

NOTICE

NOTICE is hereby given that the **Twenty Second** Annual General Meeting of the Members of Radhe Developers (India) Limited (the Company) will be held on Friday, the 2nd September, 2016 at 11:30 a.m. at 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad – 380009 to transact the following businesses:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Alok Vaidya (DIN: 00101864), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any modification, variation or re-enactment thereof, the appointment of M/s. R. Choudhary and Associates, Chartered Accountants (Firm Reg. No. 101928W) as Statutory Auditors of the Company, approved in the 20th Annual General Meeting until the conclusion of 23rd Annual General Meeting of the Company to be held in the year 2017, be and is hereby ratified (for the financial year 2016-17) and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorised to fix their remuneration for the financial year 2016-17 and permit reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

4. 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bharat Pandya (DIN:07521459) who was appointed as an Additional Director pursuant to provisions of Section 161(1) of Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of Annual General Meeting and in respect of whom 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, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 31st March, 2021, not liable to retire by rotation.”

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

“RESOLVED THAT in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and also subject to the approval of the Central Government, if required, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashish Patel (DIN: 00228026) as a Managing Director of the Company, designated as Chief Executive Officer, with effect from 01st January, 2016 for a period of 5 (five) years i.e. upto 31st December, 2020, not subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ashish Patel, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to and in accordance with the provision of Articles of Association of the Company and subject to such further approvals of statutory and other authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to the board of directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make investment and to provide loan, give guarantee(s) and / or provide security(ies) in excess of 60% of the aggregate of the paid-up capital and free reserves and/or up-to 100% of the aggregate of free reserves of the Company as per the limit prescribed under section 186 as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the maximum aggregate amount not exceeding ₹ 150 Crores (Rupees One hundred Fifty Crores only) at any time with the existing loans, investments and Guarantees.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized on behalf of the company to do all such acts, deeds and thing as may be required for the purpose and to sign, submit and execute all such papers and document in this regard.”

By order of the Board of Directors
For, **Radhe Developers (India) Limited**

Date : 1st August, 2016
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING/ AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY NOT LESS 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 22ND ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ANNEXED HERETO.
2. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of the special business mentioned in above notice is annexed hereto. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of board resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
4. Members/proxies/authorized representatives should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
5. Members who hold shares in dematerialised form are requested to write their DP – ID and Client – ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
7. Brief resume of all Directors including those liable to retire by rotation and proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Report on Corporate Governance forming part of the Annual Report.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
9. **The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Wednesday, the 24th August, 2016 to Friday, the 2nd September, 2016 (both days inclusive) for the purpose of 22nd Annual General Meeting.**

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10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
 11. Shareholders are eligible to file their nominations against their shareholding. Nomination Form(s) are available at the Registered Office of the Company situated at 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad – 380 009. Those interested in getting the facility of nomination may write to the Company Secretary of the Company for a copy of the prescribed Nomination Form.
 12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. MCS Share Transfer Agent Limited.
 13. 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 physical form can submit their PAN to the Company or contact our Registrar and Transfer Agent i.e. MCS Share Transfer Agent Limited.
 14. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:
M/s. MCS Share Transfer Agent Limited
201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009
Tel : +91 79-26580461/62/63, E-mail: mcsstaahmd@gmail.com, mcsahmd@gmail.com
 - Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.
 - Bring the copy of Annual Report at the meeting.
 15. In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report of the Company for the Financial Year 2015-16, including the Notice convening the 22nd Annual General Meeting, has been emailed to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013, and Rule 11 of the Companies (Accounts) Rules, 2014. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other notices from the Company electronically.
 16. The Annual Report of the Company will be available on the Company’s website www.radhedevelopers.com, and on the website of respective Stock Exchange where the equity shares of the Company are listed, www.bseindia.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Members who require communication in physical
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form in addition to e-communication, or have any other queries, may write to us at secretarial@radheinfra.com.

17. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday between 11.00 a.m. to 01.00 p.m. prior to the date of 22nd Annual General Meeting of the Company.
18. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
19. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is City Gold Cinema (Ashram Road).

20. Voting through electronic means (E-Voting)

Section – A

- i. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly the members may exercise their rights to vote on resolutions proposed to be passed at the 22nd Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic system from a place other than the venue of the meeting (“remote e-voting”) through the remote electronic voting service facility arranged by Central Depository Services (India) Limited.
- ii. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process.
- iii. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- iv. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
- v. The Members whose names are recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the Cut-off date i.e. 24th August, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting through the ballot process at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- vi. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 24th August, 2016 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the ballot process at the AGM by following the procedure mentioned in this part.

