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

Sub: 38th Annual Report 2018-19 of the Company
Ref.: Regulation 34 of SEBI (LODR) Regulations, 2015

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof, we are herewith submitting 38th Annual Report 2018-19 of the Company along with Notice of the Annual General Meeting for the Financial Year 2018-19.

Annual Report is being dispatched/sent to the Members, whose name appeared on the register of members dated 30th August, 2019.

Kindly take the same in your record

Thanking you.

Yours faithfully,

For Radhey Trade Holding Limited

S.R. Mapara

RADHEY TRADE HOLDING LIMITED JAMNAGAR

Shipra Mapara
Company Secretary

Encl.: as above

RADHEY TRADE HOLDING LIMITED

ANNUAL REPORT 2018-2019

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CORPORATE INFORMATION

Board of Directors	
Rahul Sharma	Managing Director up to 28th August, 2019
Piyush Malde	Executive Director
Svapna Chauhan	Additional Executive Director w.e.f 28th August, 2019
Puja Sharma	Independent Director up to 13th May 2019
Ashokkumar Shah	Independent Director up to 30th Oct 2018
Samir Chaudhary	Independent Director
Harshil Naishad Shah	Independent Director from 16th April 2019
Sonal Jayeshkumar Sheth	Independent Director from 07th June 2019
Key Managerial Personnel	
Pankaj Sharma	Chief Financial officer
Zalak Gajjar up to 30th Oct 2018	Company Secretary & Compliance officer
Shipra Mapara from 10th March 2019	Company Secretary & Compliance officer
Statutory Auditor	**Secretarial Auditor**
Doshi Maru & Associates 217,218, Manek Centre, P. N. Marg, Jamnagar – 361001, **Email:** doshi.maru@gmail.com **Website:** www.doshimaru.com **Firm Registration No:** 0112187W	**S Bhattbhatt & Co.** B-212, Atlantis K-10, Sarabhai Road, Vadodara 361008. **Email:** suhasbrd@rediffmail.com **Tel** +91- 0265-2333455
Registered Office	**Registrar And Share Transfer Agent (RTA)**
Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar 361005 **Tel :** +91-288-2661942; **Email:** info@rholdings.org; **Web:** www.rholdings.org	**M/s Niche Technologies Private Limited** D-511 Bagree Market, 71 B. R. B. Basu Road, Kolkata – 700001, **Tel:** 033-2234-3576/033-2235-7270 **Email ID**: nichetechpl@nichetechpl.com

DIRECTORS' REPORT

To the Members(s)

The Board of Directors hereby submits the report of the business and operations of your Company along with the audited financial statements, for the financial year ended March 31, 2019.

FINANCIAL RESULTS: **(Amount in Rs. Lakh)**

Particulars	F.Y. 2018-19	F.Y. 2017-18
Revenue from operations	932.67	122.60
Other Income	2.89	13.61
Total Income	**935.56**	136.21
Operating expenditure before Finance cost, depreciation and amortization	**903.29**	131.87
Earnings before Finance cost, depreciation and amortization (EBITDA)	32.27	4.34
Less: Finance costs Depreciation and amortization expense	0.00 -	0.00 -
Profit/(Loss) before tax	**32.27**	4.34
Less: Current Tax Deferred Tax	7.50 1.55	0.83 (1.55)
Profit/(Loss) for the year (PAT)	**23.22**	5.06

FINANCIAL PERFORMANCE

During the year the company has achieved Rs. 932.67 Lakhs Revenue as compare to last year Rs.122.60 Lakhs Only. Also Consequently Net profit of the Company has also increase from Rs. 4.34 Lakhs to Rs. 32.27 Lakhs.

DIVIDEND

With a view to conserve and save the resources for future prospect of the Company, your Directors regret to declare dividend for the financial year 2018-19.

AMOUNT TRANSFERRED TO RESERVE

Your Directors do not propose transfer of any amount to the General Reserves. Full amount of net profit are carried to Reserve & Surplus account of the Company.

CHANGE IN NATURE OF BUSINESS

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

AUTHORIZED CAPITAL

The present Authorized Capital of the Company is Rs. 3,25,00,000 divided into 32,50,000 Equity Shares of 10/- each.

ISSUED, SUBSCRIBED & PAID-UP CAPITAL

The present Issue, Subscribed & Paid-up Capital of the Company is Rs. 3,24,00,000 divided into 32,40,000 Equity Shares of 10/- each.

During the year under review, there was no change took place in the authorized and paid-up share capital of the Company.

BOARD MEETING

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened as and when requires discussing and deciding on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 05 times on April 18, 2018; May 25, 2018; August 10, 2018; November 12, 2018; and February 06, 2019.

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

INDEPENDENT DIRECTORS

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has Three Non-Promoter Independent Directors as on the date of report in line with the Companies Act, 2013. A separate meeting of Independent Directors was held on March 27, 2019 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at www.rholdings.org.

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

Sr. No.	Name of Independent Director	Date of Appointment	Date of Cessation
1	Mrs. Puja Sharma	04th August 2014	13th May 2019
2	Mr. Ashokkumar Shah	27th March, 2018	30th Oct 2018
3	Mr. Samir Chaudhary	18th April 2019	-
4	Mr. Harshil Shah	16th April 2019	-
5	Mrs. Sonal Sheth	07th June 2019	-

KEY MANAGERIAL PERSONNEL

In accordance with Section 203 of the Companies Act, 2013, the Company has already appointed Mr. Rahul Sharma as Managing Director of the Company and Mr. Pankaj Sharma as Chief Financial Officer.

During the year under review Ms. Zalak Gajjar has tendered her resignation with effect from 01st November, 2018 and Ms. Shipra Mapara has been appointed as a Company Secretary and Compliance officer of the company from 1st March, 2019.

PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 in the following manners;

a) The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.

b) The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

c) The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

d) In addition, the chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non- independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

a) In preparation of annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and that no material departures have been made from the same;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts for the year ended March 31, 2019 on going concern basis.

e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDIT COMMITTEE

Audit Committee meeting is generally held for the purpose of recommending the Quarterly, half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

Name	Designation
Mrs. Sonal Sheth	Chairman
Mr. Harshil Shah	Member
Mr. Samir Chaudhary	Member

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board.

STAKEHOLDER’S GRIEVANCE & RELATIONSHIP COMMITTEE

The Company has constituted Stakeholder’s Grievance & Relationship Committee mainly to focus on the redressal of Shareholder’s/ Investor’s Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

Name	Designation
Mrs. Sonal Sheth	Chairman
Mr. Harshil Shah	Member
Mr. Piyush Malde	Member

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2019.

NOMINATION AND REMUNERATION COMMITTEE

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal.

Name	Designation
Mr. Samir Chaudhary	Chairman
Mr. Harshil Shah	Member
Mrs. Sonal Sheth	Member

NOMINATION AND REMUNERATION POLICY

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances etc. to its Managing Director and the Executive Directors.

