RMCL RETAIL

THE TECHNOLOGY STORE

Date:- 01.10.2014

To,

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

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

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 10th Annual General Meeting of the Company, held on 30th September, 2014 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

MITESH AGRAWAL
MANAGING DIRECTOR
(DIN: 00060296)

RADHA MADHAV CORPORATION LIMITED DAMAN

UNDER CLAUSE 31 OF THE LISTING AGREEMENT

CERTIFIED TRUE COPY OF PROCDDEINGS / RESOLUTION PASSED AT THE 10th ANNUAL GENERAL MEETING OF COMPANY HELD ON 30th SEPTEMBER, 2014.

The Chairman brought to the notice of the members the additional disclosure for the purpose of ratification made in the explanatory statement annexed to the notice of the ensuring Annual General Meeting which was required by the Stock Exchanges with reference to

- the Postal Ballot Notice dated 19th March 2014, vide item no.3 in notice to create, issue, offer and allot 2,25,00,000 equity shares of Rs.10/- each for cash price of Rs.12.50/- per share (including premium of Rs.2.50/-per share) to the promoter/non-promoters of the company has advertently been omitted the required disclosure at the point No.(5) (B) of explanatory statement was disclosed as follows:

Name of the Proposed Allotees	Category (Promoter/Non-Promoter)	If allotee 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
B.N.Mittal HUF	Non-Promoter	B.N.Mittal

- With reference to the **Notice dated 30th May, 2014 of the Extra Ordinary General Meeting held on 25th June, 2014**, vide resolution No.3 in Notice to create, issue, offer and allot 1,00,00,000 equity shares of Rs.10/- each for cash price of Rs.21.80/- per share (including premium of Rs.11.80/- per share) to the non-promoters of the company has advertently been omitted the required disclosure at the Item No.3 at point No.13,16 and 75 of explanatory statement was disclosed as follows:

RADHA MADHAV CORPORATION LIMITED DAMAN

Name of the Proposed Allotees	Category (Promoter/Non-Promoter)	If allotee 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
Ramesh Jain HUF	Non-Promoter	Ramesh Jain
Shree Yugaljodi Securities Pvt. Ltd.	Non-Promoter	Harshit Gupta Naveen Gupta Alka Gupta
Hiren K Gandhi HUF	Non-Promoter	Hiren K Gandhi

- The Company had proposed for preferential allotment of 1,00,00,000 equity shares as per the **Notice dated 30th May, 2014 of the Extra Ordinary General Meeting held on 25th June, 2014**, vide resolution No.3., however the number of shares to be allotted to the final list of the proposed allottees' has been reduced to 79,82,600 equity shares.

Thereafter, the items of the Notice was taken up for consideration by the members.

ORDINARY BUSINES:

1 **ORDINARY RESOLUTION**

"RESOLVED THAT the Audited Financial Statements as at 31st March, 2014 together with the Directors' Report and Auditors' Report thereon and the along with the annexures thereto, be and the same are hereby received, considered and adopted."

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously by all the members present at the meeting.

RADHA MADHAV CORPORATION LIMITED DAMAN

2 **ORDINARY RESOLUTION**

"RESOLVED THAT Mr. Anil J. 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."

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously by all the members.

3 **ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, H.P Shah Associate, (Firm Registration No.109588W) the Chartered Accountants, Vapi, be and are hereby re- appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Chairman."

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously by all the members present at the meeting.

SPECIAL BUSINESS:

4. **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Subhash Agarwal**, (DIN: 05155180), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) years w.e.f 01.04.2014 to 31.03.2019, not 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."

The Resolution was passed through e- voting & poll by 100% in favour

RADHA MADHAV CORPORATION LIMITED ★ DAMAN

therefore duly approved unanimously by all the members present at the meeting.

5. **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re□enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Serge A Lapointe** , (DIN: 01865080), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) w.e.f 01.04.2014 to 31.03.2019, not 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."

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously by all the members present at the meeting.

6. **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re□enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Radhey Krishna Mishra**, (DIN: 02553220), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) w.e.f 01.04.2014 to 31.03.2019, not 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."

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously by all the members.

7. **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory



modification(s) or re□enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Rajiv Prasadkumar Nanavati**, (DIN : 02554841), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) w.e.f 01.04.2014 to 31.03.2019, not 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."

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously by all the members present at the meeting.

8. 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, 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. 8 of the Explanatory Statement annexed to this Notice."

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

The Resolution was passed through e- voting & poll by 100% in favour therefore duly approved unanimously by all the members present at the meeting. The promoters being interested in this resolution did not vote on this resolution

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

For Radha Madhav Corporation Limited

Abhishek Agrawal
Jt. Managing Director
(DIN: 00071858)

RADHA MADHAV CORPORATION LIMITED ★ DAMAN

Daman
01.10.2014