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- vii. The Remote e-voting period will commence on Tuesday, 30th August, 2016 at 9.00 a.m. and will end on Thursday, 1st September, 2016 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 24th August, 2016 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
 - viii. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - ix. The facility for voting through ballot process would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot process. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
 - x. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 24th August, 2016.
 - xi. The Company has appointed CS Alkesh Jalan, Practicing Company Secretary (Membership No. ACS: 15677; CP No: 4580), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through ballot process at the AGM, in a fair and transparent manner.

Section – B

The procedure and instructions for members for remote e-voting (both for physical as well as demat holders) are, as follows:

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” tab to cast your vote(s).
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi. 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 digits 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"> 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. In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.
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"> 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 as mentioned in instruction (iv).

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

viii. Members holding shares in physical form will then reach directly to 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN of the Company i.e. **160726005** for the relevant "**RADHE DEVELOPERS (INDIA) LIMITED**" to vote.

xi. 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.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. 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.

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- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. In case you have any queries or issues regarding remote 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.
- ixx. The Scrutinizers shall immediately after the conclusion of the voting at the meeting, first count the votes of the valid poll paper cast at the 22nd Annual General Meeting. They shall then proceed to unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers thereafter shall submit their report to the Chairperson after completion of their scrutiny. The result of the voting will be announced within forty eight hours of the conclusion of the 22nd Annual General Meeting at the Registered Office of the Company, i.e. 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad – 380 009.
- xx. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.radhedevelopers.com and on the website of CDSL and shall also be intimated to the Bombay Stock Exchange where shares of the Company are listed.
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Contact Details

- Company** : **RADHE DEVELOPERS (INDIA) LIMITED**
Regd. Office: 1st Floor, Chunibhai Chambers,
Behind City Gold Cinema, Ashram Road,
Ahmedabad – 380 009
Tel : +91 79-26583381/82
E-mail : secretarial@radheinfra.com
Website : www.radhedevelopers.com
- Registrar and Transfer Agent** : **M/s. MCS Share Transfer Agent Limited**
201, Shatdal Complex, 2nd Floor,
Opp. Bata Show Room, Ashram Road,
Ahmedabad – 380 009

Tel : +91 79-26580461/62/63
E-mail : mcsahmd@gmail.com
- E-voting Agency** : **Central Depository Services (India) Limited**

Tel : +91 22-22723333/ 8588
E-mail : helpdesk.evoting@cdslindia.com
- Scrutinizer** : **Mr. Alkesh Jalan**
Practicing Company Secretary
E-mail : jalanalkesh@gmail.com

By order of the Board of Directors
For, **Radhe Developers (India) Limited**

Date : 1st August, 2016
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS**ITEM NO. 4**

Pursuant to Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors of the Company, Based on the Recommendation of Nomination and Remuneration Committee, appointed Mr. Bharat Pandya (DIN:07521459) as an Additional Director of the Company with effect from 23rd May, 2016.

In terms of provisions of Section 161(1) of the Act, Mr. Bharat Pandya would hold office up to the date of the ensuing Annual General meeting.

Mr. Bharat Pandya is proposed to be appointed as an Independent Director to hold office for a term up to 31st March, 2021, not liable to retire by rotation.

The Company has received notice from the member along with the deposit of requisite amount under section 160 of the Act, proposing Mr. Bharat Pandya as a candidate for the office of Director of the Company.

Mr. Bharat Pandya is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149 of the Act inter alia stipulates the criteria of independence before appointing any Independent Director in its Board. As per the said section 149 of the Act, an independent director can hold office for a term up to five consecutive years on the Board of the Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has also received declaration from Mr. Bharat Pandya that he meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and rules made thereunder.

In the opinion of the Board, Mr. Bharat Pandya fulfill the conditions for appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Bharat Pandya is independent of the management.

Brief resume of Mr. Bharat Pandya, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure of the Notice of 22nd Annual General Meeting.

Keeping in view their vast expertise and knowledge, it will be in the interests of the Company that Mr. Bharat Pandya is appointed as an Independent Director.

Except Mr. Bharat Pandya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Resolution set out at Item no. 4 of the Notice for approval of the Members.

