

NOTICE

Notice is hereby given that the **21st Annual General Meeting** of the Members of **RAHUL MERCHANDISING LIMITED** will be held on **Saturday, 13th day of September, 2014** at Registered Office of the Company at No. 18, Basement, NRI Complex, Greater Kailash, Part-IV, Delhi-110019 at 3.30 P.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the period ended on that date together with Auditors' and Directors' Report thereon.
2. To consider and to appoint a Director in place of Mr. Suresh Mansharamani 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 retire 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 pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the company be and is hereby accorded to re-appoint Mr. Himanshu Chandani as Non-Executive Independent Director of the Company to hold office from 13th September, 2014 to 12th September, 2019, not liable to retire by rotation."

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

"Resolved that pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with schedule IV to the said Act, consent of the company be and is hereby accorded to re-appoint Ms. Snehlata Kaim as Non-Executive Independent Director of the Company to hold office from 13th September, 2014 to 12th September, 2019, not liable to retire by rotation."

For and on behalf of the Board of Directors

Date : 07/08/14
Place : New Delhi

Sd/-
Suresh Mansharamani
(Chairman)

NOTES :

1. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. 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. 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. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
5. Documents referred to in the accompany Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (10:00 AM to 06:00 PM) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
6. The Register of Member and Share Transfer Books of the company will remain closed from 12th day of September, 2014 to 13th day of September, 2014 (both days inclusive) for the purpose of Annual Closing and AGM.
7. Members holding Shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, viz., Skyline Financial Services Private Limited, D-153, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, quoting their Folio Numbers(s).
8. Physical copies of the Notice and Annual Report for 2014 are being sent to all the members in the permitted mode along with Attendance Slip and Proxy Form interalia indicating the process of E-voting. Electronic copy of the Notice and Annual Report for 2014 is also being sent to all the members who's Email IDs are registered with the Company/ Depository Participants(s) for communication purposes. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
9. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in.
10. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
11. Pursuant to the requirements of Corporate Governance under Clause 49 of Listing Agreement entered into with the Stock Exchange(s), the brief particulars of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and memberships/ chairmanships of Board/ Committees, Shareholding and relationships between Directors inter-se, are provided in the Directors' Report forming part of the Annual Report. Their details are also provided in the explanatory statement to the notice annexed herewith.
12. Members may also note that the Notice of 21th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.rahulmerchandising.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. For any communication, the Shareholders may also send requests to the Company's designated email id: rahulmerchandising@gmail.com.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. As per Section 118 (10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting."

15. Voting through electronic means:

I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 and Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through evoting services provided by National Security Depositories Limited (NSDL).

The instructions for e-voting are as under:

A. In case a member receives an e-mail from NSDL [for Members whose email addresses are registered with the Company]:

(i) Open the email and also open the attached pdf file namely 'Rahul e-voting.pdf' with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in Physical Mode) as password. The said Pdf File contains your "User ID" and "Password" for e-voting. Please note that password is an initial Password.

(ii) Launch internet browser by typing the URL <http://www.evoting.nsdl.com/>

(iii) Click on "Shareholder - Login".

(iv) If you are logging in for the first time, please enter the User ID and Password as initial password noted in step (i) above and click Login.

(v) Password change Menu appears. Change the password with a new password of your choice with the minimum 8 digits/characters or combination thereof. Please keep a note of new password. It is strongly recommended not to share your password with any other person and take utmost care of keep it confidential.

(vi) Home page of "e-voting" opens. Click on e-voting- Active voting cycles.

(vii) Select EVEN (Electronic Voting Event Number) of Rahul Merchandising Limited.

(viii) Now you are ready for e-voting as "cast vote" page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Open confirmation the message "vote caste successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to change / modify your vote.

(xii) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized Signatory(ies) who are authorized to vote, to the scrutinizer through email to csanujgupta@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case Member receives physical copy of notice of AGM [for Members whose email addresses are not registered with the Company]:

(i) Initial password is provided in the enclosed 'instruction for e-voting' form for the AGM

EVEN USER ID **PASSWORD / PIN**

(ii) Please follow all steps from sl.no. (ii) to (xiii) above, to cast vote.

II. In case of any queries, you may refer to Frequently Asked Questions (FAQ) for Share holders and e-voting user manual for shareholders, available at the Download Section of <http://www.evoting.nsdl.com>.

III. The e-voting period will commence on 04/09/2014 (9:00 A.M.) and end on 06/09/2014 (6:00 P.M.). During this period Shareholders of the Company holding shares in physical form or in dematerialized form, as on the relevant date (cut off) of 08/08/2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for the voting thereafter. Once the vote on a resolution is cast by the Shareholders, the Shareholders shall not be allowed to change it subsequently.

IV. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the company as on the relevant date of

V. Mr. Anuj Gupta, Practicing Company Secretary (Membership No. ACS- 13025) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall, at least 3 working days from the conclusion of the e-voting period, unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

VII. The Result shall be declared on or after the AGM. The result declared alongwith the Scrutiniser's Report shall be place on Company's website www.rahulmerchandising.com and on the website of NSDL within 2 days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges, Where the Shares of the Company is listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4,5

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an independent director, on the date of commencement of this act, shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not be applicable to Independent Directors.

So to comply with relevant provisions of Companies Act, 2013, all Independent Directors needs to be re-appointed on non- rotational basis and up to five year at a time.

In the opinion of the Board, all Independent Directors of the Company fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. The Board also opined that they all possess appropriate skill, experience and knowledge as required to occupy the position of an Independent Director.

The Board has also received declaration from all the Independent Directors that they meet the Criteria of Independence as prescribed under section 149(6) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Board recommends the re-appointment of both independent directors from 13th day of September 2014 to 12th of September 2019.

NOTICE OF INTEREST

None of the Executive Directors/Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the said resolution. All independent directors are interested in their respective resolution(s).

Additional Information required to be furnished under clause 49 of the Listing Agreement for Directors seeking appointment/reappointment

Name	Mr. Himanshu Chandani
Age	23 year
Qualification	Commerce Graduate
Expertise	Secretarial work
Other Directorship	NO

Name	Ms. Snehlata Kaim
Age	24 years
Qualification	Commerce Graduate
Expertise	Administration & Secretarial work
Other Directorship	NO

For and on behalf of the Board of Directors

Date : 07/08/14
Place : New Delhi

Sd/
Suresh Mansharamani
(Chairman)