

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. GUJARAT RAFFIA INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:

Date: 10th February, 2024
Day: Monday
Time: 02.00 P.M.
Place: At the Registered Office of the Company at:
Plot No. - 455, Santej-Vadsar Road, Village: Santej,
Taluka: Kalol -382 721. Dist: Gandhinagar.

This notice of Extra Ordinary General Meeting being given to all the shareholders of M/s. Gujarat Raffia Industries Limited ["Company"] to transact the following business

SPECIAL BUSINESS:

1. APPOINTMENT OF INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of Company, and the approval of the Board of Directors of the Company, Mr. Premjeet Singh (DIN: 06760652) who was appointed by the Board of Directors as an Additional (Independent) Director of the Company w.e.f. November 11, 2023, to hold office up to the date of the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from November 11, 2024 to November 10, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Premjeet Singh be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution."

2. APPOINTMENT OF INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of Company, and the Recommendation of the Board of Directors of the Company, consent of Shareholders of the Company be and is hereby accorded to appoint , Mrs. Aditi Sharma (DIN: 10437089), appointed as an Independent Director of the company, for a term of five consecutive years effective from February 09, 2024 till February 08, 2029, not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mrs. Aditi Sharma be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution.”

3. INCREASE THE OVERALL MAXIMUM LIMIT OF MANAGERIAL REMUNERATION

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 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) (“Listing Regulations”), the Articles of Association of the Company and subject to such other approvals as may be necessary and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable beyond specified limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 in respect of any financial years, from 11% (eleven percent) to 24% (Twenty four percent) to the Directors (including Managing Director and Whole-time Director and Manager and Non-executive Director) of the Company and that the aggregate remuneration payable to all the Director upto 24% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, as set forth in detail in the explanatory statement annexed to the notice, effective from April 1, 2023.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits, or its profits are inadequate, the remuneration including salary, perquisites and other allowances, as set forth in detail in the explanatory statement annexed to the notice, shall be paid as minimum remuneration without any further reference to the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**Place: Santej
Date: 19.01.2024**

**Registered Office:
Plot No.455,**

**By Order of the Board
For Gujarat Raffia Industries Limited
Sd/-
Pradeep Bhutoria
Managing Director
DIN: 00284808**

**Santej Vadsar Road,Village: Santej,
Taluka: Kalol-382721, Dist: Gandhinagar
CIN: L17110GJ1984PLC007124**

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
5. Members are requested to bring their dully filled attendance slip at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours (10.00 a.m. to 05.00 p.m.) up to the date of the Meeting.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Accurate Securities & Registry Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or its Registrars & Transfer Agents (RTA), Accurate Securities & Registry Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited (RTA).
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Accurate Securities & Registry Private Limited, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
12. Non-Resident Indian Members are requested to inform Accurate Securities & Registry Private Limited immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. To support the 'Green Initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically.
14. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Extra ordinary General Meeting so that the information required may be made available at the Extra Ordinary General Meeting.
15. The Company has connectivity from the CDSL & NSDL and Equity Shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE610B01024. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrars & Transfer Agents (RTA).
16. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
17. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING

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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. 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/AGM will be provided by NSDL.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.griltarp.com.
3. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Tuesday, 7th February, 2024**, at 10:00 A.M. and ends on **09th February, 2024** at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **02nd February, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **02th February, 2024**.

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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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 click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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.
 - c) 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.
 - d) 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 cshimanshu.maheshwari@gmail.com with a copy marked to evoting@nsdl.co.in.

2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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 cs@griltarp.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 cs@griltarp.com. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a 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.

Place: Santej
Date: 19.01.2024

Registered Office:
Plot No.455,
Santej Vadsar Road,
Village: Santej,
Taluka: Kalol-382721.
Dist: Gandhinagar
CIN: L17110GJ1984PLC007124

By Order of the Board
For Gujarat Raffia Industries Limited
Sd/-
Pradeep Bhutoria
Managing Director
DIN: 00284808

EXPLANATORY STATEMENT

ITEM NO. 1

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

Mr. Premjeet Singh fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

In terms of Section 149 read with Schedule IV of Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and the Board of Directors of the Company recommends the appointment of Mr. Premjeet Singh for a first term of consecutive 5 (five) years with effect from November 11, 2023 to November 10, 2028, not liable to retire by rotation, to the Members for approval.

In respect of the appointment of Mr. Premjeet Singh, a notice in writing in the prescribed manner as required under Section 160 of the Companies Act, 2013 and the Rules made thereunder has been received by the Company.

The aforesaid Director has given his consent for the said appointment and also submitted the declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

SR. No.	PARTICULAR	INFORMATION
1	Reason for change viz., appointment, resignation, removal, death, or otherwise;	Appointment of Mr. Premjeet Singh as an Independent director from 11.11.2023, subject to approval of member of the company.
2	Date of Appointment / Cessation (as applicable) Term of appointment	November 11, 2022. 5 Year
3	Brief Profile (in case of appointment)	Mr. Premjeet Singh, aged 36 years, holds Professional Course in CS. He got his degree in Law (LLB). He is having a vast

		experience in the field of law and Marketing and finance. Mr. Premjeet Singh is an acumen business man and having wide experience of business development. A vision to lead the business in an ethical way helps the company to lead in the better corporate governance.
4	Disclosure of relationships between Directors (in case of appointment of Director)	Mr. Premjeet Singh is not related with any other director of company.
5.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE NSE, respectively.	Mr. Premjeet Singh is not debarred from holding office of a Director by virtue of any SEBI order or any other such authority.
6.	Shareholding in the Company	NIL

ITEM NO. 2.

