



RAGHUVANSH AGROFARMS LIMITED

Notice for Twenty Third Annual General Meeting



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Third Annual General Meeting of Members of Raghuvansh AgroFarms Limited will be held on Saturday the 21st day of September, 2019 at 02:30 P.M. at the registered office of the Company D-50E, 2nd Floor, Chattarpur Enclave Phase-1, New Delhi-110074 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 2019 including the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Neeraj Agarwal who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

1. To re-appoint Mr. Subodh Agarwal as Managing Director and in this regard, to pass, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Subodh Agarwal (DIN: 00122844), as Managing Director of the Company for a period of 5 (five) years with effect from April 01, 2019 to March 31, 2024 on the terms and conditions as mentioned below

1. Term of appointment:

Five years with effect from 01st April, 2019

2. Salary:

Rs. 50,000/- (Rupees Fifty Thousand only) per month. The annual increments would be made as decided by the Board of Directors.

3. Allowances and Perquisites:

(i) Housing:

- a) Leased residential accommodation or House rent allowance as per the applicable rules;
- b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the company;
- c) The Company shall provide such furniture, furnishing, domestic help and security guards at his residence as may be required.



- (ii) **Medical & Personal accident insurance:** as may be decided by the Board/Remuneration Committee.
- (iii) **Medical expenses actually incurred by him and his family:** Medical expenses incurred by self and family shall be borne by the company.
- (iv) **Club Fees**
- (v) **Provision for use of car for official business:** The Company shall provide car with Chauffeur as per norms of the Company.
- (vi) **Travelling:** The Company will bear all travelling expenses, including boarding and lodging, as per the rules of the Company during domestic and overseas business trips, including that of spouse, if required to accompany the Managing Director.
- (vii) **Leave and Travel Assistance:** as per rules of the Company.
- (viii) **Communication Facilities:** The Company shall provide the telephone, cellular phone, telefax, internet and other communication facilities at the Managing Director's residence.
- (ix) **Other Allowances:** As may be decided by the Board of Directors/ Nomination and Remuneration Committee time to time, subject to the provisions of the Companies Act 2013, its schedule and any other applicable act, rules and regulation, if any.

RESOLVED FURTHER THAT the period of office of Mr. Subodh Agarwal shall not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT Mr. Subodh Agarwal in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT all the Directors and KMPs be and is hereby authorized to do all the acts, deeds and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

Date: 20.08.2019

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 14.09.2019 to 21.09.2019 (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 23rd 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.

Date: 20.08.2019
Place: Kanpur

By the order of the Board
For Raghuvansh Agrofarms Limited

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

ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 3:

Mr. Subodh Agarwal, is 52 years of age, a successful entrepreneur, is a Science Graduate with a vast managerial and administrative experience of over many years of corporate Sector. He is one of the promoters and joined the Company as Director w.e.f. 19/12/1996.

Mr. Subodh Agarwal, who is well versed and very experienced in understanding cultivation and trading of agricultural and related products as well as its market, is equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality. Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors at its meeting held on February 15, 2019, recommended re-appointment of Mr. Subodh Agarwal as Managing Director of the Company, for further period of 5 years w.e.f. April 01, 2019 to March 31, 2024, on the terms and conditions as set out in this item of the Notice.

Mr. Subodh Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Subodh Agarwal, Managing Director of the Company may be considered to be concerned or interested in the said resolution since it relates to his own re-appointment. Mrs. Renu Agarwal also be considered as concerned or interested in the same, being spouse of Mr. Subodh Agarwal .

Except Mrs. Renu Agarwal, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Annexure to the Item No.-2 & 3

Details of Director 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	Mr. Neeraj Agarwal	Mr. Subodh Agarwal
Date of Birth	22.10.1964	30.06.1967
Nationality	Indian	Indian
DIN	07718447	00122844
Date of appointment on the Board	30.01.2017	19.12.1996
Qualifications	Chartered Accountant	Graduate
Expertise	Professional	Business Management
No. of Shares held in the company	Nil	981550
List of the directorship held in other Company	NA	List of Directorship is enclosed as Annexure-8
Chairman/Member in the committees of the board of other companies in which he/she is director	Chairman-Nil Member-Nil	Nikki Global Finance Limited Chairman – Stakeholder Relationship committee Member- 1.Audit Committee 2.Nomination Remuneration Committee
Relationship, if any, between Director's inter se	No	Mrs. Renu Agarwal-Spouse
* 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.		

