Date: 04.04.2018

To,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip ID – RMCL
Scrip Code - 532692

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
BandraKurla Complex, Bandra (East)
Mumbai 400 051

Symbol – RMCL

Ref: Radha Madhav Corporation Limited

Sub: Notice of Extra General Meeting (EGM) to be held on Thursday, 3rd May, 2018

Dear Sir/Madam,

With reference to the above captioned subject, this is to inform you that the Extra Ordinary General Meeting of Shareholders of the Company is to be held on Thursday, 3rd May , 2018, at the registered office of the Company at Survey No. 50/9, A daman Industrial Estate, Village Kadaiya Nani, Daman DD – 396210 at 9.30 a.m.

We are pleased to enclose herewith the Notice of the Extra Ordinary General Meeting of Shareholders of the Company to be held on Thursday, 3rd May , 2018.

You are requested to take the above information in your records.

Kindly acknowledge the receipt.

Thanking You.

Yours Faithfully,

FOR RADHA MADHAV CORPORATION LIMITED

ABHISEK ANILKUMAR AGARWAL

Digitally signed by ABHISEK ANILKUMAR AGARWAL
Date: 2018.04.04 20:11:42 +05'30'

Abhishek AGARWAL
Jt .MANAGING DIRECTOR
DIN: 00071858

Encl: Notice of EGM

RMCL

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.rmclindia.co.in E-mail: investor_complaint@rmclindia.co.in • Tel No. 0260-6619000- Fax:0260-6619010, 2220177

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF RADHA MADHAV CORPORATION LIMITED WILL BE HELD ON THURSDAY,MAY3, 2018, AT 9.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO 50/9, ADAMAN INDUSTRIAL ESTATE, VILLAGE KADAIYA NANI, DAMAN DD - 396210 TO TRANSACT THE FOLLOWING BUSINESS ITEMS:

SPECIAL BUSINESS

Item No 1. Increase in Authorised Share Capital of the Companyand consequent alteration in Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from Rs. 89,00,00,000 (Rupees Eighty Nine Croresonly) divided into 8,90,00, 000 (Eight Crore Ninety Lakhs) Equity Shares of Rs. 10 (Rupees Tenonly) each to Rs.1,14,00,00,000 (Rupees One Hundred and Fourteen Croresonly) divided into 11,40,00,000 (Eleven Crores and Forty Lakhs) Equity Shares of Rs.10 (Rupees Ten only) each by the creation of additional capital of Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10 (Rupees Tenonly) each and the Clause V of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby given to substitute Clause Vof the Memorandum of Association of the Company by the following:

V. 'The Authorised Share Capital of the Company is Rs.1,14,00,00,000 (Rupees One Hundred and Fourteen Croresonly)consisting of 11,40,00,000 (Eleven Crores and Forty Lakhs) Equity Shares of Rs.10 (Rupees Ten only) each'.

RESOLVED FURTHER THAT the Board or such Committee/ or the Company Secretary of the Company or person/(s) as authorized by the Board of Directors be and is hereby authorized to decide to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

Item No: 2. Issue of Equity Shares on Preferential Basis to Non Promoters

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, 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) ("Act"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches, upto41,50,000 Equity shares of face value of Rs. 10/- each aggregating to Rs. 12,03,50,000/- (Rupees Twelve Crores and Three Lakhs and Fifty Thousand only) on preferential basis for cash at a price Rs. 29 /-(Rupees twenty nineonly) (subscription Price) being not less than the price determined in accordance with Regulation 76 of Chapter VII of SEBI ICDR Regulations or such higher price as Board of Directors of the Company may decide, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion to non-promoters (hereinafter referred to as "proposed allottees") as referred in the explanatory statement to the notice.

RESOLVED FURTHER THAT the "Relevant Date" as per SEBI ICDR Regulations for the purpose ofdetermining the minimum issue price for the issue of equity shares is April 3, 2018. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e.May3, 2018, which is the date of passing the resolution in accordance with Section 62(1)(c) of the Act and the applicable Rulesthereunder.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Equity Shares shall be subject to following terms & Conditions:

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

b) The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;

c) The consideration for allotment of Equity Shares shall be paid to the Company Share Application Account from the bank account of the proposed Allottee;

d) The Equity Shares to be allotted to the proposed allottee shall be under lock in for such period as may be prescribed under Chapter VII

of SEBI (ICDR) Regulations;

e) The Equity Shares so allotted to the Proposed Allottee under the regulation shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extend and in the manner permitted thereunder;

f) Allotment shall only be made in dematerialized form;

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted by the Company shall rank pari-passu in all respects including as dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby authorized to take all such actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient to the issue or allotment of the aforesaid shares and listing thereof with the stock exchanges as appropriate, to decide and approve the other terms and conditions, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required seek any further consent or approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

Item No: 3. Issue of Convertible Warrants on Preferential Basis to Promoter and Non Promoters

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under('Act') and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ('SEBI ICDR Regulation'), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') entered into with the respective Stock Exchanges where the shares of the Company are listed and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India ('SEBI'), the Reserve Bank of India ('RBI'), the Register of Companies ('RoC') and the Stock Exchanges where the shares of the Company are listed ('Stock Exchanges') and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchanges and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches, 2,26,25,000 (Two Crores and Twenty Six Lakhs and Twenty Five Thousand) convertible warrants (hereinafter referred to as the 'Warrants') with each Warrant convertible into one equity shares of the Company having a face value of Rs. 10 each at a conversion price of Rs.29 per warrant as determined in accordance with Regulation 76 of the SEBI ICDR Regulations, aggregating to Rs. 65,61,25,000 (Rupees Sixty Five Crores Sixty One Lakhs and Twenty Five Thousand Only), to the promoters and non -promoters(hereinafter referred to as "proposed allottees") on a preferential basis, convertible into equal number of equity shares of the Company not later than 18th month from the date of allotment of the Warrants in accordance with the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares/conversion of warrants.

