



To

<b>Bombay Stock Exchange Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai.  Fax: 022-22723121/2041/ 1072	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051. Fax : 022-26598237/38
--	---

Ref: Scrip ID - RMCL                      Scrip Code - 532692

Sub : Submission of Notice of EOGM to be held on 23.11.2016

Pursuant to Section 101 of the Companies Act, 2013 (Act) read with the Companies (Management and Administration) Rules, 2014 (Rules) and Regulation 36 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) has completed the dispatch of Notice to all shareholders via approved mode on October 29, 2016. The Company is pleased to provide to its shareholders, the facility to exercise their right to vote by remote evoting (Evoting). The business to be transacted at the EGM may also be transacted through electronic means.

The company has appointed Mr. Dipendra Dhabolkar, a Practicing Company Secretary, Vapi as scrutinizer to scrutinize the voting at EGM and remote e-voting process in a fair and transparent manner. Any person whose name is recorded in the register of members or in the register of Beneficial owners as on cut-off date i.e. November 17, 2016 only shall be entitled to avail the facility of E-voting or voting at the time of EGM.

The Company is pleased to provide members E-voting facility through Central Depository Services (India) Limited (CDSL) to its members enabling them to cast their vote electronically for all the resolutions as set out in the EGM Notice. Notice containing detailed procedure of E-voting, is also available on [www.rmclindia.co.in](http://www.rmclindia.co.in) and on website of CDSL [[www.cdslindia.com](http://www.cdslindia.com)]. E-voting period shall commence on November 19, 2016 (9:30 a.m. IST) and ends on November 22, 2016 (5:00 p.m. IST). The E-voting shall be disabled after 5.00 p.m. on November 22, 2016 and E-voting shall not be allowed beyond that time. The Company shall provide voting by ballot paper at the date of EGM for members who have not casted their vote in Evoting. However members who have already casted their voting by Evoting shall be allowed to attend the EGM but cannot



vote at the EGM. In case the member has casted vote by both the means, then in that case voting done by Evoting shall prevail and ballot paper be considered invalid. Any person who becomes a member after dispatch of Notice can obtain their user ID and password by sending request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). For any guidance or grievances about e-voting, shareholders may refer the Frequently Ask Questions (FAQ) and instructions available at [www.cdslindia.com](http://www.cdslindia.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800-200-55-33 or 022 30051500.

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 (9.30 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company

**FOR RADHA MADHAV CORPORATION LIMITED**

*Mr. Mtiesh Agarwal*

**MR. MTIESH AGARWAL  
MANAGING DIRECTOR &CEO  
DIN 00060296**



[rmcluniverse.com](http://rmcluniverse.com)

50/9A, Daman Industrial Estate, Kadaiya, Daman  
Pin-396210, CIN No: L74950002005PLC003775  
Phone-0260-6619000 Fax-0260-2220177,6619010  
Email: [info@rmclindia.co.in](mailto:info@rmclindia.co.in) URL:[www.rmclindia.co.in](http://www.rmclindia.co.in)



[rmclretail.com](http://rmclretail.com)



# 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.rmclindia.co.in](http://www.rmclindia.co.in) E-mail: [investor\\_complaint@rmclindia.co.in](mailto:investor_complaint@rmclindia.co.in)  
Tel No. 0260-6619000- Fax:0260-6619010, 2220177

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Radha Madhav Corporation Limited will be held on Wednesday, November 23, 2016 at 9.30 A.M. at its Registered Office at Survey No 50/9A, Daman Industrial Estate, Village Kadaiya, Daman - 396210 (D.D.) to transact the following business as a special business.

### SPECIAL BUSINESS

#### 1. TO INCREASE THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

**"RESOLVED THAT** pursuant to provision of Section 13, 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from Rs. 69,00,00,000/- (Rupees Sixty Nine Crores only) divided into 6,90,00,000 (Six Crore Ninety Lacs only) equity shares of 10/- (Rupees Ten Only) each to Rs. 89,00,00,000/- (Rupees Eighty Nine Crores only) divided in to 8,90,00,000 (Eight Crore Ninety Lacs only) equity shares of Rs. 10/- (Rupees Ten Only) each by creating additional 2,00,00,000 (Two Crore only) equity shares of Rs. 10/-each aggregating Rs. 20,00,00,000/- (Rupees Twenty Crores only).

