
Raj Agro Mills Limited
28th Annual Report
2017-2018

RAJ AGRO MILLS LIMITED Annual Report 2018

REGISTERED OFFICE: C-8/419 SECTOR 8, NEAR MADHUBAN CHOWK, ROHINI, NEW DELHI – 110085
CIN: L15149DL1990PLC040532 Email: rajagromills@gmail.com, Ph: 011-27943119

BOARD OF DIRECTORS:

Sh. Sanjeev Bansal	:	Managing Director
Sh. Jatinder Singh	:	Director
Mrs. Meenu Uppal	:	Director

COMPANY SECRETARY

Ms. Harleen Kaur

CHIEF FINANCIAL OFFICER

Mr. Rupinder Singh

STATUTORY AUDITORS

M/s Rajiv Rajeev & Associates;
Chartered Accountants
Ludhiana (Pb)

BANKERS

HDFC Bank
Feroze Gandhi Market, Ludhiana - (Pb.)

SHARE TRANSFER AGENT

M/s Link Intime India Private Limited
(Formerly Intime Spectrum Registry Limited)
44- Community Centre, 2nd Floor, Naraina Industrial Area
Phase-I, PVR, Naraina, New Delhi

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NOTICE

NOTICE is hereby given that the **28th Annual General Meeting** of the Members of **RAJ AGRO MILLS LIMITED** will be held on **Thursday, the 9th day of August, 2018 at 10.00 A.M.** at the Registered Office of the Company at **C-8/419 Sector 8, Near Madhuban Chowk, Rohini, New Delhi-110 085** for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st, March, 2018 including Audited Balance Sheet as at 31st, March, 2018, the statement of Profit & Loss, Statement of change in Equity and Cash Flow Statement for the year ended on that date together with the reports of Board of Directors and Auditors thereon.
2. To appoint Mr Sanjeev Bansal (00057485) as a Director who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of auditors M/s Rajiv Rajeev & Associates, Chartered Accountants, Ludhiana (FRN:019136N) as Statutory Auditors and to fix their remuneration for Financial Year 2018-2019.

"Resolved that pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there-under, as amended from time to time, pursuant to recommendations of the audit committee and pursuant to the resolution passed by the members in 27th AGM held on 29th September, 2017, the appointment of M/s Rajiv Rajeev & Associates, Chartered Accountants (FRN:019136N) as the auditors of the company to hold office till the next Annual General Meeting be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration for the financial year ending 31st March, 2019 in consultation with them.

SPECIAL BUSINESSES:

4. CHANGE IN NAME OF COMPANY;

To consider & if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, **consent** and **approval** of the members be and is hereby accorded to change the name of the Company from **"RAJ AGRO MILLS LIMITED"** to **"PAOS INDUSTRIES LIMITED"** or any other name as may be approved by the Central Government, Ministry of Corporate Affairs, and/or other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company is PAOS INDUSTRIES LIMITED.

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr Sanjeev Bansal, Managing Director and/or Company Secretary of the Company be and are hereby severally authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.

5. SHIFTING OF REGISTERED OFFICE FROM THE UNION TERRITORY OF DELHI TO THE STATE OF PUNJAB:

To consider and, if thought fit, to pass the following resolution as special resolution;

"RESOLVED THAT pursuant to the provisions of sections 13 read with rule 30 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government (Powers delegated to Regional Director) and any other Regulatory Authorities as may be necessary and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the **consent** and **approval** of the members of the company be and is hereby accorded to shift the Registered Office of the Company from the **Union Territory of Delhi** to the **State of Punjab.**"

"RESOLVED FURTHER THAT the Clause II of Memorandum of Association of the Company be and is hereby substituted to the following:

"II. The Registered office of the Company will be situated in the State of "Punjab."

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the Union Territory of Delhi to the State of Punjab."

"RESOLVED FURTHER THAT Mr Sanjeev Bansal, Managing Director and/or Company Secretary of the Company or any other person(s) duly authorised by Managing Director of company; be and are hereby severally authorized (along with the power of delegation) to appear before the concerned Regional Director/Registrar of Companies or any other Statutory Authority, to plead for the aforesaid application, to file the necessary vakalatnama and/or Memorandum of Appearance with the concerned Authority, to sign, authenticate and make any kind of declaration and submit all kind of documents, papers, applications, deeds, petition, forms relating to aforesaid application and to act for every purpose connected with the proceedings of the application and to take such other steps as may be required by the concerned Regional Director/Registrar of Companies or any other statutory authority or otherwise become necessary in the regard."

6. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to consents, approvals, permissions from the Regulatory Authorities as may be necessary and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, the **consent** and **approval** of the members of the company be and is hereby accorded to substitute **Clause III (A)** and **Clause III (B)** of the Memorandum of Association of Company by the following clause:

III. (A) The objects to be pursued by the Company on its incorporation are:

1. To carry on the business of manufacturers of all kinds of soap, soap noodles, soap powder, detergents, dish bars, floor cleaner, toilet preparations, requisites and alike.
2. To carry on business to manufacture, buy, sell, distribute, import, export, market, trade, deal and engage in washing soap, washing powder, soap noodles, washing liquids, bath soap, cosmetic items, herbal extracts for cosmetic purposes, perfumery, buffing & abrasive compounds, hair oils, body lotions, body deodorants, creams, shampoo, talcum powder, household soap and like FMCG products.
3. To carry on business as manufacturer, dealer, trader in glycerin, all kinds of toilet requisites, preparations, perfumes, starch water stones, soda and all kinds of laundry materials.
4. To buy, sell, import, export, manufacture, refine, prepare, crush and deal in all kinds of oils, oil seeds, oleagenous and saponaceous substances and all kinds of unguent and ingredients.
5. To carry on the business of dealing in, fabrication of all kinds of plant and machinery related to manufacture of soaps, detergents, surfactants, cosmetics and also refining of vegetable oils, splitting and distillation of fatty acids, glycerine.
6. To carry on the business of hydrogenating and oxygenating plants, refining, bleaching of all kinds of vegetable oil and to process tea, sugar, rice, wheat flour, suji, maida, oats, preparation made from cereals.

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III. (B) Matters which are necessary for furtherance of the objects specified in clause III (A) are:

1. To receipt of contract amount in foreign currencies & repatriate the amount outside India.
2. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
3. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise.
4. To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.
5. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.
6. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.
7. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
8. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
9. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
10. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.
11. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.
12. To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.
13. To adopt such means of making known the articles, goods, products, appliances manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.
14. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.
15. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.
16. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
17. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.

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18. To carry on research and development activities on all aspects related to the business and objects of the Company.
19. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.
20. To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.
21. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or installments or fees or royalties.
22. To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or installments or fees or royalties or through any other arrangement.
23. To apply for, purchase, or otherwise acquire, protect or prolong any patent, design, concessions, trademarks, copyrights and the like, conferring an exclusive or non-exclusive or limited right of use, or any secret or other information and/or systems, processes of the Company or which the Company may develop or acquire or propose to develop or acquire.
24. To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.
25. To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.
26. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
27. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.
28. To provide for the welfare of employees or past employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
29. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
30. To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.
31. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immovable property including lands, buildings, and flats of any description in India or elsewhere.
32. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, or otherwise acquire or dispose of any other rights and privileges which the Company may think fit, and in particular of shares, debentures, or securities of any other company and to give any warranties in connection therewith as the

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Company shall think fit.

33. To deal in, sell, mortgage, let out or otherwise dispose of the businesses, undertaking or all or any of the property and assets for the time being of the Company, or any part thereof, for such consideration and on such terms, as the Company thinks fit, particularly for shares, debentures, or securities of any other company and to give any warranties in connection therewith as the Company shall think fit.
34. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company. To invest surplus funds of the company in a manner beneficial to the Company.
35. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.

"RESOLVED FURTHER THAT the **Clause III (C)** of the Memorandum of Association of Company having heading "The Other Objects are" be deleted completely and consequently there shall be no Other Objects.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.

7. INCREASE IN AUTHORIZED SHARE CAPITAL

To Consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to provisions of Section 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of Article 4 of the Articles of Association of company; the authorized share capital of the company be and is hereby increased from Rs.7,75,00,000/- (Rupees Seven Crore Seventy Five Lacs Only) divided into 3250000 (Thirty Two Lacs Fifty Thousands) Equity shares of Rs.10/- (Rupees Ten only) each and 450000 (Four Lac Fifty Thousand) 10% Redeemable Non-cumulative Participative Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.10,75,00,000/- (Rupees Ten Crore Seventy Five Lacs Only) by creation 3000000 (Thirty Lac) Equity shares of Rs.10/- (Rupees Ten only) each and divided into 6250000 (Sixty Two Lacs Fifty Thousands) Equity shares of Rs.10/- (Rupees Ten only) each and 450000 (Four Lac Fifty Thousand) 10% Redeemable Non-cumulative Participative Preference Shares of Rs.100/- (Rupees One Hundred only) each, with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf.