RESOLVED FURTHER THAT the "Relevant Date" as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares is April3, 2018. The Relevant Date shall be 30 days prior to the date of passing of the Special Resolution i.e. May 3, 2018, which is the date of passing the resolution in accordance with Section 62(1)(c) of the Act and the applicable Rules thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such numbers of equity shares as may be required to be issued and allotted upon exercise of option by the Warrant holder and the equity shares so issued on exercise of option shall be subject to the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend with the existing fully paid up equity shares of the Company.

RESOLVED FURTHER THAT the Warrants to be offered, issued and allotted shall be subject to the provisions of the Act and SEBI ICDR Regulations including but not limited to the following:-

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

b. The Warrant Holder shall pay an amount equivalent to atleast25% (twenty five percent) of the price fixed per Warrant on or before the allotment of Warrants. The balance 75% (seventy five percent) of the price fixed per Warrant shall be payable by the Warrant holder until the time of exercise of option which may be paid in tranches and be adjusted / set off against the price payable for the resultant equity shares.

c. Subject to applicable provisions of law, such Warrant (s) may at the option of the holder, be exercised for equity shares of the Company at any time prior to the expiry of 18 (Eighteen) months from the date of allotment of Warrants (the "Warrant Exercise Period"), and on such terms and conditions, in such form and manner as the Board and the holder of the Warrants may, in their absolute discretion, think fit.

d. The equity shares to be issued and allotted by the Company on exercise of the Warrant(s) in the manner aforesaid shall be in dematerialized form.

e. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:-

a. In the event the Warrant Holder does not exercise the Warrants within Warrant Exercise Period, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;

b. The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon,

without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;

c. The Company shall procure that the listing and trading approvals of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, are timely received from the relevant stock exchanges as per the governing regulations;

d. Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;

e. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;

f. The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations;

g. The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants;

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/Equity Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

For and on behalf of the Board
Mitesh Agarwal
Managing Director & CEO
DIN: 00060296

Place: Daman
Date: April 3, 2018

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

The following explanatory statements set out all material facts relating to the business mentioned in the Notice convening the EGM, as required under Section 102(1) of the Companies Act, 2013.

Item No. 1

Increase in Authorised Share Capital and consequent alteration in Memorandum of Association of the Company

The present Capital structure of Radha Madhav Corporation Limited (the 'Company') is as under:

Particulars	Authorised Share Capital		Issued/Subscribed/Paid up Share	
	No. of Shares	Value in Rs.	No. of Shares	Value in Rs.
Equity Shares	8,90,00,000	89,00,00,000	8,63,42,275	86,34,22,750
Total	**8,90,00,000**	**89,00,00,000**	**8,63,42,275**	**86,34,22,750**

Considering the proposal of the Company to issue further equity shares and convertible warrants on preferential basis which requires the Company to create adequate headroom to accommodate issuance of Equity Shares for infusion of capital in future and it's requirements and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present 89,00,00,000 (Rupees Eighty Nine Crores only) to Rs. 1,14,00,00,000 (Rupees One Hundred and Fourteen Crores only) divided into 11,40,00,000 (Eleven Crores and Forty Lakhs) Equity Shares of Rs.10 (Rupees Ten only) each by the creation of additional capital of Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each.

Section 13 read with Section 61 of the Companies Act, 2013 requires the Company to obtain the approval of the Shareholders for increase in authorized share capital and consequent alteration of Memorandum of Association ('MOA') of the Company so as to reflect the increased Authorised Share Capital.

The draft of the Memorandum of Association of the Company, after incorporating the proposed changes is available for inspection by the Members at the Registered Office of the Company during business hours on any working day upto the date of the Meeting and will be kept open at the place of the Meeting during the continuation of the Meeting.

The Board recommends the passing of resolution as set out at Item No. 1 for approval by the members an Ordinary Resolution

None of the Directors or their relatives, Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise, in the proposed Resolution.

Item No. 2

Issuance of Equity Shares on Preferential Basis to Non-Promoter Group

With a view to augment funds to meet short term and long term working capital requirements of the business operations and at the same time, to support the future growth plans, the Board of Directors of the Company, at its meeting held on Thursday, March 29, 2018, had considered and approved the proposal of raising funds to persons belonging to Promoter and Non-Promoter Group of the Company on preferential basis, at a price which shall not be less than the price as may be arrived at in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 "SEBI (ICDR) Regulations", as amended from time to time, subject to receipt of necessary approval from shareholders and stock exchanges where the shares of the Company is listed.

In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 72 of SEBI (ICDR) Regulations, any preferential allotment of securities need to be approved by the shareholders by way of a special resolution.

