RADHA MADHAV CORPORATION LIMITED

Date:- 30.09.2015

To,

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai.

Fax : 022-22723121/2041/ 1072

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai – 400 051.
Fax : 022-26598237/38

Ref: Scrip ID – RMCL Scrip Code 532692

Sub : Compliance of Clause 31 of the Listing Agreement

Dear Sir,

With reference to the above captioned subject, enclosed herewith is the proceedings of the Annual General Meeting of the Company, held on 30th September 2015 at 10.00 a.m. 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.

Please acknowledge the receipt.

Thanking You and Oblige.

FOR RADHA MADHAV CORPORATION LIMITED

MR. ABHISHEK AGARWAL
(JT. MANAGING DIRECTOR)
DIN:- 00071858

UNDER CLAUSE 31 OF THE LISTING AGREEMENT

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF COMPANY HELD ON 30th SEPTMBER 2015 AT 10.00 A.M.

SPECIAL BUSINESS:-

1 ORDINARY RESOLUTION:-

"RESOLVED THAT the Audited Balance Sheet as on 31st March, 2015 and the Profit and Loss Account for the year ended as on that date together with the Director's Report and Auditors' Report thereon and the along with the annexures thereto, be and the same are hereby received, considered and adopted."

On being put to vote the resolution was adopted unanimously.

2 ORDINARY RESOLUTION:-

"RESOLVED THAT Mr. Subhash Agrawal, Director of the Company, who retires by rotation at this Meeting, being eligible offers himself for the re-appointment and is re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

On being put to vote the resolution was adopted unanimously.

3 ORDINARY RESOLUTION:-

"RESOLVED THAT Mr. Radhey Krishna Mishra, Director of the Company, who retires by rotation at this Meeting, being eligible offers himself for the re-appointment and is re-elected as the Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

On being put to vote the resolution was adopted unanimously

4. SPECIAL BUSINESS

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."

On being put to vote the resolution was adopted unanimously .

5. **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,"

On being put to vote the resolution was adopted unanimously .

6. **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 Mubaraki**, 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

On being put to vote the resolution was adopted unanimously .

7. 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. 7 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."

On being put to vote the resolution was adopted unanimously .

8. 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."

On being put to vote the resolution was adopted unanimously .

9. 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."

On being put to vote the resolution was adopted unanimously .

10. SPECIAL 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."

On being put to vote the resolution was adopted unanimously .

No other business, the meeting was terminated with vote of thanks to the Chairman.

Sd/-

(MITESH AGARWAL)
MD & CEO

Place:- Daman
Date:- 02.09.2015

FOR RADHA MADHAV CORPORATION LIMITED

MR. ABHISHEK AGARWAL
(JT. MANAGING DIRECTOR)
DIN:- 00071858