exchange into equity shares within the period of 18 months from the date of issue of Warrant.

→ Whether the company has sufficient authorized share capital to cover the share capital amount on allotment of shares out of share application money.: Yes.

→ Interest accrued on amount due for refund.: The warrant application money (amount) is not due for refund .

→ The period for which the share application money has been pending Beyond the period for allotment as mentioned in the share application form along with the reasons for such share application money being pending: The Warrant Application money is not pending beyond the period for allotment.

Note-11
Short Term Provisions

Provision for Wealth Tax	0.33	0.32
Provision for Employee Benefit :		
Provision for Leave Encashment	0.59	1.61
Provision for Bonus	3.88	4.77
TOTAL	4.80	6.70

Note-12
Fixed Assets

Tangible Assets		
(a) Gross Block	2284.90	2287.76
(b) Less : Depreciation	1439.98	1424.07
Less : *Impairment of Fixed Assets	520.93	520.93
(c) Net Block- Tangible Assets	323.99	342.76
Capital Work-in-Progress	2.98	3.74
Intangible assets under Development (software under implementation)	-	5.43
TOTAL	326.97	351.93

***Impairment of Fixed Assets**

While carrying the exercise of identifying the impairment loss if any in carrying amount of fixed assets, looking to the past trend, future prospect and Valuation Report of Registered Valuer Mr. Yogeshkumar J. Joshi of Joshi & Associates dtd. 06-05-2014, company has identified impairment loss in carrying amount of Rs. 520.93 million for the year ended on 31.03.2014.

FIXED ASSETS Note-10.1													Rs. in million	
Sr. No.	Name of the assets	GROSS BLOCK					DEPRECIATION					NET BLOCK		
		Opening Balance	Addition during the year	Deduction	Total	Opening Balance	For the year	Fixed Assets having Nil "Remaining Useful Life"	Deduction	Impairment Loss/(Gain)	Total	Balance as at 31.03.2015	Balance as at 31.03.2014	
1	Land (Free Hold)	57.30	-	-	57.30	-	-	-	-	-	-	57.30	57.30	
2	Land (Lease Hold)	7.06	-	-	7.06	0.44	0.08	-	-	-	0.52	6.53	6.61	
3	Factory Building	256.15	-	-	256.15	153.88	8.55	-	-	-	162.44	93.71	102.26	
4	Other Building	16.32	-	-	16.32	12.21	0.18	-	-	-	12.40	3.93	4.11	
5	Plant & Machinery	1849.63	-	-	1849.63	1685.52	7.97	-	-	-	1693.49	156.14	164.11	
6	Electrical Installation	57.54	-	-	57.54	54.53	0.13	-	-	-	54.66	2.87	3.00	
7	Computer	4.28	0.19	-	4.47	4.07	0.02	-	-	-	4.10	0.37	0.21	
8	Vehicle	25.35	-	3.05	22.30	21.29	1.10	0.08	0.00	2.49	19.98	2.32	4.05	
9	Furniture & Fixtures	10.48	-	-	10.48	9.62	0.22	-	-	-	9.85	0.63	0.86	
10	Office Equipment	3.66	-	-	3.66	3.43	-	0.05	0.00	3.48	0.18	0.18	0.24	
	TOTAL	2287.76	0.19	3.05	2284.90	1945.00	18.27	0.13	0.00	2.49	1960.91	323.99	342.76	
	31.03.2014	2287.76	-	-	2287.76	1278.05	146.02		520.93	1945.00	342.76	1009.71		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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Note-13
Non-current investments

Investment in Shares (Unquoted) Radha Madhav Research & Trade Pvt. Ltd. 255000 (Previous year 255000) equity share of Rs.10 each fully paid-up (Being a company under the same management)	2.55	2.55
"The Book value of Shares is below the cost price. As this Investment is held on long-term basis, the Directors are of the opinion that the current Book value does not reflect true value of Investment and hence the diminution in the value has not been accounted."		
TOTAL	2.55	2.55

Note-14
Long Term Loans and Advances

Unsecured, considered good		
(a) Capital Advances	19.77	19.55
(b) Security Deposits	5.46	13.04
TOTAL	25.23	32.59

Security Deposits include Rs. Nil millions (Previous Year Rs. 7.50 millions) to Radha Madhav Research & Trade Pvt. Ltd. a company under same the management and Rs. 4.00 millions (previous Year 4.00 millions) given to the Director or Major share Holders.

Note-15
Other non-current assets

Others		
Interest Receivable	0.06	0.71
Long Term - Bank Deposits (Pledged with Bank as margin money)	0.72	1.82
TOTAL	0.78	2.53

Note-16
INVENTORIES

(Valued & certified by Managing Director)

Raw Material	7.31	6.20
Packing Material	0.52	0.49
Finished Goods	3.90	5.42
Work-in-Process	23.98	2.42
Stock in Trade	6.43	-
TOTAL	42.14	14.53

Note-17
Trade receivables

(a) Trade receivables outstanding for a period exceeding six months		
Unsecured		
Considered doubtful	381.86	381.86
Considered good	10.36	24.53
Total (a)	392.22	406.39
(b) Others Unsecured Considered good		
Total (b)	172.17	43.65
Total (a + b)	564.39	450.04
Less : Provision for Doubtful Debts	381.86	381.86
TOTAL	182.53	68.18