The investment will be subject to customary conditions precedent including the execution of definitive documents and receipt of Shareholders approval and applicable governmental and regulatory approvals.

The consent of the shareholders is being sought by a special resolution to enable the Board to issue the equity shares in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (ICDR) Regulations, as amended, Listing Regulations and any other applicable laws.

Further in terms of Regulation 73 of SEBI (ICDR) Regulations, the following disclosures are required to be made in the Explanatory Statement to the notice:

a. **Object of the preferential issue of Equity Shares and details of utilization of proceeds:**

The proceeds of the preferential offers are to be used partly for repayment of urgent debts, working capital requirement , long term debt settlement and partly for funding company's growth capital requirement, to meet company' s capital expenditure, enhance its long term resources and thereby strengthing the financial structure of the company and for other general corporate purpose and purpose permitted by applicable laws.

b. **The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:**

None of the, promoter/ Directors or Key Management Personnel of the Company intends to apply this preference issue

c. **The shareholding pattern of the Company before and after the preferential issue of Equity Shares:**

The shareholding pattern of the Company giving the position as on March 31, 2018 and after considering the proposed preferential issue of Equity Shares is provided hereunder:

Sr. No.	Category of Investors	Pre issue*		Post Issue*	
		No. of Shares held	%	No. of Shares held	%
A	**Promoters and Promoters Group**				
1	**Indians:**				
	Individual	1,81,52,281	21.02	1,81,52,281	16.05
	Bodies Corporate	0	0.00	0	0.00
	Any Other – Person Acting in Concert	1,76,621	0.20	51,76,621	4.58
	Sub Total (A)	**1,83,28,902**	**21.22**	**2,33,28,902**	**20.63**

Sr. No.	Category of Investors	Pre issue*		Post Issue*	
		No. of Shares held	%	No. of Shares held	%
B	Non Promoters holding				
1	Institution	0	0.00	0	0.00
i	Mutual Fund	0	0.00	29,75,000	2.63
ii	Venture Capital Funds	0	0.00	0	0.00
iii	Alternate Investment Funds	0	0.00	0	0.00
iv	Foreign Venture Capital Investors	0	0.00	0	0.00
v	Foreign Portfolio Investor	7,55,000	0.87	11,80,000	1.04
vi	Financial Institutions / Banks	1,72,299	0.20	1,72,299	0.15
vii	Insurance Companies	0	0.00	0	0.00
viii	Provident Funds / Pension Funds	0	0.00	0	0.00
ix	Any Other (Specify)	0	0.00	0	0.00
	Sub Total (B)(1)	9,27,299	1.07	43,27,299	3.82
2	Central Government / State Government(s) / President of India	0	0.00	0	0.00
	Sub Total (B)(2)	0	0.00	0	0.00
3	Non-Institutions				
i	Individual				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1,12,43,937	13.02	1,12,43,937	9.94
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	4,36,36,329	50.54	5,82,11,329	51.46
ii	NBFCs registered with RBI	0	0.00	0	0.00
iii	Employee Trusts	0	0.00	0	0.00
iv	Overseas Depositories(holding DRs) (balancing figure)	0	0.00	0	0.00
v	Any Other (Specify)				
	Trusts	501	0.00	501	0.00
	Hindu Undivided Family	23,17,921	2.68	43,17,921	3.82
	Non Resident Indians (Non - Repat)	2,29,492	0.27	20,29,492	1.79
	Non Resident Indians (Repat)	4,70,920	0.55	4,70,920	0.42
	Clearing Member	28,37,030	3.30	28,37,030	2.51
	Bodies Corporate	63,49,944	7.35	63,49,944	5.61
	Sub Total (B)(3)	**6,70,86,074**	**77.71**	**8,54,61,074**	**75.55**
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**6,80,13,373**	**78.78**	**8,97,88,373**	**79.37**
	Grand Total (A+B)	**8,63,42,275**	**100.00**	**11,31,17,275**	**100.00**

*As on March 31, 2018

**Assuming 2,26,25,000 (Two crores twenty six lakhs and twenty five thousand) equity shares are allotted on exercise of Warrants at price of Rs. 29 (Rupees twenty nine only) being price not less than the price determined in accordance with Regulation 76 of SEBI ICDR Regulations and the holding of all other shareholders shall remain the same post- preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared.

d. Proposed time within which preferential issue of Equity Shares shall be completed:

As required under the ICDR Regulations, the preferential issue of equity shares shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice.

Provided that where the allotment on preferential basis is pending on account ofpendency of any approval or permission of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concern authorities.

e. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

The names of the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

Name of Allottee	Total Equity Shares Proposed to be Allotted	Pre-issue Shareholding		Post-issue Shareholding*	
		No. of Shares held	% of shares	No. of Shares held	% of shares
Vivek Mundra	6,50,000	4,50,000	0.52	11,00,000	0.97
Elara India Opportunities Fund Limited	4,25,000	7,55,000	0.87	11,80,000	1.04
India Opportunities Growth Fund Ltd	17,25,000	0	0.00	17,25,000	1.52
Antara India Evergreen Fund Ltd	12,50,000	0	0.00	12,50,000	1.11
Vijay Aggarwal	1,00,000	0	0.00	1,00,000	0.09

