



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Second Annual General Meeting of Members of Raghuvansh AgroFarms Limited will be held on Saturday the 08th September, 2018 at 01:30 P.M. at the registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi - 110005 to transact the following businesses.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements (including consolidated Audited Financial Statements) of the Company for the year ended on 31st March 2018 including the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Renu Agarwal who retires by rotation and being eligible, offers herself for reappointment.
3. To Appoint the Statutory Auditors of the Company and fix their remuneration and 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 Sections 139, 140 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactments or modification thereof, as amended from time to time, M/s. KAMAL GUPTA ASSOCIATES, Chartered Accountants (Firm Registration No.000752C) be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2023, at such remuneration as may be fixed by the Board of Directors of the Company based on recommendation of Audit Committee plus service tax, out-of-pocket, travelling and living expenses, etc.”

“RESOLVED FURTHER THAT Mr. Subodh Agarwal, Managing Director and Mr. Rajit Verma, Company Secretary of the Company be and are hereby responsible to do all such acts, deeds and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification/s, the following resolution as a special resolution

“RESOVELED THAT pursuant to the provisions of sections 149, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, Mr. Vishal Maheshwari who was appointed as a Non-Executive Independent Director in the Company, and who holds office upto the date of 31st December 2018 and in respect of whom the company has received a notice in writing under section 160 of the Companies Act 2013 from a member signifying his intention to propose his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for a term of five years or upto the conclusion of 27th Annual General Meeting of the company, whichever is earlier.”

“RESOLVED FURTHER THAT Mr. Subodh Agarwal, Managing Director and Mr. Rajit Verma, Company Secretary of the Company be and are hereby responsible to do all such acts, deeds and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

Date: 06.08.2018

Place: Kanpur

By the order of the Board

For Raghuvansh Agrofarms Limited

-Sd-

Rajit Verma
(Company Secretary and Compliance Officer)

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.

A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 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 member.

2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. 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.
4. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting.
5. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
6. Pursuant to the provisions of Section of 91 of The Companies Act, 2013 and listing agreement, The Register of Members and Share Transfer Book will remain closed from 01.09.2018 to 08.09.2018 (both days inclusive).
7. SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail ID’s with the Skyline Financial Services Pvt. Ltd., the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID’s with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with the Company or their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to raghuvanshagro@gmail.com mentioning your Folio/DP ID & Client ID.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Skyline Financial Services Pvt. Ltd.
10. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 22nd Annual General Meeting of the Company.
13. With reference to Rule 20 of the Companies (Management and Administration) Amendment Rules 2015, your company is listed on SME of Platform of BSE under the regulation of chapter XB of the SEBI(Issue of Capital and Disclosure Requirement) Regulations, 2009, is not required to provide the e-voting process for the consideration of resolutions, proposed at the General Meeting.

EXPLANATORY STATEMENT

The Statement pursuant to section 102(1) of the Companies Act, 2013 for Item No. 04 of the accompanying Notice dated 06.08.2018.

Item – 4

MR. VISHAL MAHESHWARI (DIN: 06766258) was appointed as an Independent Director on the Board of the company pursuant to the provisions of Section 149 of the Act read with the companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to 31st December, 2018.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by him during his tenure, continued association of Mr. Vishal Maheshwari would be beneficial to the company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Vishal Maheshwari as independent Director of the Company, not liable to retire by rotation and hold office for a second term of 5(five) Consecutive years on the Board of the Company. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations, 2015 inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in section 149(6) of the Act.

Section 149 (10) of the Act provides that an independent Director shall hold office for a term of 05 (five) consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in Board's Report. Section 149 (11) provides that an Independent director may hold the office up to two consecutive terms.

In compliance with the provisions of sections 149, 152 and 160 read with schedule IV to the Act, the member's approval by way of special resolution set out at Item No.4 is being sought for the re-appointment of independent Director of the Company.

A justification for re-appointment including performance evaluation and other details as prescribed under secretarial standards on General meetings annexed to the notice by way of Annexure.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Vishal Maheshwari, is in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

Date: 06.08.2018

Place: Kanpur

By the order of the Board
For Raghuvansh Agrofarms Limited

-Sd-
Rajit Verma
(Company Secretary & Compliance Officer)

Annexure to the Item No.-2 & Item No.-4 of the Notice

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mrs. Renu Agarwal	Mr. Vishal Maheshwari
Date of Birth	04/12/1976	22/01/1973
Nationality	Indian	Indian
DIN	01767959	06766258
Date of appointment on the Board	01/07/2014	13/01/2014
Qualifications	Under Graduate	Chartered Accountant
Expertise	In Business	Professional
No. of Shares held in the company	Nil	Nil
List of the directorship held in other Company	Nil	01
Chairman/Member in the committees of the board of other companies in which he/she is director	Chairman-Nil Member-Nil	Chairman-Nil Member-Nil
Relationship, if any, between director's inter se	Wife of Mr. Subodh Agarwal	No
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);		
* Other required details are stated in Board Report.		

RAGHUVANSH AGROFARMS LIMITED**CIN:** L40300DL1996PLC258176**Reg. Office:** 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005**Corp. Office:** 16/19-A, Civil Lines, Kanpur -208001, Uttar Pradesh**Tel. :** 0512-2305075**Email:** raghuvanshagro@gmail.com, rafl666@rediffmail.com**Website:** www.raghuvanshagro.com**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)

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 above named company. Hereby appoint

Name :	
Address:	
	E-mail Id:
Signature: _____, or failing him	

Name :	
Address:	
	E-mail Id:
Signature: _____, or failing him	

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 Annual General Meeting of the Company to be held on Saturday, the 08th September, 2018 at 01:30 P.M. at the registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2018		
2.	Re-appointment of Mrs. Renu Agarwal as Director, retiring by rotation.		
3.	Appointment of M/s. KAMAL GUPTA ASSOCIATES (Firm Registration No. 000752C) as a Statutory Auditors of the Company		
4.	Re-appointment of Mr. Vishal Maheshwari as an Independent Director of the Company		

Affix
Revenue
Stamp

Signed this.....day of.....2018

Signature of the shareholder
across Revenue Stamp

Signature of Shareholder.....Signature of Proxy holder.....