Sundry Debtors include Rs. 18.25 millions (previous year Rs. 18.75 millions) Due from Partnership firm in which some of Directors are interested as Partners.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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Note-18
Cash & Bank Balance

(a) Cash and Cash Equivalents		
Balances with banks;		
In Current Account	4.95	0.48
Cash on hand	0.73	1.24
	5.68	1.72
(b) Others Bank Balance-		
(Pledged with Bank as margin money)		
In Deposit accounts with original maturity		
less than 3 months	4.68	16.75
Other Short term bank Deposit	22.44	17.69
	27.12	34.44
TOTAL	32.80	36.16

Note-19
Short-term loans and advances

Others loans and advances		
Unsecured, considered good		
Security Deposits	13.13	6.29
Advances to Suppliers	44.25	47.65
Loan & Advance to Staff and Workers	1.82	2.16
Duties And taxes Receivable- Excise/Sales Tax/VAT etc	23.97	46.62
Prepaid Expenses	0.74	0.72
Income Tax/ Direct Tax Receivable- Net of Provisions	1.20	1.31
Others	0.75	-
TOTAL	85.86	104.75

Security Deposits include Rs. 7.50 millions (Previous Year Rs. Nil millions) and Advance paid to Suppliers includes Rs. Nil (Previous Year Rs. 1.89 millions) given to Radha Madhav Research & Trade Pvt Ltd. a company under the same management. Advance to supplier includes Rs. Nil millions (Previous Year Rs. 1.14 millions) paid to partnership firm in which some of the Directors are interested as partners.

Note-20
Other current assets

Interest Receivable	0.67	3.04
Other Receivables	0.14	-
TOTAL	0.81	3.04

Note-21
Revenue From operation

Sale of products	1157.56	183.21
Other Operating Income	0.91	3.05
TOTAL	1158.47	186.26

Note-22
Other Income

Rent Income	0.71	1.50
Interest Income	4.11	2.09
Franchisee Fees Income	0.40	0.32
Foreign Exchange Rate Difference	2.10	-
Other Miscellaneous Income	0.35	1.81
TOTAL	7.67	5.72

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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Note-23
Cost of Material Consumed

i] Imported	-	-
ii] Indigenous	248.42	146.83
TOTAL	248.42	146.83
i] Imported - % of Consumption	0.00%	0.00%
ii] Indigenous- % of Consumption	100.00%	100.00%
TOTAL	100.00%	100.00%

Note-23.1
Particular of Material Consumed

(a) Plastic Products	243.78	126.36
(b) Paper Products	1.14	3.90
(c) Other Raw Materials	3.50	16.57
TOTAL	248.42	146.83

Note-24
Purchases of Stock-in-Trade

Particular		
Purchases of Goods Traded in	754.17	-
TOTAL	754.17	-

Note-25
Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Inventories (at Opening)		
Finished goods Net of Excise duty		15.33
Work-in-Progress	4.92	43.14
	(A)	7.34
Inventories (at Closing)		
Finished goods Net of Excise duty	3.51	4.92
Work-in-Progress	23.99	2.42
Stock in Trade	6.42	
	(B)	33.92
TOTAL	(A- B)	(26.58)
		51.13

Note-26
Employee Benefits Expense

Salaries, wages bonus and allowances	37.43	79.97
Contribution to Provident Fund	0.09	0.69
Contribution to Employee Group Gratuity Scheme	(2.93)	4.75
Staff welfare and other benefits	0.05	0.07
Salary & Wages Exp. Interest Awards	-	1.18
TOTAL	34.64	86.66

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
Note-26.1		
Disclosure relating to Employee Benefits – As per Revised AS-15.		
Define benefit Plans/Gratuity – as per Actuarial valuations		
Assumptions		
Discount Rate	8.00%	9.00%
Salary Escalation Rate	7.00%	7.00%
Expected Return on Plan Assets	9.00%	7.50%
Retirement Age	58	58
Valuation Method	Projected Unit Credit Method	Projected Unit Credit Method
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	1% to 5% depending on Age	1% to 5% depending on Age
I. Amounts to be recognized in Balance Sheet		
Present value of funded obligations	0.86	0.79
Fair value of plan assets	0.86	0.79
Present value of unfunded obligations	6.85	9.79
Unrecognized past service cost	-	-
Net liability	6.85	9.79
Amounts in the balance sheet:		
Liabilities	7.71	10.57
Assets	0.86	0.79
Net liability	6.85	9.79
II. Expenses recognized in Income Statement		
Current service cost	1.11	3.25
Interest on obligation	0.85	0.56
Expected return on plan assets	(0.07)	(0.07)
Net actuarial losses (gains) recognized in the year	(4.81)	1.01
Past service cost	-	-
Losses (gains) on curtailments and settlement	-	-
Expense recognized in P & L (Included in expenditure on Employee Schedule No.15 under Item "Contribution to Other Fund")	(2.93)	4.75
III. Table Showing Change in Benefit Obligation		
Opening Defined Benefit Obligation	10.57	6.17
Service cost for the year	1.11	3.25
Interest cost for the year	0.85	0.56
Actuarial losses (gains)	(4.81)	1.00
Benefits paid	-	(0.42)
Closing defined benefit obligation	7.71	10.57
IV. Tables of Fair Value of Plan Assets		
Opening fair value of plan assets	0.79	1.14
Expected return	0.07	0.07
Actuarial gains and (losses)	-	(0.01)
Assets distributed on settlements	-	-
Contributions by employer	-	-
Assets acquired in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-	(0.42)
Closing balance of fund	0.86	0.79

