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HOUSEHOLD PRODUCT WARE

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HEALTH & PERSONAL CARE

ELECTRONICS

OTHERS



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## **BOARD & OTHER PARTICULARS**

### **BOARD OF DIRECTORS**

Mr. Anil J. Agrawal	Chairman
Mr. Mitesh A. Agrawal	Managing Director & CEO
Mr. Abhishek Agrawal	Jt. Managing Director
Mr. Kanubhai Patel**	Director
Mr. Subhash Agarwal *	Director
Mr. Serge A Lapointe *	Director
Mr. Radhey Krishna Mishra*	Director
Mr. Rajiv Prasankumar Nanavati*	Director

\* Independent & Non-Executive Directors

\*\* Resigned on 17.07.2014

### **AUDITORS**

**H.P.SHAH ASSOCIATES**

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

**CS MANGESH SHETYE**

### **BANKERS**

#### **State Bank of India**

Stressed Asset Management Branch,  
Ahmedabad

#### **Bank of Baroda**

Mangaldas Market Branch, Mumbai  
SSI Daman Branch, Daman

### **REGISTERED OFFICE**

Survey No. 50/9/A, Daman Industrial Estate,  
Village Kadaiya, Nani Daman -396 210,  
UT of Daman & Diu  
Tel No.: 0260 - 6619000  
Fax No: 0260- 2220177  
[info@rmclindia.co.in](mailto:info@rmclindia.co.in)  
[Investor\\_complaint@rmclindia.co.in](mailto:Investor_complaint@rmclindia.co.in)  
[www.rmclindia.co.in](http://www.rmclindia.co.in)

### **REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compound  
L.B.S. Marg, Bhandup West,  
Mumbai - 400078  
Tel No.: 022 - 25963838 25946970  
Fax No.: 022 - 25946969  
[rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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**RMCL RETAIL**

**THE TECHNOLOGY STORE**

**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](http://www.rmclindia.co.in) E-mail: [investor\\_complaint@rmclindia.co.in](mailto:investor_complaint@rmclindia.co.in)

Tel No. 0260-6619000- Fax:0260-2220177

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **Tenth** Annual General Meeting of the Members of **Radha Madhav Corporation Limited** (CIN: L74950DD2005PLC003775) Will be held at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman -396 210, UT of Daman & Diu on 30<sup>th</sup> September, 2014 at 9.30 a.m. to transact the following business:

#### **ORDINARY BUSINESS:**

1.	To receive, consider and adopt the Financial Statements as at 31 <sup>st</sup> March, 2014 together with the Directors' Report and Auditors' Report thereon.
2.	To appoint a Director in place of Mr. Anil J. Agrawal, (DIN: 00060250) who retires by rotation, and being eligible offers himself for re-appointment.
3.	To appoint Auditors and to fix their remuneration.
	To consider and, if thought fit to pass, with or without modification(s) the following Resolution as an <b>Ordinary Resolution</b> .
	"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, H.P Shah Associate. (Firm Registration No.109588W) the Chartered Accountants, Vapi, be and are hereby re- appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the <b>next Annual General Meeting</b> of the Company at a remuneration as may be decided by the Chairman."

#### **SPECIAL BUSINESS:**

4.	Appointment of Mr. Subhash Agarwal, (DIN: 05155180) as the Independent Director.
	To consider and, if thought fit to pass, with or without modification(s) the following Resolution as an <b>Ordinary Resolution</b> .
	"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof

	for the time being in force) and Clause 49 of the Listing Agreement, Mr. Subhash Agarwal, (DIN: 05155180), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five ) years w.e.f 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,”
5.	Appointment of Mr. Serge A Lapointe , (DIN: 01865080) as the Independent Director.
	To consider and, if thought fit to pass, with or without modification(s) the following Resolution as an <b>Ordinary Resolution</b> .
	“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Serge A Lapointe , (DIN: 01865080), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five ) w.e.f 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,”
6.	Appointment of Mr. Radhey Krishna Mishra, (DIN: 02553220) as the Independent Director.
	To consider and, if thought fit to pass, with or without modification(s) the following Resolution as an <b>Ordinary Resolution</b> .
	“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Radhey Krishna Mishra, (DIN: 02553220), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five ) w.e.f 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,”
7.	Appointment of Mr. Rajiv Prasadkumar Nanavati, (DIN : 02554841) as the Independent Director.
	To consider and, if thought fit to pass, with or without modification(s) the following Resolution as an <b>Ordinary Resolution</b> .
	“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)

	Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajiv Prasadkumar Nanavati, (DIN : 02554841), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five ) w.e.f 01.04.2014 to 31.03.2019, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director,”.
8.	Related party transaction
	To consider and, if thought fit to pass, with or without modification(s) the following Resolution for related party transaction as a <b>Special Resolution</b>
	<p>“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings held on 2nd September, 2014, the consent of the Company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder, as per details and on terms &amp; conditions as set out under Item no. 8 of the Explanatory Statement annexed to this Notice”</p> <p>RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”</p>

**By and on behalf of the Board**

**Place:** Daman

Date: 2.9.2014

sd/-  
**(Mr. Anil Agarwal)**  
Chairman

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of aforementioned business is attached.
3. The register of members and the share transfer books of the Company will remain closed from 22<sup>nd</sup> September, 2014 to 30<sup>th</sup> September, 2014 (both days inclusive).
4. The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 19<sup>th</sup> September, 2014 are entitled to vote by Ballot Paper attending Annual General Meeting in person(s) on the resolutions set forth in this Notice.

### **5. Voting through electronic means**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.
- II. The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 19<sup>th</sup> September, 2014 are entitled to vote on the resolutions set forth in this Notice. The Voting period will commence on Monday 22<sup>nd</sup> September, 2014 at 9:00 am and will end on Wednesday, 24<sup>th</sup> September, 2014 at 6:00 p.m.



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

#### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details 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.</li></ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a 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](mailto: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 format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

IV. The voting period begins at on Monday 22<sup>nd</sup> September, 2014 at 9:00 am and will end on Wednesday, 24<sup>th</sup> September, 2014 at 6:00 p.m. During this period shareholders' of