RADHA MADHAV CORPORATION LIMITED

Registered Office: Survey No. 50/9 A, Daman Industrial Estate,
Village Kadaiya, Nani Daman-396 210 (U.T. of Daman & Diu)

Dear Member,

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A(2) of the Companies Act, 1956)

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the Company is seeking the Members' consent through **Special Resolutions** proposed to be passed by Postal Ballot for:

1. Alteration in main object clause
2. Reclassification of Preference shares into Equity shares
3. Further issue of shares and warrant to specified persons on preferential basis to Promoters and Non Promoters under SEBI (ICDR), 2009.
4. Authorization to the Board of Directors for mortgaging and /or creating charge
5. Authorization to the Board of Directors or any Committee of the Board for Borrowing powers.

The Consent of the members for the above purposes sought to be obtained by means of Postal Ballot under the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time.

Pursuant to Section 102 of the Companies Act, 2013 the Explanatory Statement pertaining to the aforesaid Resolutions setting out all material facts and the reasons for which Resolutions are being proposed is annexed herewith. Accordingly, the Resolutions and the Explanatory Statement with reference thereto are being sent to you along with Postal Ballot Form and self-addressed envelope for your consideration.

The Company has appointed **CS Labdhi Shah,** Company Secretary in Practice as, Scrutinizer for conducting the Postal ballot process.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage business reply envelope so as to reach the Scrutinizer on or before 24th April, 2014. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny and the result of postal ballot will be announced at 5.00 p.m. on 25th April, 2014 at the administrative office of the Company.

For and on behalf of the Board
For RADHA MADHAV CORPORATION LIMITED

Sd/-

(Mitesh Agarwal)
Managing Director,

Date: 20.03.2014
Place: Daman

RADHA MADHAV CORPORATION LIMITED

Registered Office: Survey No. 50/9 A, Daman Industrial Estate,
Village Kadaiya, Nani Daman-396 210 (U.T. of Daman & Diu)

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A(2) of the Companies Act, 1956

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modifications the following resolution as a **special resolution:**

" RESOLVED THAT pursuant to Section 17 of the Companies Act, 1956 and other applicable provisions, if any the consent of the members be and is hereby accorded for deletion of the existing sub- clauses 2,3 & 4 of the Main Object Clause III [A] of the Memorandum of Association of the Company and inserting new sub-clauses 2,3 & 4 to the main object clause III [A] of the Memorandum of Association of the Company or any correction or alterations in the main object as may be suggested by the Registrar of Companies, Goa.

2. To carry on in India or elsewhere the business or profession of providing a platform, technology and/or other mechanism/services including through any future and known or unknown technology to facilitate transactions, commerce, electronic commerce, mobile commerce, any type of commerce, whether by and between businesses, by and between individual consumers or by and between businesses and individual consumer, through Direct Selling or otherwise mode within the legal frame work of various statutes, acts, rules and government notification without limitation displaying advertisement and promotions.
3. To carry on in India or elsewhere the business of trade or retail business in India through retail formats and including but not limited to hyper markets, super markets, mega stores/ discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order, multi level channels and mail order, catalogue, through internet and other forms and for all products and services, dealing in all kinds of packaging goods, packaging materials and items including but not limited to food & provisions, household goods, consumer durables, jewellery, home improvement products, footwear's, luggage's, books & stationery, health care and beauty products, toys and music, Toiletteries, Cleaning products, Eatables, Consumables, computers & accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories, and acquiring and running food, service and entertainment centers including but not limited to multiplexes, cinemas, gaming centers, amusement parks, restaurants and food courts.
4. To carry on in India and abroad the business of manufacturers, processors, producers. jobbers, including doing the job work for others and getting the job work done from others, designers, distributors, brokers, agents , stockiest, importers and exporters, buyers, sellers, marketing, outsourcing and dealers of all or any of the FMCG products like soap, detergents, cleaning products, personal hygiene products, shampoo, hair care, creams, spices, tea, coffee, ready to eat, flour, sauces, ketchups, edible oil, agriculture produce like rice, multi-grain flour, Dals, pulses, sugar, salt, Textile yarns, Fabric, gray clothes, dies, pigments, inks, fashion accessories like belts, Eyewear, shoes, buckles, jewellary like artificial jewellery, gold jewellery, diamonds, artificial diamonds. Footwear like shoes, sleepers, sandals, sports gear, luggage items, fancy bags, kits, kitchen ware like non-stick cookware, utensils, stove, gas burners, lighters, chimney, general household products like containers, cooker, air-tight containers, microwaveable containers, crockery etc. sports items like cricket bat, tennis rackets and other similar items.