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
V. Tables showing Category of Plan Assets		
Government of India Securities	-	-
High quality corporate bonds	-	-
Equity shares of listed companies	-	-
Property	-	-
Funds managed by Insurer	100%	100%
Bank Balance	-	-
VI. Table Showing Surplus / (Deficit)		
Defined Benefit Obligation	7.71	10.57
Plan assets	0.86	0.79
Surplus / (deficit)	(6.85)	(9.79)
VII. Table Showing Bifurcation of Present Benefit Obligation at the end of the year		
Current Liability (Amount due within one year)	0.27	0.19
Non-Current Liability (Amount due over one year)	7.44	10.38
Note-27		
Finance costs		
Interest expense	0.12	0.51
TOTAL	0.12	0.51
Note-28		
Depreciation and amortization expense		
Particulars		
Depreciation	18.19	145.92
Amortization expense	0.08	0.10
Total	18.27	146.02
Depreciation on Tangible Fixed Assets is provided on Written Down Value Method in manner prescribed in Schedule II of the Companies Act, 2013.		
Note-29		
Other Expenses		
Manufacturing Expenses		
Power & Fuel Charges	13.95	16.24
Packing Material Consumed	4.05	4.06
Stores & Spares Consumed	1.37	0.07
Labor Job work Charges	0.92	4.02
Insurance Charges	0.92	3.45
Repair & Maintenance to Machinery	4.13	2.64
Repair & Maintenance to building	0.09	0.13
Other Manufacturing Expenses	3.91	2.96
TOTAL (A)	29.34	33.57
Selling & Distribution Expenses		
Carriage Outward	2.51	1.80
Bad Debts Written off & Provision for Bad debts	1.22	323.35
Other Selling & Distribution Expenses	5.27	16.53
TOTAL (B)	9.00	341.68
Establishment & General expenses		
Audit Fees	0.35	0.32
Postage, Telephone & Mobile Expenses	0.74	0.75
Legal & Professional Charges	5.38	2.13
Repair & Maintenance to Others	0.07	0.07
Rent, Rate & Taxes	1.20	3.42
Foreign Exchange Rate Difference	-	1.41
Duty & Taxes Expenses Account	0.96	1.20
Compensation paid to supplier for late payments	-	0.01
Miscellaneous Expenses	7.47	6.43
TOTAL (C)	16.17	15.74
TOTAL (A+B+C)	54.51	390.99

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in million

PARTICULARS	As at 31.03.2015	As at 31.03.2014
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**Note-29.1
Components and Spare Parts**

i] Imported	-	-
ii] Indigenous	1.37	0.07
TOTAL	1.37	0.07
i] Imported - % of Consumption	0.00%	0.00%
ii] Indigenous- % of Consumption	100.00%	100.00%
TOTAL	100.00%	100.00%

**Note-30
Exceptional Items -Expenses/(Income)**

Particulars		
Revesal of Interest NPA Date	-	(645.75)
Labour Claim and Awards	-	268.61
Impairment Loss/(Gain)	-	520.93
Assest No Longer Usable	5.43	-
Gain on Settlement of Debts	(981.94)	-
Insurance Claim Received	(0.99)	-
Reversal of Provision of Labour Claim on settlement	(100.29)	-
Total	(1077.79)	143.79

Note-30.1

Assest No Longer Usable This represents disposal of Assets under development carried till last year.		
Reversal of Interest: Interest on various loan accounted by the company of Rs. Nil (Previous year Rs. 645.75 million) has been reversed, for the period starting from the date of its treatment by the bank as Non performing assets.		
Gain on Settlement of Debts This includes Gain on settlement of Debts/secured loans		
Insurance Claim Received This includes insurance claim recived in excess of WDV of Assets		
Reversal of Provision of Labour Claim on settlement This includes reversal of provision on settlement of Labour claims		
Labour Claim and Awards: Labour claim/awards of Rs. Nil (Previous year Rs. 268.61 million) has been granted by the competent authority.		
Impairment Loss: While carrying the exercise of identify the impairment loss if any in carrying amount of fixed assets, looking to the past trend and future prospect company has identified impairment loss in carrying amount of Rs. Nil during the year (Previous year Rs. 520.93 million) .		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note: 31
Earnings Per Share

Particulars	Rs. in million	
	Mar-2015	Mar-2014
a) Net Profit/Loss after tax available for equity share holder (Rs. In million)	1183.52	(793.56)
b) Weighted average number of equity share of Rs. 10/- each outstanding during the year [No. of Shares in million]	56.79	32.54
c) Earning per share (Rs.) Basic Earnings Per Share before/ after extraordinary items	20.84	(24.39)
Diluted Earnings Per Share before/ after extraordinary items	20.14	(24.39)

Note: 32
Auditors' Remuneration

Particulars	Mar-2015	Mar-2014
i.] As Auditors	0.25	0.25
ii.] Tax Audit	0.10	0.10
iii.] Service tax and Education Cess	0.04	0.04
Total	0.39	0.39

