



RAGHUVANSH AGROFARMS LIMITED

Notice of Extra-Ordinary General Meeting



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the **Extraordinary General Meeting** of **Raghuvansh Agro Farms Limited** will be held on Wednesday, 29th June, 2022 at 11:00 A.M. at **Mehfil Restaurant and Banquets, 16/12,C, IInd Floor, Civil Lines, Kanpur-208001, Uttar Pradesh**, to transact the following business: -

SPECIAL BUSINESS:

- 1. To consider and approve 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:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 issued by the Securities & Exchange Board of India and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the consent of the members of the Company be and is hereby accorded for sub-dividing each of the Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten) each into 10 (Ten) Equity Shares of the face value of Re.1/- (Rupee One) each.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs. 10/- (Rupees Ten) each shall stand sub-divided into 10 (ten) Equity Shares of the face value of Re. 1/- (Rupee One) each from the record date and shall rank paripassu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Share of the face value of Rs. 10/- (Rupees Ten) each held in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of the sub-division and it is required to surrender the existing physical Share Certificate(s), to the Company/RTA to issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to the provisions of the Companies (Share Capital and Debenture) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a committee thereof) be and is hereby authorized to fix the record date and to take all the necessary steps as may be necessary in relation to the above and to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company in order to give effect to the aforesaid Resolution(s) including but not limited to fixing record date, implementation of the proposal of sub-division of equity shares of the Company, as it may be required, in



relation thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a committee thereof) and/or the Managing Director and / or any other key managerial personnel be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. To consider and approve the alteration of capital clause of Memorandum of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re- enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following Clause V:

"The Authorized Share Capital of the Company is Rs. 12,30,00,000/ - (Rupees Twelve Crores Thirty Lacs Only) divided into 12,30,00,000 (Twelve Crores Thirty Lacs only) equity shares of Re. 01 /- (Rupee One) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

By and on behalf of the Board
For **Raghuvansh Agro Farms Limited**

Rajit Verma
(Company Secretary/ Compliance officer)

Date: 27th May, 2022

Place: Kanpur



NOTES:

1. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. The Proxy Form and Attendance Slip are annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013 ('the Act'), authorized representative of the Corporate Member(s) may be appointed for the purpose of attending Extra-ordinary General Meeting.
2. The relevant Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings(SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto as **ANNEXURE-A** to this Notice.
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. Only bona fide members of the Company whose names appear on the Register of Members will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Applicable statutory records and all the documents referred to in the accompanying Notice of the EGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office of the Company on all working days except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m. upto the date of the Extraordinary General Meeting. Members seeking to inspect such documents can send an email to raghuvanshagro@gmail.com.
6. The Register of Members and share transfer books of the Company shall remain closed from **Thursday, 23rd June, 2022** to **Wednesday 29th June, 2022**. (both days inclusive).
7. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to **M/s. Skyline Financial Services Private Limited**, Company's Registrar & Share Transfer Agent, Tel: 011 - 26812682 / 83 & 64732681 Fax: 011 - 26812682 Email id.: admin@skylinerta.com respect of their holding in physical shares, quoting Folio No.
8. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the Registrar and Transfer Agent of the Company. These forms are available on the Company's website for download.
9. Members, desiring any information relating to the business items of Notice, are requested to write to the company at an early date for the management to keep the information ready.



10. Pursuant to SEBI circular dated April 20, 2018 shareholders whose ledger folios do not have or having incomplete details with regard to Permanent Account Number (PAN) and Bank particulars are required to compulsorily furnish the same to the RTA or the Company for registration in the folio.

Shareholders holding shares in physical form are requested to notify the Company at raghuvanshagro@gmail.com / RTA at admin@skylinerta.com writing, any change in their Bank Account details under the signature of sole / first joint holder. Beneficial owners of shares in electronic form are requested to send their instructions regarding change of name, change of address, bank details, nomination, power of attorney, etc. directly to their DP as the same are maintained by the DP.

11. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to furnish their PAN details to their DP, if not already provided. Members holding shares in physical form are required to mandatorily submit the following to RTA:

- i) a copy of their PAN card; if not already provided; and
- ii) a copy of the PAN card of the transferee(s), members, surviving joint holder(s) / legal heir(s) while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

12. In terms of Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from 01st April, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 listed companies shall issue the securities in dematerialized form only. In view of the same, members are advised to dematerialize shares held by them in physical form.

Members holding shares in physical form are advised to convert their holding(s) to dematerialized form, so as to eliminate all risks associated with physical shares. **Those who have still not converted their holding(s) to dematerialized form, are advised to convert the same at the earliest. Otherwise, requests for effecting the transfer of securities shall not be processed.** For any clarification, assistance or information, relating to dematerialization of shares the Company's RTA may be contacted.

13. The Route Map is annexed with this Notice.
14. **COMMUNICATION THROUGH E-MAIL:** The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e- mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions. Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members. Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website at www.raghuvanshagro.com.

To support green initiative, Members who have not registered their e-mail addresses



with the Depositories /Company / RTA, so far, are requested to register/update their e-mail addresses with the Company by sending their Email to raghuvanshagro@gmail.com by quoting their name and folio no. or DPID/Client ID.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in same manner as mentioned above.

15. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the Extra-Ordinary General Meeting, are being sent only by email to the Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).
16. Members may note that this Notice of EGM will be available on the Company's website www.raghuvanshagro.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL at evoting@nsdl.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
2. **The remote e-voting period begins on Sunday, 26th June, 2022 at 9:00 A.M. and ends on Tuesday 28th June, 2022 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
3. Those Members, who will be present in the EGM physically and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
4. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM but shall not be entitled to cast their vote again.
5. The Notice of the EGM of the Company inter alia indicating the process and manner of e-Voting process can be downloaded from the link <https://www.evoting.nsdl.com> or from the website of the Company www.raghuvanshagro.com.



