

NOTICE

Notice is hereby given that the 23rd Annual General Meeting (AGM) of the Members of Radhe Developers (India) Limited will be held on Friday, September 15, 2017 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 consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Smt. Jahnvi A. Patel, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Jahnvi A. Patel (DIN 00230301), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To Appoint Auditors and fix their remuneration and in this regard, pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Chandabhoy & Jassoobhoy, Chartered Accountants (Firm Registration No. 101648W), be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

By order of the Board of Directors

Date : August 11, 2017

Place : Ahmedabad

Mukesh Chaudhary

Company Secretary

Registered Office:

1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road,
Ahmedabad - 380 009 (Gujarat), India | CIN : L45201GJ1995PLC024491

Tel. : +91 79-26583381 | Fax : +91 79-26585567

E-mail : secretarial@radheinfra.com | Website : www.radhedevolvers.com

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 23RD ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ANNEXED HERETO.
2. 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.
3. Members / proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting.
4. Members who hold shares in dematerialized 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.
5. 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.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 (‘the Act’) and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Friday, the September 8, 2017 to Friday, the September 15, 2017 (both days inclusive) for the purpose of 23rd Annual General Meeting.
8. Members are requested to address all correspondence to the Registrar and Transfer Agent, MCS Share Transfer Agent Limited, Unit : Radhe Developers (India) Limited, 201, Shatdal Complex, 2nd Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009, e-mail id : mcsahmd@gmail.com.
9. The Annual Report 2016-17, the Notice of the 23rd Annual General Meeting and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical

copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

10. 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 details to MCS Share Transfer Agent Limited.
11. As per Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's Website www.radhedevolvers.com (under 'Investors' section). Members holding shares in physical form may submit the same to MCS Share Transfer Agent Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
12. 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 23rd Annual General Meeting of the Company.
13. 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.
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs or RTA of the Company.
15. Additional Information, pursuant to Regulation 36 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
16. In compliance with the 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The Board has appointed Alkesh Jalan, Practicing Company Secretary (Membership No. ACS: 15677; CP No: 4580), as the Scrutinizer to scrutinize the e-voting / ballot process in a fair and transparent manner.
17. The e-voting period commences on **Monday, the September 11, 2017 at 9:00 a.m. and ends on Thursday, the September 14, 2017 at 5:00 p.m.** During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. **September 8, 2017**, 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 e-voting module will be disabled by NSDL for voting thereafter. 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. **September 8, 2017**. 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.

18. 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. 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.
19. 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.
20. 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 23rd 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 23rd 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.
21. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.radhedevlopers.com and on the website of NSDL and shall also be intimated to the Bombay Stock Exchange where shares of the Company are listed.
22. 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).
23. A detailed list of instructions for e-voting is annexed to this Notice.

By order of the Board of Directors

Date : August 11, 2017
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary

Registered Office:

1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road,
Ahmedabad - 380 009 (Gujarat), India | CIN : L45201GJ1995PLC024491

Tel. : +91 79-26583381 | Fax : +91 79-26585567

E-mail : secretarial@radheinfra.com | Website : www.radhedevlopers.com

ANNEXURE TO NOTICE

Additional Information of Director recommended for 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	:	Smt. Jahnvi Patel
Age	:	44 years
Date of Appointment on the Board	:	March 27, 2015
Qualification	:	Commerce Graduate
Nature of Expertise in functional areas	:	Business Management and HR related matter
Terms and Conditions of Appointment /Re-appointment	:	As per the resolution passed by the shareholders at the Annual General Meeting held on September 29, 2015, Smt. Jahnvi A. Patel was appointed as a Non-executive Director, liable to retire by rotation
Shareholding in the Company as on March 31, 2017	:	57,38,375 shares
Relationship with other Directors / Key Managerial Personnel	:	Spouse of Shri Ashish P. Patel and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	:	4
Directorships of other Boards as on March 31, 2017	:	Radhe Infrastructure and Projects (India) Limited
Membership/Chairmanship* of Committees of other Boards as on March 31, 2017	:	-

* 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.

