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. 022-25946970-78,25963838,25960320

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of Radha Madhav Corporation Limited will be held on Wednesday, June 25, 2014 at 5.00 pm at the Registered office Survey No 50/9 Adaman Industrial Estate, Village Kadaiya, Nani Daman-396210, Daman and Diu to transact the following **Special Business:-**

Item 1 : 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 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."

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

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for increase in authorized capital of company as a 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)

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 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 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."

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."

Item 3: Preferential issue of equity shares of the Company

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for the preferential allotment of equity shares as a **Special Resolution:**

"**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.

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	Pawan Pagaria	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 Chimanlal Asani	200,000
16	Shree Yugaljodi Securities Pvt Ltd	200,000
17	Gaurishankar Jalani	200,000
18	Santosh Singhi	200,000
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

Sr. No.	Name of the proposed Investors	No. of Shares*
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 sampt lal 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
62	Babulal Bafna	45,800
63	Shobha Mahendra Mehta	45,800
64	Mahesh Shah	45,800
65	Dilkhush Praveen Hiran	45,800
66	Aparna Ghag	45,800
67	Satish Ahuja	25,000
68	Bimla	25,000
69	Manorama Tilakchand	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

Sr. No.	Name of the proposed Investors	No. of Shares*
74	Mayur Mehta	22,900
75	Hiren Gandhi Huf	22,900
76	Vijay Mishra	20,000
77	Beena Agarwal	10,100
78	Babulal Agarwal	10,000
	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 allottee 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 dematerialised form.

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 authorised 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."

Place: Daman

Date: May 30, 2014

By Order of the Board of Directors

For **Radha Madhav Corporation Limited**

Sd/-

Managing Director

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforementioned business is attached
2. 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. Electronic copy of the Notice of General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

4. 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 Friday, May 30, 2014 are entitled to vote on the resolutions set forth in this Notice. The Voting period will commence at 9.00 am on Wednesday, June 18, 2014 and will end at 5.00 pm on Friday, June 20, 2014.

III. The instructions for members for voting electronically are as under:-

(A) **In case of members receiving e-mail:**

i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.

ii) Log on to the e-voting website www.evotingindia.com.

iii) Click on "Shareholders" tab 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) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
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 when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	

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.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <Default Value> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) 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.

viii) Click on the relevant EVSN on which you choose to vote.

ix) 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.

x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xi) 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.

xii) 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. Initial password is provided as below at the bottom of the Attendance Slip for the AGM.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

ii. Please follow all steps from sl. no. (ii) to sl. no. (xii) 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 9.00 am on Wednesday, June 18, 2014 and will end at 5.00 pm on Friday, June 20, 2014. 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 May 30, 2014, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

IV. The Company has appointed Mr. Jagdish Patel, 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.

5. 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 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.

6. DISCLOSURE TO THE NOTICE TO MEMBERS

The Disclosure is being given in connection with the Postal Ballot Notice dated 19th March, 2014 for consent of the Members of Radha Madhav Corporation Limited for seeking your approval for the one of the item of the Notice, to create, issue, offer and allot 22500000 Equity Shares of Rs. 10/- each for cash at a price of Rs.12.50/- per share (including premium of Rs.2.50/- per share) to the Promoter and Non Promoters and Up to 35,00,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share of Rs.10/- each per Warrant for cash at an exercise price of Rs. 12.50/- each on a preferential basis to the Promoter and Non Promoters of the Company Postal Ballot Notice dated March 19, 2014 to the Members of the Company.