Note : 33
Related Party Relationships
(a) Enterprises Owned by Directors or Major Share Holders

Sr. No.	Name of the Company/Firm
1	Abhishek Packaging Industries
2	Maharashtra Polycane Industries
3	Radha Madhav Research and Trade Pvt. Ltd.
4	Print Rite
5	Mamta Steel
6	Mehsana Steel Suppliers
7	Mahavir Steel Suppliers
8	Abias Export Pvt. Ltd.
9	Careplus Industries
10	Swati Packaging
11	Radha Krishna Industries
12	Radha Madhav Residency
13	Radha Madhav Holdings Pvt. Ltd.
14	Shree Dagruseeth Infracon

(b) Key Management Personnel

- Mr. Mitesh Agrawal
- Mr. Abhishek Agrawal
- Mr. Mangesh Sethye
- Mr. Anil Kantaria

(c) Persons having significant influence

- Mr. Anil Agrawal

Note: In respect of above parties, there is no provision for doubtful debts as on 31st March, 2015 and no amount has been written off or written back during the year in respect of debts due from/to them.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Transactions with related Parties (figure in bracket are of previous year)					
				Amount (Rs. In Millions)	
	Type of Related Party Transaction	Enterprises/Associates owned by the Directors or Major Shareholders where control exists.	Key Managerial Personnel	Person having significance influence and relatives of Key managerial personnel	Total
1.	Sales of Products	0.14 (1.06)	Nil (Nil)	Nil (Nil)	0.14 (1.06)
2.	Labour Job Charges Paid	0.81 (3.80)	Nil (Nil)	Nil (Nil)	0.81 (3.80)
3.	Capital Goods Purchase	Nil (0.05)	Nil (Nil)	Nil (Nil)	0.00 (0.05)
4.	Rent Paid	0.15 (0.24)	Nil	Nil	0.15 (0.24)
5.	Remuneration	Nil	1.05 (1.05)	Nil (Nil)	1.05 (1.05)
6.	Sundry Debtors	18.25 (18.75)	Nil (Nil)	Nil (Nil)	18.25 (18.75)
7.	Sundry Creditors	Nil 2.62	Nil (Nil)	Nil (Nil)	0.00 2.62
8.	Deposit Given	7.50 (7.50)	4.00 (4.00)	Nil (Nil)	11.50 (11.50)
9.	Advance Given Opening Balance	3.03	Nil	Nil	3.03
	Add: Given during the year	Nil	Nil	Nil	Nil
	Less : Received/ adjusted during the Year	3.03	Nil	Nil	3.03
	Closing Balance	Nil	Nil	Nil	Nil

Note: 31
Contingent Liability and Commitments

Rs. in million

Contingent Liability	Mar-2015	Mar-2014
a) Guarantees given by Banks	9.00	24.80
b) Disputed Liability of Central Excise & Service Tax. Dispute pending with High Court , Customs Excise & Service Tax Appellate Tribunal and Commissions (Appeal) Central Excise & Customs.	30.04	24.44
c) Disputed Liability of Sales Tax. Dispute is pending before Deputy Commission commercial Tax office.	14.94	5.68
d) Disputed Liability of Provident Fund. Dispute is pending before Employee's Provident Fund Appellate Tribunal.	12.28	36.26
e) Duty liability with respect to capital goods imported under EPCG Scheme.(against balance export obligation) (This figure does not includes interest @ 24% per annum, which is payable in case of defaults, from the date of import)	142.58	142.58
f) Suppliers Claim against the company not acknowledged as debt.	14.69	10.62
Commitments		
g) Estimated amount of contract remaining to be executed on capital Account and not provided for (net of Advances)	1.00	--

Note: 32
Segment Reporting

The Company has identified business segment as its primary segment and geographic segments as its secondary segment. During the year company has started its marketing and Trading business, in view of AS17 segment reporting issued by ICAI, the company has identified Trading Activity as additional Primary Segment.

Company has identified two reportable segment viz sales of own manufactured products (sub-classified in to end user & through channel partners) and marketing and Trading. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting.

Geographical revenues are allocated based on the location of the customer. Geographical segments of the company are India and Others.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Sale of Manufactured Product				Trading Sales	Unallocable		Total	
	End User		Channel Partner			Mar-2015	Mar-2014	Mar-2015	Mar-2014
	Mar-2015	Mar-2014	Mar-2015	Mar-2014					
Segment Revenue	138.33	117.22	180.10	49.45	800.68			1119.11	166.67
Less:- Inter-Segment Revenue	-	-	-	-				-	-
Net Sales / Income From Operations	138.33	117.22	180.10	49.45	800.68			1119.11	166.67
Segment Results	(2.70)	(129.59)	4.44	(183.15)	55.52			54.26	(312.74)
Unallocated corporate expenses/Income (Net)						10.91	336.50	10.91	336.50
Operating profit								43.35	(649.24)
Finance costs								0.12	0.51
Exceptional Items -Expenses/(Income)								(1077.79)	143.79
Profit Before tax								1121.02	(793.54)
Tax								(62.50)	0.02
Net profit								1183.52	(793.56)
Other Information									
Segment Assets	147.03	155.39	289.87	231.95	27.39	235.37	231.25	699.67	618.59
Segment Liabilities	--	28.78	--	20.58	0.63	1985.25	3501.15	1985.88	3550.51
Capital Expenditure	--	--	--	--	--	0.19	--	0.19	--
Depreciation	5.80	48.92	10.83	93.81	--	1.64	3.29	18.27	146.02
Non-cash expenses other than depreciation	--	--	--	--	--	--	--	--	--