ITEM NO. 5

Mr. Ashish Patel (DIN: 00228026) was re-appointed as a Managing Director of the Company for a period of 5 years w.e.f. 01st January, 2011 on the remuneration and other terms and conditions as approved by the members of the Company in the 17th Annual General Meeting held on 29th September, 2011. As the existing tenure of Mr. Ashish Patel as Managing Director of the Company expired on 31st December, 2015 the Board of Directors of the Company in its meeting held on 28th January, 2016 has, subject to the approval of members, re-appointed him as a Managing Director designated as Chief Executive Officer (CEO) of the Company for a further period of five years w.e.f. 01st January, 2016 on the remuneration and terms and conditions, as detailed hereunder. The Nomination and Remuneration Committee of the Board in its meeting held on 28th January, 2016 has considered and recommended the aforesaid re-appointment of Mr. Ashish Patel to the Board for their approval.

He will be entitled following remuneration:

- A. Salary:** ₹ 2,75,000/- per month
- B. Perquisites:** In addition to the salary, the following perquisites shall be allowed to the Managing Director and the total value of perquisites shall be restricted to an amount equal to ₹ 25000/- per month.

CATEGORY - "A"

- (i) Housing:

The Company shall provide furnished accommodation to the Managing Director. If the Managing Director is having his own accommodation, the Company shall pay house rent allowance at the rate of ₹ 20,000/- per month, subject to a limit of 10 % of his salary.

The Company shall provide equipments and appliances, furniture, fixtures and furnishing, including maintenance of all, at the residence of the Managing Director at the entire cost of the Company.

The Company shall reimburse the expenses of gas, electricity, water etc. The expenditure on these, valued in accordance with the Income-tax Rules, shall not exceed 10% of the salary.

- (ii) Medical Reimbursement:

Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

- (iii) Leave Travel Concession:

The Company shall provide leave travel fare for the Managing Director and his family once in a year.

- (iv) Personal Accident Insurance:

The Company shall pay Personal Accident Insurance upto ₹10,000/- per annum.

(v) Club Fee:

The Company shall pay and / or Reimburse Fees and Expenses (excluding admission and Life membership fees) of clubs, subject to a maximum of two clubs.

CATEGORY - "B"

- (i) The Company shall contribute towards Provident Fund/Superannuation Fund/Annuity Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.
- (ii) The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.
- (iii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.

The perquisite under this Category shall not be included in the computation of ceiling on remuneration.

CATEGORY - "C"

- (i) The Company shall provide a Car with Driver at the entire cost of the Company for use for the business of the Company. Use of Car for personal purposes shall be billed by the Company.
- (ii) The Company shall provide telephone including mobile phone at the residence of the Managing Director at the entire cost of the Company. Personal long-distance calls shall be billed by the Company.
- (iii) The Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however, be reimbursed the actual traveling, lodging and boarding expenses incurred by him for attending meetings of the Board of Directors and/or committees thereof.
- (iv) The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned under (a) above and perquisites as above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.
- (v) In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.
- (vi) The Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.
- (vii) "Family" means the spouse, dependent children and dependent parents of Managing Director.
- (viii) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

GENERAL

- (i) The Chief Executive Officer shall perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- (ii) The Chief Executive Officer shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- (iii) The Chief Executive Officer shall adhere to the Company's Code of Ethics & Conduct.

Mr. Ashish Patel satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Ashish Patel and other details, as required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are separately annexed hereto.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on 28th January, 2016 approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 a.m. to 01:00 p.m. on all working days till the date of the Annual General Meeting.

Mr. Ashish Patel and Mrs. Jahnavi Patel and their relatives are deemed to be concerned or interested (financially or otherwise) in this resolution. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution. The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members.

ITEM NO. 6

The Company is basically engaged in the business of providing infrastructural facilities. As per Section 186 of the Act read with the Rules framed there under, the Company is required to obtain the prior approval of the Members by way of a Special Resolution to give loan, to provide Guarantee and for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The Business of the Company is improving day by day and with that there would be surplus fund which would be idle for short term periods and require investment in various securities/debt funds, to avail the opportunity cost lost for such funds remaining idle.

