



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

Date: January 2, 2019

To,

General Manager
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra-kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 523836

NSE Symbol: GUJRAFFIA

Subject : Notice of Extra Ordinary General Meeting of the company

Dear Sir/Madam,

Pursuant to provision of Regulation 30 of the SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015, please find enclosed herewith the notice of Extra ordinary General Meeting of members of the company scheduled to be held on Thursday, 17th day of January, 2019 at 10:00 A.M. at registered office of the company situated at Plot No. - 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol -382 721.

Kindly take note of the same in your records.

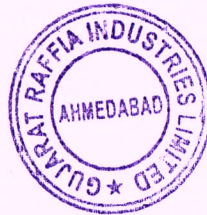
Thanking you,

Yours faithfully,

For Gujarat Raffia Industries Ltd

Hardik Patel

Company Secretary & compliance officer



Encl: As Above

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: 17th January, 2019
Day: Thursday
Time: 10.00 a.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"] in continuation to the matters mentioned in the Notice of Annual General Meeting ["AGM"] dated 11.08.2018 in regard to issue of 409725 equity shares on Preferential Basis.

Reasons for the EGM:

This EGM is issued in reference to the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 read with repealed SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, and the given to the Company to inform the members regarding "time frame within which the preferential issue shall be completed".

In connection with the instruction of BSE Limited; the Company is required to modify the para under explanatory statement for item no. 3 of the earlier AGM Notice.

The revised resolution along with the explanatory statement for the modified para is detailed below.

Revised Resolution:

Ratification cum insertion of details in Explanatory Statement pursuant to Section 102 of Companies Act, 2013 annexed to the Notice dated 11.08.2018 calling AGM of the Shareholders of the Company on 21.09.2018:

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

"RESOLVED THAT the Company hereby discloses information under Regulation 163(1)(e) of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with repealed Regulation 73(1)(d) of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 with regard to item no. 3 of the Explanatory Statement pursuant to section 102 of Companies Act, 2013 annexed to the Notice dated 11.08.2018 calling Annual General Meeting of the Shareholders of the Company on 21.09.2018, regarding "timeline within which the preferential issue shall be completed", as given below and the Shareholders of the Company hereby ratify the following disclosures and consider the same as disclosed;

"Proposed time within which allotment shall be completed:

The allotment of Equity Shares are proposed to be made within 15 days of the date of passing of this resolution by the Shareholders in the Annual General Meeting/ General Meeting, provided that when the allotment on Preferential Basis is pending on account of pendency of any approval for such allotment by a regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval. However, if so required the period of allotment may be extended subject to requisite approval(s)/applicable provisions."

**By Order of the Board
For Gujarat Raffia Industries Limited**

Sd/-

**Pradeep Bhutoria
Managing Director**

DIN: 00284808

**Place: Santej
Date: 20.12.2018**

**Registered Office:
Plot No.455,
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 duly 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. Pursuant to the Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Book of the Company will remain closed from Friday, 11th January, 2019 to Thursday, 17th January, 2019 (both days inclusive).
9. 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.
10. 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).
11. 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.
12. 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.

13. 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.
14. 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.
15. 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.
16. 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).
17. 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.
18. 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:

- The voting period begins on Monday, 14th January, 2019 at 10.00 a.m. and ends on Wednesday, 16th January, 2019 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 10th January, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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. Himanshu Maheshwari, Practicing Company Secretary [ACS No. 14406] 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
For Gujarat Raffia Industries Limited
Sd/-
Pradeep Bhutoria
Managing Director
DIN: 00284808**

Place: Santej
Date: 20.12.2018

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

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (TO THE EXTANT RULES NOTIFIED AND APPLICABLE) AND DISCLOSURES AS REQUIRED UNDER REGULATION 163 OF SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATION, 2018/REGULATION 73 OF REPEALED SECURITIES & EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL & DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.

The Company has inadvertently in the Annual General Meeting "AGM" Notice dated 11.08.2018 under explanatory statement for the Item No. 3 "**ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS/ PROMOTER GROUP**" not considered disclosure of "time frame within which the preferential issue shall be completed" as required under regulation 73(1)(d) of the repealed Chapter VII of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 read with regulation 163(1)(e) of the Chapter V of the Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018. The AGM was held and conducted properly and the Members of the Company, vide their Special Resolution passed in their Annual General Meeting held on 21.09.2018 has approved the proposed Preferential Issue of equity shares to the Promoters/ Promoter Group under Item No. 3 of the AGM Notice.

Subsequently, the Company filed an application with the National Stock Exchange of India Ltd. ["NSE"] and BSE Limited ["BSE"] for seeking their in-principle approval for issuing of the equity shares on preferential basis. The Company was in receipt of In-principle approval letters from both the NSE and the BSE, vide their letters dated NSE/LIST/18754 dated 16.10.2018 and DCS/PREF/SD/PRE/3381 /2018- 19 dated 12.12.2018 respectively, wherein BSE has informed that the Company was required to disclose details regarding timeline within which the preferential issue shall be completed and instructed the Company to inform and ratify the same from the shareholders of the Company before seeking listing approval for said equity shares issued by the Company on Preferential basis.

Further, the disclosure which was not made by the Company in respect of time frame within which the preferential issue shall be completed as mentioned in the Special Resolution and Explanatory Statement pursuant to Section 102 of Companies Act, 2013 of the AGM Notice dated 11.08.2018 was not as per the relevant provisions and hence the Company wants to inform the details regarding timeline within which the preferential issue shall be completed in upcoming Extraordinary General Meeting.

Therefore, the Company is intimating the Shareholders of the Company regarding timeline within which the preferential issue shall be completed and seek the consent of the shareholders for ratification cum correction of explanatory statement as per SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018/ repealed Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 in addendum to earlier AGM Notice dated 11.08.2018.

Therefore the item with respect to the ratification of the disclosures para shall be considered by the shareholders while voting.

None of the Directors of the Company, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said resolution. The Board recommends the special resolution set out in the notice for approval by the members of the Company.

Place: Santej
Date: 20.12.2018

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 17th January, 2019 at 10.00 a.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 17th January, 2019 at 10:00 a.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.	Ratification cum insertion of details in Explanatory Statement pursuant to Section 102 of Companies Act, 2013 annexed to the earlier AGM Notice dated 11.08.2018 calling AGM of the Shareholders of the Company on 21.09.2018:		

Signed this _____ day of _____ 2019

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