



Radhika[®]
JEWELTECH LIMITED

CIN : U27205GJ2016PLC093050

3-4-5, RAJSHRUNGI COMPLEX Palace Road, Rajkot - 360 001. TeleFax : 0281 - 2225066, 2233100

Cell : 96245 31000 E-mail : radhikajeweltech@gmail.com web : www.radhikajeweltech.com

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Date : 01.09.2018

Dear Sir/Madam,

Subject : Intimation of Notice of 2nd Annual General Meeting

Ref : Script Id : "RADHIKAJWE" and Script Code : 540125

With reference to captioned subject it is hereby informed that 2nd Annual General Meeting of the company is Scheduled to be held on Saturday, 29th September 2018 at 11:00 A.M. at the Register Office of the Company situated at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001 The Notice of Annual General Meeting is attached here for your records.

Please acknowledge and take on your record.

Thanking you,

For, RADHIKA JEWELTECH LIMITED

ASHOKKUMAR M. ZINZUWADIA
(MANAGING DIRECTOR)
(DIN : 07505964)



NOTICE

Notice is hereby given that the 2nd Annual General Meeting of the members of Radhika Jeweltech Limited will be held on Saturday, the 29TH September, 2018 at 11:00 A.M. at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001 to transact the following Business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31st March, 2018, including audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Darshi A. Zinzuwadia (DIN: 07506087), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of Mr. Hersh Samir Jani, Proprietor of M/s. H. S. Jani & Associates, Chartered Accountants, (Firm Registration No. 127515W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 3rd Annual General Meeting be and is hereby ratified and their appointment be at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS :

4. Revision in terms of remuneration of Ashokkumar Zinzuwadia, Managing Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that in partial modification of Resolution passed at the Extra Ordinary General Meeting of the Company held on 1st August 2016 for the appointment and terms of remuneration of Ashokkumar Zinzuwadia (DIN: 07505964), Managing Director of the Company and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Ashokkumar Zinzuwadia, Managing Director of the Company, by way of increase remuneration payable to Ashokkumar Zinzuwadia (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary ₹10,00,000 per month (Ten Lakh per month), increasing thereby, all benefits related to the quantum of salary, with effect from 1st August 2018 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. Revision in terms of remuneration of Darshit Zinzuwadia, Whole Time Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that in partial modification of Resolution passed at the Extra Ordinary General Meeting of the Company held on 1st August 2016 for the appointment and terms of remuneration of Darshit Zinzuwadia (DIN: 07506087), Whole Time Director of the Company and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Darshit Ashokbhai Zinzuwadia, Whole Time Director of the Company, by way of increase remuneration payable to Darshit Ashokbhai Zinzuwadia (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary ₹10,00,000/- per month (Ten Lakh per month), increasing thereby, all benefits related to the quantum

of salary, with effect from 1st August 2018 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. Revision in terms of remuneration of Hareshbhai Zinzuwadia, Whole Time Director

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED that in partial modification of Resolution passed at the Extra Ordinary General Meeting of the Company held on 1st August 2016 for the appointment and terms of remuneration of Hareshbhai Zinzuwadia (DIN: 07505968), Whole Time Director of the Company and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Hareshbhai Zinzuwadia, Whole Time Director of the Company, by way of increase remuneration payable to Hareshbhai Zinzuwadia (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary ₹ 10,00,000/- per month (Ten Lakh per month), increasing thereby, all benefits related to the quantum of salary, with effect from 1st August 2018 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Date: 20th August, 2018
Place: Rajkot