Key points of the Nomination and Remuneration Policy are;

Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:

a) The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.

c) In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

Policy on remuneration of Director, KMP and Senior Management Personnel:

a) The Company’s remuneration policy is driven by the success and performance of Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company’s philosophy is to align them with adequate compensation so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows mixed of fixed pay, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at www.rholdings.org.

REMUNERATION OF DIRECTORS

The details of remuneration paid during the financial year 2018-19 to Directors of the Company are provided in Form MGT-9 which is the part of this report.

VIGIL MECHANISM

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.rholdings.org.

PUBLIC DEPOSITS

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2019.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement for the year ended on March 31, 2019.

EXTRACT OF ANNUAL RETURN

As provided under section 92(3) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed to this Report as **Annexure – A**.

TRANSACTIONS WITH RELATED PARTIES

During the year under review, there were no contracts or arrangements or transactions with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 was executed in terms of Section 188 of the Companies Act, 2013. Further, there were no related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

All related party transactions to be entered by the Company will be in the ordinary course of business and on arm's length basis and periodically will be placed before the Audit Committee for review.

INTERNAL FINANCIAL CONTROL (IFC) SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditors of the Company carry out review of the internal control systems and procedures. The internal audit reports are reviewed by Audit Committee.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

MATERIAL CHANGES AND COMMITMENT

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2019 to the date of this Report.

PARTICULAR OF EMPLOYEES

The ratio of the remuneration of each whole-time director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure – B**.

The statement containing top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to members excluding this annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to Company Secretary.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company is not carrying on any manufacturing activities, the details of conservation of energy, technology absorption etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, are not applicable to the Company.

Further, there was no foreign exchange earnings and outgo during the financial year 2018-19 (Previous Year – Nil).

CORPORATE GOVERNANCE

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report.

STATUTORY AUDITOR AND THEIR REPORT

M/s. Doshi Maru & Associates, Chartered Accountants (Firm Registration No. 0112187W) were appointed as Statutory Auditors of your Company at the thirty sixth Annual General Meeting held on September 15, 2017, for a term till the conclusion of 41th Annual General Meeting to be held in the calendar year 2022, subject to ratification of appointment at every subsequent annual general meeting to be held after thirty sixth Annual General Meeting.

The Report given by the Auditors on the financial statement of the Company is part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

REPORTING OF FRAUD

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR AND THIEIR REPORT

The Company has appointed Mr. Suhas Bhattbhatt, Practicing Company Secretaries, to conduct the secretarial audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2018-19 is annexed to this report as an **Annexure – C**.

COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or they are not applicable to the Company;

i. Details relating to deposits covered under Chapter V of the Act;
ii. Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
iii. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
iv. There is no revision in the Board Report or Financial Statement;
v. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
vi. Information on subsidiary, associate and joint venture companies.

APPRECIATIONS AND ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

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

Piyush Malde
Director
DIN 07689869

Annexure –A

FORM MGT – 9 -EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1) Registration and Other Details:

CIN	:	L67120GJ1981PLC103918
Registration Date	:	August 18, 1981
Name of the Company	:	Radhey Trade Holding Limited
Category/Sub-Category of the Company	:	Public Company limited by shares/ Indian Non-Government Company
Address of the Registered Office and contact details	:	Digvijay Plot, Street No. 51 Opposite Makhicha Nivas Jamnagar -361005 ; Tel : +91-288- 2661942; **Email**: info@rholdings.org; **Web**: www.rholdings.org
Whether listed Company	:	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	:	Niche Technologies Pvt. Ltd 9, D-511, Bagree Market, 71 B R B Basu Road,Kolkata,West Bengal,700001; **Tel:** 91-33-22343576; **Fax:** 91-33-22156823 Email: nichetechpl@nichetechpl.com; **Web:** www.nichetechpl.com

2) Principal Business Activity of the Company: All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Other Financial Services	649	100.00%

3) Particulars of Holding, Subsidiary and Associate Companies:

SR. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
N.A.					

4) Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

I. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	33,950	33,950	1.05	-	0	0	0	1.05
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1,50,000	-	1,50,000	4.63	1,83,950	-	1,83,950	5.68	1.05
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	**1,50,000**	**33,950**	**1,83,950**	**5.68**	**1,83,950**	**-**	**1,83,950**	**5.68**	**-**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Shareholding of Promoters (A) =(A)(1)+(A)(2)	**1,50,000**	**33,950**	**1,83,950**	**5.68**	**1,83,950**	**-**	**1,83,950**	**5.68**	**-**

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Share Holding									
(1) Institutions									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(2) Non-Institution									
a) Bodies Corporate									
i. Indian	15,57,166	-	15,57,166	48.06	14,71,527	-	14,71,527	45.42	2.64
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 1 lakh	2,00,679	2,05,550	4,06,229	12.54	80791	76850	157641	4.865	**-7.673**
i. Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	10,54,576	-	10,54,576	32.55	1170639	128700	1299339	**40.103**	**7.554**
c) Others (specify)									
NRI (Reparable/Non Reparable basis)	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Clearing Members	37,579	-	37,579	1.16	1,27,043	-	1,27,043	3.92	2.76
Trusts	-	500	500	0.02	-	500	500	0.02	-
Sub-Total (B)(2):	**28,50,000**	**2,06,050**	**30,56,050**	**94.33**	**28,50,000**	**2,06,050**	**30,56,050**	**94.33**	**-**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**28,50,000**	**2,06,050**	**30,56,050**	**94.33**	**28,50,000**	**2,06,050**	**30,56,050**	**94.33**	**-**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**30,00,000**	**2,40,000**	**32,40,000**	**100.00**	**30,33,950**	**2,06,050**	**32,40,000**	**100.00**	**0.00**

II. Shareholding of Promoters & Promoters Group:

Name	Shareholding at beginning of year		Date wise Increase/ Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at end of year		% change in shareholdin g during the year
	No. of Share	% of total shares of the Company	Date	Increase/ Decrease in shareholdi n g	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company	
Pankaj Sharma	11,150	0.34	10-12-2018	11,150	Transfer	-	-	0	0	0.34
Rahul Sharma	22,800	0.70	10-12-2018	22,800	Transfer	-	-	0	0	0.70
Zeal Dealmark Private Limited	1,50,000	4.63	15-02-2019	33950	Transfer	1,83,950	5.68	1,83,950	5.68	1.05

Note: No Equity Shares have been pledged or encumbered by any of the Shareholders belonging to Promoter of Promotes' Group.

III. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	**For Each of the Top 10 Shareholders**	**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
		No. of shares	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
1	AVNI MERCHANTS PRIVATE LIMITED				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			150000	4.630
2	BURNPUR POWER PRIVATE LIMITED				
	a) At the Begining of the Year	148800	4.593		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			148800	4.593
3	DKC TRADING PRIVATE LIMITED				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	25/05/2018 Transfer	150000	4.630	150000	4.630
	c) At the End of the Year			150000	4.630
4	GAGANBASE VINCOM PRIVATE LIMITED				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			150000	4.630
5	GLAZE CONSTRUCTION PRIVATE LTD.				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			150000	4.630
6	KAANGDAJI FABRICKS TRADERS PVT. LTD.				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			150000	4.630
7	PANTHER COMMOTRADE PRIVATE LIMITED				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year				
	Date Reason				
	25/05/2018 Transfer	-150000	4.630	0	0.000
	c) At the End of the Year			0	0.000
8	PARAS VINODRAI SHAH				
	a) At the Begining of the Year	128364	3.962		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			128364	3.962
9	SARVAJANA PROPERTIES PVT LTD				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				

	22/02/2019 Transfer	50000	1.543	50000	1.543
	15/03/2019 Transfer	-10000	0.309	40000	1.235
	22/03/2019 Transfer	150000	4.630	190000	5.864
	29/03/2019 Transfer	-60580	1.870	129420	3.994
	c) At the End of the Year			129420	3.994
10	SHIVAM MACHINERY TRADERS PRIVATE LIMITED				
	a) At the Begining of the Year	150000	4.630		
	b) Changes during the year				
	Date Reason				
	22/03/2019 Transfer	-150000	4.630	0	0.000
	c) At the End of the Year			0	0.000
11	STARWINGS FASHION TRADING LIMITED				
	a) At the Begining of the Year	300000	9.259		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			300000	9.259
12	VISHAL JAYANTILAL SHAH				
	a) At the Begining of the Year	90604	2.796		
	b) Changes during the year	**[NO CHANGES DURING THE YEAR]**			
	c) At the End of the Year			90604	2.796
13	ZODIAC VANIJYA PRIVATE LIMITED				
	a) At the Begining of the Year	154166	4.758		
	b) Changes during the year				
	Date Reason				
	29/03/2019 Transfer	-100859	3.113	53307	1.645
	c) At the End of the Year			53307	1.645
	T O T A L	**1721934**	**53.146**	**1600495**	**49.398**

***** The trading in the shares of the Company took place on almost daily basis, therefore the date wise increase/ decrease in Shareholding of top ten Shareholders are taken on the basis of weekly BenPoze.

IV. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	**Name**	**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
		No. of shares	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
1	KISHAN CHOUDHARY				
	a) At the Begining of the Year	400	0.012		
	b) Changes during the year				
	Date Reason				
	15/03/2019 Transfer	-400	0.012	0	0.000
	c) At the End of the Year			0	0.000
2	PANKAJ SHARMA				
	a) At the Begining of the Year	11150	0.344		
	b) Changes during the year				
	Date Reason				
	10/12/2018 Transfer	-11150	0.344	0	0.000
	c) At the End of the Year			0	0.000
3	RAHUL SHARMA				

	a) At the Begining of the Year	22800	0.704		
	b) Changes during the year				
	Date Reason				
	10/12/2018 Transfer	-22800	0.704	0	0.000
	c) At the End of the Year			0	0.000
	T O T A L	**34350**	**1.060**	**0**	**0.000**

Note: No Equity Shares were held by any other directors and key managerial personnel and there are no transactions have been executed by any other Directors and Key Managerial Personnel based on weekly BenPose of the Company and confirmation given by them.

5) Indebtedness **(Amount in `)**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A. Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total A (i+ii+iii)	-	-	-	-
B. Change in Indebtedness during the financial year	-	-	-	-
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change B	-	-	-	-
C. Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total C (i+ii+iii)	-	-	-	-

6) Remuneration of Directors and Key Managerial Personnel

a) **Remuneration to Managing Director, Whole-time Directors and/or Manager:** The Company has not paid any remuneration to directors.

b) **Remuneration to other Directors:** The Company has not paid any remuneration to other directors.

c) **Remuneration to Key Managerial Personnel:** The Key Managerial Personnel of the Company has not withdrawn any remuneration from the Company.

7) Penalties / Punishment/ Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. Company					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					
B. Directors					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					

Annexure – B

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

i. **The ratio of remuneration of each director to the median remuneration of employees for the financial year:**

The Company has not paid any remuneration to any of the director so that it is not possible to find out median for the same.

ii. **The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

As the company has not paid any remuneration to Director, Hence the percentage calculation is not applicable in this case. There has been no increase in remuneration of any director, chief financial officer and Company Secretary of the Company over previous year.

iii. **The percentage increase in the median remuneration of employees in the financial year:**

There is no increment as compare to last year in median remuneration employees during the year.

iv. **The number of permanent employees on the rolls of the Company:** 03 Employees

v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The remuneration of executive directors was remained unchanged.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

Piyush Malde

Executive Director
DIN 07689869

Annexure – C

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Radhey Trade Holding Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Radhey Trade Holding Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;

ii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; & the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – *Not Applicable to the Company during the Audit Period.*

  d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations");

  e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - *Not Applicable to the Company during the Audit Period.*

  f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - *Not Applicable to the Company during the Audit Period.*

  g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -

Not Applicable to the Company during the Audit Period.

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - *Not Applicable to the Company during the Audit Period.*

i) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not Applicable to the Company during the Audit Period.*

vi. Secretarial Standards issued by The Institute of Company Secretaries of India w.r.t. meetings of the Board of Director (SS-1) and General Meetings (SS-2);

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. except that following:

- *Non Compliance of Regulation 47(1) (a), (b), (d), 47(2), 47(3), 47(4) of SEBI (LODR) Regulations, 2015.*

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company as given in **Annexure A**.

I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and rules made thereunder.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board and Committees were carried with requisite majority.

I further report that -

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no instances of:

(i) Public/Right/Preferential issue of shares / debentures/ sweat equity.

(ii) Redemption / buy-back of securities.

(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.

(iv) Merger / amalgamation / reconstruction, etc.

(v) Foreign technical collaborations.

For S Bhattbhatt & Co.

Place: Jamnagar
Date: August 30, 2019

Suhas Bhattbhatt
ACS No. : 11975
C P No. : 10427

Note: This Report is to be read with my letter of even date which is annexed as Annexure B and Annexure A and Annexure B forms an integral part of this report.

Annexure A

List of major Sector Specific Acts applicable to the Company

1. Equal Remuneration Act, 1976 and Rules, 1976
2. Minimum Wages Act,1948 & Rules there under
3. Workmen's Compensation Act,1923 & Rules there under
4. Payment of Bonus Act,1965 & the Payment of Bonus Rules,1975
5. Payment of Wages Act,1936 & Rules there under
6. Payment of Subsistence Allowance Act & Rules
7. Industrial Establishment (National & Festival Holidays) Act
8. Transfer of Property Act,1882
9. The Indian Contract Act, 1872
10. Negotiable Instrument Act,1881
11. Sales of Goods Act,1930
12. Arbitration & Conciliation Act,1996
13. Intellectual Property Law-Trade Marks
14. Registration Act, 1908
15. Various Central and State Indirect Taxation Laws like, Finance Act, 1994 read with Service Tax Rules, 1994

Annexure B

To,
The Members,
Radhey Trade Holding Limited D25,
Digvijay Plot, Street No. 51 Opposite
Makhicha Nivas Jamnagar -361005.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S Bhattbhatt & Co.

