Radhey Trade Holding Limited

04th September, 2019

To,
BSE Limited,
Listing Dept. /Dept. of Corporate Service,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Security Code: 539814
Security ID: RADHEY

Dear Sirs,

Sub: Notice of 38th Annual General Meeting

With reference to captioned subject, we hereby intimate you that the 38th Annual General Meeting of the Company is scheduled to be held on Thursday, 26th September, 2019 at 11:30 a.m. at the Registered Office of the Company situated at Digvijay Plot, Street No. 51, Opposite Makhicha Nivas, Jamnagar – 361 005.

Notice of 38th Annual General Meeting is enclosed herewith for your reference.

Kindly take the same in your record

Thanking you.

Yours faithfully,

For Radhey Trade Holding Limited

S.R. Mapara

Shipra Mapara
Company Secretary

RADHEY TRADE HOLDING LIMITED JAMNAGAR

Encl.: as above

CIN : L67120GJ1981PLC103918
Regd. Office: Digvijay Plot, Street No. 51, Opp. Makhicha Nivas, Jamnagar-361005, Gujarat.
Web: www.rholdings.org | Email : info@rholdings.org | Contact No. : 9898087736

NOTICE

Notice is hereby given that the Thirty Eight (38th) Annual General Meeting (AGM) of Radhey Trade Holding Limited ("the Company") will be held on Thursday, September 26, 2019 at 11.30 A.M. at the registered office of the Company situated at Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005, to transact the following businesses;

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Reports of Board of Directors and the Auditor thereon.

2. To appoint a Director in place of Mr. Piyush Malde (DIN: 07689869) who retires by rotation and, being eligible, offers himself for re-election.

Special Businesses:

3. **To Appoint M/s. Jayesh Patel & Co., Chartered Accountants on casual vacancy caused due to resignation of M/s. Doshi Maru & Associates, Chartered Accountants.**

   To Consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Jayesh Patel & Co, Chartered Accountants (FRN.: 146776W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Doshi Maru & Associates, Chartered Accountants (FRN.: 0112187W), Jamnagar.

   "RESOLVED FURTHER THAT M/s. Jayesh Patel & Co, Chartered Accountants, Ahmedabad be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them."

   "RESOLVED FURTHER THAT any of the Director, be and is hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E forms with Registrar of Companies."

4. **Appointment of Mr. Harshil Naishad Shah (DIN 08424183) as Non-Executive Independent Director of the Company.**

   To consider and if thought fit, to pass with or without modification, following resolution as an Ordinary resolution:

   "RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Harshil Shah (DIN 08424183), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from April 16, 2019 and who holds office till the date of this AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Harshil Shah (DIN 08424183) as a candidate for the office of an independent director of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period up to April 15, 2024, not liable to retire by rotation."

5. **Appointment of Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) as Non-Executive Independent Director of the Company.**

   To consider and if thought fit, to pass with or without modification, following resolution as an Ordinary resolution:

   "RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Sonal Sheth (DIN 08472184), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from June 07, 2019 and who holds office till the date of this AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Sonal Sheth (DIN 08472184) as a candidate for the office of an independent director of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period up to June 06, 2024, not liable to retire by rotation."

6. **Appointment of Mrs. Svapna Chauhan as a Director of the Company.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Svapna Chauhan (DIN: 08549207), who was appointed as Additional Director on August 28, 2019 for a 3 consecutive years and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

"RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Registered office:
Digvijay Plot, Street No. 51 Opposite
Makhicha Nivas Jamnagar -361005.

Place: Jamnagar
Date: September 02, 2019

For and on behalf of Board of Directors

Shipra Mapara
Company Secretary

Notes:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/appointment as Director under Item Nos. 3 to 6 of the Notice are also annexed.

2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**

   A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

   The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

   During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the AGM. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

4. Corporate members, intending to send their authorized representatives to attend the AGM, are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.

5. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.

6. **The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 21, 2019 to Thursday, September 26, 2019 (both days inclusive).**

7. The route map showing directions to reach the venue of the 38th AGM is provided at the end of this Notice.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.rholdings.org.

10. Members seeking any information with regard to the accounts are requested to write to the Company at least before Seven days, so as to enable the Management to keep the information ready at the Annual General Meeting.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

13. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.

14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.

15. **The remote e-voting period commences on Monday, September 23, 2019 (09:00 a.m.) and ends on Wednesday, September 25, 2019 (05:00 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 being the day of Friday, September 20, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.**

16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 20, 2019.

