RMCL RETAIL

THE TECHNOLOGY STORE

Date:- 07.07.2014

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

Dear Sir,

As per our telephonic conversation ,we would like to inform you that on 01.07.2014 we have submitted proceeding of the meeting on email, but due to technical and human error wrong file was attached in the mail on 01.07.2014, we hereby now rectify our mistake and attached the revised file of proceeding of meeting for your reference and records.

Kindly ignore the earlier mail dt. 01.07.2014 and consider this mail and copy as the final copy of proceeding. Please take the same on your records and do the needful.

Thanking You
FOR RADHA MADHAV CORPORATION LIMITED

MR. MITESH AGARWAL
MANAGING DIRECTOR AND CEO

UNDER CLAUSE 31 OF THE LISTING AGREEMENT

PROCEEDINGS OF THE RESOLUTIONS PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF RADHA MADHAV CORPORATION LIMITED HELD ON 25th JUNE, 2014.

Special Business:-

1 : Related party transaction

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 May 29, 2014, 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. 1 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***except five (5) members belonging to promoter group being interested did not vote on this resolution in compliance of Section 188 of the Companies Act, 2013.***

2: Increase of Authorised Share Capital and Consequent Alteration of Memorandum of Association and Articles of Association

Special Resolution:

"**RESOLVED THAT** pursuant to Sections 13,14, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorised Share Capital of the Company of Rs.59,00,00,000/- (Rupees Fifty Nine Crores Only) divided into 5,90,00,000 (Five Crore Ninety Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each be and is hereby increased to Rs. 69,00,00,000/- (Rupees Sixty Nine Crores Only) comprising 6,90,00,000 (Six Crore Ninety Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, by creation of 1,00,00,000 (One Crore) Equity shares of Rs. 10/- each aggregating Rs. 10,00,00,000/- (Rupees Ten Crore Only)

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Phone - 0260 - 6619000 Fax - 0260 - 6691010, 2220177.

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. 69,00,00,000 (Rupees Sixty Nine Crore Only) divided into 6,90,00,000 (Six Crore Ninety Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT consequent upon the increase in the Share Capital, the existing Article 3 of the Articles of Association of the Company regarding Authorised Capital be and is hereby amended as under:

3. The Authorised Share Capital of the Company is Rs.69,00,00,000 (Rupees Sixty Nine Crore Only) divided into 6,90,00,000 (Six Crore Ninety Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each to be issued on such terms & conditions as to be period of redemption / convertible, rate of dividend, whether cumulative or otherwise, and/or to redeem with or without premium as may be decided by the board of directors at the time of issue of Redeemable Preference Shares."

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."

On being put to vote the resolution was adopted unanimously.

3: Preferential issue of equity shares of the Company

Special Resolution:

Before passing the Resolution No. 3, the Directors who are members of the Company, proposed modification (detailed below i.e. table 1 and table 2)which was agreed by all the members present at this Extra Ordinary General Meeting.

A preferential allotment of 1,00,00,000equity shareswas proposed to be made. The name of proposed allottees and the respective equity shares to be allotted to them was identified and mentioned in the notice(as given in Table 1 below). Few of the proposed allottee's names were deleted and the allocation of shares to the proposed allottees were changed (as given in Table 2 below) . However the total number of shares to be allotted remains same as 1,00,00,000and following resolution being thus passed.

"**RESOLVED THAT** pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, the provisions of Foreign Exchange Management Act, 1999, Foreign Direct Investment Policy of India and rules and regulations framed there under and subject to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009,

(SEBI (ICDR) Regulations), as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and the stock exchanges where the shares of the Company are listed (Stock Exchanges) or any other authority and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to such conditions and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, Stock Exchanges, Government of India and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board, the Board be and is hereby authorized to create, offer, issue and allot upto 1,00,00,000 equity shares of the Company of face value of Rs. 10 (Rupees Ten Only) each ("Shares") at a price of Rs. 21.80/- per Share (including a premium of Rs. 11.80/- per equity share or price not less than price to be calculated with reference to Regulation 76 of SEBI (ICDR), 2009 as the Board in its sole discretion may at any time or time hereafter decide to selected persons as stated herein below on preferential basis, in one or more tranches on such terms and conditions as the Board or Committee thereof may in it absolute discretion think fit.