Place: Jamnagar
Date: August 30, 2019

Suhas Bhattbhatt
ACS No. : 11975
C P No. : 10427

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management's views on the Company's Performance and outlook are discussed below:

Economic Outlook:

Growth in advanced economies is forecast to decelerate toward potential rates as monetary policy is normalized and the effects of U.S. fiscal stimulus wane. In emerging market and developing economies (EMDEs), growth in commodity importers will remain strong, while the rebound in commodity exporters is projected to mature over the next two years. While well below levels expected a decade ago, these forecasts also remain above potential growth estimates. Moreover, risks to the outlook are tilted to the downside. They include disorderly financial market movements, escalating trade protectionism, and heightened geopolitical tensions. EMDE policymakers should rebuild monetary and fiscal policy buffers and be prepared for rising global interest rates and possible episodes of financial market turbulence. In the longer run, adverse structural forces continue to overshadow long-term growth prospects implying that EMDEs need to boost potential growth by promoting competitiveness, adaptability to technological change, and trade openness. These steps will help mitigate an expected growth slowdown over the next decade, especially if long term growth forecasts fall once again short of expectations.

Rapid Growth among the major emerging markets over the past 20 years has boosted global demand for commodities. The seven largest emerging markets (EM7) accounted for almost all of the increase in global consumption of metals and two-thirds of the increase in energy consumption over this period. As these economies mature and shift towards less commodity- intensive activities, their demand for most commodities may level off. While global energy consumption growth may remain broadly steady, global metals and foods demand growth could slow by one-third over the next decade. This would dampen global commodity prices. For emerging market and developing economies that depend on raw materials for government and export revenues, these prospects reinforce the need for economic diversification and the strengthening of policy frameworks.

Indian Economy

A normalization in cash conditions following the demonetization of late 2016 and the fading of disruptions from last year's launch of the Goods and Services Tax should facilitate the economic recovery in FY 2018. Nonetheless, risks of fiscal slippage in the run-up to elections next year, concerns over India's banking sector, increasing global trade tensions and higher oil prices all cloud prospects.

Industry Structure and Developments

This development is testimony to the reputation that Company has built for being a well-run, well-managed Company with strong fundamentals, high level of governance and ethics, motivated and capable employees led by a high calibre leadership team, a customer first orientation, attractive product portfolio marketed through a balanced distribution network and strong brand equity.

The Company has qualitative employees which have contributed in overall output of the company. However, it is also true that we have not seen concomitant credit growth, which remained at its lowest level in many years. Thanks to lack of overall demand, capital investments by the corporate sector continued to remain sluggish. Despite favorable liquidity conditions and lower interest rates, banks have found it difficult to increase lending as they have struggled with large non-performing assets (NPAs) from their loan books. Moreover, a second consecutive year of poor monsoons, weakening currency and falling exports due to deflationary conditions in many importing countries dampened economic sentiments.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The bullion reserve of a country is the indicator of the amount of wealth a country possesses. Bullion is defined as a bulk quantity of precious metals consisting of gold, silver and others that can be assessed by weight and cast as a lump. Bullion is valued by its purity and mass rather than its face value which is applicable in the case of money. India Bullion Market is a recognizable index that highlights the economic growth of the nation.

Strength	Weakness	Outlook/ Threat
• A well-defined and scalable organization structure • Experienced and stable management team • The Company's biggest strength is its trained manpower and team back up by promoter Director. Which enables Smooth Conduct of operation	• Limited geographical coverage. • Dependent upon growth in stock market and overall fiscal growth.	• Economic slowdown • Increasing competition • Capital Market Slowdown
	Our Strategy	
❖ Expansion of existing activities	❖ Financial Management/Advisory Services	❖ Differentiated Services

Risk and Concerns

The very nature of the Company's business makes it susceptible to various kinds of risks. The Company encounters market risk, credit risk and operational risks in its daily business operations. The Company has framed a comprehensive Risk Management Manual which inter- alia lays down detailed process and policies in the various facets of risk management function. The risk management review framework provides complete oversight to various risk management practices and process. The framework and assessment remains dynamic and aligns with the continuing requirements and demands of the market. The Company has also implemented surveillance mechanism to deal with various trades related risks and adopted a surveillance policy in line with the regulatory requirements.

Internal Financial Control Systems and their adequacy:

Internal Control system and adequacy Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. Thus, internal control is an integral component of risk management. The Internal control checks and internal audit programmers adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change. Further the Audit Committee of the Board of Directors reviews the internal audit reports and the adequacy and effectiveness of internal controls.

HUMAN RESOURCE

Equipping the Company with an engaged and productive workforce is essential to our success. We look for commitment, skills and innovative approach in people. In assessing capability, we consider technical skills and knowledge that have been acquired through experience and practice, along with mental processing ability, social process skills and their application.

We continue to invest in developing a pipeline of future talent and nurture them. As part of this process, we provide development and training opportunities to our workforce, which motivates and encourages them to grow in their work.

Total 3 employees were employed in the Company. The Company has been maintaining cordial and healthy Industrial Relations, which has helped to a great extent in achieving the upper growth.

CAUTIONARY STATEMENT

This report contains statements that may be "forward looking" including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company's future business developments and economic performance. While these forward looking statements indicate our assessment and future expectations concerning the development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. Company undertakes no obligation to publicly revise any forward looking statements to reflect future/likely events or circumstances.

Independent Auditor's Report

AUDIT REPORT TO MEMBERS TO THE SHARE HOLDERS OF
RADHEY TRADE HOLDING LIMITED

Report on the Audit of Financial Statements

Opinion:

We have audited the accompanying financial statements of **Radhey Trade Holding Limited.**, which comprise the Balance Sheet as at **31st March, 2019**, and the Statement of Profit and Loss (Including Other Comprehensive Income) and Cash Flow Statement and the statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view inconformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of

adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit

matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.

2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that**:**

   a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c. The Balance Sheet and Statement of Profit and Loss including Other Comprehensive Income Statement of Cash Flow and Statement of Changes of Equity dealt with this report are in agreement with the books of account;

   d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Ind AS specified in section 133 of the Act, read with relevant rule issued thereunder.

   e. On the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "**Annexure B"**.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

      (a) The Company has disclosed the impact of pending litigation on its financial position in its standalone financial statement except as provided in Annexure "A".

      (b) The Company did not have any long-term and derivative contracts as at March 31, 2019.