17. The facility for voting through polling paper shall be made available at the AGM and the Members attending the AGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 20, 2019 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.

18. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

19. The Board of Directors has appointed S Bhattbhatt & Co., (Suhas Bhattbhatt M. No 11975, C.O.P. 10427) Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.

20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

21. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the votingforthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rholdings.org and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

22. The instructions for e-voting are as under:

Step 1.Open your web browser during the voting period and log on to the e-voting website: www.evotingindia.com
Step 2.Now click on “Shareholders” to cast your votes.
Step 3.Now, fill up the following details in the appropriate boxes:

User-ID:

a) For CDSL: 16 digits beneficiary ID
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
c) Members holding shares in physical form should enter the Folio Number registered with the Company.

Step 4.Next, enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to then your existing password is to be used.

Step 5. 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 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. e.g. If your name is RameshKumar with sequence number 1 then enter RA00000001 in the PAN field.

DOB# Enter the Date of Birth as recorded in dd/mm/yyyy format.

Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat Bank account or the Company records for the said folio.

If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

Please enter the DOB or dividend bank details in order to login.

Step 6. After entering these details appropriately, click on "SUBMIT" tab.

Step 7. Members holding shares in physical form will then directly reach the Company selection screen. However, first time user 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 can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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.

Step 8. If Demat account holder has forgotten the changed password then enter the user ID and the image verification code and click on Forgot Password and enter the details as prompted by the System.

Step 09.For members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Step 10.Click on EVSN of the Company to vote.

Step 11.On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. Select the relevant option as desired YES or NO and click to submit.

Step 12. Click on the resolution file link if you wish to view the entire Notice.

Step 13. 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

Step 14. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 15. Instructions for Non – Individual Members and Custodians:

- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scan 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.

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. Please follow the instructions as prompted by the mobile app while voting on your mobile. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rholdings.org and on the website of CDSL i.e www.cdslindia.com within Two days of the passing of the Resolutions at the 38th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
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.

CONTACT DETAILS

Company	Radhey Trade Holding Limited **Regd. Off:** Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar - 361005. **Tel:** +91-288-2661942; **Email:** info@rholdings.org;
Registrar and Share Transfer Agent	Niche Technologies Pvt. Ltd **Regd. Off:** D-511, Bagree Market, 71 B R B Basu Road, Kolkata, West Bengal,700001 **Email:** nichetechpl@nichetechpl.com; **Tel. No.:** +91-33- 22343576/22357270.
e-Voting Agency	Central Depository Services (India) Limited **E-mail ID:**helpdesk.evoting@cdslindia.com **Phone :**+91-22-23058543
Scrutinizer	Suhas Bhattbhatt, Practicing Company Secretary **E-Mail ID:** suhasbrd@rediffmail.com

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

Item No. 3 To Appoint M/s. Jayesh Patel & Co., Chartered Accountants on casual vacancy caused due to resignation of M/s. Doshi Maru & Associates, Chartered Accountants (FRN.: 0112187W), Jamnagar.

M/s. Doshi Maru & Associates, Chartered Accountants, Jamnagar have tendered their resignation from the position of Statutory Auditors due to Personal reason including other Engagement, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Jayesh Patel & Co., Chartered Accountants, Ahmedabad, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Doshi Maru & Associates, Chartered Accountants.

M/s. Jayesh Patel & Co., Chartered Accountants, Ahmedabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4 - Appointment of Mr. Harshil Naishad Shah (DIN 08424183) as Non-Executive Independent Director of the Company:

The Board of Directors appointed Mr. Harshil Naishad Shah (DIN 08424183) as an Additional (Non-Executive Independent) Director of the Company with effect from April 16, 2019, pursuant to Sections 149 and 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Harshil Naishad Shah (DIN 08424183) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 for Mr. Harshil Naishad Shah (DIN 08424183) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Harshil Naishad Shah (DIN 08424183) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Harshil Naishad Shah (DIN 08424183), the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

The resolution seeking the approval of members for the appointment of Mr. Harshil Naishad Shah (DIN 08424183) as Non-Executive Independent Director of the Company for a period up to April 15, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

No director, key managerial personnel or their relatives are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item No. 5 - Appointment of Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) as Non-Executive Independent Director of the Company:

The Board of Directors appointed Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) as an Additional (Non-Executive Independent) Director of the Company with effect from June 07, 2019, pursuant to Sections 149 and 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Sonal Jayeshkumar Sheth (DIN 08472184), the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is independent of the Management.