Table 1: Pre-modification

Sr. No.	Name of the proposed Investors	No. of Shares*
1	Krishna Kumar Karwa	500,000
2	Vinod Kanji Shah	500,000
3	Harshil Kothari	458,000
4	Adarsh Synfab Agencies Pvt Ltd	450,000
5	PawanPagaria	370,000
6	Vijay Agarwal	300,000
7	Vivek Shah	300,000
8	Urmila Kapoor	250,000
9	Suresh Tarachand Jain	250,000
10	Vrajesh Jamnadas Punjabi	250,000
11	Priceline Securities and Investments Pvt Ltd	250,000
12	Surya Exim Ltd	250,000
13	Ramesh Jain Huf	225,000
14	Rakesh Kumar Midha	200,000
15	Rajesh ChimanlalAsani	200,000
16	Shree Yugaljodi Securities Pvt Ltd	200,000
17	Gaurishankar Jalani	200,000
18	Santosh Singhi	200,000

Sr. No.	Name of the proposed Investors	No. of Shares*
19	Ala Financial Advisors Pvt Ltd	200,000
20	Manoj Kothari	200,000
21	Pathik Gandotra	160,000
22	Rita Chaturvedi	150,000
23	S. Harikrishnan	150,000
24	Dhaval Deepakbhai Shah	125,000
25	Pinky Rakesh Zariwala	125,000
26	Payal Laxmanbhai Shah	125,000
27	Kanchi Viraj Shah	125,000
28	Pravin Sheth	125,000
29	Aarti Mittal	120,000
30	Kavita Ketan Jain	100,000
31	Srinvisan Purushottam	100,000
32	Vijay Bhatt	100,000
33	Dr. Bhupendra Suryanarayan Avasthi	100,000
34	Kanakagiri Srinivas	100,000
35	Sachin Batra	100,000
36	Abha Azad	100,000
37	Vinesh Natwarlal Lohar	100,000
38	Amit Sheth	100,000
39	Nileema Gopani	100,000
40	Leena Nilesh Dedhia	100,000
41	Rajesh Surekha	100,000
42	Third Eye Capital Advisors LLP	100,000
43	Gyanchand samptlal Jain	100,000
44	Sunil Agarwal	100,000
45	Kusum Gupta	100,000
46	Sunil Chandrakant Mehta	100,000
47	Komal Chandrakant Mehta	100,000
48	Ramesh Kumar Jain	91,700
49	Chetan V Shah	68,800
50	Girish Aggarwal	50,000
51	Brij Mohan Lal	50,000
52	P C Bindal	50,000
53	Debashree Chakraborty	50,000
54	Nirav Bharatkumar Dalwala	50,000
55	Vidya Jigar Mehta	50,000
56	Parvatiben Harshadrai Rana	50,000
57	Pawan Bagree	50,000
58	Dilip M Vankar	50,000
59	Bharat Jayantilal Shah &Trupti Bharat Shah	50,000
60	Hitesh Rasiklal Shah &Shefali hitesh Shah	50,000
61	Ankit Mahendrakumar Mehta	45,800

Sr. No.	Name of the proposed Investors	No. of Shares*
62	Babulal Bafna	45,800
63	Shobha Mahendra Mehta	45,800
64	Mahesh Shah	45,800
65	Dilkhush Praveen Hiran	45,800
66	AparnaGhag	45,800
67	Satish Ahuja	25,000
68	Bimla	25,000
69	ManoramaTilakchand	25,000
70	Anuradha Ramesh	25,000
71	Priyank Kumar G Patel	25,000
72	Pradeep Udhas	22,900
73	Dhaval Kantilal Dedhia	22,900
74	Mayur Mehta	22,900
75	Hiren Gandhi Huf	22,900
76	Vijay Mishra	20,000
77	Beena Agarwal	150,000
78	Babulal Agarwal	454,700
	TOTAL	**10,000,000**

Table 2: Post-modificdaiton.