By Order of the Board
For, RADHIKA JEWELTECH LIMITED

Ashokkumar M. Zinzuwadia
Managing Director
DIN: 07505964

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

At the Extra ordinary General Meeting held on 1st August 2016, the members of the Company had approved of the appointment and terms of remuneration of Ashokkumar Zinzuwadia as Managing Director of the Company for a period of 5 years from 1st August 2016 including *inter alia* salary up to maximum of ₹ 6,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Ashokkumar Zinzuwadia, on the recommendation of the NRC, the Board, at its meeting held on 20th August 2018, has revised the salary payable to Ashokkumar Zinzuwadia to ₹ 10,00,000 per month with effect from 1st August 2018 for the remainder of his term upto 31st July 2021, with proportionate increase in the benefits related to his salary, subject to the approval of the members of the Company. All other terms and conditions of appointment of Ashokkumar Zinzuwadia as Managing Director of the Company, as approved at the Extra ordinary General Meeting of the Company held on 1st August 2016, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The Directors are of the view that the remuneration payable to Ashokkumar Zinzuwadia as Managing Director is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No.4 of the accompanying Notice for approval by the members of the Company.

Except Ashokkumar Zinzuwadia, Darshit Zinzuwadia and Hareshbhai Zinzuwadia or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

ITEM NO. 5

At the Extra ordinary General Meeting held on 1st August 2016, the members of the Company had approved of the appointment and terms of remuneration of Darshit Zinzuwadia as Whole Time Director of the Company for a period of 5 years from 1st August 2016, including *inter alia* salary of ₹ 6,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Darshit Zinzuwadia, on the recommendation of the NRC, the Board, at its meeting held on 20th August 2018, has revised the salary payable to Darshit Zinzuwadia to ₹ 10,00,000 per month with effect from 1st August 2018 for the remainder of his term upto 31st July 2021, with proportionate increase in the benefits related to his salary, subject to the approval of the members of the Company. All other terms and conditions of appointment of Darshit Zinzuwadia as Whole Time Director of the Company, as approved at the Extra ordinary General Meeting of the Company held on 1st August 2016, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The Directors are of the view that the remuneration payable to Darshit Zinzuwadia as Whole Time Director is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No.5 of the accompanying Notice for approval by the members of the Company.

Except Darshit Zinzuwadia, Ashokkumar Zinzuwadia and Hareshbhai Zinzuwadia or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

ITEM NO. 6

At the Extra ordinary General Meeting held on 1st August 2016, the members of the Company had approved of the appointment and terms of remuneration of Hareshbhai Zinzuwadia as WholeTime Director of the Company for a period of 5 years from 1st August 2016, including *inter alia* salary of ₹ 6,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Hareshbhai Zinzuwadia, on the recommendation of the NRC, the Board, at its meeting held on 20th August 2018, has revised the salary payable to Hareshbahi Zinzuwadia to ₹ 10,00,000 per month with effect from 1st August 2018 for the remainder of his term upto 31st July 2021, with proportionate increase in the benefits related to his salary, subject to the approval of the members of the Company. All other terms and conditions of appointment of Hareshbhai Zinzuwadia as Whole Time Director of the Company, as approved at the Extra ordinary General Meeting of the Company held on 1st August 2016, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The Directors are of the view that the remuneration payable to Hareshbhai Zinzuwadia as Whole Time Director is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No.6 of the accompanying Notice for approval by the members of the Company.

Except Hareshbhai Zinzuwadia, Darshit Zinzuwadia and Ashokkumar Zinzuwadia or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 6.

Date: 20th August, 2018
Place: Rajkot



By Order of the Board
For, RADHIKA JEWELTECH LIMITED

Ashokkumar M. Zinzuwadia
Managing Director
DIN: 07505964

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

IN ORDER TO BE EFFECTIVE, PROXIES SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

2. The Register of Members and Share Transfer Books will remain closed from Tuesday, 25th day of September 2018 to Friday, 28th day of September, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
3. Information regarding appointment / re-appointment of directors and Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, and in terms of the approval given by the Board at the Board Meetings of the Company held on July 23, 2016, the auditors of the Company, M/s. H. S. Jani & Associates, Chartered Accountants are eligible to hold the office up to this Annual General Meeting. The appointment of M/s. H. S. Jani & Associates, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the 6th annual general meeting has been put up for the approval of member.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
6. In terms of Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to

all those members through e-mail, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

7. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant or Registrar.
8. With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
9. Members, who still hold share certificates in physical form are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
10. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Satellite Corporate Services Private Limited, Unit No. 49, Building No. 13 A-B, 2nd Floor, Samhita Commercial Co-Op Society Ltd., Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400 072 (Maharashtra), India, E- mail: service@satellitecorporate.com. Members whose shareholdings are in electronic mode are requested to approach their respective depository participants for effecting change of address.
11. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
12. Pursuant to provisions of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in the prescribed Form SH-13 (a copy of which shall be made available on request) with the Company or share transfer agent.
13. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
14. Members/Proxies are requested to bring the copies of annual reports and attendance slips to attend the meeting. Attendance Slip duly filled in and to affix their

signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.

15. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
16. Complete particulars of the venue of the Meeting including route map and mark for easy location is enclosed for the convenience of the membe□ The same has also hosted at the website of the company at www.radhikajeweltech.com.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

| | |
|--|---|
| Name of the Director | Darshit Ashokbhai Zinzuwadia |
| DIN | 07506087 |
| Nature | Re-appointment as Whole-Time Director (Retire by Rotation) |
| Date of Birth | 28.08.1991 |
| Qualification | Graduation |
| Date of Appointment | 22.07.2016 |
| Experience | He has more than 5 years experience in the field of Retail Jewellery Business |
| Directorship Held in other Public Limited Company | NA |
| No. of Shares Held | 1190000 |
| List of other companies in which Directorship are held (other than Section 8Company) | NA |
| Chairmanship or membership on other companies | NA |

Date: 20th August, 2018
Place: Rajkot

By Order of the Board
For, RADHIKA JEWELTECH LIMITED



Ashokkumar M. Zinzuwadia
Managing Director
DIN: 07505964

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

RADHIKA JEWELTECH LIMITED
CIN : U27205GJ2016PLC093050
3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD,
RAJKOT 360001 (GUJARAT)

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the Radhika Jeweltech Limited, hereby appoint

1.

Name:.....Address:.....

E-mail Id:Signature: or failing
him/her

2.Name:.....Address:.....

E-mail Id:Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Saturday 29th September 2018 at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

| Sr. No. | Resolution | Vote (Optional see Note 2)* | |
|---------|--|---------------------------------|---------|
| | | For | Against |
| 1 | Adoption of financial statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors' and Auditors' thereon. | | |
| 2 | To appoint Darshit Zinzuwadia (DIN: 07506087) as Whole-time Director, who retires by rotation and being eligible, offers herself for re-appointment. | | |
| 3 | To ratify Appointment of Statutory Auditor of the company and fixing their remuneration. | | |
| 4 | Revision in terms of remuneration of Ashokkumar Zinzuwadia, Managing Director | | |
| 5 | Revision in terms of remuneration of Darshit Zinzuwadia, Managing Director | | |
| 6 | Revision in terms of remuneration of Hareshbhai Zinzuwadia, Managing Director | | |

Signed this _____ day of _____ 2018

Affix
Revenue
Stamp

Signature of shareholder

Signature of 1st Proxy holder(s)

Signature of Proxy 2nd holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP

RADHIKA JEWELTECH LIMITED

CIN : U27205GJ2016PLC093050

3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD,

RAJKOT 360001 (GUJARAT)

2nd ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting *DP Id

No. _____ *Client Id No. _____ Regd. Folio No. _____

Name: _____

Address: _____

No. of Shares held: _____

I hereby record my presence at the 2nd Annual General Meeting of Radhika Jeweltech Limited on Saturday 29th September 2018 at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001.

Signature of the Member / Proxy

*Applicable to members holding shares in electronic form

Route Map for Venue of Annual General Meeting

Google Maps The Grand Thakar