Secondary Segment Information:

Geographical Segment	Rs. in million					
	India		Other Countries		Total	
	Mar-2015	Mar-2014	Mar-2015	Mar-2014	Mar-2015	Mar-2014
Segment Revenue	1119.11	166.67	--	--	1119.11	166.67
Carrying Amount of Segment Assets	694.15	613.26	5.52	5.33	699.67	618.59
Addition to Fixed Assets and Intangible Assets	0.19	--	-	-	0.19	--

Note: 36
Going Concern

The company's net worth has been fully eroded due to continuous losses. However, the accounts have been prepared on the basis that the company is a going concern. Management is of the view that there is no uncertainty about continuous operation of the Company in foreseeable future. Following measures are taken by the company to ensure continuous operations:

1. Company has begun Online E-Commerce business, which is profitable, and is evident from the 2015 result.
2. Company has also made profit during the year ended 31.03.2015.
3. Management has induced long-term capital in the company on various occasions and shall thrive to do so in future.
4. Management is also planning gradually to modify its business plan by appointing franchise there by reducing working capital intensive dependence.
5. The Company would be able to continue its operation in the foreseeable future through various restructuring and deleveraging measures.

The accounts do not include any adjustment relating to recoverability and classification of recorded asset amounts or the amounts and classification of liabilities.

Note: 37
A. Detail of Manufactured goods

Particulars	Rs. in million	
	Mar-2015	Mar-2014
Plastic Products		
Sales Values	314.49	160.94
Closing Inventory	2.50	2.99
Opening Inventory	2.99	14.12
Paper Products		
Sales Values	3.03	2.69
Closing Inventory	1.41	2.43
Opening Inventory	2.43	2.94
Total		
Sales Values	317.52	163.63
Closing Inventory	3.91	5.42
Opening Inventory	5.42	17.06

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
B. Detail of Traded goods Rs. in million

Particulars	Mar-2015	Mar-2014
Cloths & Fashion Products		
Sales Values	763.67	--
Closing Inventory	--	--
Opening Inventory	--	--
Others		
Sales Values	37.01	--
Closing Inventory	6.43	--
Opening Inventory	--	--
Total		
Sales Values	800.68	--
Closing Inventory	6.43	--
Opening Inventory	--	--

C. Detail of Work-in-Process Rs. in million

Particulars	Mar-2015	Mar-2014
Plastic Products		
Opening Inventory	2.40	32.62
Closing Inventory	23.98	2.40
Paper Products		
Opening Inventory	0.02	10.52
Closing Inventory	0.01	0.02
Total		
Opening Inventory	2.42	43.14
Closing Inventory	23.99	2.42

Note: 38
C.I.F. Value of Imports- Rs. Nil
Rs. in million

Particulars	Mar-2015	Mar-2014
C.I.F. Value of Imports	--	--

Note: 39
Expenditure in Foreign Currency - Rs. Nil
Rs. in million

Particulars	Mar-2015	Mar-2014
Expenditure in Foreign Currency	--	--

Note: 40
Earnings in Foreign Exchange- Rs. Nil
Rs. in million

Particulars	Mar-2015	Mar-2014
Earnings in Foreign Exchange	--	--

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note: 41

- a. The company is in the process of obtaining confirmation from parties, and reconciliation differences, if any, in payable and receivables will be provided in the books. On ramping up of packaging business, company is hopeful of recovering the book debts.
- b. Previous year figures have been regrouped & rearranged wherever necessary.

Note : 42

Radha Madhav Corporation Limited (RMCL) has began trading and distribution of various products in various category like Clothing, Fashion Products, Wellness, Cosmetics, Electronics etc. through or otherwise www.rmcluniverse.com.

The company is also engaged in manufacture of variants of multilayered and functional films, which find major application in primary as well secondary packaging solutions in food, dairy and pharmaceutical segments. The company is capable of producing multilayer cast and blown barrier films of internationally accepted standards.

At present, RMCL has 5 independent production units, 4 of them are located in the union territory of Daman and the fifth one of them is in Rudrapur, Uttaranchal, enjoying tax concessions. The basic infrastructure of the company is accredited with international quality certification such as 9001:2008 (QMS) / 14001: 2004 (EMS) / 18001: 2007 (OHSAS) / 22001: 2005(FSMS) & BRC Accredited Company.

The accompanying notes 1 to 42 are an integral part of these financial statements

As per our attached report of even date

For and on behalf of Board of Directors

For H. P. SHAH ASSOCIATES

FRN. No. 109588W

**H. P. SHAH
PROPRIETOR
CHARTERED ACCOUNTANTS**

M.N. 039093

DATED : 19th May, 2015

**ANIL AGARWAL
CHAIRMAN**

**ANIL K. KANTARIA
CHIEF FINANCIAL OFFICER**

**MITESH AGARWAL
MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER**

**MANGESH SETHYE
COMPANY SECRETARY**

**RADHA MADHAV CORPORATION LIMITED**

(CIN: L74950DD2005PLC003775)

Regd. Office: Survey No. 50/9/A, Daman Industrial Estate,
Village Kadaiya, Nani Daman –396 210, UT of Daman & DiuWebsite: www.rmclindia.co.in • E-mail: investor_complaint@rmclindia.co.in,
Tel: 0260-6619000 Fax: 0260- 2220177**ATTENDANCE SLIP**PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint shareholder may obtain additional slip on request.