2. To consider and if thought fit, to pass with or without modifications the following resolution as a **special resolution:**

"RESOLVED THAT subject to the provisions of section 94(1)(e) of the Companies Act, 1956 and other applicable provisions, if any, the consent of the members of Company be and is hereby given for the cancellation of Rs.6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lacs) Redeemable Preference Shares of the Company, laying un-issued in the Authorised Shares Capital of the Company be diminished from Rs.59,00,00,000/- (Rupees Fifty Nine Crore only) divided into 5,30,00,000 (Five Crore Thirty Lacs) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs.53,00,00,000/- (Rupees Fifty Three Crore Only) divided into 5,30,00,000 (Five Crore Thirty Lacs) Equity shares of Rs. 10/-(Rupees Ten only) each.

FURTHER RESOLVED THAT subject to the provisions of section 94 (1)(a) of the Companies Act, 1956 and other applicable provisions, if any, the consent of the members of the Company be and is hereby given that the Authorised share capital of the Company be increased from Rs. 53,00,00,000/- (Rupees Fifty Three Crore Only) divided into 5,30,00,000 (Five Crore Thirty Lacs) Equity shares of Rs. 10/-(Rupees Ten only) each to Rs.59,00,00,000/- (Rupees Fifty Nine Crore Only)divided into 5,90,00,000 equity shares of Rs. 10/- each by creation of Rs.6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each in lieu of cancellation of Rs.6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lacs) Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) each of the Company lying unissued shares, as above.

FURTHER RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company as to Authorised Shares Capital be and is hereby altered and amended for the words and figures:

Rs. 59,00,00,000 (Rupees Fifty Nine Crore Only) divided into 5,30,00,000 (Five Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each and 60,00,000 (Sixty Lacs) Redeemable Preference Shares of Rs. 10/ (Rupees Ten Only) each occurring thereon be substituted by the words and figures Rs. 59,00,00,000 (Rupees Fifty Nine Crore Only) divided into 5,90,00,000 (Five Crore Ninety Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each.

FURTHER RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the as to Authorised Shares Capital be and is hereby altered and amended for the words and figures:

Rs. 59,00,00,000 (Rupees Fifty Nine Crore Only) divided into 5,30,00,000 (Five Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each and 60,00,000 (Sixty Lacs) Redeemable Preference Shares of Rs. 10/ (Rupees Ten Only) each occurring thereon be substituted by the words and figures Rs. 59,00,00,000 (Rupees Fifty Nine Crore Only) divided into 5,90,00,000 (Five Crore Ninety Lacs) Equity Shares of Rs.10/- (Rupees Ten only) each."

