

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: L40300DL1996PLC258176

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF RAGHUVANSH AGROFARMS LIMITED WILL BE HELD ON FRIDAY, THE 20TH DAY OF APRIL, 2018 AT 01:30 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 16/19-A, CIVIL LINES, KANPUR-208001, UTTAR PRADESH TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No. 1 : To consider and approve the Appointment of Statutory Auditors arising out of Casual Vacancy

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the Company, **M/s. KAMAL GUPTA ASSOCIATES** (Firm Regn. No. 000752C) be and is hereby appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of **M/s. U. NARAIN & COMPANY**, Chartered Accountants, for the financial year 2017-18".

"RESOLVED FURTHER THAT M/s. KAMAL GUPTA ASSOCIATES (Firm Regn. No. 000752C), Chartered Accountants, Kanpur be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office as Statutory Auditors until the conclusion of the ensuing Annual General Meeting and that they shall conduct the statutory audit for the financial year 2017-18, on such remuneration as may be fixed by the Board of Directors/Committee thereof as the case may be in consultation with auditors thereon."

RESOLVED FURTHER THAT any of the Board of Directors and KMPs of the Company, be and are, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution and to file necessary E-Forms with Registrar of Companies."

Date: 15.03.2018

Place: Kanpur

By the order of the Board
For Raghuvansh Agro farms Limited

sd/-
Rajit Verma
(Company Secretary and Compliance Officer)

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with regard to the Special Business is appended.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself, such proxy/proxies need not to be a member of the company. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at an Extra Ordinary General Meeting.
4. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting.
5. 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.

6. 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.
7. 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.

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8. 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 :

M/s. U. Narain & Company, Chartered Accountants, have tendered their resignation as Statutory Auditors as they are not in a position to devote the time to the affairs of the Company and they have expressed that they will not be able to continue as statutory auditors, which has resulted into casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The audit committee has recommended the name of **M/s. KAMAL GUPTA ASSOCIATES** (Firm Regn. No. 000752C) to the Board of Directors to appoint them as the statutory auditors of the Company. Further Board of Directors considered the recommendation of the Audit Committee and found that **M/s. KAMAL GUPTA ASSOCIATES**, Chartered Accountants are the most suitable firm, considering their experience and knowledge, for the appointment as the statutory Auditors of the Company.

Accordingly, Board proposes that **M/s. KAMAL GUPTA ASSOCIATES** (Firm Regn. No. 000752C), Chartered Accountants, Kanpur, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. U. Narain & Company, Chartered Accountants.

M/s. KAMAL GUPTA ASSOCIATES, Chartered Accountants, Kanpur, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution.

Date: 15.03.2018

Place: Kanpur

By the order of the Board

For Raghuvansh Agrofarms Limited

Sd/-

Rajit Verma

(Company Secretary and Compliance Officer)

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RAGHUVANSH AGROFARMS LIMITED

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

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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 :	
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 Extra Ordinary General Meeting of the Company to be held on Friday, the 20th April, 2018 at 01:30 P.M. at the Corporate office of the Company at 16/19-A, Civil Lines, Kanpur-208001, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	Appointment of Statutory Auditors to fill the Casual Vacancy		

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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**-----

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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 Extra-Ordinary General Meeting of the Company held on Friday, the 20th April, 2018 at 01:30 P.M. at the corporate office of the Company at 16/19-A, Civil Lines, Kanpur-208001, Uttar Pradesh.

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.

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ROUTE MAP FOR VENUE OF EXTRA-ORDINARY GENERAL MEETING



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