D.P. Id*		Folio No.	
Client Id*		No. of Share/(s) held	
NAME OF THE SHAREHOLDER:		NAME OF THE PROXY:	

I hereby record my presence at the Eleventh Annual General Meeting of the Members of Radha Madhav Corporation Limited held at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210, UT of Daman & Diu on 30th September, 2015 at 10.00 a.m

SIGNATURE OF THE ATTENDING MEMBER/PROXY

* Applicable for investors holding shares in electronic form.

**RADHA MADHAV CORPORATION LIMITED**

(CIN: L74950DD2005PLC003775)

Regd. Office: Survey No. 50/9/A, Daman Industrial Estate,
Village Kadaiya, Nani Daman –396 210, UT of Daman & DiuWebsite: www.rmclindia.co.in • E-mail: investor_complaint@rmclindia.co.in,
Tel: 0260-6619000 Fax: 0260- 2220177**FORM No. MGT-11
PROXY FORM**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
CIN L74950DD2005PLC003775Name of the Company **Radha Madhav Corporation Limited**
Registered office Survey No. 50/9/A, Daman Industrial Estate, Village
Kadaiya, Nani Daman –396 210, UT of Daman & Diu

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint

- Name :
Address :
Email ID :
Signature :, or failing him
- Name :
Address :
Email ID :
Signature :, or failing him
- Name :
Address :
Email ID :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at Eleventh Annual General Meeting of the Members of Company held at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210, UT of Daman & Diu on 30th September, 2015 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- To receive, consider and adopt Financial Statements as at 31st March, 2015 together with the Directors' Report and Auditors' Report thereon.
- To appoint a Director in place of Mr. Subhash Agarwal who retires by rotation, and being eligible offers himself for re-appointment.
- To appoint a Director in place of Mr. Radhey Krishna Mishra who retires by rotation, and being eligible offers himself for re-appointment
- To Appoint Auditors and to fix their remuneration.
- To Re-appointment of Mr. Mitesh Agarwal as a Managing Director .
- To Appoint Mrs. Noopur Mishra as the Independent Director
- To Appoint Mr. Youhan Mubarakhi as the Independent Director
- Related party transaction
- To Adopt of new set of Articles of Association
- To Adopt of new set of Memorandum of Association
- To Appoint Mr. Keyur Naik as new CFO of the Company

Affix
Revenue
Stamp

Signed this day of 2015

Signature of shareholder:

Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

INDIAN SNACKS

Bikaneri Bhujia
Khatta Meetha Namkeen
Moong Dal Namkeen(400g)
Kaju Cornflakes Mixture
Allo Bhujia
Crispy Papad
Readymade Gulab Jamun
Readymade Rasgulla
Readymade Raj-bhog
Soan Papdi
Pure Cream Biscuits
Glucose Biscuits
Butter Cookies
Ready to Fry Fryums (200g)
Ready to Fry Pani Purees
Ready to Fry Chips ()
Ready to Cook Popcorn
Cornflakes
Ready to Eat Oats

KETCHUP & SAUCES

Soya Sauce
Red Chilli Sauce
Green Chilli Sauce
Tomato Ketchup
Vinegar

UTENSILS

Induction Based Tava
Induction Base Pan
Induction Based Kadai
Ceramic Fry Pan
Ceramic Rice Cooker
Electric Bomman Pan
Double Side Pan
Ambition Aluminium Pan
Pressure Cooker 20cm
Cook & Serve Series

S.S. BASED UTENSILS

Belly Sauce Pan
Conical Pot
Casserole Bowl
Fry Pan 1b 24cm
3 Set Piece Casserole
3 Set Fry Pan, Kadai, Tava
Sauce Pan 3 Set Piece

ELECTRONICS

Power Bank 5400mah
Power Bank 8400mah
7 Watt Led Bulb
12 Watt Led Bulb
Super Bright Led Torch
Rechargeable Torch
Rechargeable Mini Fan
Torch 5w (1000mtr)
Rechargeable Emergency
Steam Iron
Mixer Grinder
Induction Cooker
Gas Stove (2/4 burners)
Extension Box (2mtrs)
Inverter Battery
Air Cooler
Hand Grinder

APPLIANCES

Water Purifier
Ceiling Fan
Air Flyers
Microwave
Choppers
Hand Blenders
Vacuum Cleaners
Water Heaters
Egg Boilers
Water R.O.
Face Massager
Cellulose Vacuum Therapy
Popcorn Maker

HOME DECOR

Photo Frames
Inflatable Sofa
Wall Stickers
Vases / Flower Vases
Mirrors
Designer Candles
Designer Clocks
Home Fragrance
Artworks
Seasonal Decoration
Diya & Laltens
Puja Articles / Idols
Bean Bags
Indoor Swings
Cushion & Pillow Cover
Blanket/Quilts & Dohars
Magic Ladder Aluminum
Mats & Carpets
Curtains
Subh Dhan Varsha Yantra
Cotton Bath Towels
Nazam Suraksha Kawatch

