



RAGHUVANSH AGROFARMS LIMITED

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

Tel.: 0512-3071470, 3071471

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

Website : www.raghuvanshagro.com

CIN: U40300DL1996PLC258176

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Nineteenth Annual General Meeting of Members of Raghuvansh Agro Farms Limited will be held on Friday the 25th September, 2015 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 2015 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 ratify the appointment of Auditors of the Company and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution.

“RESOLVED THAT, pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Naval Kapur & Co., Chartered Accountants (Firm Registration No. 005851C), who was appointed as the auditors of the Company from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company and whose office was subject to ratification at this annual general meeting be and is hereby ratified by the shareholders of the Company.”

SPECIAL BUSINESS

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

“RESOLVED THAT in supersession to the resolution passed by the Board of Directors at their meeting held on 21.03.2015 for changing the designation of Mrs. Renu Agarwal (DIN: 01767959) from Non-executive director to Executive Director (based on the recommendation of Nomination and Remuneration committee), consent of the Members be and is hereby given in changing the designation of Mrs. Renu Agarwal (DIN: 01767959) from non executive Director to Executive Director of the Company.

“RESOLVED FURTHER THAT Mr. Rajit Verma, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution.”

5. To consider and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution

“RESOLVED THAT pursuant to provision of Section 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and applicable provisions of Sections, consent of the members of the Company be and are hereby accorded for payment of a monthly remuneration of Rs. 30,000 (Thirty thousand only) per month all inclusive to Mrs. Renu Agarwal (DIN: 01767959) Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedule V as may be agreed to by and between the Board of Directors, without any further reference to the shareholders in general meeting.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of Mrs. Renu Agarwal as Director of the Company, the payment of salary, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Rajit Verma, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution.”

6. To consider and if thought fit, to pass, with or without modification/s, the following resolution as on ordinary resolution

“RESOLVED THAT pursuant to provisions of Sections , 197(1), and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule V to the said Act, and applicable provisions of Sections, consent of the members of the Company be and is hereby accorded for payment of a monthly remuneration of Rs. 50,000 (Fifty thousand only) per month all inclusive.

“RESOLVED FURTHER THAT the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedule V as may be agreed to by and between the Board of Directors and Mr. Subodh Agarwal, without any further reference to the shareholders in general meeting .

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the tenure of service of Mr. Subodh Agarwal as Managing Director of the Company, the payment of salary, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Subodh Agarwal as the Managing Director shall apart from his salary be entitled to travelling allowance as per the rules prescribed by the Company in this regard.”

“RESOLVED FURTHER THAT as the Managing Director of the Company, Mr. Subodh Agarwal shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and manage the business and affairs of the Company.”

“RESOLVED FURTHER THAT Mr. Rajit Verma, Company Secretary of the Company be and is hereby authorized to take all actions and steps expedient or desirable to give effect to this aforesaid resolution.”

Date: 18.08.2015

Place: Kanpur

By the order of the Board
For Raghuvansh Agrofarms Limited

-Sd-

Rajit Verma
(Company Secretary)

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. Copies of the Annual Report or Attendance Slips will not be distributed at 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 19.09.2015 to 25.09.2015 (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 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 M/s. 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 SH-13 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 19th 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 following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4, 5 and 6 of the accompanying Notice dated 18.08.2015.

Item – 4

The Board of Directors has at its meeting held on 21.03.2015 has changed the designation of Mrs. Renu Agarwal from Non-Executive Director to Executive Director w.e.f. 21.03.2015.

The Board of Directors (based on the recommendation of Nomination and Remuneration committee) changed the designation of Mrs. Renu Agarwal from Non-executive director to Executive Director with effect from 1st April, 2015, through the power granted by the Article No. 103,107 of the Articles of the Association of the Company, subject to the approval of the shareholders, which is properly intimated to BSE Ltd. as well, for the purpose of shouldering extended responsibility of the company.

Considering her increasing involvement in the business operation as well as corporate affairs of the Company, the above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval by the members by way of ordinary resolution.

In reference to that Mrs. Renu Agarwal has been allotted the designation of Director Operations and given responsibility to have supervision of operations of the company.

Except Mr. Subodh Agarwal and Mrs. Renu Agarwal, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

Item – 5

The total managerial remuneration payable by a public company to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year. Further it is provided that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Therefore, the above resolution is placed before the shareholders in order to take their approval for payment of Remuneration to Mrs. Renu Agarwal above the Limit of 5 percent of the net profits of the Company as provided in the act.

All other terms and conditions of appointment apart from remuneration of Mrs. Renu Agarwal as Executive Director of the Company will remain unchanged. And other information as required by secretarial standard-2 has been stated in Board's Report and Corporate Governance Report.

Except Mr. Subodh Agarwal and Ms. Renu Agarwal, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

Item – 6

The total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year. Further, it is provided that except with the approval of the company in general meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent. of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together.

Therefore the above resolution is placed before the shareholders in order to take their approval for payment of Remuneration to Mr. Subodh Agarwal above the Limit of 5 percent of the net profits of the Company as provided in the act.

All other terms and conditions of appointment apart from remuneration of Mr. Subodh Agarwal as Executive Director of the Company will remain unchanged. And other information as required by secretarial standard-2 has been stated in Board's Report and Corporate Governance Report.

Except Mr. Subodh Agarwal and Ms. Renu Agarwal, none of the other Directors and other Key Managerial Personnel or their respective relatives is concerned or interested financially or otherwise in this Resolution.

Date: Kanpur
Place: 18.08.2015

By the order of the Board
For Raghuvansh Agrofarms Limited

-Sd-
Rajit Verma
(Company Secretary)

Annexure to the Item No.-2 of the Notice

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting.

In pursuance of clause 52 of Listing Agreement of SME:

Name of the Director	Mrs. Renu Agarwal
Date of Birth	04/12/1976
Nationality	Indian
Date of appointment on the Board	01/07/2014
Qualifications	Under Graduate
Expertise	In Business
No. of Shares held in the company	Nil
List of the directorship held in other Company	Nil
Chairman/Member in the committees of the board of other companies in which he/she is director	Chairman-Nil Member-Nil
Relationship, if any, between director's interest	Wife of Mr. Subodh Agarwal
* 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 Corporate Governance Report.	

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

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

Name :	E-mail Id:
Address:	
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 Friday, the 25th September, 2015 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, 2015		
2.	Re-appointment of Mrs. Renu Agarwal as director, retiring by rotation		
3.	Ratification of Appointment of Auditor		
4.	Change in designation of Mrs. Renu Agarwal		
5.	Increment in remuneration of Mrs. Renu Agarwal		
6.	Increment in remuneration of Managing Director		

Signed this.....day of.....2015



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.

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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 19thAnnual General Meeting of the Company held on Friday, the 25th September, 2015 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.