Sr. No.	Name of the proposed Investors	No. of Shares*
1	Krishna Kumar Karwa	*500,000*
2	Vinod Kanji Shah	*500,000*
3	Harshil Kothari	*700,000*
4	AdarshSynfab Agencies Pvt Ltd	*450,000*
5	PawanPagaria	*370,000*
6	Vijay Agarwal	*250,000*
7	Vivek Shah	*100,000*
8	Urmila Kapoor	*250,000*
9	Suresh Tarachand Jain	*250,000*
10	VrajeshJamnadas Punjabi	*250,000*
11	Priceline Securities and Investments Pvt Ltd	*250,000*
12	Surya Exim Ltd	*250,000*
13	Ramesh Jain Huf	*225,000*
14	Rakesh Kumar Midha	*200,000*
15	Rajesh ChimanlalAsani	*50,000*
16	Shree Yugaljodi Securities Pvt Ltd	*200,000*
17	GaurishankarJalani	*200,000*
18	Santosh Singhi	*200,000*
19	Ala Financial Advisors Pvt Ltd	*200,000*
20	PathikGandotra	*160,000*

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Sr. No.	Name of the proposed Investors	No. of Shares*
21	Rita Chaturvedi	350,000
22	S. Harikrishnan	200,000
23	Dhaval Deepakbhai Shah	250,000
24	Pinky Rakesh Zariwala	125,000
25	Payal Shah	125,000
26	Kanchi Viraj Shah	125,000
27	Pravin Sheth	125,000
28	Aarti Mittal	120,000
29	Kavita Ketan Jain	100,000
30	Srinvisan Purushottam	100,000
31	Vijay Bhatt	100,000
32	Dr. Bhupendra Suryanarayan Avasthi	100,000
33	Kanakagiri Srinivas	100,000
34	Sachin Batra	100,000
35	Abha Azad	100,000
36	Vinesh Natwarlal Luhar	100,000
37	Amit Sheth	100,000
38	Nilima Elesh Gopani	100,000
39	Leena Nilesh Dedhia	100,000
40	Rajesh Surekha	100,000
41	Third Eye Capital Advisors LLP	68,800
42	Sunil Agarwal	50,000
43	Kusum Gupta	40,000
44	Ramesh Kumar Jain	91,700
45	Chetan V Shah	68,800
46	Girish Aggarwal	50,000
47	Brij Mohan Lal	50,000
48	P C Bindal	50,000
49	Nirav Bharatkumar Dalwala	50,000
50	Parvatiben Harshadrai Rana	15,000
51	Pawan Bagree	50,000
52	Dilip M Vankar	15,000
53	Bharat Jayantilal Shah & Trupti Bharat Shah	100,000
54	Ankit Mahendrakumar Mehta	91,600
55	Babulal Bafna	45,800
56	Mahesh Shah	45,800
57	Manorama Tilakchand	25,000
58	Priyank Kumar G Patel	25,000
59	Pradeep Udhas	22,900
60	DhavalKantilalDedhia	22,900
61	Mayur Mehta	22,900
62	Hiren Gandhi Huf	22,900
63	Vijay Mishra	20,000

Sr. No.	Name of the proposed Investors	No. of Shares*
64	Beena Agarwal	*290,900*
65	Babulal Agarwal	*490,000*
	TOTAL	**10,000,000**

(*The names of proposed investors and number of shares proposed to be subscribed by them as mentioned above are indicative and actual numbers of shares that may be ultimately subscribed and allotted may interchange among the persons named above but the total number of shares that will be allotted shall be 1,00,00,000 (One Crore) only)

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares to be allotted pursuant to the preferential allotment is fixed as May 26, 2014.

RESOLVED FURTHER THAT the equity shares to be allotted to the proposed uthori pursuant to the aforesaid preferential allotment shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the issue and allotment of the Securities to the Investor shall be on the following terms and conditions:

a) The Securities shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

b) The price of the Securities has been calculated in accordance with the provisions of Chapter VII of the ICDR Regulations. The "relevant date" for the purpose of calculating the price of the Securities is May 26, 2014, the date 30 days prior to the date of the extraordinary general meeting of the shareholders of the Company for considering the proposed preferential allotment i.e. June 25, 2014.

c) The Securities so offered and allotted to the Investor shall be in uthorized zed form.

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d) The Shares allotted to the Investor, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

e) The Securities shall remain locked-in from such date and for such periods as specified under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of equity shares and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby uthorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or other officer(s)of the Company to give effect to the aforesaid resolution."

On being put to vote the resolution was adopted unanimously.

The meeting was terminated with vote of thanks to the Chairman.

Sd/-
Daman **(Anil Agarwal)**

25.6.2014 ***Chairman***

FOR RADHA MADHAV CORPORATION LIMITED

(Mitesh Agrawal)
CEO and Managing Director