PLASTIC WARE

Tiffin Box
Tiffin box 3 jar
Water Bottles
Plastic Containers Set
Balti (Buckets)
Air Tight Containers
Electric Tiffin Box
Silicon Muffin Cups
Airlock Containers

WOMEN CLOTHING

Paper Silk
Geirjet Print Dani
Crush
Super Net
Sofiya Print
Mineral Ciffon
Russian Velvet Border
Chikni Chameli
Silk Border
Crap Silk
Saloni
DNO-F2
Pure Georjet
Cotton PC Suit
Cotton Khadi Suit

WOMEN INTIMATES

Female T-shirt Bra
Female Full Cup Bra
Cotton Lycra Leggings
Female Cotton Briefs
Female Cotton Hipsters
Female Thongs
Female Night Gowns
Female Satin Nightly
Female Satin 2 piece Nightly
Quality Cross Fabric Leggings
Air Bra
Slim Fit Corset

WOMEN FOOTWEAR

Sandal Brown
Sandals Flat Pink
Sandals Flat Green
High Heels Green Base
4inch High Heels
Green Flat Chappal
Red High Heels

GROWTH SUPPLIMENTS

Soya Protein Powder
Whey Protein Powder
Weight Loss Powder
Kids Growth Powder
Multi-Vitmn Cap Men
Multi-Vitmn Cap Wmn
Vama Noni Juice
Nutrashield Rise-onn
Omega 3 (10 Capsules)
Wheat Grass Powder(100g)
Aloevera Juice(500ml)
Bio Magnetic Bracelets
Bio Magnetic Card
Detoxification Kit

MEN CLOTHING

Party Checks Shirt
Chronos Men Formal
Men Kruti Shirt
Formal Shirt Sky
Jeans
Shirt Piece & Pant Piece
Combo (Dhoom)
Shirt Piece & Pant Piece
Combo ()
Readymade Shirts Vice-Roy
Readymade Shirts Caliphate
Formal Shirt
Boxer Shorts (2 pcs)
Suit Length
Tie
Tie-Pins
Belts
Wallets
Office Organizers

MEN VEST & BRIEFS

Men Cotton Briefs
Premium Men Briefs
Men Trunks
Cotton Premium Trunks
Mens Cotton Boxers
Mens Premium Boxers
Men Premium Slimfit Briefs
Men Briefs
Men Gym Vests
Slim Fit Corset For Men

MEN FOOTWEAR

Bathroom Slippers
Leather Men Shoes
Black Canvas
Blue Yellow Heel Canvas
Men Formal Shoes
Gents Hunter Shoes
Gents Cross Shoes

KIDS CARE

Boy T shirt
Girl T shirt
Girl Full Sleeve shirt
Girl Skirts
Avenger T. Shirts
Unisex Shorts
Capri's
Full Sleeves boys Tshirts
Kurti n Legging set for girls
Graphic Print Tshirt for boys
Demin Short for Girls
Boys three fourths

TOOTHBRUSH & PASTES

Adult Toothbrush
Kids Toothbrush
Herbal Toothpaste
White Toothpaste
Herbal Toothpowder

HYGIENE & SANITARY

Diapers for infants
Diapers for Adults
Sanitary Napkin(10pcs)
Anti-Bacterial Hand Wash
Napkins
Tissue box
Pain Relief Balm
Floral Talc
Prickly Heat Talc
Foot Patch
Pedicure Bowl
After Shave Lotion
Shaving Cream
Shaving Foam
Shaving Gel

ARTIFICIAL JEWELLERY

Earring Diamonds
Necklace Flowery
Earring Butterfly
Peacock necklace
Thread Necklace

MEDICAL AID

Cooling Mask
Crape Bandage
Ice Bag
Hot Bag
Soft Tissue



Face Packs
Face Scrubs
Cleansers
Toners
Fairness Cream
Day Cream
Night Cream
Body Butter
Face lifts
Vitamin-E Capsules
Gold Bleach

All Day Cream
Anti wrinkle Cream
Anti Aging Cream
Moisturisers
Face Massage cream
Lip Balm
Bathing Soaps
Moisturizing Soaps
Bathing Salts
Foot Cream
Hair Remover Cream

Facial Kit- Gold
Facial Kit- Diamond
Facial Kit- Pomegranate
Face Massage Gel
D-Tan Cleansing Milk
Make-up Remover



Shampoos

-Bouncy Shampoo

Conditioners

-Smooth and Shine
Exotic Hair Serums

Hair Treatments

-Growth Treatments
-Anti Dandruff Treatments
-Split End



Reine And Eman Reine And Lota

Hair Gels

-Natural Hold
-Medium Hold
-Strong Hold

Hair Oil

-Chameli Hair Oil
-Multi-Herb Hair Oil
-Coconut Hair Oil
-Almond Hair Oil

Hair Accessories

-Hair Brush
-Rollers
-Flat Combs
-Hair Bands
-Hair Pins
-Buckles
-Chinese Hair-Sticks



Lipsticks

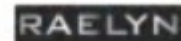
-Gloss
-Matt
-Shine
-Lip-Gloss

Foundation

-Water Proof Foundation
-Invisible Finish Foundation
-Firming Foundation

Kajals

-Smudge Free
-Eyeliners Nail paints
-Matt
-Gloss
-extra shine
Mascara
-water proof
-Length Clear
Compact
Puff etc