3. To consider and if thought fit, to pass with or without modifications the following resolution as a **special resolution:**

"RESOLVED THAT in accordance with the provisions of section 81(1A) and all other applicable provisions, if any, of the Companies

Act, 1956, SEBI (ICDR), Regulations 2009, (including any statutory modification or re-enactment thereof, for the time being in force), of the prevailing Guidelines governing the preferential issue of shares, and in the terms of the Memorandum and Articles of Association of the company and the Listing Agreement entered into by the company with the Bombay Stock Exchange and National Stock Exchange and further subject to approvals of all other concerned institutions and authorities, if any, and to the extent necessary and subject to the conditions and modifications as may be imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the company (hereinafter referred to as the 'Board' and/or any duly authorized committee thereof, for the time being exercising the powers conferred by the Board) in that behalf, the consent and approval of the members be and is hereby accorded to the Board to issue/offer 2,25,00,000 Equity Shares of Rs. 10/- and 35,00,000 warrants of Rs. 10/- each entitling one fully paid equity share against one warrant for cash at a price of Rs.12.50/- 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 trenches on such terms and conditions as the Board or Committee thereof may in it absolute discretion think fit on the following terms and conditions

(i) The equity shares to be issued shall be subject to Memorandum and Articles of Association of the Company;

(ii) The equity shares to be issued shall rank pari passu in all respects with the existing equity shares of the company including right to dividend; and.

(iii) An amount equivalent to at least twenty five per cent of the price to be calculated as above, shall become payable for the warrants on or before the date of the allotment of warrants and balance amount shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire Equity Shares is not exercised within period of 18 months from the date of issue of warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all documents and writings as may be necessary, desirable or expedient as the Board or Committee thereof may deem fit and get the share listed on the Bombay Stock Exchange and National Stock Exchange."

4 To consider and if thought fit, to pass with or without modifications the following resolution as a **special resolution:**

"RESOLVED THAT in supersession of the Resolution passed at the General Meeting of the Company held on 26.4.2006 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and any other applicable provisions thereof and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow moneys by way of loans, debentures, or otherwise from time to time for the purpose of the business of the Company upon such terms and conditions and with or without mortgaging or charging undertakings, assets and properties, whether movable or immovable, stock-in-trade, work-in-process, debtors or any part thereof of the Company as security, as the Board of Directors may in its absolute discretion deem fit even if the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company provided however that the total amount upto which moneys may be borrowed by the Company shall **not exceed Rs. 250 Crore** (Rupees Two Hundred Fifty Crore) over and above the aggregate of the paid up capital and free reserves of the Company and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business."

5 To consider and if thought fit, to pass with or without modifications the following resolution as a **special resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions thereof and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages and/or charges on all or any of the immovable and/or movable properties, both present and future, of the Company where ever situate, and/or the whole or substantially the whole of the undertaking or undertakings of the Company, and/or conferring power to enter upon and take possession of the assets of the Company together with power to takeover the management of business and concern of the Company in certain events on such terms and conditions and at such time and times and with such ranking and in such form and manner as the Board of Directors of the Company may deem fit, in favour of the Trustees for the Debenture holders or in favour of any Financial /Other Institution(s)/ Banks/Lender(s) for securing any Debentures issued/ to be issued, loan obtained/to be obtained or for moneys borrowed/to be borrowed together with interest, compound interest and/or additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, remuneration payable to the Debenture Trustees, costs, charges, expenses and other moneys payable by the Company to the Debenture Trustees /Lenders in terms of the Debenture Trust Deed and/or Agreement entered/ to be entered into between the Company and Debenture Trustees Financial /Other Institution(s)/ /Banks/Lenders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary and/or alter all or any of the terms and conditions of the security aforesaid in consultation with the Debenture Trustees and other Lenders/Mortgagees as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to prepare, finalise and execute with the Debenture Trustees/Lenders such documents, deeds, writings and agreements, as it may consider necessary for creating mortgages and/or charges and to do all such acts, deeds, matters and things as it may consider necessary, expedient, appropriate or desirable for the purpose of giving effect to this resolution."

-:Notes :-

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out materials facts is annexed hereto.

1. Shareholders who wish to be present at time of declaration of the result may do so at the Registered office at 5.00 p.m. on 25th April, 2014
2. A member entitled to vote is entitled to exercise his vote through Postal Ballot and a members having no voting rights should treat this Notice as an intimation only.
3. Member's voting rights shall be in proportion to his/her share of the paid up Equity share Capital of the Company.