Annexure -8

List of the directorship of Mr. Subodh Agarwal held in Other Company

SR. NO.	COMPANY NAME
1.	Litmus Investments Limited
2.	Nikki Global Finance Limited
3.	Model Kings Safetywear Limited
4.	Sanjeevani Fertilizers And Chemicals Private Limited
5.	Raghuvansh Agrotech Farmer Producer Company Limited



RAGHUVANSH AGROFARMS LIMITED

CIN: L40300DL1996PLC258176

Reg. Office: D-50E, 2nd FLOOR, CHATTARPUR ENCLAVE PHASE-1, NEW DELHI-110074

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 21st September, 2019 at 02:30 P.M. at the registered office of the Company at D-50E, 2nd Floor, Chattarpur Enclave Phase-1, New Delhi-110074 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, 2019		
2.	Re-appointment of Mr. Neeraj Agarwal as Director, retiring by rotation.		
3.	Re-appointment of Mr. Subodh Agarwal as a Managing Director		



Affix
Revenue
Stamp

Signed this.....day of.....2019

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: D-50E, 2nd FLOOR, CHATTARPUR ENCLAVE PHASE-1, NEW DELHI-110074

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-----

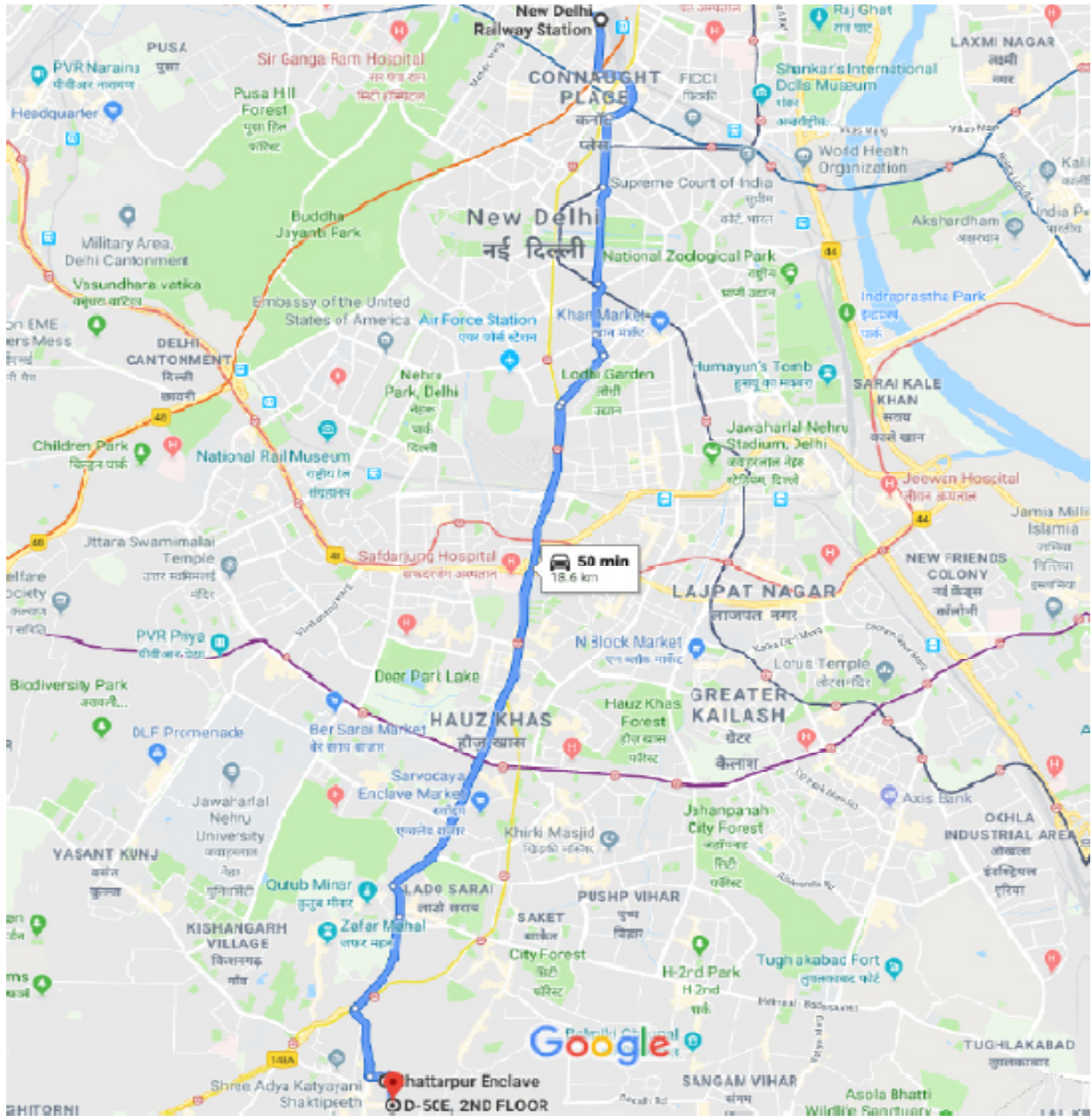
I, being the registered shareholder/Proxy for the registered shareholder of the company hereby record my presence at the 23rd Annual General Meeting of the Company held on saturday, the 21st September, 2019 at 02:30 P.M. at the registered office of the Company at D-50E, 2nd Floor, Chattarpur Enclave Phase-1, New Delhi-110074.

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



23rd Annual General Meeting Venue

Reg. Office: D-50E, 2nd Floor, Chattarpur Enclave,
Phase-I, New Delhi-110074, Delhi