6. The voting rights of shareholders shall be in proportion to the shares held by them, of the paid up equity share capital of the company as on the **cut-off date i.e. Wednesday, 22nd June, 2022.**
7. **Members holding shares in physical or in demat form as on Wednesday, 22nd June, 2022, shall only be eligible for e-voting.**
8. Any person, who acquires Shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding Shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.

Please read the instructions printed below before exercising your vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.





Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method



Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e- Voting service provider i.e. NSDL** and you will be re-directed to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **"Register Online for IDeAS Portal"** or
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e- Voting page without any further authentication. The URL for users to login to After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.



<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request</p>

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsvaibhav@gmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Wednesday , 22nd June 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. **Mr. Vaibhav Agnihotri, Practicing Company Secretary, Kanpur**(Membership No. 10363), has been appointed by the Board of Directors **as the scrutinizer to scrutinize remote e-voting process and the e- voting** at the Meeting venue in a fair and transparent manner.
5. The scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting and voting during EGM in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than 2 Working days after the conclusion of the EGM. This report shall be made to the chairman or any other person authorized by the chairman, who shall countersign the same and declare the result of the voting forthwith.
6. The voting results declared along with the scrutinizer's report shall be placed on the company's website www.raghuvanshagro.com and on the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of the result by the chairman or a person authorized by the chairman. The results shall also be immediately forwarded to the BSE Limited.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to raghuvanshagro@gmail.com.



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By and on behalf of the Board
For Raghuvansh Agro Farms Limited

Rajit Verma
(Company Secretary & Compliance officer)

Date: 27th May, 2022
Place: Kanpur



ANNEXURE A TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts of following items of Special businesses mentioned in the accompanying notice dated 27th May, 2022.

ITEM NO.1 & 2

The Equity Shares of your company are listed and actively traded on BSE-SME Board. With a view to facilitate larger shareholder base to increase liquidity in the capital market and to make shares more affordable to small shareholders, the Board at its meeting held on 27th May, 2022, considered and approved the sub-division of Equity Share of the Company from face value of Rs.10 (Rupees Ten) each into Equity Shares of face value of Re. 1/- (Rupee One) each subject to approval of the members and any other statutory and regulatory approvals as applicable. The Record date for the aforesaid sub-division of the equity shares will be fixed after approval of the members is obtained.

The present capital structure of the Company is provided as follows:

S.No.	Particulars	Details	
1	Number of Shares of each class – pre Sub- division	Particulars	No. of equity shares pre sub-division
		Authorized	1,23,00,000 equity shares of Rs. 10/- each
		Subscribed	1,19,17,550 equity shares of Rs. 10/- each
		Paid Up	1,19,17,550 equity shares of Rs. 10/- each

There will not be any change in the amount of authorized, issued, subscribed and paid up share capital post sub- division, but the number of shares will change respectively:-

S.No.	Particulars	Details	
1	Number of Shares of each class post Sub- division	Particulars	No. of equity shares post sub-division
		Authorized	12,30,00,000 equity shares of Rs. 01/- each
		Subscribed	11,91,75,500 equity shares of Rs. 01/- each
		Paid Up	11,91,75,500 equity shares of Rs. 01/- each

The sub-division as aforesaid would require consequential amendment to the existing Clause V of the Memorandum of Association of the Company on the terms set out in item no. 2 of the



notice to reflect the change in face value of each equity share of the company from existing Rs.10/- each to proposed Re. 1/- each. As per the provisions of the Sections 13 of the Companies Act, 2013, any alteration in the Memorandum of Association and Article of Association of the Company shall be effected only after the approval of the members by passing a Special resolution.

Accordingly, the approval of shareholders is required by way of Special resolution for sub-division of Equity Shares of the Company and consequential amendment to the capital clause of the Memorandum of Association, in pursuance of the provisions of the Companies Act, 2013 and the applicable Rules, Regulations and laws.

Accordingly, your Directors recommend the Special Resolutions as set out in Item Nos. 1 to 2 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise in the Resolution(s) as set out at Item Nos. 1 to 2 of the Notice.

By and on behalf of the Board
For **Raghuvansh Agro Farms Limited**

Rajit Verma
(Company Secretary & Compliance officer)

Date: 27th May, 2022
Place: Kanpur



RAGHUVANSH AGROFARMS LIMITED

CIN: L40300DL1996PLC258176

Reg. Office: 116, RING ROAD MALL, 21, MANGALAM PLACE, SECTOR-3, ROHINI, DELHI-110085

Corp. Office: 361, Vill. Gaur Pathak, Teh. Bhognipur, Ramabai Nagar, Kanpur Dehat-209111, U.P.

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 Extraordinary General Meeting of the Company to be held on Wednesday, the 29th June, 2022 at 11:00 A.M. at Mehfil Restaurant and Banquets, 16/12 C, IInd Floor, 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.	To consider and approve 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		
2.	To consider and approve the alteration of capital clause of Memorandum of Association of the Company		



Affix
Revenue
Stamp

Signed this.....day of.....2022

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

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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 Extra-ordinary General Meeting of the Company held on Wednesday, the 29th June, 2022 at 11:00 A.M. at Mehfil Restaurant and Banquets, 16/12 C, IInd Floor, 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. Members/Proxy Holders are requested to bring their copies of the Annual Report to the meeting.

ROUTE MAP OF THE VENUE OF EXTRA ORDINARY GENERAL MEETING

Venue: Mehfil Restaurant and Banquets, 16/12 C, Ind Floor, Civil Lines, Kanpur-208001, U. P.

