

Gujarat Raffia Industries Limited

CIN: L17110GJ1984PLC007124

Regd. Off: Plot No. 455, Santej-Vadasar Road, Village: Santej, Taluka: Kalol - 382721

Phone.: (91- 79) 29702373/29702606 Fax: (91-79) 79 -29702614

Web Site: www.griltarp.com E-mail: accounts@griltarp.com, cs@griltarp.com



To,

Date: 12.08.2017

General Manager Department of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 523836	Manager Listing Department National Stock Exchange of India Ltd Exchange Plaza, Bandra-kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: GUJRAFFIA
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Dear Sir/Madam,

Sub.: Notice of 31st Annual General Meeting

Pursuant to provision of Regulation 30 read with part A of Schedule III of the SEBI (Listing Obligation and Disclosure requirements), Regulation, 2015 we are enclosed herewith notice convening 31st Annual General Meeting of the Company schedule to be held on Tuesday 05th September, 2017 at 2.00 p.m. at the registered office of the Company.

Kindly take note of the same in your records.

Thanking you,

For Gujarat Raffia Industries Ltd


Gunjan B. Kothari
Company Secretary



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31st ANNUAL GENERAL MEETING OF THE MEMBERS OF GUJARAT RAFFIA INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:

Date: 05th September, 2017

Day: Tuesday

Time: 2.00 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.

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and cash flow statement for the year ended on that date and reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Pradeep Ratanlal Bhutoria (DIN: 00284808) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 , 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s V S Agarwal & Associates., Chartered Accountants, Ahmedabad (Firm Registration No. 141089W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2018 at such remuneration plus taxes if any, other expenses, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

4. **Re-appointment of Mr. Pradeep Bhutoria (DIN: 00284808) as Chairman cum Managing Director**

To consider and if thought fit, to pass the following Resolution with or without modification, as an ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pradeep Bhutoria (DIN: 00284808), as Chairman Cum Managing Director of the Company for a period of five years with effect from 01.01.2017 on the following terms and conditions:-

A	Period of Appointment	5 (Five) Years from 1 st January, 2017 to ending on 31 st December, 2021.
B	Remuneration Details	
	Salary	Maximum Rs. 7,20,000/- P.A. (Rupees Seven Lakh Twenty Thousand Rupees Only) including Basic salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Pradeep Ratanlal Bhutoria, the remuneration by way of Salary and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed from time to time.
C	Duties and Responsibilities	Mr. Pradeep Ratanlal Bhutoria shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.
D	Other terms & Conditions	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

5. Re-appointment of Mrs. Sushma Bhutoria (DIN: 00284819) as Whole Time Director

To consider and if thought fit, to pass the following Resolution with or without modification, as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Sushma Bhutoria (DIN: 00284819), as Whole Time Director of the Company for a period of five years with effect from 01.04.2017 on the following terms and conditions:-

A	Period of Appointment	5 (Five) Years from 1st April, 2017 to ending on 31st March, 2022.
B	Remuneration Details	
	Salary	Maximum Rs. 6,00,000/- P.A. (Rupees Six Lakh Rupees Only) including Basic salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mrs. Sushma Bhutoria, the remuneration by way of Salary and

		Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed from time to time.
C	Duties and Responsibilities	Mrs. Sushma Bhutoria shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.
D	Other terms & Conditions	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

6. Appointment of Mr. Karan Singh Chandalia (DIN: 07816340) as an Independent Director

To consider and if thought fit, to pass the following Resolution with or without modification, as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Karan Singh Chandalia (**DIN 07816340**), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on May 15, 2017 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the date of appointment as additional director i.e. 15th May, 2017.”

7. Payment of Remuneration to Mr. Abhishek Bhutoria (DIN: 07263523) as Executive Director of the company

To consider and if thought fit, to pass the following Resolution with or without modification, as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Abhishek Bhutoria (DIN: 07263523), as Executive Director of the Company:-

1.	Salary	Rs. 4,80,000/- P.A. (Rupees Four Lakh Eighty Thousand Only P.A.)
2.	Other terms & Conditions	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Executive Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Executive Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

**By order of the Board of Directors
For Gujarat Raffia Industries Limited**

**Sd / -
Gunjan Kothari
Company Secretary**

Date : 05th August, 2017

Place : Santej

Registered Office:

Plot No.455,

Santej Vadsar Road,

Village: Santej,

Taluka: Kalol-382721.