**RESOLVED FURTHER THAT** the new equity shares shall rank pari passu with the existing equity shares."

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

"V. The Authorised Share Capital of the Company is Rs. 89,00,00,000/- (Rupees Eighty Nine Crores only) divided in to 8,90,00,000 (Eight Crores Ninety Lacs only) equity shares of Rs. 10/- (Rupees Ten Only) each."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

#### 2. TO ALTER CAPITAL CLAUSE IN THE ARTICLES OF ASSOCIATION

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), the Article 4 of the Articles of Association of the Company be altered and substituted by the following clause:

"The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

#### 3. TO ISSUE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER AND NON PROMOTER

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

**"RESOLVED THAT** pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules made there under ('Act') and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ('SEBI ICDR Regulation'), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') entered into with the respective Stock Exchanges where the shares of the Company are listed, Foreign Exchange Management Act, 1999, ('FEMA') as amended and rules and regulations framed there under as in force and in accordance with other applicable rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Register of Companies ('RoC') and the Stock Exchanges where the shares of the Company are listed ('Stock Exchanges') and subject to requisite approvals, consents, permission and/or sanctions from RBI, SEBI, Stock Exchanges and any other appropriate authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorized to and on behalf of the Company, to create, offer, issue and allot on preferential basis, 2,00,00,000 (Two Crores) convertible warrants (hereinafter referred to as the 'Warrants'), with each Warrant convertible into one equity share at a conversion price of Rs. 10/- per Warrant as determined in accordance with Regulation 76 of SEBI ICDR aggregating to Rs. 20,00,00,000 (Rupees Twenty Crores Only) to a below mentioned Allottees on a preferential basis, convertible into equal number of equity shares of the Company not later than 18th month from the date of their allotment in accordance with the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares/conversion of Warrants.

The Names of the Proposed Allottees are:

S.No	Allottees	Category	No. of Warrants
1.	Mr. Anil Agarwal	Promoter	75,00,000
2.	M/s. Khazana Tradecom Private Limited	Non-Promoter	1,25,00,000
	<b>Total</b>		<b>2,00,00,000</b>

**“RESOLVED FURTHER THAT** the “Relevant Date” as per SEBI ICDR Regulations for the purpose of determining the price of equity shares on exercise of the Warrant(s) shall be October 24, 2016. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. November 23, 2016 which is the date of passing the resolution in accordance with Section 62(1)(c) of the Act and the applicable Rules there under.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such numbers of equity shares as may be required to be issued and allotted upon exercise of option by the Warrant holder and the equity shares so issued on exercise of option shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of the Company.”

**“RESOLVED FURTHER THAT** the Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and SEBI ICDR Regulations including but not limited to the following:-

- The Warrants shall be allotted within a period of 15 days from the date of passing this resolution, provided that if any approval or permission by any regulatory authority or the Central Government for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.
- An amount equivalent to 25% (Twenty five percent) of the total consideration payable i.e. Rs.2.50 (Rupees Two and Fifty Paise Only) shall be payable on or before the date of allotment of the per Warrant. The balance 75% (Seventy Five percent) i.e. Rs.7.50 (Rupees Seven and Fifty Paise Only) per warrant shall be payable by the Warrant holder until the time of exercise of option which may be paid in tranches and be adjusted/ set off against the price payable for the resultant equity shares.
- Subject to applicable provisions of law, such Warrant(s) may at the option of the holder, be exercised for equity shares of the Company within a period of 18 months from the date of allotment of Warrant, and on such terms and conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit.
- The equity shares to be issued and allotted by the Company on exercise of the Warrant(s) in the manner aforesaid shall be in dematerialized form.
- The Warrants under this preferential offer and resultant equity shares proposed to be issued to Promoter and Non-Promoter upon exercise of entitlements against such Warrants shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI ICDR Regulations (including any amendments thereto or re-enactment thereof)”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modification or changes to the foregoing (including modification to the terms of issue) entering into contacts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the Warrants and equity shares and utilization of proceeds of the Warrant, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or Officer (s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and to appoint any consultant, legal advisors or other professional advisors, to give effect to the aforesaid resolutions.