By order of the Board of Directors

Date : August 11, 2017
Place : Ahmedabad

Mukesh Chaudhary
Company Secretary

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Instructions for e-voting

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Section 108 of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The detailed instructions for e-voting are as follows:

1. Members whose email addresses are registered with the depository participant(s) will receive an email from NSDL informing them of their user ID and password. On receiving the email, members will need to go through the following steps to complete the e-voting process:
 - a. Open email and open PDF file viz; “RDIL e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
NOTE : Shareholders who have already registered with NSDL for e-voting will not receive the PDF file “RDIL e-voting.pdf”.
 - b. Launch your internet browser by type the following URL: www.evoting.nsdl.com. Click on Shareholder - [Login](#)
 - c. Enter the user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the e-voting instruction page. Click Login.
 - d. The Password change menu will appear. Change the password with new password of your choice. The new password should have a minimum 8 digits/characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - e. The Home page of e-voting open. Click on e-voting: Active Voting Cycles.
 - f. Select ‘EVEN’ (E-voting Event Number) of Radhe Developers (India) Limited.
 - g. Now you are ready for e-voting as the ‘Cast Vote’ page opens.
 - h. Cast your vote by selecting the option of your choice and click on ‘Submit’, and also remember to ‘Confirm’ when prompted.
 - i. On confirmation, the message ‘Vote cast successfully’ will be displayed.
 - j. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - k. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., together with the attested specimen signature/s of the authorized

signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to jalankesh@gmail.com, with a copy marked to evoting@nsdl.co.in.

2. For members whose email IDs are not registered with depository participant(s) (Members receives a physical copy of the Notice of the AGM), the following instructions may be noted:
 - a. The Initial User ID and password is provided in the enclosed attendance slip.
 - b. Please follow the instructions from b to k as mentioned in step 1 to cast your vote.
3. For any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for members available in the 'Downloads' section of www.evoting.nsdl.com. Members can also contact Mr. Rajiv Ranjan, NSDL, to resolve any grievances with regard to e-voting. Tel: +91 22 24994600 or toll free no. 1800222990; email: evoting@nsdl.co.in.
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password' option available on the site to reset the password.
5. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com.

- a. For Shareholders are holding shares in demat mode, user ID is the combination of DP ID + Client ID.
 - b. For Shareholders are holding shares in physical mode, user ID is the combination of EVEN No + Folio No.
6. The e-voting period commences on **Monday, the September 11, 2017 at 9:00 a.m. and ends on Thursday, the September 14, 2017 at 5:00 p.m.** During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. **September 8, 2017**, 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 e-voting module will be disabled by NSDL for voting thereafter. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the Notice convening the AGM and up to the Cut-off date i.e. **September 8, 2017**, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
 7. The voting rights of members shall be proportionate to their share of the paid up equity share capital of the Company as on the Cut-off date i.e. **September 8, 2017**. E-voting rights cannot be exercise by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No. MGT-11]

RADHE DEVELOPERS (INDIA) LIMITED

Regd. Office : 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad-380009.

CIN: L45201GJ1995PLC024491 | Phone : +91 79 26583381 | Fax : +91 79 26585567,

E-mail : secretarial@radheinfra.com | Website : www.radhedevelopers.com

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 : _____

_____ Signature : _____

or failing him / her

2. Name : _____

Address : _____

_____ Signature : _____

or failing him / her

2. Name : _____

Address : _____

_____ Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23rd Annual General Meeting of Radhe Developers (India) Limited to be held on Friday, September 15, 2017, at 11:30 a.m. at 1st Floor, Chunibhai Chambers, Behind 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 March 31, 2017. (Ordinary Resolution)
2. Appointment of a director in place of Smt. Jahnvi Patel, who liable to retire by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)
3. Appointment of Statutory Auditor of the Company. (Ordinary Resolution)

Signed this day of, 2017

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Revenue
Stamp of
not less
than ₹ 1

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.

ATTENDANCE SLIP

(To be presented at the entrance of the meeting venue)

RADHE DEVELOPERS (INDIA) LIMITED

Regd. Office : 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad-380009.

CIN: L45201GJ1995PLC024491 | Phone : +91 79 26583381 | Fax : +91 79 26585567,

E-mail : secretarial@radheinfra.com | Website : www.radhedevelopers.com

I / We hereby record my / our presence at the 23rd Annual General Meeting (AGM) of the Company held on Friday, the September 15, 2017 at 11:30 a.m. at 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad - 380 009 and at any adjournment(s) thereof.

Folio No. _____

DP ID No. _____

Client ID No. _____

Name of the Member _____

Name of the Proxyholder _____

Member's / Proxy's Signature

Notes :

1. Only member / Proxyholder can attend the Meeting.
2. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the AGM.

Route Map to the Venue of the Annual General Meeting

Venue : 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad – 380 009.

Land mark : City Gold Cinema (Ashram Road)