Dist: Gandhinagar

CIN: L17110GJ1984PLC007124

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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.

2. 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.
3. 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.
4. Members are requested to bring their dully filled attendance slip along with their copy of Annual Report at the Meeting.
5. 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.
6. 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.
7. Pursuant to the Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Book of the Company will remain closed from Wednesday, 30th August, 2017 to Tuesday, 05th September, 2017 (both days inclusive).
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, Link Intime India 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), Link Intime India 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 Link Intime India 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 Link Intime India Private Limited immediately of:

- Change in their residential status on return to India for permanent settlement.
- 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 Annual General Meeting so that the information required may be made available at the Annual 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. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

18. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

Brief profile of the Directors being Appointed and re-appointed

Name of the Director	Mr. Pradeep Bhutoria	Mrs. Sushma Bhutoria	Mr. Karan Singh Chandalia
Date of Birth and Age	18-10-1959 & 57 Years	25-08-1962 & 54 Years	03-03-1952 & 65 Years
Date of Appointment	01-01-2007	21-02-2008	15-05-2017
Qualification	B.Com	B.Com	M.Com
Expertise in specific functional areas	28 years in Line of activity of Marketing, Production, Finance	13 years in Business Administration	Administration, Export and Import
Directorship held in other companies (Excluding Foreign Companies)	NIL	NIL	Nil
Membership/Chairmanship of committee of other Companies (includes only Audit Committee and Share holders/Investor Grievance Committee)	Audit Committee Member, Stakeholder Relation sheep Committee Member	Nil	Audit Committee Member, Nomination and Remuneration Committee Member, Stake Relationship Committee Member
Number of Share Holder	6,69,029	1,38,310	Nil

19. 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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 02nd September, 2017 at 10.00 a.m. and ends on Monday, 04th September, 2017 at 05.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'Gujarat Raffia Industries Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Mr. Amrish N Gandhi, Practicing Company Secretary [FCS No. 8193] and failing him Mr. Samsad A Khan, Practicing Company Secretary [ACS No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall within a period of not exceeding Two (2) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.

The result shall be declared at or after the Annual General Meeting of the company. The result declared along with the scrutinizer's report shall be placed on company's website www.griltarp.com and on the website of CDSL within two days of passing of resolutions at the Annual General Meeting of the company and communicated to BSE Limited and National Stock Exchange.

- (xx) All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during normal business hours (10.00 am to 5.00 pm) on all working days.

**By order of the Board of Directors
For Gujarat Raffia Industries Limited**

**Sd / -
Gunjan Kothari
Company Secretary**

**Date : 05th August, 2017
Place : Santej**

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

Explanatory Statement

(Pursuant to section 102 (1) of the Companies Act, 2013)

Item No. 4:

Mr. Pradeep Bhutoria, Managing Director is responsible for the overall affairs of the Company. The business operations of the Company are growing substantially and there has been increase in the Managing Director's responsibilities. He has been part of sustained growth of the Company. He has commerce degree from Calcutta University. He joined the management team in 1992 and was in charge of Production, finance and Marketing. He stated export business of the company. He spearheads the overall performance of the Company. In view of the same, the Board of Director's of the Company felt it appropriate to re-appoint Mr. Pradeep Bhutoria as Managing Director of the Company, commensurate with his role and responsibilities. Accordingly, the Board of Director of the company at its meeting held on 11th November, 2016 has decided to re-appoint Mr. Pradeep Bhutoria as Managing Director for a period of 5 (five) years with effect from 1st January, 2017 with a remuneration Rs. 7.20/- Lacs P.A. (Including Basic Salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority to the Board of Director's to determine the salary and grant such increases from time to time within the aforesaid limit) based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

The aforesaid remuneration shall be within the ceiling limits as mentioned in schedule V of the Companies Act, 2013

Mr. Pradeep Ratanlal Bhutoria himself and Mr. Abhishek Pradeepkumar Bhutoria and Mrs. Sushma Pradeep Bhutoria are interested in the resolution being his relatives.

