



RAGHUVANSH AGROFARMS LIMITED

**Notice of Twenty Seventh
Annual General Meeting of F.Y. 2022-23**



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh Annual General Meeting of Members of Raghuvansh AgroFarms Limited will be held on Sunday, the 24th September, 2023 at 02:30 P.M. at 112, First Floor, Surya Kiran Building, 19 KG Marg, New Delhi-110001 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 2023 including the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Neeraj Agarwal bearing DIN: 07718447 who retires by rotation and being eligible, offers himself for reappointment.

3. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS

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 Sections 139, 142 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), retiring Statutory Auditors of the company, be and are hereby re-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 32nd Annual General Meeting of the Company to be held in the year 2028, 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. APPOINTMENT OF MR. ANAND KUMAR MISHRA, BEARING DIN:10287469, AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and upon the recommendation by Nomination and



Remuneration Committee, Board of Directors proposing to the shareholders for their approval for appointment of Mr. Anand Kumar Mishra as an Independent Director of the company in this Annual General Meeting.

Mr. Anand Kumar Mishra (DIN:10287469), be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five (5) consecutive years that is upto 23rd September, 2028 or date of AGM to be held in the year 2028 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.

5. RATIFICATION OF RE-ADOPTION OF PREVIOUS MEMORANDUM OF ASSOCIATION

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

RATIFICATION OF RE-ADOPTION OF PREVIOUS MEMORANDUM OF ASSOCIATION, PURSUANT TO DENIAL OF IN-PRINCIPAL APPROVAL FROM BSE LIMITED

"RESOLVED THAT pursuant to the powers given pursuant to the Articles of Association of the Company, Consent of the Shareholders of the Company be and is hereby accorded to ratify the act of the board of directors to re-adopt and take on record the existing Memorandum of Association of the Company bearing face value of equity shares as Rs.10/- each instead of Rs.1/- each pursuant to its denial of In- Principal approval by BSE Limited as on the year ended 31.03.2023.

RESOLVED FURTHER THAT the capital clause of the Memorandum of Association be and is hereby taken on record and read as

V. The Authorized Share Capital of the Company is Rs.12, 30, 00,000 /- Rupees Twelve Crore and Thirty Lakhs only) divided into 1,23,00,000 One Crore Twenty Three Lakh only) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT a copy of this resolution along with a copy of the Memorandum of Association of the Company be and is hereby handed over to the audit committee to take it on record and act accordingly."

Date: 28.08.2023

Place: Kanpur

By the order of the Board

For **Raghuvansh Agro farms 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 18.09.2023 to 24.09.2023 (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 IDs 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 IDs 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. Members are requested to bring their copy of Annual Report to the meeting.
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 07 days 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 27th 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 Platform of BSE under the regulation of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 Erstwhile 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: 28.08.2023
Place: Kanpur

By the order of the Board
For Raghuvansh AgroFarms Limited

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

EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the special business of Notice:

ITEM NO.4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Anand Kumar Mishra (DIN: 10287469), be appointed as an Independent Director on the Board of the Company.

The appointment of Mr. Anand Kumar Mishra (DIN: 10287469), shall be effective upon approval by the members in the Meeting.



Mr. Anand Kumar Mishra (DIN: 10287469) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Anand Kumar Mishra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Anand Kumar Mishra fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Anand Kumar Mishra is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Anand Kumar Mishra are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Anand Kumar Mishra has been in the business of publication, advertisement and promotion activities and has been associated with the people of various sector i.e. legal, Agricultural and Media. He has keen interest to be in touch with farmers and resolve the issues related to the agricultural activities.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the members.