For and on behalf of the Board
For RADHA MADHAV CORPORATION LIMITED
Sd/-
(Mitesh Agarwal)
Managing Director,

Date: 20.03.2014
Place: Daman

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company is engaged in the business of all kinds and classes and commission agents of Packaging mediums, Containers, Bags and Articles used in packing, made out of Paper, Plastic, Rubber, Jute, Cloth and Metal. It has gained sufficient knowledge of FMCG, Household, Cleaning, Wellness, Grocery by its association with Clients in various user Industry.

Company started doing business through Channel partners since 2011. Channel partners are local business associates having deep market penetration and footfall. Company has decided to introduce various products in arena of FMCG, Wellness, Consumables, Daily Utility etc to expand its business.

In view of the present developments and in anticipation of future trends, it would be in the interest of the Company and its shareholders that the business of the Company be extended to cover a larger gamut of activities to take advantage of the emerging opportunities.

At present the main object of the Memorandum of Association of the Company does not allow the Company to do the business or profession of providing a platform, technology and/or other mechanism/services, the business of trade or retail business in India through retail formats, and the business of manufacturers, processors, producers. Jobbers, designers, distributors, brokers, agents, stockiest, importers and exporters, buyers, sellers, marketing, outsourcing and dealers of all or any of the FMCG products

The alteration in the object clause of the Memorandum of Association as set out in the resolution is to facilitate the same. This will also enlarge the area of operation of the Company. The proposed alteration is subject to approval of The Registrar of Companies, Goa with necessary changes or amendments.

Under the provision of Section 17 of the Companies Act, 1956, alteration of the objects in Memorandum of Association requires a Special Resolution. Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the special resolution has to be passed by Postal Ballot. Accordingly, your approval is sought by Postal Ballot.

Your Directors recommend the special resolution for approval by shareholders.

None of the Directors is, in any way, concerned or interested in the special resolution.

Item No. 2

The present Authorised Share Capital of the Company is Rs.59,00,00,000/- divided into 5,30,00,000 equity shares of Rs.10 each and 60,00,000 Redeemable Preference Shares of Rs.10 each. It is proposed to Re-classify the authorised share capital of Rs.59,00,00,000/- divided into 5,90,00,000 equity shares of Rs.10 each in lieu of cancellation of the preference shares.

The above Reclassification in Authorised Share Capital, when approved would require certain consequential amendments in the Memorandum and Articles of Association of the Company. For alteration in clause V of the Memorandum, ordinary resolution and for alteration of Article No. 3 of the Articles of Association, special resolution is recommended.

None of the Directors are concerned or interested in those resolutions.

Item No. 3

It is proposed to induct long term funds to achieve the object stated herein below, it is proposed to raise funds through further issue of equity shares and warrants entitling one share against one warrant for cash at a price not less than price to be calculated with reference to Regulation 76 of SEBI (ICDR), 2009 on preferential basis to selected person on preferential basis.

The Relevant date being 30 days prior to date of passing resolution,

The disclosures in terms of Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are given as under:

1. **The objects of the issue through preferential offer.**
   The promoter has brought in funds for its needs towards working capital and day to day expenses. Promoters also managed to run the Company during last few years in the critical position. The additional funds to be brought in will be utilized partly for the repayment of urgent debts and partly towards working capital requirements, long term Debt settlement, labor dues and for setting up the altered new clauses of the Main Object.
2. **Intention of Promoters/Non Promoters/Directors/Key Management Persons to subscribe to the offer**
   It is proposed to offer these shares/warrants to the existing promoters/ Directors/Key Management Persons and to the Non Promoters
3. **Shareholding Pattern of the Company before and after the offer**
   The shareholding pattern pre and post allotment of shares/warrants (assuming conversion of all warrants into equity shares) based on present capital structure is as under

Capital Structure

Sr. No.	Category	Pre issue No. of Shares		Proposed Issue Shares/Warrants	Post Issue No. of Shares /warrants)	
		No. of Shares	%		No. of Shares	%
1	Promoters	7328947	22.53	3500000	10828947	18.50
3	Non-Promoters	0	0	22500000	22500000	38.43
4	Public	25209453	77.47	0	25209453	43.07
	Total	32538400	**100**	**26000000***	**58538400**	**100**

*Inclusive of 2,25,00,000 equity shares and 35,00,000 Warrants.