No other Director, Key Managerial Personnel or their relatives, except Mr. Pradeep Ratanlal Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 4 for approval of the Members.

Item No. 5:

Mrs. Sushma P. Bhutoria has been Whole Time Director of the Company since 2012. She presently serves as a Whole Time Director of the Company. She became the first woman director on the board of the company and thereby helps Company to meet the new law requiring listed entity to have at least one woman in the boardroom to boost gender diversity. She has a commerce degree from Rajasthan University. She joined management team in the year 2008 and was looking after finance and marketing division of the company. She along with her husband started export business of the company and build company a leading manufacturer of Plastic Tarpaulin and sacks. With her continues support and dedication towards the work Company smoothly manages to start manufacturing of other technical textile products like pond lining, canel lining, Vermibed/Agro sheet etc. She is looking after a overall performance of the organization. She is a strong advocate of the business fundamentals, technology focus and innovative business models of the company. Mrs. Sushma Bhutoria as Whole Time Director of the company, commensurate with her role and responsibilities. Accordingly, the Board of Director of the company at its meeting held on 09th February, 2017 has decided to re-appoint Mrs. Sushma P. Bhutoria as Whole Time Director for a period of 5 (five) years with effect from 1st April, 2017 with a remuneration Rs. 6.00/- Lacs P.A. (Including Basic Salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority to the Board of Director's to determine the salary and grant such increases from time to time within the aforesaid limit) based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

The aforesaid remuneration shall be within the ceiling limits as mentioned in schedule V of the Companies Act, 2013

Mrs. Sushma Pradeep Bhutoria herself and Mr. Abhishek Pradeepkumar Bhutoria and Mr. Pradeep Ratanlal Bhutoria are interested in the resolution being her relatives.

No other Director, Key Managerial Personnel or their relatives, except Mrs. Sushma Pradeep Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 5 for approval of the Members.

Item No. 6:

The Board at its meeting held on 15th May, 2017 appointed Mr. Karan Singh Chandalia as an additional Director pursuant to section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of ensuing Annual General Meeting. In this regards Company has received a request form a member of the Company proposing Mr. Karan Singh Chandalia candidature for appointment as Director of the Company in accordance with the provision of 160 and all other applicable provision of the Companies Act, 2013 The Board feels that presence of Mr. Karan Singh Chandalia, not liable to retire by rotation on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption.

Mr. Karan Singh Chadalia is a Master of commerce. He got his master of commerce degree from Rajasthan University. He is having a vast experience in the field of import and export of Marbles and allied products. Mr. Karan Singh Chandalia is an acumen businessman 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.

No Director, Key Managerial Personnel or their relatives, except Mr. Karan Singh Chandalia, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 6 for approval of the Members.

Item No. 7:

Mr. Abhishek P. Bhutoria (DIN: 07263523) is a Director of the Company and joined the Board of Directors of the Company in Septmber, 2015. He did his Master Degree in the Field of Business Administration from California State University, USA. Considering his full time involvement into the affairs of the business of the Company the Board of Director of the company at its meeting held on 27th May, 2017 has decided to pay remuneration to Mr. Abhishek P. Bhutoria as with effect from 1st April, 2017 with a remuneration Rs. 4.80/- Lacs P.A. based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

Mr. Abhishek P. Bhutoria himself and Mrs. Sushma Pradeepkumar Bhutoria and Mr. Pradeep Ratanlal Bhutoria are interested in the resolution being his relatives.

No other Director, Key Managerial Personnel or their relatives, except Mr. Abhishek P. Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 7 for approval of the Members.

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting

Name of the Director	Mr. Pradeep Bhutoria	Mrs. Sushma Bhutoria	Mr. Karan Singh Chandalia
Date of Birth and Age	18-10-1959 & 57 Years	25-08-1962 & 54 Years	03-03-1952 & 65 Years
Date of Appointment	01-01-2007	21-02-2008	15-05-2017
Qualification	B.Com	B.Com	M.Com
Expertise in specific functional areas	28 years in Line of activity of Marketing, Production, Finance	13 years in Business Administration	Administration, Export and Import
Directorship held in other companies (Excluding Foreign Companies)	NIL	NIL	Nil