The Board, has recommended appointment of Mrs. Aditi Sharma (DIN: 10437089) as an Independent Director for a term of 5 (five) years on the Board of the Company i.e., from this EGM up to the 08th February 2029.

The Company has received from him all statutory disclosures / declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The Board considers that, given the background and experience, of Mrs. Aditi Sharma (DIN: 10437089) would be beneficial to the Company, and it is desirable to avail his services as an Independent Director.

In terms of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed that Mrs. Aditi Sharma (DIN: 10437089) be appointing as an Independent Directors for a term of 5(Five) consecutive years from this 09th February 2024 up to the 08th February 2024.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail his services. Accordingly, the Board recommends the passing of resolution set out in Item no. 4 as a Special Resolution.

Brief Details, as required pursuant to the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by ICSI, is attached as Annexure-1 to this notice None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolutions.

SR. No.	PARTICULAR	INFORMATION
1	Reason for change viz., appointment, resignation, removal, death, or otherwise;	Appointment of Mrs. Aditi Sharma as an Independent director from 19.01.2024, subject to approval of member of the company.
2	Date of Appointment / Cessation (as applicable) Term of appointment	January 19, 2024. 5 Year
3	Brief Profile (in case of appointment)	Mrs. Aditi Sharma, aged 26 years, holds Professional Course in CS. He got his degree in Law (LLB). He is having a vast experience in the field of Management and Marketing and finance. Mrs. Aditi Sharma is an Experience in Management and having wide experience of business development. A vision to lead the business in an ethical and legal way helps the company to lead in the better corporate governance.
4	Disclosure of relationships between Directors (in case of appointment of Director)	Mrs. Aditi Sharma is not related with any other director of company.
5.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE NSE, respectively.	Mrs. Aditi Sharma is not debarred from holding office of a Director by virtue of any SEBI order or any other such authority.
6.	Shareholding in the Company	NIL

ITEM NO. 3

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder

A) To Managing Director / Whole-time Director / Manager

Condition	Maximum Remuneration in any financial year
Company with one Managing Director (MD) or Whole-time Director (WTD) or Manager	shall not exceed 5 % of the net profits of the company

	Company
with more than one MD or WTD or Manager	shall not exceed 10% of the net profits of the company

B) shall not exceed 10% of the net profits of the company

Condition	Maximum Remuneration in any financial year
Company with one Managing Director (MD) or Whole-time Director (WTD) or Manager	shall not exceed 1 % of the net profits of the company Company
with more than one MD or WTD or Manager	shall not exceed 3% of the net profits of the company

As per the Companies (Amendment) Act, 2017, w.e.f. September 12, 2018, the Companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with the approval of the members of the Company in general meeting by way of Special Resolution.

Over the course of time, the Company has consistently disbursed Managerial Remuneration to its Executive Directors, within the limits prescribed by the Companies Act, 2013. Additionally, there has been no increase in the same, aimed at fortifying the Company's financial stability. Nevertheless, due to the write-off of goodwill recorded on the Company's Balance Sheet during the recent financial year, there has been a minor impact on profits. Given this circumstance, the remuneration that had previously been sanctioned now necessitates the approval of the Company's Shareholders through the Special Resolutions.

In order to structure the remuneration of Executive Directors (including Whole-time Director and Manager, if any), providing for fixed component of the remuneration and performance based commission, it's considered expedient to increase the overall percentage of the remuneration payable to all the Directors (including Whole-time Director and Manager and Non Executive Director if any), of the Company, over and above the overall maximum limit as specified under statute 24% of the net profits of the Company, with effect from Financial Year 2023-24.

Accordingly, the overall maximum managerial remuneration payable beyond specified limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 in respect of any financial years will be increased from 11% (eleven percent) to 24% (Twenty Four percent) to the Directors (including Managing Director and Whole-time Director and Manager and Non Executive Director of the Company and that the aggregate remuneration payable to all the Directors (including Whole-time Director and Manager and Non Executive Director, if any) upto 24% of the net profits of the Company.

Place: Santej
Date: 19.01.2024

Registered Office:
Plot No.455,
Santej Vadsar Road,Village: Santej,
Taluka: Kalol-382721, Dist: Gandhinagar
CIN: L17110GJ1984PLC007124

By Order of the Board
For Gujarat Raffia Industries Limited
Sd/-
Pradeep Bhutoria
Managing Director
DIN: 00284808

ATTENDANCE SLIP
CIN: L17110GJ1984PLC007124
GUJARAT RAFFIA INDUSTRIES LIMITED

Registered office: Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721.
Dist: Gandhinagar.

Date: _____

Please fill Attendance Slip and hand it over at the entrance of the meeting venue:

Name	
Address	
DP Id *	
Client Id *	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra ordinary General Meeting of the Company held on Friday, 09th February, 2024 at 02.00 P.M. at the registered office of the Company at Registered office at Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.

Signature of Shareholder/Proxy

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 :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the 09th February, 2024 at 02:00 p.m. at the registered office of the company at Plot No. 455 Santej-Vadsar Road, Village: Santej, Taluka: Kalol - 382721 and at any adjournment thereof in respect of such resolutions as are indicated below:-

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

Resolution No.:-

Sr. No	Business	Option	
		For	Against
SPECIAL BUSINESS			
1.	APPOINTMENT OF MR. PREMJEET SINGH AS AN INDEPENDENT DIRECTOR		
2.	APPOINTMENT OF MRS. ADITI SHARMA AS AN INDEPENDENT DIRECTOR		
3.	INCREASE THE OVERALL MAXIMUM LIMIT OF MANAGERIAL REMUNERATION		

Signed this _____ day of _____ 2024

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: 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.

ROUTE MAP TO AGM VENUE