Looking at the new Act, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made there under, to enable the Company to acquire

the securities of any Body Corporate by way of subscription, purchase or otherwise, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The Board of Directors have proposed the limit not exceeding ₹ 150 crores with regard to make investment, provide loan, give guarantee(s) and/or provide security(ies), and accordingly, consent is hereby sought for overall limit not exceeding to ₹ 150 crores (Rupees One Hundred Fifty Crores only).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in anyway, concerned or interested (financially or otherwise) in the said resolution. The Board recommends the Resolution set out at Item no. 6 of the Notice for approval of the Members.

By order of the Board of Directors
For, **Radhe Developers (India) Limited**

Date : 1st August, 2016
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary

ANNEXURE TO NOTICE**Details of Directors seeking Appointment / Re-appointment**

[Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

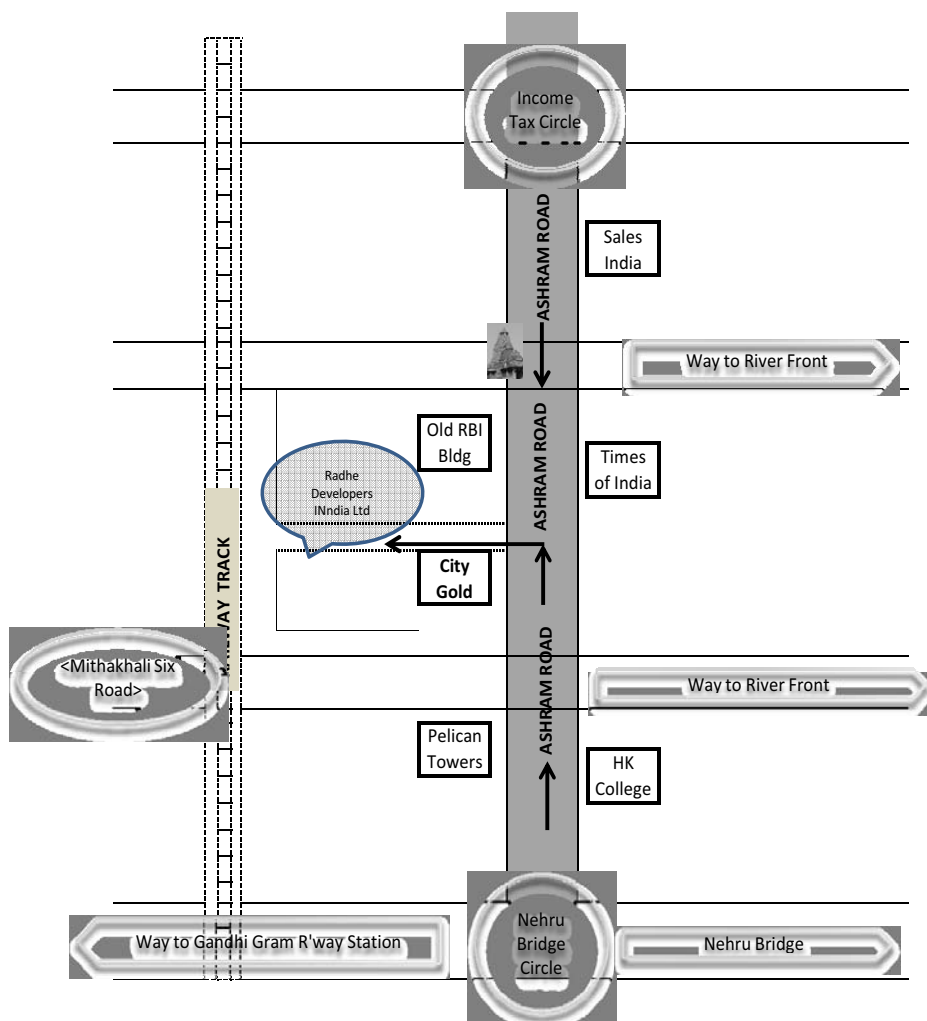
Name of Director	Date of Birth	Date of appointment	Qualification	Nature of Expertise	Name of Public Companies in which he/she holds Directorship	Name of Committees of Public Companies of which he/she holds Membership / Chairmanship*	No. of Shares held
Mr. Alok Vaidya	15.10.1955	14.03.2005	B. Com.	He has expertise in Finance, Accountancy and Administration.	NIL	Radhe Developers (India) Limited Audit Committee (Member) Stakeholders' Relationship Committee (Member)	NIL
Mr. Bharat Pandya	17.01.1970	23.05.2016	B.Com.	He is businessman, has vast experience of Trading/ Imports	NIL	Radhe Developers (India) Limited Audit Committee (Chairman) Stakeholders' Relationship Committee (Chairman)	21000
Mr. Ashish Patel	24.12.1970	17.02.1995	B. Com.	He has expertise in the field of operation, marketing, project Implementation with a rich experience of 25 years.	Radhe Infrastructure and Projects (India) Limited	Radhe Developers (India) Limited Stakeholders' Relationship Committee (Member)	3713023