* Assuming 2,26,25,000 (Two crores twenty six lakhs and twenty five thousand) equity shares are allotted on exercise of Warrants at price of Rs. 29 (Rupees twenty nine only) being price not less than the price determined in accordance with Regulation 76 of SEBI ICDR Regulations and the holding of all other shareholders shall remain the same post- preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared..

f. The Identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and/or who ultimately control the proposed allottees

The identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and /or who ultimately control the proposed allottees is given in the following table:

Name and PAN of Allottee	Category of Allottee	Natural persons who are the ultimate beneficial owners
Vivek Mundra **PAN:** AFQPM3436D	Non- Promoter	Vivek Mundra
Elara India Opportunities Fund Limited **PAN:** AABCE6307N	Non- Promoter	Not applicable since the Allottee is a Mutual Fund
India Opportunities Growth Fund Ltd **PAN:** AACCI5037L	Non- Promoter	Not applicable since the Allottee is a Mutual Fund
Antara India Evergreen Fund Ltd **PAN:** AABCI6920P	Non- Promoter	Not applicable since the Allottee is a Mutual Fund
Vijay Aggarwal **PAN:** AAHPA0156A	Non- Promoter	Vijay Aggarwal

g. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed issue of equity shares on a preferential basis, there will be no change in the control of the Company.

h. Lock-in-period

i. The equity shares allotted on a preferential basis shall be subject to 'lock-in' in accordance with the ICDR Regulations.

ii. The entire pre-preferential shareholding of Proposed Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

i. Basis or justification of Price

The above equity shares will be issued and allotted at a price not less than the higher of the following in terms of the guidelines:-

i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date;or

ii. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

Accordingly, the price of the equity shares to be issued is fixed at Rs. 29/- (Rupees twenty nine only) in accordance with the price as determined under Regulation 76 SEBI (ICDR) Regulations, 2009.

j. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

i. It shall re-compute the price of Equity Shares issued in terms of the provisions of ICDR Regulations, where it is required to doso.

ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposedallottees.

k. Certificate from the statutory auditors

The Certificate from M/s. Kartik Joshi & Associates, Chartered Accountants, statutory auditors of the Company, to the effect that the present preferential offer is being made in accordance with the requirement contained in Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company between10:00 a.m. and 5:00 p.m. till the date of passing of the special resolution.

l. Relevant Date

The Relevant Date on the basis of which the price of the Issue of Equity Shares has been calculated is Tuesday,April 3, 2018 i.e. 30 days prior to the date of passing of the special resolution by the members of the Company at theExtra ordinary General meeting to approve the proposed preferential issue of Shares, in accordance with the SEBI (ICDR)Regulations.

m. Number of persons to whom allotment on preferential basis have already been made during the year:

During the financial year, the Company had issued 2,00,00,000 equity shares pursuant to conversion of warrants on February 1, 2018 to following persons on preferential basis.

Name and PAN of Allottee	Category of Allottee	No. of Equity Shares issued
Mr. Anil Agarwal	Promoter	75,00,000
M/s. Khazana Tradecom Private Limited	Non -Promoter	1,25,00,000
Total		**2,00,00,000**

n. Other Disclosures

i. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a wilful defaulter under SEBI (ICDR) Reguations, 2009.

ii. Pursuant to Regulation 74(4) of the SEBI (ICDR) Regulations, the allotment shall be made only in dematerialised form.

iii. The consideration for issuance of equity shares shall be paid to the separate account of the Company from the Bank Account of the

Proposed Allottee;

iv. The Board, in its meeting held on March 28, 2018 has approved the issuance of Equity Shares on preferential basis in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

v. The allotment of the Equity Shares is subject to the Proposed Allottees have not sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottees has represented that it has not sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

The Board believes that the proposed issue will be in the interest of the Company and its shareholders.

The Board, recommends Resolution no. 2 of the accompanying Notice to the shareholders for their approval by way of Special Resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

Item No. 3

Issuance of Convertible Equity Warrants on Preferential Basis to persons belonging to Promoter and Non-Promoter Group

With a view to augment funds to meet short term and long term working capital requirements of the business operations and at the same time, to support the future growth plans, the Board of Directors of the Company, at its meeting held onThursday , March 29, 2018, had considered and approved the proposal of raising funds to persons belonging to Promoter and Non-Promoter Group of the Company on preferential basis, at a price which shall not be less than the price as may be arrived at in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 "SEBI (ICDR) Regulations", as amended from time to time, subject to receipt of necessary approval from shareholders and stock exchanges where the shares of the Company is listed.

In terms of Section 42, 62(1) of the Companies Act, 2013 and Regulation 72 of SEBI (ICDR) Regulations, any preferential allotment of securities need to be approved by the shareholders by way of a special resolution.

The investment will be subject to customary conditions precedent including the execution of definitive documents and receipt of Shareholders approval and applicable governmental and regulatory approvals.

The consent of the shareholder is being sought by a special resolution to enable the Board to issue the warrants in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (ICDR) Regulations, as amended, Listing Regulations and any other applicable laws.