The existing promoters will continue to be in control of the Company and there will not be any change in the management control of the company as a result of the proposed preferential allotment.

Proposed time within which the allotment shall be completed

The proposed issue and allotment of the Equity Shares shall be completed within a period of 15 days from the date of approval of the issue by the shareholders of the company or where any other approval is required from Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) & SEBI, other regulatory authorities or the Central Government, 15 days from the date of the receipt of such approval, whichever is later.

5. The identity of the proposed allottees and the percentage of pre and post preferential issue Capital that may be held by them is as above (Based on the present capital structure)

It is proposed to issue and allot fully paid Shares/Warrant to:

Sr. No.	Category	Pre issue No. of Shares		Proposed Issue Shares/Warrants	Post Issue No. of Shares /warrants)	
		No. of Shares	%		No. of Shares	%
A	**Promoters:**					
1	Anil J. Agarwal	2107471	6.48	2500000 *1000000	5607471	9.58
2	Mitesh Anil Agarwal	2555535	7.85	0	2555535	4.37
3	Abhishek Anil Agarwal	2489275	7.65	0	2489275	4.25
4	Sulochanadevi Anil Agarwal	171666	0.53	0	171666	0.29
5	Vandana Mitesh Agarwal	5000	0.02	0	5000	0.01
B	**Non-Promoters (public):**					
1	B N Mittal HUF	0	0	760000	760000	1.30
2	Deep Jyot Holding And Finance Pvt. Ltd.	0	0	720000	720000	1.23
3	Trans Construction and Consultancy Pvt. Ltd.	0	0	380000	380000	0.65
4	Arg Management Solutions Pvt. Ltd.	0	0	380000	380000	0.65
5	Kishor P Ostwal	0	0	760000	760000	1.30
6	Malani Infracon Pvt. Ltd.	0	0	2500000 *500000	3000000	5.12
7	Isika Infracon Pvt. Ltd.	0	0	2500000 *500000	3000000	5.12
8	Diya Infracon Pvt. Ltd.	0	0	2500000 *500000	3000000	5.12
9	Savita Khaitan	0	0	8000000 *1000000	9000000	15.38
10	Manmohan Satyaprakash Agrawal	0	0	1500000	1500000	2.56
C	**Public**	25209453	77.47	0	25209453	43.07
	Total	**32538400**	**100**	**26000000**	**58538400**	**100**

6. **Payment terms:**
Full amount aggregating shall be paid before the allotment of shares and not less than 25% of the price on warrants before allotment and balance on or before 18 months from the date of issue of warrants.

7. **Lock in period:**
The equity shares shall be subject to a lock in period of not less than one year, from the date of allotment of shares to Non Promoters and not less than Three years, from the date of allotment of shares to Promoters as prescribed Regulation 78 issued by the SEBI (ICDR) 2009. The period of lock-in in case of warrants will be counted from the date of conversion into shares.

8. **Relevant Date:**
The "Relevant Date" for the preferential issue, as per the Regulation 76 of SEBI (ICDR), 2009, as amended up to date, for the determination of the applicable price for the issue of the abovementioned equity shares is 26th March, 2014, being the date 30 days prior to the date of passing of this Resolution.
The Board of Directors of the company recommends the passing of the Special Resolution.
None of the director are concerned or interested, except Mr. Anil Agarwal, Mr. Mitesh Agarwal and Mr. Abhishek Agarwal in this resolution to the extent of proposed allotment.