A copy of the draft letter for the appointment of Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) as Non-Executive Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

The resolution seeking the approval of members for the appointment of Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) as Non-Executive Independent Director of the Company for a period up to June 06, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Item No. 6 - Appointment of Mrs. Svapna Chauhan (DIN 08549207) as Executive Director of the Company:

Board of directors of the Company on August 28, 2019 appointed Mrs. Svapna Chauhan as Additional Director of the Company and she holds office of the Director till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mrs. Svapna Chauhan as Director of the Company.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on August 28, 2019. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs.60,000/- per month to Mrs. Svapna Chauhan.

Also Nomination and Remuneration committee will review the performance of Director on quarterly basis and further they may change in remuneration of the same.

Salary : Rs.50,000/- per month;

Perquisite: (a) For such amount as may be decided by the Board of Directors up to a maximum of Rs. 10,000 per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.)

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as a Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites lesser than the above stated salary amount and which is already well within the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, and as may be agreed to by the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Svapna Chauhan is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.5 for the approval of the members.

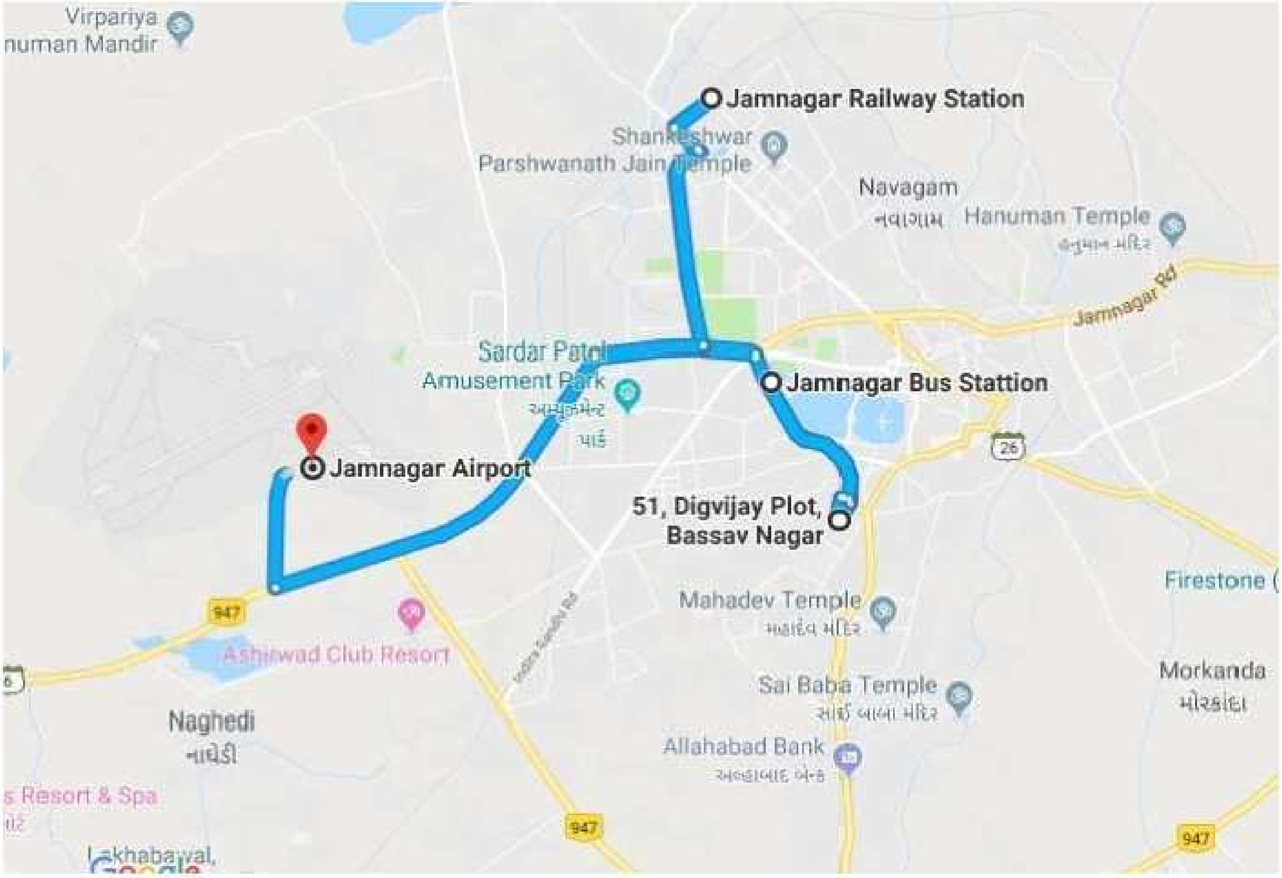
DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Mr. Harshil Naishad Shah	Mrs. Sonal Jayeshkumar Sheth	Mrs. Svapna Chauhan
Date of Birth	October 29 1994	May 15,1970	18/04/1993
Date of Appointment for current term	April 16 2019	June 07 2019	August 28, 2019
Educational Qualifications	Graduation	Master in Economics	Master in Finance
Expertise in specific functional areas - Job and profile suitability	Mr. Harshil Shah having more than 3 years of experience in the field of Handling Business of Manufacturing and exporting various types of Industrial valves and Industrial strainers.	Sonal Seth holding Master Degree in Economics and having rich experience in the Administration, Accounting and Business Policy. She has been instrumental in taking major policy decision of the Company. She is playing vital role in formulating business strategies and effective implementation of the same.	Mrs. Svapna Chauhan holding Master Degree and having more than five years of Experience in the Field of Finance. She has experience in raising capital from Banks & Investors, handling Investor relations, Corporate Finance, Management Reporting, Budgeting, Investment Management & Treasury Management etc.
Directorships held in public companies*	Radhey Trade Holding Limited	Radhey Trade Holding Limited	Radhey Trade Holding Limited
Memberships / Chairmanships of committees of other public companies**	-	-	-
Inter-se Relationship with other Directors.	-	-	-
Shareholding Pattern	Non	Non	Non