**For and on behalf of the Board  
For Radha Madhav Corporation Limited**

**Mr. Mitesh Agarwal  
MANAGING DIRECTOR & CEO**

Date: October 27, 2016  
Place: Daman

**NOTES:**

- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforementioned business is attached
- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Notice of an Extra Ordinary General Meeting will be sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/ Depository Participants. The notice is also available on our website, i.e. [www.rmclindia.co.in](http://www.rmclindia.co.in). A physical copy of the notice will be sent to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant.
5. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company will be offering e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given below:

**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 Wednesday, November 17, 2016 are entitled to vote on the resolutions set forth in this Notice. The Voting period will commence at 9.30 am on Saturday, November 19, 2016 and will end at 5.00 pm on Tuesday, November 22, 2016.
- III. **The procedure and instructions for the voting through electronic means is as follows:**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on November 19, 2016 at 9.30 am and ends on November 22, 2016 at 5 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 17, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholderstab to cast your votes.
- (iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on EOGM Notice / Attendance Slip indicated in the PAN field.	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field</li> </ul>	

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). Kindly note that this password 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**(B) In case of members receiving the physical copy of Notice of EGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

- i. to use the sequence number which is printed on EOGM Notice as password in the PAN field
- ii. Please follow all steps from sl. no. (ii) to sl. no. (xiv) above, to cast vote.

(C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins at 9.30 am on Saturday, November 19, 2016 and will end at 5.00 pm on Tuesday, November 22, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, November 17, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(E) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

IV. The Company has appointed Mr. Dipendra Dhabolkar, 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.

6. 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 (9.30 am to 5.00 pm) on all working days except Saturday, up to and including the date of the Extra Ordinary General Meeting of the Company.

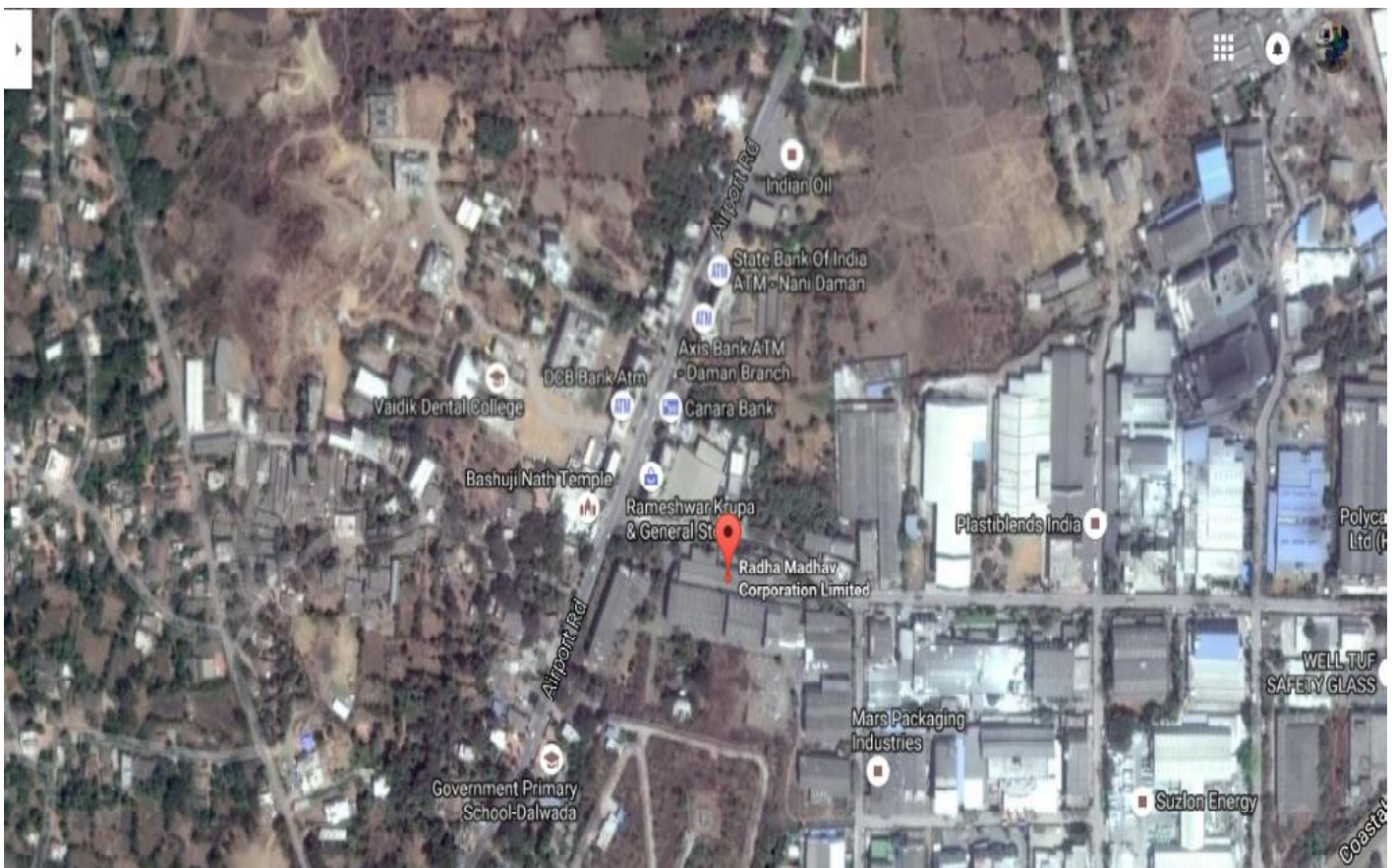
The Scrutinizer shall submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman. The results declared along with the Scrutinizer's report, will be posted on the Company's website by Thursday, November 24, 2016