Note:

- 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) The proxy need not be a member of the company.

-----**Please tear here**-----

RAGHUVANSH AGROFARMS LIMITED

CIN: L40300DL1996PLC258176

Reg. Office: 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005

Corp. Office: 16/19-A, Civil Lines, Kanpur -208001, Uttar Pradesh

Tel.: 0512-2305075

Email: raghuvanshagro@gmail.com, rafl666@rediffmail.com

Website: www.raghuvanshagro.com

ATTENDANCE SLIP

(To be presented at the entrance)

Reg. Folio No.	DP id.	Client id.	No. of Shares held

Name of the Reg. Shareholder-----

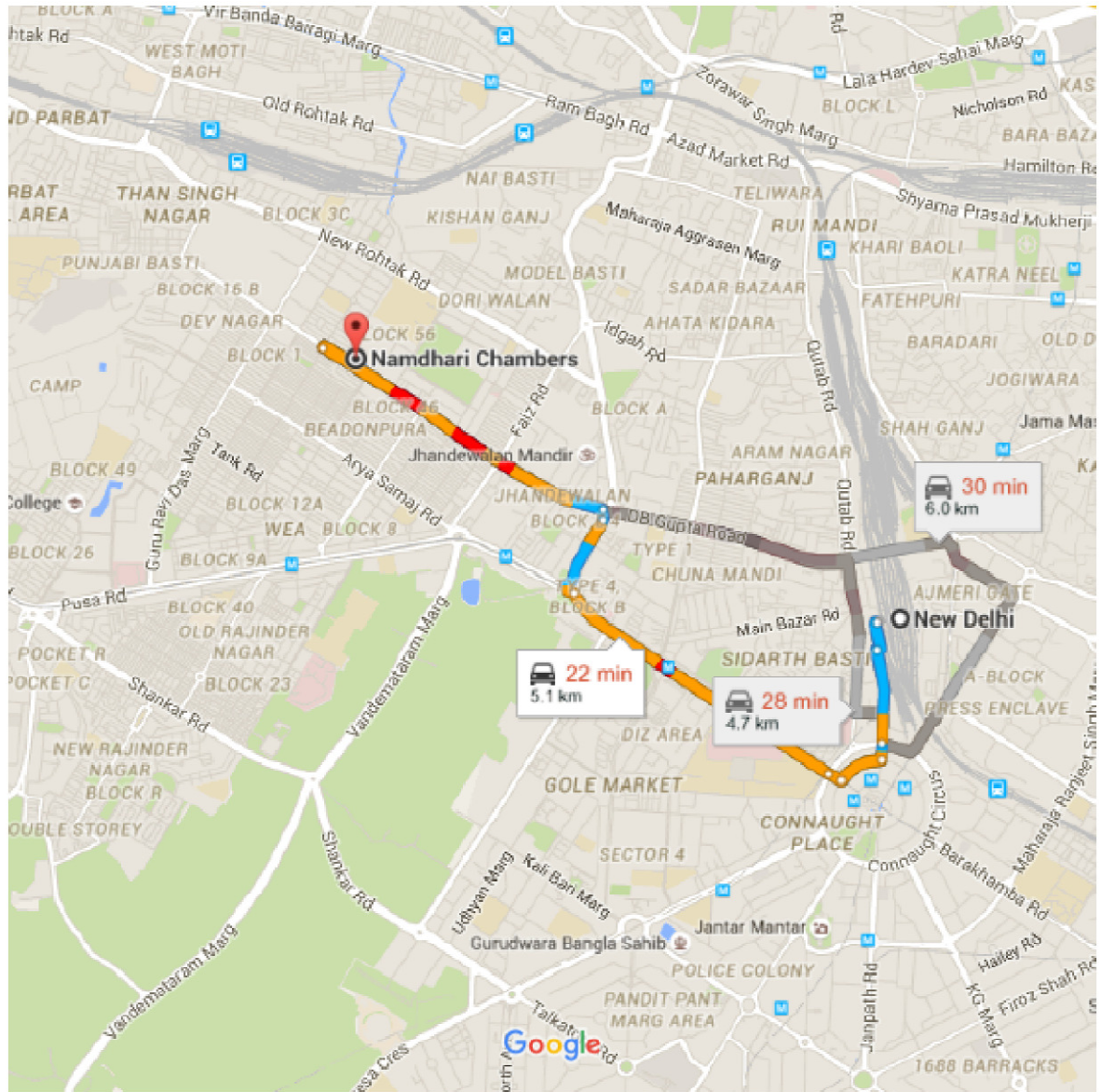
I, being the registered shareholder/Proxy for the registered shareholder of the company hereby record my presence at the 22nd Annual General Meeting of the Company held on saturday, the 08th September, 2018 at 01:30 P.M. at the registered office of the Company at 201-202, Namdhari Chambers, Karol Bagh, New Delhi-110005.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

NOTE: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members/Proxy Holders are requested to bring their copies of the Annual Report to the meeting.

Route map of the Venue of the Annual General Meeting



22nd Annual General Meeting Venue

Reg. Office: 201-202, Namdhari Chambers,
Karol Bagh, New Delhi-110005