- **The Point No. (B) (5) of Explanatory Statement to the said Notice has inadvertently omitted to provide the details of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and /or who ultimately control the proposed allottees. The Point No.(B) (5) of Explanatory Statement should be read as follows:**

Name of the Proposed Allotees	Category(Promoter/ Non Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares/ warrants proposed to be issued, if applicable
Deepjyot Holdings and Finance Private Limited	Non Promoter	Mr. Bishan Narain Mittal
Trans Construction and Consultancy Private Limited	Non Promoter	Mr. Sorabh Gupta Mr. Ganshyam Das
ARG Management Solutions Pvt. Ltd	Non Promoter	Mr. Sorabh Gupta Mrs. Nisha Gupta
Malani Infracon	Non Promoter	Pappu Khatik

Private Limited		**Bluerose Tradelink Pvt. Ltd (Promoter - Mrs. Punam Patni & Ms. Ratan Mala Jain who holds shares equally in the Company)**
Isika Infracon Private Limited	**Non Promoter**	**Pappu Khatik** **Reinforce Agencies Pvt. Ltd (Promoter - Mrs. Punam Patni& Ms. Ratan Mala Jain who holds shares equally in the Company)**
Diya Infracon Private Limited	**Non Promoter**	**Pappu Khatik** **Truthful Sales Pvt. Ltd (Promoter - Mrs. Punam Patni& Ms. Ratan Mala Jain who holds shares equally in the Company)**

- **The Lock in of Shares allotted pursuant to the preferential Allotment shall be Locked inform the date of Trading Approval of the Exchange instead of date of Allotment**

All other contents of the Notice to the Members remained the same as before. We regret the inconvenience caused to all the Members of the Company.

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

Item 1 : Related party transaction

The Board of Directors of the Company, at its meeting held on May 29, 2014 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**
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
RadhaMadhav Research and Trade Pvt Ltd	1. Mitesh Agarwal 2. Anil Agarwal	1. Self 2. Self	1. Purchase/ Sale of Finished and Semi-Finished	3,00,00,000

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
	3. Abhishek Agarwal	3. Self	goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties.	
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
Siddharth Plastic Industries Partnership Firm	1. Mitesh Agarwal 2. Anil Agarwal 3. Daxaben Gaju Patel 4. Jivanmal M Dugal 5. Prakash Jivanmal Dugar	1. Self 2. Self 3. Other 4. Other 5. other	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc. 2. Job work by and from Contractee Parties.	50,00,000
Plastic Corporation Partnership Firm	1. Kirandevi j. Dugar 2. Gajubhai d. Patel 3. Jitendrakumar 4. Mitesh Agarwal	1. Other 2. Other 3. Other 4. Self	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw Materials/Packing etc.	50,00,000

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
	5. Anil Agarwal	5. Self	2. Job work by and from Contractee Parties.	
Swati Packaging Partnership Firm	1. Abhishek Agarwal 2. Vandana Agarwal	1. Self 2. Wife of MiteshAgarwal	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
Radha Krishna Industries Partnership Firm	1. Mitesh Agarwal 2. Sulochanadevi Agarwal	1. Self 2. Wife of Anil 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
Careplus Industries Partnership Firm	1. Mitesh Agarwal 2. Anil Agarwal 3. Subhash Patel	1. Self 2. Self 3. Other	1. Purchase/ Sale of Finished and Semi-Finished goods, Raw	10,00,00,000

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
			Materials/Packing etc. 2. Job work by and from Contractee Parties.	
RadhaMadhav Holdings 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.	50,00,000
Abhishek Agarwal	Abhishek Agarwal	Self	1. Rent 2. Deposit	1,20,000 40,00,000

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

The present authorised capital of the Company is 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.

A separate proposal for Preferential Issue upto 1,00,00,000 equity shares 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 equity shares, the Company would be required to increase the Authorised Share Capital which is presently 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/- each 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/- each by creation of 1,00,00,000 Equity shares of Rs. 10/- each aggregating Rs. 10,00,00,000/- (Rupees Ten Crore Only). Consequently, the capital clause as appearing in the Memorandum and Articles of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

As per the provisions of Sections 13, 14 and 61 of the Companies Act, 2013, a Company can increase the Share Capital and alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders. Article 4 of the Articles of Association of the Company authorises the Directors to increase the Share Capital with the sanction of the Company in general meeting.