**For and on behalf of the Board  
For Radha Madhav Corporation Limited**

**(Mr. Mitesh Agarwal  
Managing Director & CEO)**

Date: October 27, 2016  
Place: Daman

**ROUTE MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING**



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

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos.

### ITEM No. 1 and 2: Increase of Authorised Share Capital and Consequent Alteration of Memorandum and Articles of Association

The present authorised capital of the Company is Rs. 69,00,00,000/- (Rupees Sixty Nine Crores Only) divided into 6,90,00,000 (Six Crores Ninety Lacs Only) equity shares of 10/- each.

A separate proposal for Preferential Issue of 2,00,00,000 Warrants has been submitted for the approval of shareholders under item no. 3 of this Notice. Keeping this in view as well as to meet the future need for expansion of capital base of the Company, it has been decided to increase the same.

To enable the Preferential Issue of Warrants, the Company would be required to increase the Authorised Share Capital which is presently Rs. 69,00,00,000/- (Rupees Sixty Nine Crores Only) divided into 6,90,00,000 (Six Crores Ninety Lacs Only) equity shares of 10/- each to Rs. 89,00,00,000/- (Rupees Eighty Nine Crores Only) divided into 8,90,00,000 (Eight Crores Ninety Lacs Only) equity shares of Rs. 10/- each by creating additional 2,00,00,000 (Two Crore only) equity shares of Rs. 10/- each.

On increase of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and Article of Articles of Association. The Resolution seeks approval of Members to increase the Share Capital and to amend the said Clause and Article in the Memorandum and Articles of Association.

The Board of Directors recommends the passing of Item No. 1 by ordinary resolution and Item No. 2 by special resolution.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolutions.

### ITEM NO.3: PREFERENTIAL ISSUE OF WARRANTS

In terms of section 42, 62(1) of the Companies Act, 2013 and Regulation 72 of SEBI ICDR Regulations, any preferential allotment of securities needs to be approved by the shareholders by way of a special resolution.

The investment will be subject to receipt of shareholders approval and applicable governmental and regulatory approvals.

The consent of the shareholder is being sought by a special resolution to enable the Board to issue the Warrants to Mr. Anil Agarwal (Promoter) & M/S. Winall Deal Trade Private Limited (Non-Promoter) in accordance with the provisions of the Companies Act, 2013 and the rules made there under, SEBI ICDR Regulations, as amended, Listing Regulations and any other applicable laws.

Further in terms of Regulation 73 of SEBI ICDR Regulations, the following disclosures are required to be made in the Explanatory Statement to the notice:

#### A. The object of the preferential issue:

The proceeds of the preferential offer are proposed to be used partly for repayment of urgent debts, working capital requirements, long term debt settlement, paying labour dues and partly for funding the Company's growth capital requirements, to meet the Company's capital expenditure, enhance its long term resources and thereby strengthening the financial structure of the Company and for other general corporate purposes and purposes permitted by applicable laws.

#### B. The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

Mr. Anil Agarwal (Chairman and Promoter) of the Company intends to subscribe to the preferential issue of Warrants subject to the passing of special resolution. Other than Mr. Anil Agarwal none of the other promoters, directors or key managerial personnel or relatives of the promoters, directors or key managerial personnel of the Company intend to subscribe to the issue.