      (c) There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

FOR DOSHI MARU & ASSOCIATES,
Chartered Accountants

Sarvesh A. Gohil
sPartner
M. No. 135782
FRN: 0112187W

Place: Jamnagar
Date: 24/05/2019

ANNEXURE "A" TO THE AUDITORS' REPORT

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(i) **In respect of Its Property, Plant & Equipments:**

a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

b) These fixed assets were physically verified by the management during the year. We have been informed that no material discrepancies were noticed on such physical verification.

c) According to the information and explanation given to us and in the basis of our examination of the records of the company the title deeds of immovable properties are in the name of the company.

(ii) The There is no physical inventory at the end of the year. Therefore, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the company.

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not provided any loans and advances under section 185 and 186 of the Companies Act, 2013.

(v) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) The Central government has not prescribed the maintenance of cost records by the company under section 148(1) of the companies Act, 2013 for any of its products.

(vii) In respect of Statutory Dues:

a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.19 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute except the following:

Name of the status	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	6.82 Lacs	F.Y. 2014-15	Assessing Officer
Income Tax Act, 1961	Income tax	0.10 Lacs	F.Y. 2014-15	Assessing Officer

(viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks or Government. The company has not issued any debentures as at the balance sheet date.

(ix) There were no moneys raised by way of initial public offer or further public offer (including debt instruments). The Moneys raised by way of term loan were applied for the purpose for which those are raised.

(x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of such cases by the Management.

(xi) In our opinion and according to the information and explanations given to us, the Company is not a public company. Accordingly, paragraph 3(xi) of the Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;

(xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR DOSHI MARU & ASSOCIATES,
Chartered Accountants

Sarvesh A. Gohil
Partner
M. No. 135782
FRN: 0112187W

Date : 24/05/2019
Place: Jamnagar

ANNEXURE "B" TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Radhey Trade Holding Limited** ('the Company') as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

FOR DOSHI MARU & ASSOCIATES,
Chartered Accountants

Sarvesh A. Gohil
Partner
M. No. 135782
FRN: 0112187W

Date : 24/05/2019
Place : Jamnagar

Balance Sheet As At 31st March, 2019

	Particulars	Note No.	As At 31st March 2019	As At 31st March 2018
A.	**ASSETS**			
1	**Non-Current Assets**			
	(a) Property, Plant & Equipment	2	123,000.00	-
	(b) Capital Work -In-Progress		-	-
	(c) Investment Properties		-	-
	(d) Goodwill		-	-
	(e) Other Intangible Assets		-	-
	(f) Intangible Assets under development		-	-
	(g) Biological Assets other than Bearer plants		-	-
	(h) Financial Assets		-	-
	i. Investments		-	-
	ii. Trade Receivables		-	-
	iii. Loan	3	6,960,000.00	2,200,000.00
	iv. Other Financial Assets		-	-
	(i) Deferred tax Assets (net)		-	154,641.11
	(k) Other Non-Currnet Assets		-	-
	Total Non-Current Assets		7,083,000.00	2,354,641.11
2	**Current assets**			
	(a) Inventories		-	-
	(b) Financial Assets		-	-
	i. Investments		-	-
	ii. Trade Receivables	4	5,519,093.00	8,966,435.00
	iii. Cash and cash Equivalents	5	1,531,497.10	420,822.91
	iv. Bank balance other than(iii) above		-	-
	v. Loan		-	-
	vi. Others	6	24,102,050.53	28,892,410.00
	(c) Income/Current tax assets (net)		-	-
	(d) Other Current Assets	7	51,933.73	-
	Total Current Assets		31,204,574.36	38,279,667.91
	Total Assets(1+2)		38,287,574.36	40,634,309.02
B.	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity Share Capital	8	32,400,000.00	32,400,000.00
	(b) Other equity	9	1,922,744.96	(399,385.18)
	Total Equity		34,322,744.96	32,000,614.82
2	**Liabilities**			
	Non Current Liabilities			
	(a) Financial liabilities			
	i. Borrowings	3	-	-
	ii. Trade Payables		-	-
	iii. Other Financial Liabilities			

	(b) Provision		-	-
	(b) Deferred tax liabilities (net)		-	-
	(c) Other Non-Current liabilities		-	-
	Total Non-Current Liabilities		-	-
3	**Current Liabilities**			
	(a) Financial liabilities			
	i. Borrowings		-	-
	i.Trade (Financial) payable	10	2,954,829.40	8,171,741.00
	ii. Other Financial liabilities		-	-
	(b)Provisions	11	260,000.00	130,000.00
	(c)Income/Current tax liabilities (net)	12	750,000.00	83,000.00
	(d) Other Current Liabilities	13	-	248,953.20
	Total Current Liabilities		3,964,829.40	8,633,694.20
	Total Liabilities		3,964,829.40	8,633,694.20
	Total Equity and Liabilities		**38,287,574.36**	**40,634,309.02**
	Significant Accounting Policies	1		
	See Accompanying Notes to Financial Statements			

As per our report on even date attached

For DOSHI MARU & ASSOCIATES
Chartered Accountants

Sarvesh A Gohil
Partner
M.No. 135782
F.R.N 0112187W
Place: Jamnagar
Date: 24/05/2019

FOR RADHEY TRADE HOLDING LIMITED

Rahul Sharma
Managing Director
Din :03258779

Piyush Malde
Director
Din :07689869

Pankaj Sharma
CFO

Profit and Loss Account as on 31st March, 2019

	Particulars	Notes	For the year ended 31 March 2019	For the year ended 31 March 2018
	Income			
I.	Revenue from operations	14	93,267,165.25	12,259,690.00
II.	Other income	15	288,971.93	1,361,439.00
III.	**Total Revenue (I + II)**		**93,556,137.18**	**13,621,129.00**
IV.	**Expenses:**			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	89,761,179.90	12,009,950.00
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
	Employee benefits expense	17	42,000.00	392,809.00
	Finance costs		-	-
	Depreciation and amortization expense		-	-
	Other expenses	18	526,185.75	784,070.01
V.	**Total Expenses**		**90,329,365.65**	**13,186,829.01**
VI.	**Profit/(Loss) before Exceptional items & Tax (III-V)**		3,226,771.53	434,299.99
VII	**Exceptional Items**		-	-
VIII	**Profit/(Loss) Before tax**		**3,226,771.53**	**434,299.99**
IX	**Tax expense:**			
	(1) Current tax		750,000.00	83,000.00
	(2) Deferred tax		154,641.11	(154,641.11)
X	**Profit/ (Loss) for the year**		**2,322,130.42**	**505,941.10**
	Other Comprehensive Income			
	A.(i) Items that will not reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B.(i) Items that will be reclassified to profit or loss		-	-
	(ii) income tax relating to items that will be reclassified to profit or loss		-	-
	Total of Comprehensive income		-	-
XI	**Profit/(Loss) After Other Comprehensive Income**		**2,322,130.42**	**505,941.10**
XII	**Earnings per equity share:(Continuing operation)**			
	(1) Basic(in Rs.)		0.72	0.16
	(2) Diluted		0.72	0.16
	Significant Accounting Policies			
	See Accompanying Notes to Financial Statements			

