



RADHE DEVELOPERS (INDIA) LIMITED

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 531273

October 01, 2021

Dear Sir,

Subject: Notice of the Extraordinary General Meeting to be held on October 25, 2021

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the Extraordinary General Meeting (EGM) of the Company scheduled to be held on *Monday, October 25, 2021* at 10:00 a.m. at 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad - 380 009.

The aforesaid notice of EGM along with explanatory statement thereto is being sent to all eligible shareholders through permitted mode.

The notice is also uploaded on the Company's website at www.radhedevlopers.com.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,
For **Radhe Developers (India) Limited**,

Dipen A. Dalal
Company Secretary & Compliance Officer



Encl.:

1. Notice of the Extraordinary General Meeting to be held on October 25, 2021



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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EOGM/01/2021-22) of the Members of Radhe Developers (India) Limited will be held on Monday, October 25, 2021 at 10:00 a.m. at 1st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad - 380009 to transact the following businesses:-

SPECIAL BUSINESSSES:

1. Approval for Increase in Authorised Share Capital and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) and re-enactment (s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from the present Rs. 31,00,00,000/- (Rupees Thirty one Crores only) divided into 3,10,00,000 (Three Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Approval to alter Clause V of Memorandum of Association and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to sections 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the rules notified thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the same with the following Clause V:

V. The Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Approval to Appoint Mr. Rahul Mehra as an Independent Director of the Company and in this regard, if thought fit, pass the following resolution as an **Special Resolution**:

“RESOLVED THAT Mr. Rahul Mehra (DIN: 06577142), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 25, 2021 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Rahul Mehra , who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing September 25, 2021 to September 24, 2026, be and is hereby approved.”

4. Appointment of Statutory Auditor to fill Casual Vacancy and to fix their remuneration and in this regard, if thought fit, to 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 (Audit and Auditor) Rules, 2014 (Including any Statutory modification(s) or enactment(s) thereof, for the time being in force) M/s. H K Shah & Co., Chartered Accountants (FRN: 109583W) be and hereby appointed as an Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (FRN: 101648W), to hold the office w.e.f September 25, 2021 until the conclusion of forth coming Annual General Meeting on such remuneration plus applicable taxes, and out of the pocket expenses, as may be determined

and recommended by the Audit Committee in consultation with auditors and duly approved by the Board of Directors of the Company.”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To alter object clause of MOA and in this regard, if thought fit, to pass the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and of Companies (Incorporation) Rules, 2014 and other rules framed under the provision of Companies Act, 2013, consent of the Board of Directors of the Company be and is hereby accorded, subject to necessary consents, approvals, if any, required from the Registrar of the Companies / Ministry of Corporate Affairs the existing Clause III (A) be and is hereby altered as by way of addition of Clause III (A) (3) after Clause III (A) (2):

“To create, acquire, develop, license, assign, market, obtain, promote or otherwise maintain all types of Internet channels/ portals, websites and technology and carry on the business of design, development, creation, marketing, acquisition, licensing, assignment or otherwise deal in all kinds of branded and original contents, internet based games, mobile games, interactive games, multiuser games, acting school, quiz competition programmes, provide training for acting of various social, cultural and entertainment programmes, sponsor acting programmes and carry out activities of media, education, entertainment and development programmes including production of film, serials, advertisement, web series, support application software’s, as well as all kinds of multimedia solutions including various themes and wallpapers, games, songs videos or any other video and any other games, promote, sponsors, creators, managers and marketing agency for games and gaming events, sports and sports events, fairs, exhibitions & workshops and to distribute the same through any means, including through telecom service providers, device manufactures, digital media platforms, payments gateways, offline consumer activities, and any other online /offline medium.”

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or such other person as authorized by the Board, be and are hereby authorized severally to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Date : September 25, 2021

Place: Ahmedabad

Dipen A. Dalal
Company Secretary & Compliance Officer

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

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Extra Ordinary General Meeting (“Meeting”) is annexed hereto.
2. **A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Extraordinary General Meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Extraordinary General Meeting. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed hereto.
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 duly filled Attendance Slip enclosed herewith to attend the Meeting.
5. 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.
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. 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.
8. The Notice of the Extraordinary 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.
9. Mr. Rahul Mehra is interested in the Special Resolution set out at Item No. 3 of the Notice with regard to his appointment. Except Mr. Rahul Mehra and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the resolution set out at item No. 3 of this Notice.
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.radhedevelopers.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 Extraordinary General Meeting of the Company.
13. SEBI has decided that securities of listed companies can be transferred only in dematerialised form April 01, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
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 EGM, 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 EGM. The Board has appointed Alkesh Jalan, Practicing Company Secretary (Membership No. FCS: 10620; 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 **Friday, 22nd October, 2021 at 9:00 a.m. and ends on Sunday, 24th October, 2021 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. Monday, **October 18, 2021**, 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. Monday, October 18, 2021**. 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 EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot process. The Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM 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 Extraordinary 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 2 working days of the conclusion of the Extraordinary 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.radhedevolvers.com and on the website of NSDL and shall also be intimated to the Bombay Stock Exchange (BSE) where shares of the Company are listed.
22. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
23. The route map of the venue of the Extraordinary General Meeting is appended to this Report. The prominent land mark near the venue is City Gold Cinema (Ashram Road).
24. A detailed list of instructions for e-voting is annexed to this Notice.
25. Facility of Video Conferencing will be provided at the Venue, in case the number of members attending the EGM exceeds than permitted by the laws for the time being in force.