*Excluding foreign companies and Section 8 companies
**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



Radhey Trade Holding Limited
CIN: L67120GJ1981PLC103918
Registered Office: Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005
Tel: +91-288-2661942; **Email:** info@rholdings.org; **Web:** www.rholdings.org

ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the thirty eight (38th) Annual General Meeting of Radhey Trade Holding Limited held on Thursday, September 26, 2019 at 11.30 a.m. at the registered office of the Company situated at Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005

____________________________ ________________________

Member's/Proxy's Name in Block Letters **Member's/Proxy's Signature**

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-- **Please tear here**--

PROXY FORM

(Form No. MGT-11 - *Pursuant to section 105(6) of the Companies Act, 2013 Rules made there under)*

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of ....shares of the above named company, hereby appoint

1. Name:____________________________
   Address:____________________________
   E-mail Id:________________Signature:____________________or failing him
2. Name:____________________________
   Address:____________________________
   E-mail Id:________________Signature:____________________or failing him
3. Name:____________________________
   Address:____________________________
   E-mail Id:________________Signature:____________________or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the thirty eight (38th) Annual General Meeting of Radhey Trade Holding Limited held on Thursday, September 26, 2019 at 11.30 a.m. at the registered office of the Company situated at Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Resolution**	**Vote (Optional see Note 2) (Please mention no. of shares**		
Ordinary businesses		**For**	**Against**	**Abstain**
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Reports of Board of Directors and the Auditor thereon.			
2.	To appoint a Director in place of Mr. Piyush Malde (DIN: 07689869), who retires by rotation and being eligible, seeks re-appointment.			
Special Businesses				
3.	Appoint M/s. Jayesh Patel & Co., Chartered Accountants on casual vacancy caused due to resignation of M/s. Doshi Maru & Associates, Chartered Accountants (FRN.: 0112187W), Jamnagar.			
4.	Appointment of Mr. Harshil Naishad Shah (DIN 08424183) as Non-Executive Independent Director of the Company.			
5.	Appointment of Mrs. Sonal Jayeshkumar Sheth (DIN 08472184) as Non-Executive Independent Director of the Company.			
6.	Appointment of Mrs. Svapna Chauhan (08549207) as Executive Director of the Company			

Signed this............day of .... , 2019

Affix Revenue Stamp of not less than Rs. 1

__________________ ______________________

Signature of shareholder **Signature of Proxy holder(s)**

Note:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 26, 2019 at 11:00A.M.)
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

3. Your proxy will be entitled to vote in the manner as he/she may deem appropriate at 38th Annual General Meeting of Members of the Company, to be held on Thursday, September 26, 2019 at 11.30 a.m. at the registered office of the Company situated at Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005 or at any adjournment thereof.

EVSN (Electronic Voting Sequence Number)	Default PAN*
190904055	**USE YOUR PAN**

*Only Member who have not updated their PAN with Company / Depository Participant(s) shall use default PAN in the Pan filed.