Further in terms of Regulation 73 of SEBI (ICDR) Regulations, the following disclosures are required to be made in the Explanatory Statement to the notice:

a. Object of the preferential issue of convertible equity warrants and details of utilization of proceeds:

The Proceed of the preferential offers are to be used partly for repayment of urgent debts, working capital requirement , long term debt settlement and partly for funding company's growth capital requirement, to meet company' s capital expenditure , enhance its long term resources and thereby strengthing the financial structure of the company and for other general corporate purpose and purpose permitted by applicable laws.

b. The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:

Ms. Sulochanadevi Anil Agarwal (Promoter) of the Company intends to subscribe to the the preferential issue of warrants subject to passing of the special resolution. Other than Ms. Sulochanadevi Anil Agarwal, none of the otherpromoter/ Directors or Key Management Personnel of the Company intends to apply this preference issue.

c. The shareholding pattern of the Company before and after the preferential issue of Equity Shares:

The shareholding pattern of the Company giving the position as on March 31, 2018 and after considering the proposed preferential issue of convertible equity warrants is provided hereunder:

Sr. No.	Category of Investors	Pre issue*		Post Issue*	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group				
1	Indians:				
	Individual	1,81,52,281	21.02	1,81,52,281	16.05
	Bodies Corporate	0	0.00	0	0.00
	Any Other – Person Acting in Concert	1,76,621	0.20	51,76,621	4.58
	Sub Total (A)	**1,83,28,902**	**21.22**	**2,33,28,902**	**20.63**
B	Non Promoters holding				
1	Institution	0	0.00	0	0.00
i	Mutual Fund	0	0.00	29,75,000	2.63
ii	Venture Capital Funds	0	0.00	0	0.00
iii	Alternate Investment Funds	0	0.00	0	0.00
iv	Foreign Venture Capital Investors	0	0.00	0	0.00
v	Foreign Portfolio Investor	7,55,000	0.87	11,80,000	1.04
vi	Financial Institutions / Banks	1,72,299	0.20	1,72,299	0.15
vii	Insurance Companies	0	0.00	0	0.00
viii	Provident Funds / Pension Funds	0	0.00	0	0.00
ix	Any Other (Specify)	0	0.00	0	0.00
	Sub Total (B)(1)	**9,27,299**	**1.07**	**43,27,299**	**3.82**
2	Central Government / State Government(s) /				
	President of India	0	0.00	0	0.00
	Sub Total (B)(2)	**0**	**0.00**	**0**	**0.00**

Sr. No.	Category of Investors	Pre issue*		Post Issue*	
		No. of Shares held	%	No. of Shares held	%
3	**Non-Institutions**				
i	**Individual**				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1,12,43,937	13.02	1,12,43,937	9.94
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	4,36,36,329	50.54	5,82,11,329	51.46
ii	**NBFCs registered with RBI**	0	0		
iii	**Employee Trusts**	0	0	-	0
iv	**Overseas Depositories(holding DRs) (balancing figure)**	0	0	-	0
v	**Any Other (Specify)**			-	0
	Trusts	501	0.00	501	0
	Hindu Undivided Family	23,17,921	2.68	43,17,921	3.82
	Non Resident Indians (Non - Repat)	2,29,492	0.27	20,29,492	1.79
	Non Resident Indians (Repat)	4,70,920	0.55	4,70,920	0.42
	Clearing Member	28,37,030	3.30	28,37,030	2.51
	Bodies Corporate	63,49,944	7.35	63,49,944	5.61
	Sub Total (B)(3)	**6,70,86,074**	**77.71**	**8,54,61,074**	**75.55**
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**6,80,13,373**	**78.78**	**8,97,88,373**	**79.37**
	Grand Total (A+B)	**8,63,42,275**	**100.00**	**11,31,17,275**	**100.00**

*As on March 31, 2018

** Assuming 2,26,25,000 (Two crores twenty six lakhs and twenty five thousand) equity shares are allotted on exercise of Warrants at price of Rs. 29 (Rupees twenty nine only) being price not less than the price determined in accordance with Regulation 76 of SEBI ICDR Regulations and the holding of all other shareholders shall remain the same post- preferential issue, as they were on the date on which the pre-preferential issue shareholding is prepared.

d. Proposed time within which preferential issue shall be completed:

As required under the ICDR Regulations, the preferential allotment of convertible equity warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice.

Provided that where the allotment on preferential basis is pending on account ofpendency of any approval or permission of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concernauthorities.

e. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

The names of the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table:

Name of Allottee	Total no. of warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding*	
		No. of Shares held	% of shares	No. of Shares held	% of shares
Sulochanadevi Anil Agarwal	50,00,000	171641	0.20	51,71,641	4.57
Anita Vijaykumar Jindal	25,00,000	6,130	0.01	25,06,130	2.22
Meeta Jalan	10,00,000	0	0.00	10,00,000	0.88
Rajesh Kumar Sureka	48,00,000	52,000	0.06	48,52,000	4.29
Krishna Kumar Jalan- HUF	2,00,000	0	0.00	2,00,000	0.18
Manvendra Shekhawat	1,00,000	0	0.00	1,00,000	0.09
Sunita Gaur	1,00,000	0	0.00	1,00,000	0.09
Pratyush Dwivedi	2,00,000	0	0.00	2,00,000	0.18
Suchita S Chaudhary	1,00,000	0	0.00	1,00,000	0.09
Sarita Ramashre Yadav	1,00,000	0	0.00	1,00,000	0.09
Jainab Shahadatali Shaikh	1,00,000	0	0.00	1,00,000	0.09
Joginder Pal Sharma	2,00,000	0	0.00	2,00,000	0.18
Suman	2,00,000	0	0.00	2,00,000	0.18
Archana Devi	50,000	0	0.00	50,000	0.04
Debashish Swain	50,000	0	0.00	50,000	0.04
Vijaybhai M Shah	50,000	0	0.00	50,000	0.04
Ranjeet Sharaf	3,00,000	0	0.00	3,00,000	0.27
Kanwaljit Singh	1,00,000	0	0.00	1,00,000	0.09
Navjit Singh	50,000	0	0.00	50,000	0.04
Sanjeev Kumar	50,000	0	0.00	50,000	0.04
Surendra Singh Yadav	25,000	0	0.00	25,000	0.02
Ramanjit Singh	1,00,000	0	0.00	1,00,000	0.09
Jaswinder Kaur	50,000	0	0.00	50,000	0.04

