

RADHEY TRADE HOLDING LTD.

25, STRAND ROAD 6TH FLOOR
ROOM-607, MARSHAL HOUSE
KOLKATA - 700001

CIN: L67120WB1981PLC033991
website: www.rholdings.org
E mail Id: info@rholdings.org
Ph: 033-6503 5881

Postal Ballot Notice

**[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company is seeking the consent of the members for the below mentioned resolution by way of postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration.

The company has appointed Mrs. Rinku Jain, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the notice and return the Form duly completed in all respect in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, 24th July, 2017 at the following address: Rinku Jain, Address – 40, Garan Hatta Street, 1st Floor, Kolkata-700006. Members may choose to vote using the e-voting facility, the details whereof are also specified under "instructions for e-voting" as contained under notes.

The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility to the members.

The Scrutinizer will submit her report to the Chairman of the Company after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced on 26th July, 2017 at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website.

SPECIAL BUSINESS:

PROPOSED RESOLUTION:

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

“RESOLVED THAT pursuant to the provisions of Section 13(4) of the Companies Act, 2013 read with Rule 30 of The Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, and subject to the confirmation of the Regional Director and such other approvals, as may be necessary, the consent of the Members of the Company be and are hereby accorded for shifting of Registered Office of the Company from the **“State of West Bengal”** to the **“State of Gujarat”**.

RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause II:

II. The Registered Office of the Company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and / or severally authorized to sign, affirm and file the petition, affidavits, to publish newspaper notices and to file various other related documents with the Regional Director, the Registrar of Companies and such other authorities and also to appoint Authorized Representative to represent the Company before the Regional Director and other authorities and to do all such acts, deeds and things as may be necessary in connection therewith and incidental to give effect to this resolution.”

Notes

1. An Explanatory Statement setting out the material facts concerning the Resolution is annexed.
2. The documents, if any, referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the company on all working days between 11:00 a.m. and 5:30 p.m. upto 24th July, 2017.
3. The company has appointed Ms. Rinku Jain, Practicing Chartered Accountant as Scrutinizer for conducting the postal ballot in a fair and transparent manner.
4. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 2nd June, 2017. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date.
5. Under the ‘Green Initiative’ of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all other members at their registered address by the permitted mode along with the Postal Ballot Form.
6. The Company is extending remote e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching postal ballot form. E-voting is optional for members.

7. Please note that the members can opt for only one mode of voting, i.e. through postal ballot or e-voting. In case of voting by both the modes, voting done through e-voting will prevail and ballot of such member will be ignored.

8. There will be one Postal Ballot Form/ e-voting for every Folio/ Client Id irrespective of the number of joint holders.

9. Voting rights in the postal ballot form cannot be exercised by a proxy.

10. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against after last date of receipt of Postal Ballot/ e-voting latest by 26th July, 2017.

12. The assent or dissent received after the last date of receipt of Postal Ballot / e-voting i.e., 24th July, 2017 shall be treated as if reply from the member has not been received.

13. GENERAL INSTRUCTIONS:

- I. A shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or e-voting. In case a shareholder opts for e-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. In case a shareholder opts for both the method, then voting cast through e-voting shall be considered.
- II. Voting period commences on and from **25th June, 2017 at 9.00 A.M. and ends on 24th July, 2017 at 5.00 P.M.**
- III. The results of the Postal Ballot and e-voting will be announced on **26th July, 2017** at the Registered Office of the Company and shall also be published in the newspapers.
- IV. The voting rights for the shares are one vote per equity share, registered in the name of shareholders/ beneficial owners of the Company as of the cut-off date of 2nd June, 2017
- V. The Scrutinizer's decision on the validity of the Postal Ballot and e-voting will be final.

1. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM:

- I. The members are requested to carefully read the instructions printed hereunder and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the scrutinizer, on or before 24th July, 2017 be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- II. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy is permitted thereof.

- III. Envelopes containing postal ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.
- IV. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
- V. There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the postal ballot.
- VI. The Form should be completed and signed by the registered member. In case of joint share holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- VII. The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- VIII. In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- IX. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution /appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- X. Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.
- XI. A Member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Postal Ballot Form should reach the Company/Scrutinizer not later than by the close of working hours of Monday, 24th July, 2017. Forms received after this date will be strictly treated as if the reply from such member has not been received.
- XII. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of Friday, 2nd June, 2017 taken as the cut-off date.
- XIII. Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

- XIV. The Scrutinizer will finalize her report on the scrutiny of the Forms received and submit her report to the Chairman of the Company. The decision of the Chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on 26th July, 2017 and will also be posted on the Company's website www.rhodings.org
- XV. The date of declaration of postal ballot result will be taken as the date of passing of resolutions.
- XVI. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Ms. Rinku Jain, Practicing Chartered Accountant.