8. ALTERATION OF CAPITAL CLAUSE OF MOA

To Consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED UNANIMOUSLY THAT the existing **Clause V** of the Memorandum of Association of the Company be substituted with the following new clause:

- V. The authorized shares capital of the Company is Rs.10,75,00,000/- (Rupees Ten Crore Seventy Five Lac Only) divided into 6250000 (Sixty Two Lac Fifty Thousands) Equity shares of Rs.10/- (Rupees Ten only) each and 450000 (Four Lac Fifty Thousand) 10% Redeemable Non-cumulative Participative Preference Shares of Rs.100/- (Rupees One Hundred only) each.

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9. ALTERATION OF ARTICLES OF ASSOCIATION

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

RESOLVED UNANIMOUSLY THAT pursuant to section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Act the Article 4 of the Articles of Association of the Company be substituted with the following new Article:

The authorized shares capital of the Company is Rs.10,75,00,000/- (Rupees Ten Crore Seventy Five Lac Only) divided into 6250000 (Sixty Two Lac Fifty Thousands) Equity shares of Rs.10/- (Rupees Ten only) each and 450000 (Four Lac Fifty Thousand) 10% Redeemable Non-cumulative Participative Preference Shares of Rs.100/- (Rupees One Hundred only) each with power to consolidate, divide, sub divide, increase or decrease and with the power to issue any shares of the original or any new capital from time to time with and subject to any preferential, qualified rights, privileges or conditions, restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf and to cancel any unissued shares. The rights attached to the preference shares shall be such as may be varied by the company at any time after their issue.

10. TO ENTER TRANSACTION WITH RELATED PARTY NAMELY RAJ INDUSTRIES

To consider and, if thought fit, to pass the following resolution as special resolution:

RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority / regulatory authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by these authorities, the **consent** and **approval** of the members of the company be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with Raj Industries, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, up to a maximum amount of **Rs.200.00 crore** in one financial year from the financial year 2018-2019 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

"RESOLVED FURTHER pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014, Mr Sanjeev Bansal, Managing Director and company secretary of the Company be and are hereby severally authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them."

11. TO ENTER TRANSACTION WITH RELATED PARTY NAMELY NATIONAL SOAP MILLS

To consider and, if thought fit, to pass the following resolution as special resolution:

RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority / regulatory authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by these authorities, the **consent** and **approval** of the members of the company be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with

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National Soap Mills, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, up to a maximum amount of **Rs.25.00 crore** in one financial year from the financial year 2018-2019 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

"RESOLVED FURTHER pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014, Mr Sanjeev Bansal, Managing Director and company secretary of the Company be and are hereby severally authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them."

12. TO ENTER LEASE AGREEMENT WITH RELATED PARTY NAMELY NATIONAL SOAP MILLS

To consider and, if thought fit, to pass the following resolution as special resolution:

RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and subject other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority / regulatory authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by these authorities, the **consent** and **approval** of the members of the company be and is hereby accorded to the Board of Directors to enter into a lease contract(s)/ arrangement (s)/ agreement(s) with **National Soap Mills**, a related party within the meaning of the aforesaid law on such terms and conditions as may be mutually agreed upon for taking on lease the land and property situated at land measuring 25K 6 Marla comprising in Khasra Number 281 (1K 10M), 9//7/2(OK 1M), 9//8/2(7K 3M), 9//12(4K 10M), 9//13/1 (3K 0M), 9//18/2(OK 1M), 9//19/2(6K 17M), 9//22/1 (1K 11M), 9//26(OK 13M) Khata No.99/95 Khatuni No.125 Jamabandi 2011-12 Hadbast No. 246, Village Pawa, G.T.Road, Ludhiana owned and possessed by National Soap Mill from the financial year 2018-2019 and onward provided however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle lease rental(s), terms of lease and license, any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

"RESOLVED FURTHER pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 16 of the Companies (Meeting of Board and its Powers) Rules 2014, Mr Sanjeev Bansal, Managing Director and company secretary of the Company be and are hereby severally authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them."

13. APPOINTMENT OF MRS. RAMA BANSAL AS A DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Rama Bansal (Director Identification Number 08156375) in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

14. CONSENT OF SHAREHOLDERS UNDER SECTION 180 (1) (c) OF COMPANIES ACT, 2013 TO BORROW MORE THAN PAID UP CAPITAL & FREE RESERVES

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is **Rs.30,00,00,000/-** (Rupees Thirty crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

15. CONSENT OF SHAREHOLDERS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT 2013 TO CREATE CHARGE, MORTGAGE ETC. IN FAVOUR OF LENDERS

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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge/mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or non detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.