#### C. The shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category of Investors	Pre- issue*		Post- issue**	
		No. of shares held	%	No. of shares held	%
<b>A</b>	<b>Promoters and Promoters Group</b>				
1	<b>Indians:</b>				
	Individual	10828902	16.32	18328902	21.23
	Bodies Corporate	-	-	-	-
	<b>Sub Total (A)</b>	<b>10,828,902</b>	<b>16.32</b>	<b>18,328,902</b>	<b>21.23</b>
<b>B</b>	<b>Non Promoters holding</b>				
1	<b>Institution</b>				
	i <b>Mutual Fund</b>	-	-	-	-
	ii <b>Venture Capital Funds</b>	-	-	-	-
	iii <b>Alternate Investment Funds</b>	-	-	-	-
	iv <b>Foreign Venture Capital Investors</b>	-	-	-	-
	v <b>Foreign Portfolio Investor</b>	187286	0.28	187286	0.22
	vi <b>Financial Institutions / Banks</b>	-	-	-	-
	vii <b>Insurance Companies</b>	-	-	-	-
	viii <b>Provident Funds/ Pension Funds</b>	-	-	-	-
	ix <b>Any Other (Specify)</b>	-	-	-	-
	<b>Sub Total (B)(1)</b>	<b>187286</b>	<b>0.28</b>	<b>187286</b>	<b>0.22</b>
2	<b>Central Government/ State Government(s)/ President of India</b>				
	<b>Sub Total (B)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Sr. No.	Category of Investors	Pre- issue*		Post- issue**	
		No. of shares held	%	No. of shares held	%
<b>3</b>	<b>Non-Institutions</b>	-	-	-	-
i	<b>Individual</b>	44830069	67.56	44830069	51.92
ii	<b>NBFCs registered with RBI</b>	-	-	-	-
iii	<b>Employee Trusts</b>	-	-	-	-
iv	<b>Overseas Depositories(holding DRs) (balancing figure)</b>	-	-	-	-
v	<b>Any Other (Specify)</b>	10496018	15.82	22996018	26.63
	<b>Trusts</b>	501	0.00	501	0.00
	<b>Hindu Undivided Family</b>	2036428	3.07	2036428	2.36
	<b>Non Resident Indians</b>	776811	1.17	776811	0.90
	<b>Clearing Member</b>	3354989	5.06	3354989	3.89
	<b>Bodies Corporate</b>	4327289	6.52	16827289	19.49
	<b>Sub Total (B)(3)</b>	<b>55326087</b>	<b>83.39</b>	<b>67826087</b>	<b>78.55</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>55513373</b>	<b>83.67</b>	<b>68013373</b>	<b>78.77</b>
	<b>Grand Total</b>	<b>66342275</b>	<b>99.99</b>	<b>86,342,275</b>	<b>100.00</b>

\* As on October 21, 2016

\*\*Assuming 20,000,000 (Two Crore) equity shares are allotted on exercise of Warrants at price of Rs. 10.00 being price determined in accordance with Regulation 76 of SEBI ICDR Regulations and the holding of all other shareholders shall remain the same post- preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared.

**D. The time within which the preferential issue shall be completed:**

The allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the aforesaid special resolution. Provided that where any approval or permission by any regulatory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of such approval or permission.

**E. Identity of the Non Promote Proposed allottee:**

- M/s Khazana Tradecom Private Limited is a company incorporated on 20th December 1995 and is engaged in the business of buyers, selles, suppliers, traders, merchants, indentors, brokers, exporter, importers, distributors of aluminium and rubber products, rubber bags, shoes, rain coat, food article etc..and to carry on and undertake business of investment and general finance and to purchase, acquire, hold and dispose of or otherwise invest in shares, debentures, stocks, bonds, obligation and securities.
- Identity of the ultimate shareholder

Name of Allottee	Category	If allottee is not a natural person, identity of natural person who are the ultimate Beneficial Owner
Khazana Tradecom Private Limited	Non Promoter	Arpita Dey Susanta Dey Prakash Sonthalia Manish Lahoti

The Board of Directors of Khazana Tradecom Private Limited are Prakash Santholia Santosh Sharma, Ratan Acharyya, Tapan Kumar Gosh.

Save and except proposed preferential issue in the resolution as set in the accompanying notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

**F. Change in control, if any, in the control of the Company consequent to the preferential issue|:**

There will be no change in control of the Company pursuant to the exercise of Warrants by proposed Allottees, as on exercise of 1,25,00,000 Warrants allotted to M/S Khazana Tradecom Private Limited

**G. Basis or justification of Price:**

The pricing of the equity shares shall be Rs. 10.00 i.e. price as arrived in the accordance with the Regulation 76 provisions of SEBI ICDR Regulations which is higher of.

