

## NOTICE OF AGM

Notice is hereby given that the Annual General Meeting of the Members of **M/s. RAHUL MERCHANDISING LIMITED** is scheduled to be held on Friday, 30<sup>th</sup> day of September, 2011 at Registered office of the Company at 138A, Taimoor Nagar, New Friends Colony, New Delhi-110065 at 10:30 A.M. to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2011 and Profit and Loss Account for the period ended on that date together with Schedules and Notes to Accounts, Auditors' and Directors' Report thereon.
2. To consider and to appoint a Director in place of Mr. Amrendra Kumar Singh, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and appoint Auditors **M/s. JAGDISH SAPRA & CO., Chartered Accountants, New Delhi**, who retires at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment and will hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of next AGM of the Company and to fix their remuneration.

### **SPECIAL BUSINESS:-**

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

**“RESOLVED THAT** Mr. Rahul Mansharamani, who was appointed as an Additional Director under Section 260 of the Companies Act, 1956 by the Board of Directors at its meeting held on 30.05.2011, and whose term expires at the ensuing Annual General Meeting of the company, and who has given a notice to the company along with a cash of Rs. 500/- towards deposit, signifying his intention to offer his candidature for the appointment as Director of the company at the ensuing Annual General Meeting, be and is hereby appointed as Director of the Company.”

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

**“RESOLVED THAT** Mr. Naveen Asrani, who was appointed as an Additional Director under Section 260 of the Companies Act, 1956 by the Board of Directors at its meeting held on 30.05.2011, and whose term expires at the ensuing Annual General Meeting of the company, and who has given a notice to the company along with a cash of Rs. 500/- towards deposit signifying his intention to offer his candidature for the appointment as Director of the company at the ensuing Annual General Meeting, be and is hereby appointed as Director of the Company.”

**“FURTHER RESOLVED THAT** Mr. Suresh Mansharamani, Chairman & Managing Director and Mr. Pardeep Kumar, Director & Compliance Officer of the Company be and are hereby authorized jointly or severally to execute all necessary documents, file Form No. 32 and other

necessary forms relating to the appointment of Mr. Rahul Mansharamani & Mr. Naveen Asrani as Directors of the Company with the Registrar of Companies, NCT of Delhi & Haryana.”

**FURTHER RESOLVED THAT** CS. K. K. Singh, Managing Partner of M/s. K. K. Singh & Associates, Company Secretaries, be and is hereby authorised to do all the acts, to prepare any sort of documents, filling, filing and pre-certification of the relevant forms to be filed with the Registrar of Companies, NCT of Delhi & Haryana to ensure the compliance of the same.”

**For and on behalf of the Board of Directors**

Date: 02.09.2011  
Place: New Delhi

**Sd/-  
Managing Director**

**NOTES:**

- 1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. The register of the members and share transfer books of the Company will remain closed from September 27, 2011 to September 30, 2011 (both days inclusive).
4. Corporate member intending to send their authorized representative to attend the meeting are requested to send certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. Queries on accounts and operations may please be sent to the company 7 days in advance of the Annual general meeting so that the answer may be made available at the meeting.
6. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are request to write their folio number in the attendance slip for attending the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Pursuant to the recommendation of SEBI committee on corporate governance for reappointment of the retiring director, a statement of the details of the concerned director is attached thereto.
9. All documents referred to in the accompanying notice are open for inspection at the registered office of the company during office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the annual general meeting.
- 10. All members are requested to make their correspondence relating to the shares in physical and demat to our Share Transfer Agent i.e. Alankit Assignments Limited at its office at **RTA Division, Alankit House, 2E/21, Jhandewalan Extension, New Delhi – 110055 (India). Ph.: 91-11-42541234, 23541234, e-mail: rta@alankit.com, Website: KINDLY FILL IF ANY OTHER****  
**DIRECTORSHIP AL GENERAL MEETING**

<i>Names of Directors</i>	<i>Mr. A. K. Singh</i>
<i>Date of Birth</i>	<i>14<sup>th</sup> April, 1966</i>
<i>Date of Appointment</i>	<i>23<sup>rd</sup> September, 2000</i>
<i>Qualifications</i>	<i>B.Com(Economics)</i>
<i>Expertise in functional area</i>	<i>He has a vast experience of business in field of garments and trading(More than 20 years)</i>
<i>Other Directorship excluding Alternate Directorship, Private Companies and Foreign Companies</i>	<i>NIL</i>
<i>Chairman/Member of the Committee of the Board of Directors of the Company</i>	<i>YES</i>
<i>Chairman/Member of the Committee of the Board of Directors of other companies in which he is a Director</i>	<i>NIL</i>
<i>a. Audit Committee</i>	<i>NIL</i>
<i>b. Investor Grievances Committee</i>	<i>NIL</i>
<i>No. of Shares held in the Company</i>	<i>NIL</i>

11. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of item no. 4 & 5 are annexed herewith.