As per our report on even date attached

For DOSHI MARU & ASSOCIATES
Chartered Accountants

FOR RADHEY TRADE HOLDING LIMITED

Rahul Sharma
Managing Director
Din :03258779

Piyush Malde
Director
Din :07689869

Sarvesh A Gohil
Partner
M.No. 135782
F.R.N 0112187W
Place: Jamnagar
Date: 24/05/2019

Pankaj Sharma
CFO

Cash Flow Statement as on 31st March, 2019

Sr. No.	Particular	For the year ended 31 March 2019		For the year ended 31 March 2018	
	CASHFLOW STATEMENT	**Amount (In Rs.)**	**Amount (In Rs.)**	**Amount (In Rs.)**	**Amount (In Rs.)**
A.	**Cash flow from Operating Activities**				
	Net Profit Before tax as per Statement of Profit & Loss		3,226,771.53		434,299.99
	Adjustments for :				
	Interest Income	(288,968.00)		(240,000.00)	
	Finance Cost	-	(288,968.00)	295.50	(239,704.50)
	Operating Profit before working capital changes		2,937,803.53		194,595.49
	Changes in Working Capital				
	Trade Receivable	3,447,342.00		(8,966,435.00)	
	Other Financial Assets	4,790,359.19		(28,892,410.00)	
	Trade Payables	(5,216,911.60)		8,171,741.00	
	Other Current Assets	(51,933.73)		-	
	Current Provision	130,000.00		-	
	Other Current Liabilites	(248,953.20)		368,873.42	
			2,849,902.66		(29,318,230.58)
	Less : Income Tax Paid		83,000.00		-
	Net Cash Flow from Operating Activities (A)		5,704,706.19		(29,123,635.09)
B.	**Cash flow from investing Activities**				
	Change in Non Current Investment	-		28,695,971.00	
	Movement of Non-Current Loans	- 4,760,000.00		-	
	Interest Income	288,968.00		240,000.00	
			- 4,471,032.00		28,935,971.00
	Net Cash Flow from Investing Activities (B)		- 4,471,032.00		28,935,971.00
C.	**Cash Flow From Financing Activities**				
	Interest Paid	-		(216.00)	
			-		(216.00)
	Net Cash Flow from Financing Activities (C)		-		(216.00)
D.	**Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)**		1,233,674.19		(187,880.09)
	Opening Cash & Cash Equivalents		420,822.91		608,703.00
F.	**Cash and cash equivalents at the end of the period**		**1,654,497.10**		**420,822.91**
G.	**Cash And Cash Equivalents Comprise :**				
	Cash		492,139.20		199,753.00
	Bank Balance :				
	Current Account		1,039,357.90		221,069.91
	Deposit Account		-		-

Total	1,531,497.10	420,822.91

For DOSHI MARU & ASSOCIATES
Chartered Accountants

Sarvesh A Gohil
Partner
M.No. 135782
F.R.N 0112187W
Place: Jamnagar
Date: 24/05/2019

FOR RADHEY TRADE HOLDING LIMITED

Rahul Sharma
Managing Director
Din :03258779

Piyush Malde
Director
Din :07689869

Pankaj Sharma
CFO

Fixed Assets	Gross Block					Accumulated Depreciation					Net Block	
	Balance as at 1 April 2018	Impact on IND AS Transition	Additions	Disposal/ Adjustment	Balance as at 31 March 2019	Balance as at 1 April 2018	Amount Charged to Reserves (refer Note below)	Depreciation charge for the year	Deductions / Adjustments	Balance as at 31 March 2019	Balance as at 31 March 2019	Balance as at 1 April 2018
NOTE : 2- PROPERTY, PLANT & EQUIPMENTS												
a Tangible Assets												
Furniture & Fixtures	-	-	123,000.00	-	123,000.00	-	-	-	-	-	123,000.00	-
Total	**-**	**-**	**123,000.00**	**-**	**123,000.00**	**-**	**-**	**-**	**-**	**-**	**123,000.00**	**-**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 3-NON CURRENT LOANS		
Secured, considered good	-	-
(a) Security Deposits	-	-
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company	-	-
(d) Other		
	-	-
Unsecured, considered good	-	-
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company		
(d) Other	6,960,000.00	2,200,000.00
	6,960,000.00	2,200,000.00
Total	**6,960,000.00**	**2,200,000.00**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 4 - CURRENT TRADE RECEIVABLES		
(a) Secured, Considered good	-	-
(b) Unsecured, Considered good	5,519,093.00	8,966,435.00
(c) Doubtful	-	-
Less: Allowance for bad and doubtful debts	-	-
	5,519,093.00	8,966,435.00
Futher Classified		
(A) Allowance for doubtful Debts	-	-
(B) Debts Due by Directors or other officers or Group company/Associates Company/Subsidary Company	-	-
Total	**5,519,093.00**	**8,966,435.00**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 5 -CASH AND BANK BALANCES		
Balance with Banks	1,039,357.90	221,069.91
Cheques, drafts on hand		
Cash on hand	492,139.20	199,753.00
Others(margin money/security against the borrowings/ guarantees/ other commitments)	-	-
Total	**1,531,497.10**	**420,822.91**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 6 - OTHER CURRENT FINANCIAL ASSETS		
Accrued Interest	-	-
Other Receivable	24,102,050.53	28,892,410.00
Total	**24,102,050.53**	**28,892,410.00**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE :7 OTHER CURRENT ASSETS		
Secured, considered good	-	-
(a) Security Deposits	-	-
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company		
(d) Other advances		
Unsecured, considered good		
(a) Security Deposits		
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company		
(d) Balance with Government Authorities	51,933.73	-
(e) Advances to Suppliers	-	-
(f) Other Advances	-	-
	51,933.73	-
Total	**51,933.73**	-

	As at 31st March 2019		As at 31st March 2018	
	Units	Amt. Rs.	Units	Amt. Rs.
NOTE : 8 - SHARE CAPITAL				
Authorised Share Capital				
Equity Shares of ` 10 each	3,250,000.00	32,500,000.00	3,250,000.00	32,500,000.00

Issued				
Equity Shares of ` 10 each	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00
Subscribed & Paid up				
Equity Shares of ` 5 each fully paid	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00
Total	**3,240,000.00**	**32,400,000.00**	**3,240,000.00**	**32,400,000.00**

	As at 31st March 2019		As at 31st March 2018	
	No. of Shares		No. of Shares	
NOTE: 8.1 RECONCILIATION OF NUMBER OF SHARES				
Shares outstanding at the beginning of the year	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	3,240,000.00	32,400,000.00	3,240,000.00	32,400,000.00

	As at 31st March 2019		As at 31st March 2018	
	Units	% Held	Units	% Held
NOTE: 8.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.				
Zeal Dealmark Private Limited	183,950.00	5.68	-	-
Starwings Fashion Trading Limited	255,442.00	7.88	300,000.00	9.26