- The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

**H. Certificate from the statutory auditors**

The Certificate of the statutory auditors of the Company to the effect that the present preferential offer is being made in accordance with the requirement contained in chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company between 10.00 AM to 4.00 PM till the date of passing of the special resolution.

**I. Relevant Date**

The relevant date shall be 30 days prior to the date of passing of the special resolution i.e October 24, 2016 which is the date of passing the resolution in accordance with Section 62(1)(c) of the act and the applicable rules there under.



**J. Terms of Warrantsto be issued to the allottee:**

- i) At any time before the expiry of 18th month from the date of the allotment of the Warrants, the Warrant holder will be entitled, to apply for and obtain allotment of 2,00,00,000 equity shares of Rs. 10 each of the Company, aggregating to Rs. 20,00,00,000 (Rupees Twenty Crores Only)at a price calculated on the basis of para G above.
- ii) Upon exercise of one or more of the Warrants by the Warrant holder, the Board (or a committee authorised by the Board) shall allot such number of equity shares of face value of Rs.10/- each as may be required to be issued and allotted, as would be calculated on the basis of an price as determined above.
- iii) An amount equivalent to 25% (Twenty five percent) of the total consideration payable i.e. Rs.2.50 (Two Rupee Fifty Paisa Only) per warrant shall be payable on or before the date of allotment of the Warrant. The balance 75% (Seventy Five percent) i.e. Rs. 7.50 (Seven Rupees Fifty Paisa Only) per warrant , shall be payable by the Warrant holder until the time of exercise of option which may be paid in tranches and be adjusted/ set off against the price payable for the resultant equity shares.
- iv) The equity shares issued pursuant to an exercise of the Warrant(s)will be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including with respect to dividend, with the then fully paid –up equity shares of the Company.
- v) The Warrants under this preferential offer and resultant equity shares proposed to be issued to Promoter and Non-Promoter upon exercise of entitlements against such Warrants shall be subject to lock-in for a period of three years and one year respectively from the date of trading approval granted for the equity shares in accordance with the provisions of the SEBI ICDR Regulations (including any amendments thereto or re-enactment thereof)

The Board believes that the proposed issue will be in the interest of the Company and its shareholders.

The Board recommends the special resolution mentioned at Item No.3 of the notice for approval by the members.

**For and on behalf of the Board  
For Radha Madhav Corporation Limited**

**(Mr. Mitesh Agarwal  
Managing Director & CEO)**

Date: October 27, 2016  
Place: Daman

## 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.rmclindia.co.in](http://www.rmclindia.co.in) E-mail: [investor\\_complaint@rmclindia.co.in](mailto:investor_complaint@rmclindia.co.in)  
Tel No. 0260-6619000- Fax:0260-6619010, 2220177

Please complete the attendance slip and hand over at the entrance of the meeting hall.

### ATTENDANCE SLIP

I / We hereby record my / our presence at the Extraordinary General Meeting of the Company held on Wednesday, November 23, 2016 at 9.30 A.M. at the Registered office Survey No 50/9A, Daman Industrial Estate, Village Kadaiya, Nani Daman- 396210, Daman and Diu

For Physical Holding	For Electronic Form (Demat) NSDL / CDSL		No. of shares
LF No.	DP ID	CLIENT ID	
<b>NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):</b>			

Signature of the member/  
Joint member(s) / proxy/Representative

---

## 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.rmclindia.co.in](http://www.rmclindia.co.in) E-mail: [investor\\_complaint@rmclindia.co.in](mailto:investor_complaint@rmclindia.co.in)  
Tel No. 0260-6619000- Fax:0260-6619010, 2220177

### 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 : L74950DD2005PLC003775  
Name of the Company : RADHA MADHAV CORPORATION LIMITED  
Registered office : Survey No 50/9A, Daman Industrial Estate, Village Kadaiya, Nani Daman- 396210, Daman and 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 **Extra Ordinary** General Meeting of the Members of Company held at the Registered Office of the Company at Survey No. 50/9A, Daman Industrial Estate, Village Kadaiya, Nani Daman –396 210, UT of Daman & Diu on 23th November , 2016 at 9.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Resolution:

- To Increase the Authorised Share Capital and consequent alteration of capital clause in the memorandum of association.
- To Alter capital clause in the articles of association.
- To Issue 2,00,00,000 warrants on preferential basis to promoter and non promoter of the company

Signed this ..... day of ..... 2016

Signature of shareholder: .....

Signature of Proxy holder(s) : .....

Affix Revenue Stamp
---------------------------

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.