Name of Allottee	Total no. of warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding*	
		No. of Shares held	% of shares	No. of Shares held	% of shares
Vikrant Singh	50,000	0	0.00	50,000	0.04
Harpreet Kaur	50,000	0	0.00	50,000	0.04
Surya Exim Ltd	3,00,000	0	0.00	3,00,000	0.27
Rakesh Arora (HUF)	18,00,000	0	0.00	18,00,000	1.59
Manish Shailendra Srivastava	18,00,000	0	0.00	18,00,000	1.59
Mahesh Chandra Gupta	19,00,000	0	0.00	19,00,000	1.68
Patel Dipakkumar S	1,00,000	0	0.00	1,00,000	0.09
Ketan Chhotalal Sheth	7,50,000	0	0.00	7,50,000	0.66
Lalitha Kumbhat	2,50,000	0	0.00	2,50,000	0.22
Preeti Rao	1,00,000	0	0.00	1,00,000	0.09
Vibhuti K Jain	1,00,000	0	0.00	1,00,000	0.09

*Assuming 100% conversion of warrants

f. The Identity of the natural persons who are the ultimate beneficial owners of the convertible warrants proposed to be allotted and/or who ultimately control the proposed allottees

The identity of the natural persons who are the ultimate beneficial owners of the convertible warrants proposed to be allotted and /or who ultimately control the proposed allottees is given in the following table:

Name and PAN of Allottee	Category of Allottee	Natural persons who are the ultimate beneficial owners
Sulochanadevi Anil Agarwal **PAN:AABPA9575D**	Promoter	Sulochanadevi Anil Agarwal
Anita Vijaykumar Jindal **PAN: AGMPJ6508N**	Non -Promoter	Anita Vijaykumar Jindal
Meeta Jalan **PAN:AJGPJ3048J**	Non -Promoter	Meeta Jalan
Rajesh Kumar Sureka **PAN:ALMPS2855A**	Non -Promoter	Rajesh Kumar Sureka
Krishna Kumar Jalan- HUF **PAN:AAKHK1766K**	Non -Promoter	Krishna Kumar Jalan
Manvendra Shekhawat **PAN:JBLPS1120L**	Non -Promoter	Manvendra Shekhawat
Sunita Gaur **PAN:AHBPG8532B**	Non -Promoter	Sunita Gaur
Pratyush Dwivedi **PAN:EEZPD7026C**	Non -Promoter	Pratyush Dwivedi
Suchita S Chaudhary **PAN:ATIPC4152G**	Non -Promoter	Suchita S Chaudhary
Sarita Ramashre Yadav **PAN:ADJPY6947N**	Non -Promoter	Sarita Ramashre Yadav
Jainab Shahadatali Shaikh **PAN:EVFPS7319J**	Non -Promoter	Jainab Shahadatali Shaikh
Joginder Pal Sharma **PAN:DVPPS4917H**	Non -Promoter	Joginder Pal Sharma
Suman **PAN:CFIPS2963B**	Non -Promoter	Suman
Archana Devi **PAN:AREPD3951G**	Non -Promoter	Archana Devi
Debashish Swain **PAN:BLHPS4826D**	Non -Promoter	Debashish Swain
Vijaybhai M Shah **PAN:ANZPS7231F**	Non -Promoter	Vijaybhai M Shah
Ranjeet Sharaf **PAN:AYDPS 8156L**	Non -Promoter	Ranjeet Sharaf
Kanwaljit Singh **PAN:AGUPB6851A**	Non -Promoter	Kanwaljit Singh
Navjit Singh **PAN:BALPS9130F**	Non -Promoter	Navjit Singh
Sanjeev Kumar **PAN:APMPK5340N**	Non -Promoter	Sanjeev Kumar
Surendra Singh Yadav **PAN:AAOPY4791J**	Non -Promoter	Surendra Singh Yadav