On increase of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and also Article 3 of Articles of Association. The Resolution seeks approval of Members to increase the Share Capital and to amend the said Clause and Article.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

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

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

Item 3: Preferential issue of equity shares of the Company

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by a Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro- rata to the Shareholders unless the Shareholders in a general meeting decide otherwise. In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating in respect of aforementioned business is attached. As required under Rule 13(2)(d) of the

Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 73 and other applicable provisions of SEBI (ICDR) Regulations, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

a) The Objects of the issue through preferential offer:

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 total number of Equity Shares to be issued.

The total number of Equity Shares proposed to be issued is 1,00,00,000 Equity Shares of face value Rs. 10/- each.

c) The price or price band at/within which the allotment is proposed

The Allotment is proposed at a price of Rs.21.80/- (Rupees Twenty One Eighty Paise Only) per share

d) Basis of Issue Price

The equity shares to be allotted will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations. Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of securities of the Company on both the stock exchanges is considered to determine the highest trading volume for computation of issue price.

Further, for the proposed allotment of the equity shares, the proposed issue price is required to be made at a price determined in accordance with Regulation 76(1) of the SEBI (ICDR) Regulations.

Accordingly, for the proposed allotment(s) of the equity shares to be allotted, the issue price shall be Rs. 21.80/- (Rupees Twenty One Eighty Paise Only) per share, as computed by taking into consideration the prices quoted on BSE Limited (being the recognized stock exchange on which the highest trading volume in respect of equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date).

A copy of the certificate from Company's statutory auditors, M/s **H P SHAH ASSOCIATES,** Chartered Accountants certifying that the price is determined in terms of Regulation 76 of the SEBI (ICDR) Regulations shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. upto the date of meeting

e) Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the equity shares to be allotted is fixed as May 26, 2014 i.e. 30 days prior to the date of shareholders meeting proposed to be held on June 25, 2014, to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

f) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to Non Promoters.

g) The intention of the Promoters/Directors/key management persons to subscribe to the offer:

Promoters/Directors/Key Management Personnel do not intend to subscribe the offer.

h) Proposed time within which the allotment shall be completed:-

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority including the Stock Exchanges where the shares of the Company are listed or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

i) Identity of the proposed allottees:

The allotment of the equity shares will be made to the following person –

Sr No.	Name of the Proposed allottee	In Case of proposed Allotee is not natural person than name of Ultimate Beneficial Owner	Pre-allotment		Post-Allotment		Post-Allotment (Considering Warrants)	
			No of Shares	% Share holding	No of Shares	% Shareholding	No of Shares	% Share holding
	Non Promoters							
1	Krishna Kumar Karwa	NA	Nil	0.00	500,000	0.77%	500,000	0.73%
2	Vinod Kanji Shah	NA	Nil	0.00	500,000	0.77%	500,000	0.73%
3	Harshil Kothari	NA	Nil	0.00	458,000	0.70%	458,000	0.67%
4	Adarsh Synfab Agencies Pvt Ltd	Mr. Kamat Singh Mrs. Kamla Dutt Onrise Vyapaar Private Limited (Mr. Ratan Acharjya and Mrs. Rita Devi Jaiswal) White Petals Suppliers Private Limited (Mysore	Nil	0.00	450,000	0.69%	450,000	0.66%