ITEM NO.5

It was apprised to the members that the Company in its duly convened Extra-Ordinary General Meeting held on 29th June 2022 had considered and approved sub-division of equity shares of the Company from face value of Rs. 10/- each into equity shares of face value of Re. 1/- each alongside approving the alteration of capital clause of Memorandum of Association of the Company. The required Compliances regarding the aforesaid alteration were duly done by the Company thereby making the requisite filings in the office of the Registrar of Companies and the Stock Exchange. It was further informed that though the approval regarding the alteration was duly given by the Office of the Registrar of Companies, Delhi but the application was stuck in the exchange for due consideration by the legal team of BSE. After several rounds of the mails and clarifications on the part of the Company, finally it was instructed by BSE that we should withdraw the Intimation for Record Date commencing from 01.08.2022, submitted to the Stock Exchange on 07.07.2022, in relation to the Corporate Action-Sub-division/Stock-split of the Equity Shares of the Company due to SEBI order no. WTM/MB/IVD/ID4/8865/2020-21 dated September 3, 2020 as they would not be able to provide us the required in-principle approval for above stated subject, until they receive clarity/approval/guidance from the SEBI in our matter. The matter was challenged in SAT where the Company was not able to get any relief. The matter is presently sub judice in Hon'ble Court of Supreme Court.



As the approval for memorandum of Association for sub-division of equity shares of the Company from face value of Rs. 10/- each into equity shares of face value of Re. 1/- each alongside approving the alteration of capital clause of Memorandum of Association of the Company has not been provided by the Exchange at the end of the financial year i.e. 31.03.2023, hence the board at its duly held meeting on 14.03.2023 adopted and took on record the existing Memorandum of Association again bearing the face value of equity shares of Rs. 10 each. The matter was taken into consideration by presenting the existing Memorandum of Association of the Company pre its alteration through the Extra Ordinary General Meeting and was unanimously resolved by the board. The present resolution is proposed in front of the shareholders for ratification of re-adoption of the existing memorandum of association of the company bearing the face value of equity shares of Rs. 10 each.

Annexure to the Item No.-2 & 4

Details of Director seeking appointment/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. Anand Kumar Mishra
Date of Birth	22.10.1964	07.01.1963
Nationality	Indian	Indian
DIN	07718447	10287469
Date of appointment on the Board	30.01.2017	Nil
Qualifications	Chartered Accountant	Graduate
Expertise	Professional	Media, Publication and Agriculture
No. of Shares held in the company	Nil	Nil
List of the directorship held in other Company	NA	NA
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	No	No
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee, Nomination and Remuneration 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:** 116, Ring Road Mall, 21, Mangalam Place, Sector-3, Rohini, Delhi-110085**Corp. Office:** Cabin No.:559, 03rd Floor, Padam Tower-I, 14/113, Civil Lines, Kanpur-01, U.P.**Email:** raghuvanshagro@gmail.com, rafl666@rediffmail.com**Website:** www.raghuvanshagro.com **Tel.:** 011-41649218**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 Sunday, the 24th September, 2023 at 02:30 P.M. at 112, First Floor, Surya Kiran Building, 19 KG Marg, New Delhi-110001 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 Directors and Auditors for the financial year 31st March, 2023		
2.	Re-appointment of Mr. Neeraj Agarwal as Director, retiring by rotation.		
3.	Re-appointment of M/s. Kamal Gupta & Associates, Chartered Accountants for a period of 05 years		
4.	Appointment of Mr. Anand Kumar Mishra as an Independent Director		
5.	Ratify the Re-adoption of Previous MOA bearing face value of Rs. 10/-		



Affix
Revenue
Stamp

Signed this.....day of.....2023

shareholder

Signature of the
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: 116, Ring Road Mall, 21, Mangalam Place, Sector-3, Rohini, Delhi-110085

Corp. Office: Cabin No.:559, 03rd Floor, Padam Tower-I, 14/113,Civil Lines, Kanpur-01, U.P.

Tel.: 011-41649218

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 27th Annual General Meeting of the Company held on Sunday, the 24th September, 2023 at 02:30 P.M. at112, First Floor, Surya Kiran Building, 19 KG Marg, New Delhi-110001.

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

27th Annual General Meeting Venue

112, First Floor, Surya Kiran Building,
19 KG Marg, New Delhi-110001