Membership/Chairmanship of committee of other Companies (includes only Audit Committee and Share holders/Investor Grievance Committee)	Audit Committee Member, Stakeholder Relation sheep Committee Member	Nil	Audit Committee Member, Nomination and Remuneration Committee Member, Stake Relationship Committee Member
Number of Share Holder	6,69,029	1,38,310	Nil

**By order of the Board of Directors
For Gujarat Raffia Industries Limited**

**Sd / -
Gunjan Kothari
Company Secretary**

**Date : 05th August, 2017
Place : Santej**

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

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 Annual General Meeting of the Company held on 05th September, 2017 at 2.00 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

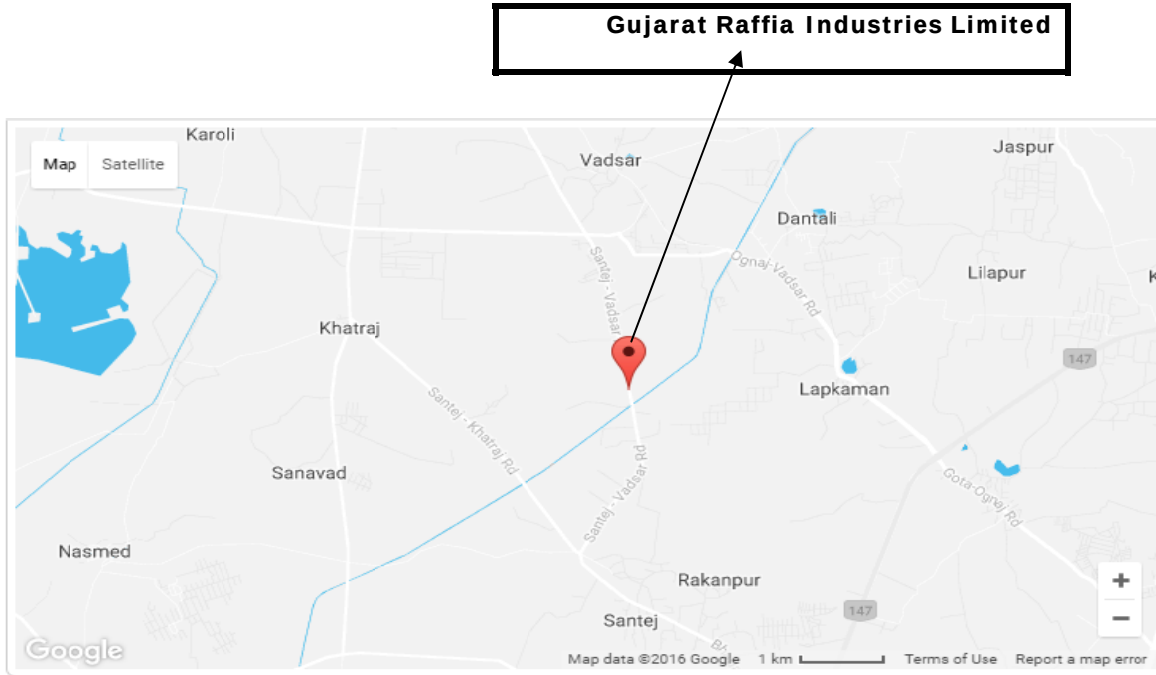
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

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 ensuing Annual General Meeting of the Company, to be held on 05th September, 2017 at 2.00 p.m. at the registered office of the Company at Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721. Dist: Gandhinagar. and at any adjournment thereof in respect of such resolutions as are indicated below:

ROUTE MAP TO AGM VENUE

Resolution No: -

Sr. No	Business	Option	
		For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements as at 31 st March, 2017 including the Audited Balance Sheet as at 31 st March, 2017, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon		
2.	To appoint a Director in place of Mr. Pradeep Bhutoria (DIN: 00284808) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment		
3.	To rectify appoint of Auditors and fix their remuneration		
	SPECIAL BUSINESS		
4.	To re-appoint Mr. Pradeep Bhutoria as Chairman cum Managing Director of the Company		
5.	TO re-appoint Mrs. Sushma Bhutoria as Whole Time Director of the Company		
6.	To appoint Mr. Karan Singh Chandalia as Director of the Company		
7.	To approve remuneration payable to Mr. Abhishek Bhutoria		

Signed this _____ day of _____ 2017

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.