UNDER CLAUSE 31 OF THE LISTING AGREEMENT

Certified true copy of the resolution passed by members through Postal Ballot of which result was declared on 25.04.2014

SPECIAL BUSINESS

SPECIAL RESOLUTION

Item No. 1 – ALTERATION OF MAIN OBJECT CLAUSE:

1. " 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 limitedto 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 andfood 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

The Resolution was passed through postal ballot by 98% in Favour and 2% being invalid votes.

2 . SPECIAL RESOLUTION

Item No. 2 –RECLASSIFICATION OF PREFERENCE SHARES INTO EQUITY SHARES

"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 SharesCapital of the Company be diminished from Rs.59,00,00,000/- (Rupees Fifty Nine Crore only) divided

into 5,30,00,000 (Five CroreThirty 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."

The Resolution was passed through postal ballot by 98% in Favour and 2% being invalid votes

3. **SPECIAL RESOLUTION**

Item No. 3 FURTHER ISSUE OF SHARES AND WARRANT TO SPECIFIED PERSIONS ON PREFERENTIAL BASIS

"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.

The Resolution was passed through postal ballot by 98% in Favour and 2% being invalid votes

4. **SPECIAL RESOLUTION**

Item No. 4 AUTHORIZATION TO THE BOARD OF DIRECTORS DOR MORTGAGING AND/OR CREATING CHARGE

"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."

The Resolution was passed through postal ballot by 98% in Favour and 2% being invalid votes

5. **SPECIAL RESOLUTION**

Item No. 5 AUTHORIZATION TO THE BOARD OF DIRECTORS OR ANY COMMITTEE OF THE BOARD FOR BORROWING POWERS

"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

The Resolution was passed through postal ballot by 98% in Favour and 2% being invalid votes.

The Chairman thereafter stated that the Special Business set out in Notice dt. 20.03.2014 was therefore was dully approved by the members.

Sd/-
(Anil Agarwal)
Chairman

Nani Daman
25.04.2014

FOR RADHAMADHAV CORPORATION LIMITED

MR. ABHISHEK AGARWAL
(JT. MANAGING DIRECTOR)