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 9 - OTHER EQUITY		
Securities Premium Reserve		
As per last Balance Sheet		
Add : On issue of shares		
Less: Calls in arrears - by others		
Retained Earnings		
As per last Balance Sheet	(399,385.18)	(905,326.00)
Less : Ind As Adjustment		
Add: Profit for the year	2,322,130.42	505,941.10
Less: Divison Closed & Written Off		
Less: Income Tax Writtern Off	-	-
	1,922,744.96	(399,385.18)
Other Comprehensive Income (OCI)		
As per last Balance Sheet		

Add: Movement in OCI (Net) during the year		
Total	**1,922,744.96**	**(399,385.18)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 10- CURRENT TRADE PAYABLE		
Micro, Small and Medium Enterprises		
Others	2,954,829.40	8,171,741.00
Total	**2,954,829.40**	**8,171,741.00**

NOTE : 11 - CURRENT PROVISION	As at 31st March, 2019	As at 31st March, 2018
(a) Provision for employee benefits		
(b) Others		
For Audit Fees	260,000.00	130,000.00
For Income Tax		
Total	**260,000.00**	**130,000.00**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE :12 INCOME/CUIRRENT TAX ASSETS/(Liabilities) (NET)		
Openinig Balance	(83,000.00)	0.00
Charge for the year	750,000.00	83,000.00
Others	9,000.00	-
Tax Paid	92,000.00	-
Total	**(750,000.00)**	**(83,000.00)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
NOTE : 13 - OTHER CURRENT LIABILITIES		
(a) Revenue received in advance	-	-
(b) Statutory Remittance		
CGST Payable	-	4,476.60
SGST Payable	-	4,476.60
(c) Others		
Salary Payable	-	240,000.00
Total	**-**	**248,953.20**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
NOTE : 14 - REVENUE FROM OPERATIONS		
Sale of Products	90,981,411.25	12,259,690.00
Sale of Services	-	-

Other Operating Revenues	2,285,754.00	-
Total	**93,267,165.25**	**12,259,690.00**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
NOTE : 14(a) - PARTICULARS OF SALE OF PRODUCTS & SERVICES		
Sales of Products	90,981,411.25	12,259,690.00
Total	**90,981,411.25**	**12,259,690.00**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
NOTE : 15 - OTHER INCOME		
Interest Income		
Other Interest Income	288,968.00	240,000.00
Dividend Income	-	-
Other Non-operating revenues	-	-
Rounding Off Income	3.93	-
Profit on Sale of Gold	-	1,121,439.00
Total	**288,971.93**	**1,361,439.00**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
NOTE : 16 - PURCHASE OF STOCK-IN-TRADE		
Purchase Of Products	89,761,179.90	12,009,950.00
Total	**89,761,179.90**	**12,009,950.00**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
NOTE : 17 - EMPLOYEE BENEFITS EXPENSES		
(a) Salaries and Wages	42,000.00	379,000.00
(b) Contributions to Provident Fund & Other Fund		
(c) Staff welfare expenses	-	13,809.00
(d) Provision for Gratutity	-	-
(e) Termination Benefits	-	-
Total	**42,000.00**	**392,809.00**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
NOTE : 18 - OTHER EXPENSES		
Selling & Distrubution Expenses		
Advertisement exp	41,171.00	14,750.00

Establishment Expenses		
Payment to Auditor	130,000.00	130,000.00
Legal & Professional Fees	335,987.75	577,379.91
Printing & Stationery Exp	-	10,857.00
Postage and Couier Charges	2,000.00	-
Rate & Taxes	9,000.00	-
Telephone & Mobile Exp	-	12,425.00
Bank Charges	671.00	295.50
Mis Expenses.	7,356.00	38,362.60
Total	**526,185.75**	**784,070.01**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
NOTE: 18.1 PAYMENT TO AUDITORS AS:		
As Auditor		
Statutory Audit	100,000.00	100,000.00
Tax Audit		
Company law matters		
For management services		
For other services	30,000.00	30,000.00
For reimbursement of expenses		
Total	**130,000.00**	**130,000.00**

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note: - 1 Significant accounting policies:

1.0 Corporate Information

Radhey Trade holding Limited is a Limited Company, incorporated under the provisions of Companies Act, 1956 and having CIN: L67120GJ1981PLC103918. The Company is mainly engaged in the business Trading & Exporting of Brass items like Brass sanitary fitting, Brass Agricultural item etc. The Registered office of the Company is situated at Digvijay Plot, Street No.51, Opposite Makhicha Nivas, Jamnagar-361005.

1.1 Basis of preparation of financial statements

a. Accounting Convention: -

The financial statements have been prepared in accordance with Section 133 of Companies Act, 2013, i.e. Indian Accounting Standards ('Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015. The Ind AS Financial Statements are prepared on historical cost convention, except in case of certain financial instruments which are recognized at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Part I of Schedule lll to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has
ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

b. Compliance with Ind AS

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015**.**

c. Recent accounting pronouncements

The Company applied Ind AS 115 for the first time. The Indian Accounting Standard (Ind AS) 116, lease is applicable from FY 2019-20. The management believes that the adoption of Ind AS 116 does not have any significant impact on the financial statements. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

d. Use of Estimates and Judgments

The preparation of the Ind AS financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenue and expenses for the year and disclosure of contingent labilities and contingent assets as of the date of Balance Sheet. The estimates and assumptions used in these Ind AS financial statements are based on management's evaluation of the relevant facts and circumstances as of the date of the Ind AS financial statements. The actual amounts may differ from the estimates used in the preparation of the Ind AS financial statements and the difference between actual results and the estimates are recognized in the period in which the results are known/materialize.

e. Current and Non –Current Classification

An Asset or liability is classified as current when it satisfies any of the following criteria:

i) It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle.
ii) It is held primarily for the purpose of being traded.
iii) It is expected to be realized / due to be settled within twelve months after the end of reporting date;
iv) The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as Non - Current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

1.2 Basis of Preparation

(A) Revenue recognition

Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 is applicable from FY 2018-19 and it replaces Ind AS 18. It applies, with limited exceptions, to al revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgment, taking into consideration al of the relevant facts and circumstances when applying each step of the model to contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs already related to fulfilling a contract. The Company has adopted the modified retrospective method of applying Ind AS 115 Revenue from Contract with customers in its initial year of application. Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods

Revenue from sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally when the product is shipped to the customer.

Other Revenues

Other operating revenues comprise of income from ancillary activities incidental to the operations of the Company and is recognized when the right to receive the income is established as per the terms of the contract. Service income is recognized as and when services are rendered as per the terms of the contract.

(B) Other income

Interest: Interest income is calculated on effective interest rate, but recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend income is recognised when the right to receive dividend is established.

(C) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(D) Inventories

Inventories are stated at cost or net realisable value whichever is lower. Cost is determined on First-In-First-Out basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition.