Sr No.	Name of the Proposed allottee	In Case of proposed Allotee is not natural person than name of Ultimate Beneficial Owner	Pre-allotment		Post-Allotment		Post-Allotment (Considering Warrants)	
			No of Shares	% Share holding	No of Shares	% Shareholding	No of Shares	% Share holding
		Vasudev Madhu and Mysore Sundeep Shenoy)						
5	Pawan Pagaria	NA	Nil	0.00	370,000	0.57%	370,000	0.54%
6	Vijay Agarwal	NA	Nil	0.00	300,000	0.46%	300,000	0.44%
7	Vivek Shah	NA	Nil	0.00	300,000	0.46%	300,000	0.44%
8	Urmila Kapoor	NA	Nil	0.00	250,000	0.38%	250,000	0.36%
9	Suresh Tarachand Jain	NA	Nil	0.00	250,000	0.38%	250,000	0.36%
10	Vrajesh Jamnadas Punjabi	NA	Nil	0.00	250,000	0.38%	250,000	0.36%
11	Priceline Securities and Investments Pvt Ltd	Mr. Jawahar Narandas Paleja Mrs. Kusum Jawahar Paleja Mr. Nirav Jawahar Paleja	Nil	0.00	250,000	0.38%	250,000	0.36%
12	Surya Exim Ltd	Mr. J P Saboo Ms Archana Saboo	Nil	0.00	250,000	0.38%	250,000	0.36%
13	Ramesh Jain Huf	NA	Nil	0.00	225,000	0.35%	225,000	0.33%
14	Rakesh Kumar Midha	NA	Nil	0.00	200,000	0.31%	200,000	0.29%
15	Rajesh Chimanlal Asani	NA	Nil	0.00	200,000	0.31%	200,000	0.29%
16	Shree Yugaljodi Securities Pvt Ltd	NA	Nil	0.00	200,000	0.31%	200,000	0.29%
17	Gaurishankar Jalani	NA	Nil	0.00	200,000	0.31%	200,000	0.29%
18	Santosh Singhi	NA	Nil	0.00	200,000	0.31%	200,000	0.29%
19	Ala Financial Advisors Pvt Ltd	Ms Padama Shewaramani Mr. Mohan Rani	Nil	0.00	200,000	0.31%	200,000	0.29%

Sr No.	Name of the Proposed allottee	In Case of proposed Allotee is not natural person than name of Ultimate Beneficial Owner	Pre-allotment		Post-Allotment		Post-Allotment (Considering Warrants)	
			No of Shares	% Share holding	No of Shares	% Shareholding	No of Shares	% Share holding
		Bhat						
20	Manoj Kothari	NA	Nil	0.00	200,000	0.31%	200,000	0.29%
21	Pathik Gandotra	NA	Nil	0.00	160,000	0.25%	160,000	0.23%
22	Rita Chaturvedi	NA	Nil	0.00	150,000	0.23%	150,000	0.22%
23	S. Harikrishnan	NA	Nil	0.00	150,000	0.23%	150,000	0.22%
24	Dhaval Deepakbhai Shah	NA	Nil	0.00	125,000	0.19%	125,000	0.18%
25	Pinky Rakesh Zariwala	NA	Nil	0.00	125,000	0.19%	125,000	0.18%
26	Payal Laxmanbhai Shah	NA	Nil	0.00	125,000	0.19%	125,000	0.18%
27	Kanchi Viraj Shah	NA	Nil	0.00	125,000	0.19%	125,000	0.18%
28	Pravin Sheth	NA	Nil	0.00	125,000	0.19%	125,000	0.18%
29	Aarti Mittal	NA	Nil	0.00	120,000	0.18%	120,000	0.18%
30	Kavita Ketan Jain	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
31	Srinvisan Purushottam	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
32	Vijay Bhatt	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
33	Dr. Bhupendra Suryanarayan Avasthi	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
34	Kanakagiri Srinivas	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
35	Sachin Batra	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
36	Abha Azad	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
37	Vinesh Natwarlal Lohar	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
38	Amit Sheth	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
39	Nileema Gopani	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
40	Leena Nilesh Dedhia	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
41	Rajesh Surekha	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
42	Third Eye Capital Advisors LLP	Mr. Badri Narayanan Mrs. Prabha	Nil	0.00	100,000	0.15%	100,000	0.15%