2. INSTRUCTIONS FOR VOTING BY ELECTRONIC VOTING MEANS :

- i) The voting period begins on 25.06.2017 from 9.00 A.M and ends on 24.07.2017 till 5.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 02.06.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | 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. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 (vii). |
|--|---|

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant **Radhey Trade Holding Limited** on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create 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.
- xix) In case you have any queries or issues regarding 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 or contact them at 1800 200 5533.
- xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

14. Institutional Members / Bodies Corporate (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 attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at rinkujain20@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th July, 2017 upto 5:00 pm without which the vote shall not be treated as valid.

14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 2nd June, 2017.

15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 2nd June, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

16. The Notice of Postal Ballot will be sent to all the members, whose names appear in the register of members / depositories as at closing hours of business, on 2nd June, 2017. The Notice of the Postal Ballot will also be sent electronically to those members whose e-mail IDs are registered with the Company / Depository Participant(s).

17. Mrs. Rinku Jain has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through postal ballot in a fair and transparent manner. The Scrutinizer will submit within a period not exceeding 48 hours from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

18. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL. The same will be communicated to the listed stock exchanges where shares are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement pursuant to provisions of section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

Item No: 1

Presently, the Registered Office of the Company is situated in the State of West Bengal, Kolkata. However, keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing, it is proposed to shift the registered office of the Company to the State of Gujarat, Jamnagar.

The Management has an outlook that the Company's future growth depends in Gujarat. Hence, the Management is of the view that for further development, the Company's registered office should be shifted from the "State of West Bengal" to "State of Gujarat". It will be more beneficial for the company in terms cost effectiveness as well as for better control of day to day affairs of the Company.

Therefore, it is proposed to change the situation of the registered office of the Company from the "State of West Bengal" to "State of Gujarat" and this needs an alteration of Memorandum of Association of the Company in relation to the Situation clause i.e. Clause II. This alteration is aimed to carry on the business of the Company more economically or more efficiently and smooth functioning of various operations of the Company as well as enlarge local area of its operations.

The above change cannot be effected without amending clause II of the Memorandum of Association of the Company. Hence, the special resolution(s) as set out in the notice are submitted for your consideration and approval. On obtaining the sanction of members, steps will be taken to obtain the sanction of Regional Director as required under Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014.

Accordingly, pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 the proposed resolution is recommended for your approval by way of Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives is in any way, concerned or interested, in the proposed resolution.

Date: 10th June, 2017

Place: Kolkata

For Radhey Trade Holding Limited

**(Rahul Sharma)
Managing Director
DIN 03258779**

RADHEY TRADE HOLDING LTD.

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POSTAL BALLOT FORM

Postal Ballot No:

1. Name of Sole/ First Shareholder/
Beneficial Owner and its
Registered Address:
2. Name(s) of the Joint Member(s), if any
3. Registered Folio No. /
DP ID No. /Client ID No.:
4. No of shares held:

I/we hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the businesses stated in the Postal Ballot Notice dated 10th June, 2017 of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark in the appropriate boxes below:

| Item No. | Resolutions | No. of shares held | Options | |
|----------|--|--------------------|---------|---------|
| | | | For | Against |
| 1. | Special Resolution for shifting of the Registered Office of the Company from State of West Bengal to State of Gujarat. | | | |

Place:

Date:

Signature of the member or authorized representative

E-VOTING PARTICULARS

| EVSN (E-voting Sequence Number) | USER ID | PASSWORD |
|---------------------------------|---------|----------|
| 170613005 | | |

NOTES:

- i.) Please read carefully the instructions mentioned in the notice before exercising your vote.
 - ii.) The duly completed Postal Ballot Form should reach the Scrutinizer by 24.07.2017 till 5.00P.M.
 - iii.) The Voting period will start on 25.06.2017 at 9.00 A.M. and will end on 24.07.2017 at 5.00 P.M.
 - iv.) Please refer to e-voting instructions mentioned in the Notice.
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