Name and PAN of Allottee	Category of Allottee	Natural persons who are the ultimate beneficial owners
Ramanjit Singh **PAN:APVPS6049B**	Non -Promoter	Ramanjit Singh
Jaswinder Kaur **PAN:AKSPK0856G**	Non -Promoter	Jaswinder Kaur
Vikrant Singh **PAN:ASXPS1689Q**	Non -Promoter	Vikrant Singh
Harpreet Kaur **PAN:AXKPK0626K**	Non -Promoter	Harpreet Kaur
Surya Exim Ltd **PAN:AABCP4158J**	Non -Promoter	Mr. Jagdish Saboo & Mrs. Archana Saboo
Rakesh Arora (HUF) **PAN: AAIHR6776E**	Non -Promoter	Rakesh Arora
Manish Shailendra Srivastava **PAN:AGDPS7016D**	Non -Promoter	Manish Shailendra Srivastava
Mahesh Chandra Gupta **PAN:AYDPG7273L**	Non -Promoter	Mahesh Chandra Gupta
Patel Dipakkumar S **PAN:ALXPP3832H**	Non -Promoter	Patel Dipakkumar S
Ketan Chhotalal Sheth **PAN:AADPS9601E**	Non -Promoter	Ketan Chhotalal Sheth
Lalitha Kumbhat **PAN:AABPL2900P**	Non -Promoter	Lalitha Kumbhat
Preeti Rao **PAN:BGVPM6186R**	Non -Promoter	Preeti Rao
Vibhuti K Jain **PAN:BJYPJ1530L**	Non -Promoter	Vibhuti K Jain

g. Change in control, if any, in the Company consequent to the preferential issue

As a result of the proposed issue of equity shares on a preferential basis, there will be no change in the control of the Company.

h. Lock-in-period

i. The Warrants and the Equity Shares allotted pursuant to conversion of such warrants on a preferential basis shall be subject to 'lock-in' in accordance with the ICDR Regulations.

ii. The entire pre-preferential shareholding of Proposed Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

i. Basis or justification of Price

The above convertible warrants will be issued and allotted at a price not less than the higher of the following in terms of the guidelines:-

i. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date;or

ii. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevantdate.

Accordingly, the price of the convertible warrants to be issued is fixed at Rs. 29/- (Rupees twenty nine only) in accordance with the price as determined under Regulation 76 SEBI (ICDR) Regulations, 2009.

j. Undertakings

In terms of the ICDR Regulations, the Company hereby undertakes that:

i. It shall re-compute the price of Warrants/ Equity Shares issued in terms of the provisions of ICDR Regulations, where it is required to doso.

ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked- in till the time such amount is paid by the proposedallottees.

k. Certificate from the statutoryauditors

The Certificate from M/s. Kartik Joshi & Associates, Chartered Accountants, statutory auditors of the Company, to the effect that the present preferential offer is being made in accordance with the requirement contained in Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company between10:00 a.m. and 5:00 p.m. till the date of passing of the specialresolution.

l. RelevantDate

The Relevant Date on the basis of which the price of the Issue of convertible equity warrants has been calculated is Tuesday, April 3, 2018i.e. 30 days prior to the date of passing of the special resolution by the members of the Company at Extra ordinary General meeting to approve the proposed preferential issue of Shares, in accordance with the SEBI (ICDR)Regulations.

m. Number of persons to whom allotment on preferential basis have already been made during the year:

During the financial year, the Company had issued 2,00,00,000 equity shares pursuant to conversion of warrants on February 1, 2018 to following persons on preferential basis.

Name of Allottee	Category	No. of Equity Shares Issued
Mr. Anil Agarwal	Promoter	75,00,000
M/s. Khazana Tradecom Private Limited	Non -Promoter	1,25,00,000
Total		**2,00,00,000**

n. Other Disclosures

i. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a wilful defaulter.

ii. Pursuant to Regulation 74(4) of the SEBI (ICDR) Regulations, the allotment shall be made only in dematerialised form;

iii. The Board, in its meeting held on March 29, 2018 has approved the issuance of convertible warrants on preferential basis in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

iv. The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the separate account of the Company from the Bank Account of the Warrant holder;

v. In case the option to subscribe to equity shares against such Warrants is not exercised by the Warrant holder within 18 months, the consideration paid by such allottee in respect of such Warrants shall be forfeited by the Company;

vi. The allotment of the Warrants is subject to the Warrant holder not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Warrant holder has represented that it has not sold any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

The Board believes that the proposed issue will be in the interest of the Company and its shareholders.

The Board, recommends Resolution no. 3 of the accompanying Notice to the shareholders for their approval by way of Special Resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

For and on behalf of the Board
Mitesh Agarwal
Managing Director & CEO
DIN: 00060296

Place: Daman
Date: April 3, 2018

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing a proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested tofill in their folio number/Client ID and DP ID, sign the attendance slip and hand it over at the gate of the venue of the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not lessthan three days of notice in writing is given to the Company.
5. An electronic copy of the EGM notice is being sent to all the members, whose e-mail IDs are registered with the Company/ Depository participant(s) for communication purposes. For members, who have not registered their email address, physical copies of the EGM notice are being sent in the permitted mode. Members may also note that EGM notice will also be available on the Company's website for their download.
6. MembersareinformedthatincaseofjointholdersattendingtheEGM,onlysuchjointholderwhoishigherin the order of names will be entitled tovote.
7. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
8. Corporate Members are requested to send a Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
9. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a Body Corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorised by him/her.
10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 10.00 a.m. to 1.00 p.m. up to the date of this Extra Ordinary General Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.
12. Members are requested to notify the Company/Registrar and Share Transfer Agent oftheir email address and any change in the correspondence address.
13. Route Map for the location of the aforesaid meeting isenclosed.
14. Voting through Electronic means:
    In compliance with provisions of Section 108 of the Companies Act, 2013 read with
    Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015,the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the EGM) to exercise their right to vote at the Extra ordinary General Meeting (EGM) by Electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
    The facility for voting, through ballot/polling paper, shall be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be eligible to exercise their voting rights at themeeting.
    The instructions for members for voting electronically are as under:- In case of members receiving e-mail:

1. The voting period begins on April 30, 2018 (9.00 A.M.) and ends on May 2, 2018 (5.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in Dematerialised form, as on the cut-off date i.e. April 26, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. on May 2, 2018.
2. Shareholders who have already voted through remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to voting at the meeting venue.
3. The Shareholders should Log on to the e-voting websitewww.evotingindia.com
4. Click on "Shareholders"tab.
5. **i) Now Enter your UserID**
   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits ClientID,
   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

ii) Next enter the Image verification as displayed and click on Login.

6. If you are holding shares in Demat form and had logged on to www.evotingindia.comand voted on an earlier voting of any company, then your existing password is to beused.
7. If you are a first time user follow the steps given below:
8. Now, fill up the following details in the appropriate boxes.

Name of Allottee	Category
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided by the Company.
Dividend Bank Details	Enter the Dividend Bank Details or Date Of Birth as recorded in your demat account or in the company records in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction 5.

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

10. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in dematform will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice of EGM.
12. Click on the EVSN of Radha Madhav Corporation Limitedon which you choose tovote.
13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Note for Institutional Shareholders and Custodians.
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.comand register themselves as Corporates.
    - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
    - After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
    - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
    - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF formatin the system for the scrutinizer to verify the same.
20. 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
21. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e- voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date i.e. April 26, 2018
22. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
23. The Company has appointed Mr. Dipendra Dilip Dabholkar, Practicing Company Secretary, Practising Company Secretary (Membership No. 42508 CP No. 15912), as the Scrutinizer, to scrutinize the e-voting process (including poll at the meeting), in a fair and transparent manner.
24. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than Forty Eight hoursof the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favouror against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The result declared along with the report of the Scrutinizer shall be placed on the website of the Company- www.rmclindia.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd. (BSE) and National Stock Exchange of India Ltd.(NSE).

ROUTE MAP OF THE VENUE OF THE MEETING



RADHA MADHAV CORPORATION LIMITED

CIN: L74950DD2005PLC003775
Regd. Office: Survey No 50/9 Adaman Industrial Estate Village Kadaiya Nani Daman DD - 396210
Phone: +91-0260-6619000
Email: info@rmclindia.co.in Website : www.rmclindia.co.in

EXTRA ORDINARY GENERAL MEETING -MAY 3, 2018
FORM MGT- 11
Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROXY FORM

Name of the member(s):	
Registered Address:	
Email ID:	
Folio No./ Client Id /DP Id:	

I/We being the Member (s) of_____shares of Radha Madhav Corporation Limited, hereby appoint:

1. Name:_____E-mail ID:_____

Address:_____

_____Signature:_____ of failing him / her

2. Name:_____E-mail ID:_____

Address:_____

_____Signature:_____ of failing him / her

3. Name:_____E-mail ID:_____

Address:_____

_____Signature:_____ of failing him / her

as my/our proxy to attend and vote , in case of a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held onThursday, May 3, 2018 at 9. 30 a.m. at the registered office of the Company atSurvey No. 50/9, Adaman Industrial Estate, Village KadaiyaNani, Daman DD - 396210 and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Description	Vote (optional see Note 2)	
		For	Against
1.	Increase in Authorised Share Capital of the Company and consequent alteration in Memorandum of Association of the Company		
2.	Issue of Equity Shares on Preferential Basis to Promoter and Non Promoter of the Company.		
3.	Issue of Convertible Warrants on Preferential Basis to Promoter and Non Promoter of the Company.		

Signed this _____ day of _____ 2018.

Affix Revenue Stamp

Signature of Shareholder (s) _____

Notes:

1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference by tick mark. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, the Explanatory Statement and notes, please refer to the notice of the Extra-Ordinary General Meeting.

RADHA MADHAV CORPORATION LIMITED

CIN: L74950DD2005PLC003775
Regd. Office: Survey No 50/9 Adaman Industrial Estate Village Kadaiya Nani Daman DD - 396210
Phone: +91-0260-6619000
Email: info@rmclindia.co.in Website : www.rmclindia.co.in

Attendance Slip for Extra Ordinary General Meeting

(to be handed over at the entrance of the Meeting Hall at the venue of the Meeting)

Name of the Member
Folio Number
Name of the Proxy (To be filled in, if the Proxy attends instead of the member)
Address of the Member
Joint Holder 1
Joint Holder 2

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company held on Thursday, May3, 2018at 9. 30 a.m. at the registered office of the Company at Survey No. 50/9,Adaman Industrial Estate, Village KadaiyaNani, Daman DD - 396210 .

First / Sole Holder / Proxy **Second Holder / Proxy**

NOTES:

1. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. **Sign at appropriate place as applicable to you.**
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3. Body Corporate / Company, who are a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company.
4. Please read the instructions printed under the Notes to the Notice of this Extra Ordinary General Meeting.