* Represent Chairmanship/membership of Two Committees viz. Audit Committee and Stakeholders' Relationship Committee as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Route Map to the Venue of the Annual General Meeting

Venue : 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad – 380009

Land mark : City Gold Cinema (Ashram Road)



THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A “GREEN INITIATIVE IN THE CORPORATE GOVERNANCE” BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.

RADHE DEVELOPERS (INDIA) LIMITED

Regd. Office: 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad-380009, CIN: L45201GJ1995PLC024491,
Website: www.radhedevelopers.com Phone: +91 79-26583381/2, Fax: +91 79-26585567, E-mail: secretarial@radheinfra.com

Form No. 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 member(s): _____

Registered address: _____

Email ID: _____

Folio Number/ DP ID- Client ID: _____

I / We, being the Member(s) holding _____ shares of Radhe Developers (India) Limited, hereby appoint:

1. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him / her

2. Name: _____

Address: _____

Email ID: _____

Signature: _____, or failing him / her

3. Name: _____

Address: _____

Email ID: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Twenty Second** Annual General Meeting of Radhe Developers (India) Limited to be held on Friday, 2nd September, 2016, at 11:30 a.m. at 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad - 380009 and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. Consider and Adopt Audited Financial Statements, the Reports of the Board of Directors and the Auditors for the financial year ended on 31st March, 2016. (Ordinary Resolution)
2. Appointment of a director in place of Mr. Alok Vaidya, who liable to retire by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)
3. Ratification of the Appointment of Statutory Auditor of the Company. (Ordinary Resolution)

SPECIAL BUSINESS

4. Appointment of Mr. Bharat Pandya as an Independent Director. (Ordinary Resolution)
5. Re-appointment of Mr. Ashish Patel as a Managing Director of the Company, designated as Chief Executive Officer. (Special Resolution)
6. Approval for increasing limits of the Company under Section 186 of the Companies Act, 2013 to provide loan, give guarantee and make investment. (Special Resolution)

Signed this.....day of, 2016

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Radhe Developers (India) Limited

RADHE DEVELOPERS (INDIA) LIMITED

Regd. Office: 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad-380009, CIN: L45201GJ1995PLC024491,

Website: www.radhedevelopers.com Phone: +91 79-26583381/2, Fax: +91 79-26585567, E-mail: secretarial@radheinfra.com

ATTENDANCE SLIP

(To be handed over at the registration counter situated near the entrance of the meeting venue)

1.	Full name and Registered address of the member attending (in BLOCK LETTERS)	
2.	Full name of the joint-holder (To be filled in if first named Joint – holder does not attend meeting)(in BLOCK LETTERS)	
3.	Full Name of Proxy (To be filled in if Proxy Form has been duly deposited with the Company)(in BLOCK LETTERS)	
4.	Folio No. / DP ID – Client ID*	
5.	Number of Share(s) held	

I / We being the registered shareholder / proxy for the registered shareholder** of the Company, hereby record my / our presence at the 22nd Annual General Meeting of the Company held on Friday, the 2nd September, 2016 at 11:30 a.m. at 1st Floor, Chunibhai Chambers, B/h City Gold Cinema, Ashram Road, Ahmedabad – 380 009 and at any adjournment(s) thereof.

Member's / Proxy's Signature

* Applicable for members holding shares in electronic form.

** Strike-off whichever is not relevant

NOTES:

1. Please read the instructions to exercise e-voting option printed under Note Number 20 to the Notice convening the 22nd Annual General Meeting of the Company printed in the accompanying Annual Report for 2016.
2. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.

Radhe Developers (India) Limited

Regd. Office: 1st Floor, Chunibhai Chambers,
B/h City Gold Cinema, Ashram Road,
Ahmedabad – 380 009 (Gujarat), India
CIN: L45201GJ1995PLC024491

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E-mail: secretarial@radheinfra.com

Visit us: www.radhedevelopers.com