**Item No. 4.**

Mr. Rahul Mansharamani was appointed as Additional Directors of the company pursuant to Section 260 of the Companies Act, 1956 and whose terms of office will be only up to the date of ensuing AGM. He is a under graduate, and is eligible to be re-appointed as Director of the company. He has signified his intention under section 257 of the Companies Act, 1956 for his re-appointment as Director of the Company with a cash of Rs. 500/-. He is young and dynamic person, with five years of experience in marketing, his association and continuation as Director of the company would be worthwhile for the organization.

**ADDITIONAL INFORMATION REQUIRED UNDER CLAUSE 49 IV(G) OF THE LISTING AGREEMENT ON DIRECTORS SEEKING FOR APPOINTMENT OR RE- APPOINTMENT AT ANNUAL GENERAL MEETING**

<i>Names of Directors</i>	<i>Mr. Rahul Mansharmani</i>
<i>Date of Birth</i>	<i>27<sup>th</sup> June, 1985</i>
<i>Date of Appointment</i>	<i>30<sup>th</sup> May, 2011</i>
<i>Qualifications</i>	<i>Undergraduate</i>

<i>Expertise in functional area</i>	<i>He has wide experience in various fields and specialized experience in marketing .</i>
<i>Other Directorship excluding Alternate Directorship, Private Companies and Foreign Companies</i>	<i>2(Two)</i>
<i>Chairman/Member of the Committee of the Board of Directors of the Company</i>	<i>NIL</i>
<i>Chairman/Member of the Committee of the Board of Directors of other companies in which he is a Director</i>	<i>NIL</i>
<i>a. Audit Committee</i>	<i>NIL</i>
<i>b. Investor Grievances Committee</i>	<i>NIL</i>
<i>No. of Shares held in the Company</i>	<i>NIL</i>

Therefore, keeping in view of his qualifications, experience and expertise, your Board of Directors has decided to recommend his name for re-appointment as Director of the Company at ensuing Annual General Meeting for your approval.

None of the Directors of your Company is interested in the proposed appointment.

**Item No. 5.**

Mr. Naveen Asrani was appointed as Additional Directors of the company pursuant to Section 260 of the Companies Act, 1956 and whose terms of office will be only up to the date of ensuing AGM. He is a under graduate and is eligible to be re-appointed as Director of the company. He has signified his intention under section 257 of the Companies Act, 1956 for his re-appointment as Director of the Company with a cash of Rs. 500. He is having about 10 years of vast experience in the field of trading and marketing, his association and continuation as Director of the company would be worthwhile for the organization.

**ADDITIONAL INFORMATION REQUIRED UNDER CLAUSE 49 IV(G) OF THE LISTING AGREEMENT ON DIRECTORS SEEKING FOR APPOINTMENT OR RE- APPOINTMENT AT ANNUAL GENERAL MEETING**

<i>Names of Directors</i>	<i>Mr. Naveen Asrani</i>
<i>Date of Birth</i>	<i>6<sup>th</sup> September, 1981</i>
<i>Date of Appointment</i>	<i>30<sup>th</sup> May, 2011</i>
<i>Qualifications</i>	<i>Undergraduate</i>
<i>Expertise in functional area</i>	<i>He has wide experience and long (more than 10 years) experience in he functional aspects of Production.</i>
<i>Other Directorship excluding Alternate Directorship, Private Companies and Foreign Companies</i>	<i>NIL</i>
<i>Chairman/Member of the Committee of the Board of Directors of the Company</i>	<i>NIL</i>
<i>Chairman/Member of the Committee of the Board of Directors of other companies in which he is a Director</i>	<i>NIL</i>
<i>a. Audit Committee</i>	<i>NIL</i>
<i>b. Investor Grievances Committee</i>	<i>NIL</i>
<i>No. of Shares held in the Company</i>	<i>NIL</i>

Therefore, keeping in view of his qualifications, experience and expertise, your Board of Directors has decided to recommend his name for re-appointment as Director of the Company at ensuing Annual General Meeting for your approval.

None of the Directors of your Company is interested in the proposed appointment.

**For and on behalf of the Board of Directors**

Date: 02.09.2011  
Place: New Delhi

Sd/-

**Managing Director**