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

Date : September 25, 2021
Place: Ahmedabad

Dipen A. Dalal
Company Secretary & Compliance Officer

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

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Other Applicable Provisions

ITEM NO. 1

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

In order to avoid any delay in raising fund during any unforeseen exigencies on account of breach of Authorised Capital limit, it is proposed to raise the limit of Authorised Share Capital of the Company from Rs. 31,00,00,000/- (Rupees Thirty one Crores only) divided into 3,10,00,000 (Three Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The above mentioned increase in the Authorised Share capital of the Company will require approval of members.

The Board of Directors recommends the Resolution for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

ITEM NO. 2

Due to proposed increase in authorized share capital of the Company, the existing authorised share capital clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The above mentioned alteration in the Share Capital Clause i.e Clause V of Memorandum of Association of the Company will require approval of members.

The Board of Directors recommends the Resolution for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 1:00 PM (IST) on all working days (Monday – Friday) (i.e. except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

ITEM NO. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rahul Mehra (DIN 06577142), as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from September 25, 2021 to September 24, 2026, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Rahul Mehra shall hold office up to the date of forthcoming AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Rahul Mehra to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He also affirms that he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

In the opinion of the Board, Mr. Rahul Mehra fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the EOGM.

Brief resume of Mr. Rahul Mehra, 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 01/2021-22 Extraordinary General Meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rahul Mehra as an Independent Director is now being placed before the Members for their approval.

The Board of Directors recommends the Resolution for approval of the members.

Except Mr. Rahul Mehra and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution.

ITEM NO. 4

The Members at the Annual General Meeting of the Company held on September 15, 2017 had approved the appointment of M/s. Chandabhoy & Jassoobhoy, Chartered Accountants (ICAI Firm Registration No. 101648W) as Statutory Auditors of the Company for a period of 5 years from the conclusion of the 23rd Annual General Meeting held on September 15, 2017 up to the conclusion of the 28th Annual General Meeting.

M/s. Chandabhoy & Jassoobhoy, Chartered Accountants vide their letter dated September 25, 2021 have resigned as Statutory Auditors of the Company. The reason for resignation stated is that the the company has not increased the fees as proposed by them.

Therefore, pursuant to the provisions of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactments(s) thereof, for the time being in force), in place of the casual vacancy caused by the resignation of M/s. Chandabhoy & Jassoobhoy, Chartered Accountants, the Board of Directors of the Company, based on recommendation of Audit Committee in the meeting held on September 25, 2021, appointed M/s. H K SHAH & Co, Chartered Accountants (FRN. 109583W) as Auditor of the Company from September 25, 2021 up to conclusion of the forthcoming Annual General Meeting at a remuneration plus applicable taxes & out of pocket expenses to be determined and recommended by the Audit Committee and duly approved by the Board of Directors of the Company.

In terms of Section 139(8) of the Act, the appointment made by Board of Directors to fill the casual vacancy caused by resignation of the Auditor, shall be approved by the Company at a general meeting within three months from the date of recommendation of Statutory Auditors made by the Board of Directors. Therefore approval of the Company is sought for the said Appointment of Statutory Auditors, M/s. H K SHAH & Co, Chartered Accountants (FRN. 109583W).

Brief Profile of the Statutory Auditor is as under:

M/s. H K Shah & Co. was started in the year 1989, having vast experience in various industries listed on BSE & NSE, National and State-level Government PSUs, Corporations, Boards etc. both in the field of Internal & Statutory Audits.

The Firm's work experience spans over 30 years and covers the following areas:

(i) Auditing & Assurance (ii) Internal Audit & Risk Advisory Services (iii) Management Consulting Services (iv) Valuation Services (v) Data Science & Machine Learning (AI) Consulting Services (vi) Book Keeping Services (vii) Compliance Services (viii) IT Systems Auditing and Consultancy Services etc.

M/s. H K SHAH & Co, Chartered Accountants (FRN. 109583W), have consented to their appointment as Statutory Auditors and have confirmed that if appointed their appointment will be in accordance with section 139 and Section 141 of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the as the Statutory Auditors in terms of the provisions of the Act and the rules made thereunder.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the Resolution for approval of the members.