Items such as spare parts, stand-by equipment and servicing equipment which is not plant and machinery gets classified as inventory.

(E) Foreign Currency Transactions

i) Functional currency

The functional currency of the company is the Indian rupee. These financial statements are presented in Indian rupees.

ii) Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction**.**

iii) Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

(F) Earnings per share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of additional equity shares that would have been outstanding are considered assuming the conversion of all dilutive potential equity shares. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period.

(G) Income Tax

Tax expense for the period, comprising current tax and deferred tax, are induded in the determination of the Net profit or loss for the period. Current lax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward losses or MAT Credit, deferred tax assets are recognised only if there is a reasonable certainty supported by convincing evidence that they can be realised against future taxable profits. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(H) Provisions and Contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(I) Financial Instruments:

Financial assets and financial liabilities are recognised when a company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(J) Investments:

All Investments are carried at fair value. The changes in the fair value of Investments, which at the inception, have been designated to be held for a long term capital appreciation, are considered through Other Comprehensive Income. All other investments are valued at fair value and the gains or losses being recognized Statement of Profit and Loss.

(K) Cash and cash equivalents:

Cash and cash equivalents include cash in hand, demand deposits with bank and other short-term (3 months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

(L) Property, Plant and Equipment:

I. Property, Plant and Equipment are stated at acquisition cost induces related duties, freight etc., and interest on borrowed funds if any directly attributable to acquisition/construction of qua6fying fixed assets and is net of CENVAT /VAT/ GST credits.

II. Subsequent expenditures related to an item of Property, Plant and Equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. In all such cases, the useful life of assets subsequently added to the parent asset are brought at par and depreciated in fine with parent asset.

III. Losses arising from the retirement of and gains or losses arising from disposal of Property, Plant and Equipment which are carried at cost are recognized in the Statement of Profit and Loss.

19. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

20. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

21. Foreign Currency Transactions: -

Expenditure in Foreign Currency: - Nil

Earnings in Foreign Currency: - Nil

22. Deferred tax Assets and Liabilities are as under: -

Components of which are as under: -

(Rs. In Lacs)

Particulars	Amount (Rs.) 31-3-2019	Amount (Rs.) 31-3-2018
Deferred Tax		
Block of assets (Depreciation)	**-**	**(6.01)**
Net Differed Tax Liability/(Asset)	**-**	**1.55**

23. Related Parties Transaction: -

(a) List of related parties with whom transactions have taken place and relationships: -

Name of Related Parties	Relationship
Zalak H. Gajjar	Company Secretary (till 31.10.2018)

(b) Transaction during the current financial year with related parties: -

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Grand Total
Salary Exp.	42,000.00	-	42,000.00

Earnings Per Share

Particulars	Year Ended on 31st March, 2019 (Rs.)	Year Ended on 31st March, 2018 (Rs.)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	23,22,130.42	5,05,941.10
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	32,40,000	32,40,000
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	0.72	0.16

24. Notes forming part of accounts in relation to Micro and small enterprise

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act,2013 with regard to the payments made/due to Micro and small Enterprises are given below :

Sr. No.	Particulars	Year Ended on 31st March 2019		Year Ended on 31st March 2018	
		Principal	**Interest**	**Principal**	**Interest**
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
Ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
Iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

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 voting forthwith.

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

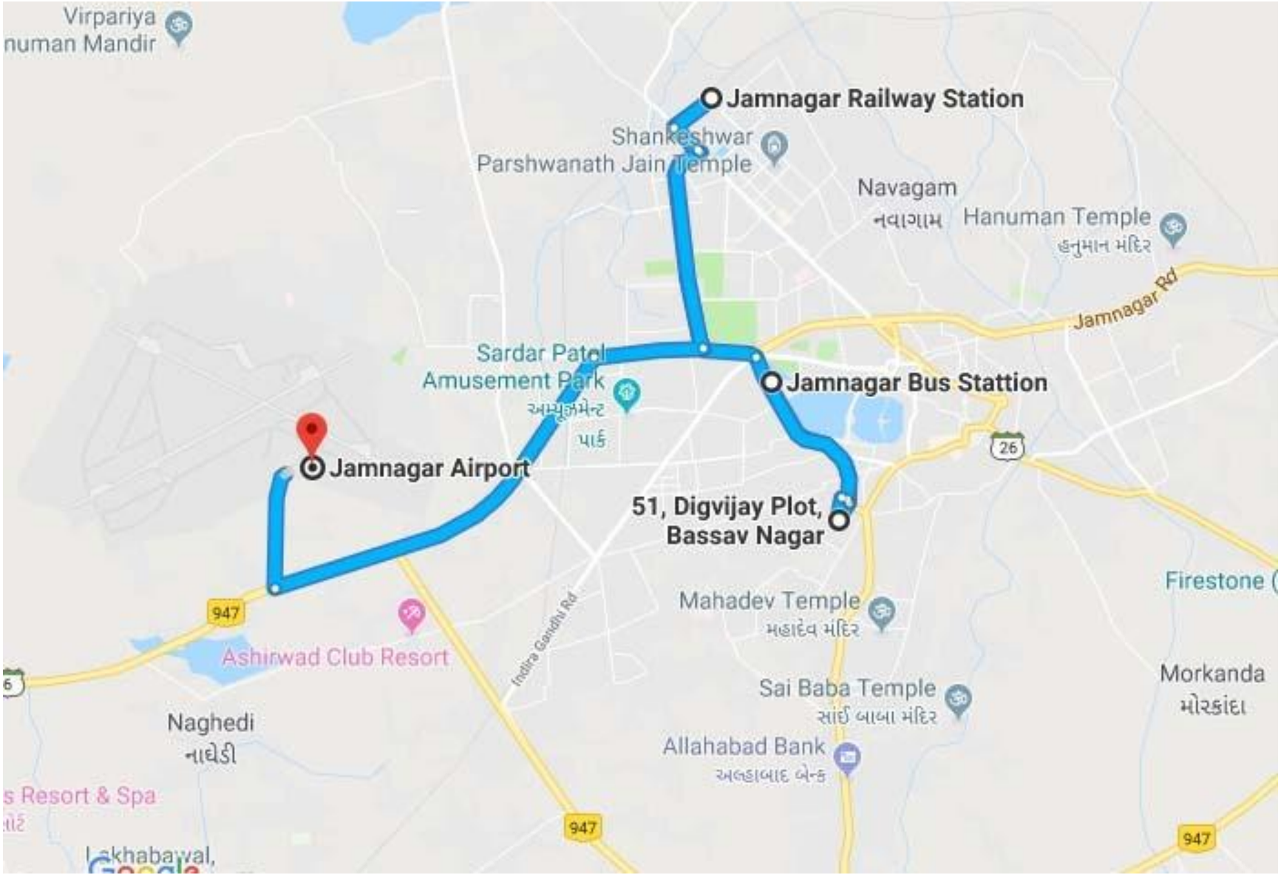
(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

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 Job and areas - 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.

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.