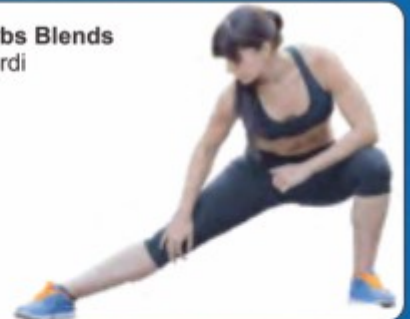
Noni Based Health Drinks
for Men & Women
-Vama Noni Juice
-Rise Onn Noni Juice



Health Supplements
Slimming Formula
Herbal Tea
Whey Protein
Multi Vitamins
Balms
Ointments
Accupuncture Accessories

Pure Herb Extracts
Karela Neem
Brahmi Vasaka
Satavari Sunth
Tulsi Trifala etc
Shallaki
Tagar
Manjistha
Haldi

Medication Herbs Blends
Glucos - Bradycardi
Biliary - Auxin
Thor - Osseous
Cardio - Helios
Engima - Ion
Nyx - Hypnos
Derma - Helios
Zoster - Ion
Thor - Marrow



Salwar Kameez

-Cotton Wear
-Silk Wear
-Linnon Wear
Anaarkali Suits
-Cotton Wear
-Silk Wear
Sarees
-Cotton
-Silk etc

Dress Materials

-Cotton Wear
-Silk Wear etc
Jeans
Tee Shirts
Shirts
Sports Wear
Bridal Wear
Fabrics
Lingerie

Nightwear
Goggles
Bags
Purses
Hand Bags
Footwear
-Scandals
-Casual Footwear
-Shoes
-Bella's etc

Belts
Imitation Jewelry
Watches



Cases & Covers
Memory Cards
Ink Cartridge
Tablet Cases
Screen Guards
Speakers
Keyboards
Mouses
Laptop Bags

Appliances:
Mobile Phones
I-pods
Tablets
Headphones
Earphones
Power Banks
USB Drives
Pen-Drives
Play-stations
Hair Dyer





-Shoes
-Funk Wear

Shirts
Pants
Shirts
Kurta's
Tee-Shirts
Jeans
Shorts
Foot Wear
-Scandals

R&E
Reine And Eman

Razors
Day Cream
Sun screen Creams
Night Creams
Watches
Sun-Glasses
Bag
Shoes
Belts

Perfumes
Deo's
Shaving Gel
Shaving Creams
Shower Gels



Shirts, pants
Tee-shirts
Jeans
Foot Wear
Perfumes
Deo's
Shaving Gel
Shaving Creams
Shower Gels

Razors
Day Cream
Sunscreen Creams
Night Creams
Watches
Sun-Glasses
Bag
Shoes
Belts



Hylene **R&L**
Reine And Lola



R&E
Reine And Eman

R&L
Reine And Lola



Clay Art
Drawing Books
Colors
Stickers
-Hot Wheels
-Barbie
-Doremon

Clothing
Footwear
Personal Care
Toys
Stationary
Accessories
Board Games

Bands
Gift Wrappers
Writing Instruments



Staples
-Rice
-Wheat
Pusles
Spices Powder
Whole Spices
Baking Products
Edible Oils
Ghee
Pickles
Tea
Coffee

Italian Seasoning
Herbs

Gulkand
Mouth Freshners
Noddles
Pasta
Ice-cream Mixes
Cookies
Ready to Eat meals
Chinese Soups
Ketch-ups

Dry Fruits
Churans
Syrups etc



Antibacterial Hand Wash
Washing Powders
Detergent Cakes
Dish-wash Bar
Glass Cleaners
Toilet Cleaners
Mops
Broom
Wipes
Plunkers
Vacuum Cleaner
Starch

Stain Removers
Scrubs
Naphtholene Balls
Fragrance Diffusers
Agarbatti



Blenders
Choppers
Rice Cookers
Television Sets
LCD/ LED/ Plasm
Stainless Steel utensils
Non-Sticks Cookware

Appliances:
9 Storage R O water purifier
Juicer Mixer
Grinders
Induction Cookers
Electric Kettles
Hand Grinders



Refrigerators
Ovens
Microwaves
Security systems
Locks Bed Sheets
Pillow/ Cusion Covers
Towels
Doormats
Beanbags
Fragrance incense Sticks
Fragrance Diffuse

Storage Container
-Plastic/Glass/Stainless Steel
Chopping Boards
Knives.



RMCL UNIVERSE



If undelivered, please return to:

Radha Madhav Corporation Limited

Head Office: Radha Madhav Corporation Limited, 50/9A, Daman Industrial Estate, Kadaiya,

Daman - 396210, India. Phone - 0260 - 6619000 | Fax - 0260 - 6691010, 2220177

E-mail: info@rmclindia.co.in | Url: www.rmclindia.co.in

Uttaranchal Site (Rudrapur): Radha Madhav Corporation Limited, SIDCUL Plot No. 66, Sector 4 IIE, Pantnagar, Rudrapur Dist. Udham Singh Nagar, Uttaranchal - India.

International Offices

USA • UK • France • Russia • Dubai • Bangladesh