ITEM NO. 5

The Board of Directors intends to diversify the business of the Company. The Board of Directors of the Company intends to enter into the business of entertainment and hospitality sector. In order to enable the Company to diversify its business, the Company intends to alter its object Clause. The Board of Directors feels that the new business will increase the wealth of Shareholders.

Pursuant to the provisions of Section 13 and of Companies (Incorporation) Rules, 2014 consent of the members of the Company is necessary for alteration of Memorandum of Association of the Company.

A Copy of the existing and proposed Memorandum of Association is available for inspection at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the EGM.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the Resolution for approval of the members.

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

Date : September 25, 2021

Place: Ahmedabad

Dipen A. Dalal
Company Secretary & Compliance Officer

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

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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 and Revised Secretarial standard on General Meeting issued by the Institute of Company Secretaries of India]

1. Mr. Rahul Mehra

Director Identification Number (DIN)	:	06577142
Nationality	:	Indian
Date of Birth	:	26.12.1970
Age	:	51 years
Date of Appointment on the Board	:	September 25, 2021
Qualification	:	B.A from Delhi university & M.B.A from Pune University
Nature of Expertise in functional areas	:	Sales & Marketing
Number of Board Meetings attended during the year	:	NA
Terms and Conditions of Appointment / Re-appointment	:	Mr. Rahul Mehra was appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 years commencing September 25, 2021 to September 24, 2026
Shareholding in the Company as on March 31, 2021 including shareholding as a beneficial owner	:	NIL
Relationship with other Directors / Key Managerial Personnel	:	NONE
Directorships of other Boards as on March 31, 2021 [^]	:	NIL
Membership / Chairmanship* of Committees of other Boards as on March 31, 2021	:	NIL

[^]Listed Entities

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

Date : September 25, 2021
Place: Ahmedabad

Dipen A. Dalal
Company Secretary & Compliance Officer

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
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Instructions for e-voting

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

The Electronic voting particulars are set out below:

EVEN (E-VOTING EVENT NUMBER)
118492

The detailed instructions for e-voting are as follows:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@radheinfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@radheinfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Contact Details:

Company	: Radhe Developers (India) Limited Registered Office: 1 st Floor, Chunibhai Chambers, Behind City Gold Cinema, Ashram Road, Ahmedabad - 380 009, Gujarat, IndiaCIN : L45201GJ1995PLC024491 Tel. : +91 79 26583381 E-mail : secretarial@radheinfra.com
Registrar & Transfer Agents	: MCS Share Transfer Agent Limited Tel. : +91 79 26580461 / 62 / 63 E-mail : mcsstaahmd@gmail.com
E-voting Agency	: National Securities Depository Limited Phone : 1800-222-990 (Toll Free) Email : evoting@nsdl.co.in
Scrutinizer	: Jalan Alkesh & Associates Practicing Company Secretary E-mail : jalanalkesh@gmail.com

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Jalanalkesh@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800-1020-990/1800-2244-30** or send a request at evoting@nsdl.co.in

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.radhedevlopers.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

3. Name : _____

Address : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **Extraordinary General Meeting** of Radhe Developers (India) Limited to be held on **Monday, October 25, 2021, at 10:00 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: ** I wish my above proxy to vote in the manner as indicated in the box below:

SPECIAL BUSINESS	For	Against
1. Approval to increase in Authorised Share Capital of the Company from 31 crores to 45 crores. (Ordinary Resolution)		
2. Approval to alter Clause V of Memorandum of Association. (Ordinary Resolution)		
3. Approval to appoint Mr. Rahul Mehra as an Independent Director of the Company. (Special Resolution)		
4. Appointment of Statutory Auditor to fill casual vacancy and to fix their remuneration (Ordinary Resolution)		
5. Approval to alter Object clause of Memorandum of Association (Special Resolution)		

Signed this.....day of, 2021

Signature of Shareholder:

Signature of Proxy holder(s):



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.***
- ***A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.***
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appoint a proxy doesn't prevent a member from attending the meeting in person if he/she so wishes. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy will stand automatically revoked.
- In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- ** This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the box. If you leave 'for' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the meeting in the manner he/she thinks appropriate.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered as valid.

If the company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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 certify that I / We am / are member(s) / proxy for the member(s) of the Company.

I / We hereby record my / our presence at the **Extra-ordinary General Meeting** of the Company held on **Monday, the October 25, 2021 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.

Name of First Named Member/ Proxy/ Authorised Representative	
Folio No. :*	
DP ID No. :*	
Client ID No. :	
No. of Shares held :	

Member's / Proxy's Signature

Notes :

1. Only member / Proxyholder can attend the Meeting.
2. Please complete the form and handover at the entrance of the hall.
3. *Applicable for Investors holding shares in electronic form.

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)

