

5th April, 2016

**The Manager Listing
Department of Corporate Services
BSE Limited
Phiroze jeejeebhoy Towers
Dalal Street
Mumbai-400001**

Subject: Non Applicability of Compliance with Report on Corporate Governance

Dear Sir,


This has reference to SEBI Circular No. **CIR/CFD/POLICY CELL/7/2014** dated September 15, 2014 . In this regard, please note that the Company has paid up capital of Rs.3,51,22,500 only (less than stipulated Rs.10 Cr) and net worth Rs.2,00,25,302 (less than stipulated Rs.25 Cr) as per the last audited balance sheet as on March 31,2015.

Therefore, the company in terms of the aforesaid SEBI circular & as per regulation 15(2) of Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirement), 2015, is not under obligation to file the Corporate Governance Report under Regulation 27(2) of Securities and Exchange Board Of India (Listing Obligation and Disclosure Requirement), 2015 and compliance thereto under the listing agreement.

It is reiterated that we have submitted earlier letter dated 8th January, 2016 with you regarding non applicability of clause 49 of listing agreement.

We, request you to kindly take the above information on your records.

For Rahul Merchandising Limited


Pardeep Kumar
Director

Whole-time Director

DIN: 02940382