Sr No.	Name of the Proposed allottee	In Case of proposed Allotee is not natural person than name of Ultimate Beneficial Owner	Pre-allotment		Post-Allotment		Post-Allotment (Considering Warrants)	
			No of Shares	% Share holding	No of Shares	% Shareholding	No of Shares	% Share holding
		Badri Narayan						
43	Gyanchand sampt lal Jain	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
44	Sunil Agarwal	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
45	Kusum Gupta	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
46	Sunil Chandrakant Mehta	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
47	Komal Chandrakant Mehta	NA	Nil	0.00	100,000	0.15%	100,000	0.15%
48	Ramesh Kumar Jain	NA	Nil	0.00	91,700	0.14%	91,700	0.13%
49	Chetan V Shah	NA	Nil	0.00	68,800	0.11%	68,800	0.10%
50	Girish Aggarwal	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
51	Brij Mohan Lal	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
52	P C Bindal	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
53	Debashree Chakraborty	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
54	Nirav Bharatkumar Dalwala	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
55	Vidya Jigar Mehta	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
56	Parvatiben Harshadrai Rana	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
57	Pawan Bagree	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
58	Dilip M Vankar	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
59	Bharat Jayantilal Shah & Trupti Bharat Shah	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
60	Hitesh Rasiklal Shah & Shefali hitesh Shah	NA	Nil	0.00	50,000	0.08%	50,000	0.07%
61	Ankit Mahendrakumar Mehta	NA	Nil	0.00	45,800	0.07%	45,800	0.07%
62	Babulal Bafna	NA	Nil	0.00	45,800	0.07%	45,800	0.07%
63	Shobha Mahendra	NA	Nil	0.00	45,800	0.07%	45,800	0.07%

Sr No.	Name of the Proposed allottee	In Case of proposed Allotee is not natural person than name of Ultimate Beneficial Owner	Pre-allotment		Post-Allotment		Post-Allotment (Considering Warrants)	
			No of Shares	% Share holding	No of Shares	% Shareholding	No of Shares	% Share holding
	Mehta							
64	Mahesh Shah	NA	Nil	0.00	45,800	0.07%	45,800	0.07%
65	Dilkhush Praveen Hiran	NA	Nil	0.00	45,800	0.07%	45,800	0.07%
66	Aparna Ghag	NA	Nil	0.00	45,800	0.07%	45,800	0.07%
67	Satish Ahuja	NA	Nil	0.00	25,000	0.04%	25,000	0.04%
68	Bimla	NA	Nil	0.00	25,000	0.04%	25,000	0.04%
69	Manorama Tilakchand	NA	Nil	0.00	25,000	0.04%	25,000	0.04%
70	Anuradha Ramesh	NA	Nil	0.00	25,000	0.04%	25,000	0.04%
71	Priyank Kumar G Patel	NA	Nil	0.00	25,000	0.04%	25,000	0.04%
72	Pradeep Udhas	NA	Nil	0.00	22,900	0.04%	22,900	0.03%
73	Dhaval Kantilal Dedhia	NA	Nil	0.00	22,900	0.04%	22,900	0.03%
74	Mayur Mehta	NA	Nil	0.00	22,900	0.04%	22,900	0.03%
75	Hiren Gandhi Huf	NA	Nil	0.00	22,900	0.04%	22,900	0.03%
76	Vijay Mishra	NA	Nil	0.00	20,000	0.03%	20,000	0.03%
77	Beena Agarwal	NA	Nil	0.00	10,100	0.02%	10,100	0.01%
78	Babulal Agarwal	NA	Nil	0.00	10,000	0.02%	10,000	0.01%
	Total		Nil	0.00	10,000,000	13.38%	10,000,000	14.59%
	Total Share Capital		**55,038,400**		**65,038,400**		**68,538,400**	

(For calculation of Post issue shares the equity shares to be allotted upon exercise of warrants issued on preferential basis pursuant to resolution passed by shareholders by postal ballot on April 25, 2014 have not been considered)

(*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)

Change in control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

j) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

During the Year 2014-15, 2,25,00,000 Equity Shares and 35,00,000 Convertible warrants have been allotted at price of Rs. 12.50 by the Company on May 26, 2014 to following persons / entities pursuant to resolution passed by way of special resolution through postal ballot dated April 25, 2014:

Sr. No	Name of Allottee	Equity shares allotted	Warrants Alloted
1	Anil J. Agarwal	2,500,000	1,000,000
2	B N Mittal HUF	760,000	-
3	Deepjyot Holding and finance Pvt.Ltd	720,000	-
4	Trans Construction and Consultancy Pvt. Ltd.	380,000	-
5	ARG Management Solutions Pvt. Ltd.	380,000	-
6	Kishor P Ostwal	760,000	-
7	Malani Infracon Pvt. Ltd.	2,500,000	500,000
8	Isika Infracon Pvt. Ltd.	2,500,000	500,000
9	Diya Infracon Pvt. Ltd.	2,500,000	500,000
10	Savita Khaitan	8,000,000	1,000,000
11	Manmohan Satyaprakash Agrawal	1,500,000	-
	TOTAL	**22,500,000**	**3,500,000**

k) Shareholding Pattern pre and post preferential offer (based on shareholding pattern as on May 30, 2014 and after considering Preferential allotment made pursuant to resolution passed by shareholders by postal ballot on April 25, 2014):

Sr. No	Category	Pre-allotment		Post-Allotment		Post-Allotment (Considering Warrants)	
		No of Shares held	%Share holding	No of Shares held	%Shareholding	No of Shares held	%Share holding
A	**Promoters' Shareholding**						
1	Indian						
	Individual	9,828,947	17.86%	9,828,947	15.11%	10,828,947	15.80%
	Body corporate		0.00%	-	0.00%	-	0.00%
	Sub-total	9,828,947	17.86%	9,828,947	15.11%	10,828,947	15.80%
2	Foreign Promoters		0.00%	-	0.00%	-	0.00%

Sr. No	Category	Pre-allotment		Post-Allotment		Post-Allotment (Considering Warrants)	
		No of Shares held	%Share holding	No of Shares held	%Shareholding	No of Shares held	%Share holding
	Sub-total(A)	**9,828,947**	**17.86%**	**9,828,947**	**15.11%**	**10,828,947**	15.80%
B	**Non- Promoters holding**						
1	Institutional Investors	-	0.00%	-	0.00%	-	0.00%
2	Non-Institutional Investors						
	Private Corporate Bodies	11,723,996	21.30%	13,173,996	20.26%	14,673,996	21.41%
	Directors & Relatives	2,500	0.00%	2500	0.00%	2,500.00	0.00%
	Indian Public	27,889,277	50.67%	36,439,277	56.03%	37,439,277	54.63%
	Others (Including NRIs)	5,593,680	10.16%	5,593,680	8.60%	5,593,680	8.16%
	Sub-total (B)	**45,209,453**	**82.14%**	**55,209,453**	**84.89%**	**57,709,453**	**84.20%**
	Grand Total Total (A+B)	**55,038,400**	**100.00%**	**65,038,400**	**100.00%**	**68,538,400**	**100.0%**

(For calculation of Post issue shares the equity shares to be allotted upon exercise of warrants issued on preferential basis pursuant to resolution passed by shareholders by postal ballot on April 25, 2014 have not been considered)

l) Undertaking regarding re-computation of price

The Company undertakes to re-compute the price of the specified securities in terms of the provision of the SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the Allottee.

m) Lock-in

The equity shares shall be subject to lock in for period of not less than one year, from the date of receipt of trading approval for shares allotted to non-promoters.

n) Others:

The certificate of the Statutory Auditors of the Company to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations shall be placed before the shareholders at the meeting.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, Listing Agreement and Chapter VII of the SEBI (ICDR) Regulations.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

By Order of the Board of Directors

For **Radha Madhav Corporation Limited**

Sd/-

Managing Director

Place: Daman

Date: May 30, 2014

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 June 25 ,2014 at 5.00 pm at the Registered office Survey No 50/9 Adaman 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**	
NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):			

_____

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

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 50/9 Adaman 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

1. Name :
   Address :
   Email ID :
   Signature : …....., or failing him

2. Name :
   Address :
   Email ID :
   Signature : …....., or failing him

3. 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 the Extraordinary General Meeting of the company, to be held on June 25, 2014 at 5.00 pm at registered office of the Company at Survey No 50/9 Adaman Industrial Estate, Village Kadaiya, Nani Daman- 396210, Daman and Diu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval of Related Party transactions
2. Increase in authorized share capital
3. Preferential issue of equity shares of the Company

Signed this …..... day of …..... 2014

Affix Revenue Stamp

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, notless than 48 hours before the commencement of the Meeting.