Item No. 4

The Members of the Company, at the General Meeting held on 26.4.2006, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Company and / or a Committee thereof for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) not exceeding the paid up share capital of the Company and its free reserves by Rs.250 Crores.

However, after the applicability of the provisions of Section 180(1) (c) of the Companies Act, 2013, a company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of Members of the Company by way of a Special Resolution.

The Board accordingly recommends the Special Resolution as mentioned at item no. 4 of this Notice for your approval. Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No. 5

The Members of the Company, at the General Meeting held on 5.3.2005, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Company and / or a Committee thereof to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. Since the mortgages and/or charges to be created by the Company to secure moneys borrowed/ to be borrowed may be considered as disposal of the undertaking of the Company, it is considered necessary that the proposed creation of mortgages and/or charges, in view of enhance borrowing limit.

However, after the applicability of the provisions of Section 180(1)(a) of the Companies Act, 2013, a company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the approval of Members of the Company by way of a Special Resolution.

The Board accordingly recommends the Special Resolution as mentioned at item no. 5 of this Notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

For and on behalf of the Board
For RADHA MADHAV CORPORATION LIMITED

Sd/-
(Mitesh Agarwal)
Managing Director,

Date: 20.03.2014
Place: Daman

RADHA MADHAV CORPORATION LIMITED

Registered Office: Survey No. 50/9 A, Daman Industrial Estate,
Village Kadaiya, Nani Daman-396 210 (U.T. of Daman & Diu)

Form No	

POSTAL BALLOT FORM

(To be returned to the company)

1.	Name (s) of Shareholders(s): (In Block Letter) (Including joint holders, if any)	
2.	Registered address of the Sole /First Named Shareholder :-	
3.	Folio No. / DP ID No./ Client ID No. * (* Applicable to investors holding shares in dematerialized form): -	
4.	Number of shares held:-	
5.	I/We hereby exercise my/ our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick (Ö) mark in the appropriate box below.	

Item No.	Description	No. of Shares	I/We assent to the Resolution	I/We dissent the Resolution
1.	Alteration in main object clause			
2.	Reclassification of Preference shares into Equity shares			
3.	Further issue of shares and warrant to specified persons on preferential basis to Promoters and Non Promoters under SEBI (ICDR), 2009.			
4.	Authorization to the Board of Directors for mortgaging and /or creating charge			
5.	Authorization to the Board of Directors or any Committee of the Board for Borrowing powers.			

Place : _____	
Date : _____	(Signature of the Shareholder)

INSTRUCTIONS

1. Voting rights of every member shall be reckoned as on the date of dispatch of notice i.e. 22nd March, 2014 (BENPOS as on 14th March, 2014) the cut off date and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

2. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed envelope, Postage will be born and paid by the Company. However, envelope containing Postal Ballot Form, if deposited in person or send by courier at the expenses of the Member will also be accepted.

3. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

4. This Postal ballot Form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/ her absence by the next named Member.

5. There will be one Postal ballot Form for every folio / Client ID irrespective of number of joint holders.

6. Unsigned Postal Ballot Form will be rejected.

7. In case of shares held by companies, trusts, societies, etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.

8. The votes should be cast either in favour or against by putting tick (✓) mark in the column provided for assent or dissent. Postal ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.

9. Duly completed and signed Postal Ballot Form should reach the Company not later than the close of working hours on **24th April, 2014.** Postal Ballot Form received after this date will be strictly treated as if the reply from such Member (s) has not been received.

10. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s)/Beneficial Owner(s) on the date of dispatch of the Notice.

11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope (except the Board Resolution / Authority specified in (7) above) as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

12. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in (9) above.

13. The scrutinizer's decision on the validity of a Postal Ballot will be final.

14. The Postal Ballot shall not be exercised by a Proxy.