



RAJASTHAN STATE FOOD AND CIVIL SUPPLIES CORPORATION LIMITED

Head Office: 5th Floor, KisanBhawan, Lal Kothi, Tonk Road, Jaipur-302015

Phone: 0141- 2744692, 0141-2744649

Fax No. 0141-2741924 - E-Mail: rsfcsc@gmail.com

CIN: U63023RJ2010SGC033489

F(211)/RSFCSC/AGM/2012-20/12535

Dated: 24-1-2020

NOTICE OF SEVENTH ANNUAL GENERAL MEETING
(SHORTER NOTICE)

To,
The Members/ Directors,
Rajasthan State Food and Civil Supplies Corporation Limited

Subject: Notice of Seventh Annual General Meeting of the Members of RSFCSCCL

Respected Sir,

Notice is hereby given that the Seventh Annual General Meeting (AGM) of the Members of Rajasthan State Food and Civil Supplies Corporation Limited is scheduled to be held on Thursday, 6th February, 2020 at 12.00 Noon in the Committee Room of RD, 1st Floor SSO Building, Government Secretariat, Jaipur, Rajasthan.

The businesses to be transacted at the AGM are attached in Annexure - A.

You are requested to make it convenient to attend the meeting.

For, Rajasthan State Food and Civil Supplies Corporation Limited

12536-53
Date: 24-1-2020
Place: Jaipur

Managing Director

Copy forwarded to the following for information and necessary action:

- 1) Additional Chief Secretary, Rural Development and Panchayati Raj Deptt. GoR, Jaipur.
- 2) Principal Secretary, Agriculture and Horticulture Dept. Jaipur.
- 3) Secretary to Govt. of Rajasthan State Food and Civil Supplies Department, Jaipur, Rajasthan.
- 4) Managing Director, Rajasthan State Warehousing Corporation, Jaipur.



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-
- 5) Add. Food Commissioner, Govt. of Rajasthan, Jaipur
 - 6) Managing Director, RSFCSCCL, Jaipur.
 - 7) Registrar, Co-operative Department, Rajasthan, Jaipur
 - 8) Joint Secretary, Finance (Exp-I) Dept., Jaipur.
 - 9) Joint Secretary, Finance (Exp-I) Dept., Jaipur, with a request to kindly nominate the representative/proxy to attend the AGM on behalf of Hon'ble Governor of Rajasthan and apprise the details at the earliest.
 - 10) Finance Advisor, Food and Civil Supplies Department, Govt. of Rajasthan, Jaipur.
 - 11) Company Secretary, RSFCSCCL, Jaipur.
 - 12) General Manager (Administration)/ (Finance)/ (Marketing), RSFCSCCL, Jaipur.
 - 13) Manager (Finance)/ (Vigilance)/ (Personnel), RSFCSCCL, Jaipur.
 - 14) M/s Arvind Mathur & Co., Statutory Auditor, RSFCSCCL, Jaipur.
 - 15) M/s Jitendra Jangid & Co., Secretarial Auditor, Jaipur.

For, Rajasthan State Food and Civil Supplies Corporation Limited


Managing Director

ANNEXURE - A

BUSINESS TO BE TRANSACTED AT THE SIXTH ANNUAL GENERAL MEETING

ORDINARY BUSINESSES: -

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED PROFIT AND LOSS ACCOUNT AND AUDITED BALANCE SHEET OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017 TOGETHER WITH THE AUDITOR'S REPORT AND CAG COMMENTS THEREON AND THE BOARD'S REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2017.

To pass the following resolutions an **Ordinary Business**:

"RESOLVED THAT the Audited Balance Sheet, statement of Profit and Loss Account and Cash Flow Statement for the financial year ended March 31, 2017 along with the Auditor's Report, CAG comments thereon and the Board's Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorized to do all such acts and deeds, as may be necessary to give effect to the above resolutions."

ITEM NO. 2

TO CONFIRM APPOINTMENT OF M/S ARVIND MATHUR & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITOR APPOINTED BY COMPTROLLER AND AUDITOR GENERAL OF INDIA AND TO FIX THEIR REMUNERATION.

To pass the following resolution as an **Ordinary Business**:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and the Rules made there under, the Comptroller and Auditor General of India vide their Letter No./CA. V/COY/RAJASTHAN, RSFCSC (1)/478 dated 07/08/2019, has nominated M/s ARVIND MATHUR & CO., Chartered Accountants, as the Statutory Auditor of the Company for the Financial Year 2017-18, 2018-19 and 2019-20 on a remuneration as may be fixed by the Board of Directors. The Board has taken note of this nomination and has approved the proposal.



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RESOLVED FURTHER THAT the Managing Director of the Company be and is hereby authorized to do all such acts and deeds, as may be necessary to give effect to the above resolutions."

SPECIAL BUSINESSES: -

ITEM NO. 1

**CONFIRMATION OF APPOINTMENT OF SMT. RASHMI GUPTA (DIN 08505942)
AS MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, if any or other approval, sanction or permission as may be required under any other enactment or law for the time being in force, if any, the appointment of Smt. Rashmi Gupta (DIN 08505942) as the Managing Director of the Company, be and is hereby confirmed upto maximum period of three Years or further order of State Government whichever is earlier."

ITEM NO. 2

**EX-POST-FACTO APPROVAL FOR CONTRIBUTION TO BONA FIDE
CHARITABLE FUNDS ETC.**

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

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members be and is hereby accorded to the Company for contributing from time to time to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities not directly relating to the business of the Company or the welfare of its employees of any amounts the aggregate of which does not exceed five percentage of its average net profits for the three immediately preceding financial years. If exceeded prior approval of the members is to be required.

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RESOLVED FURTHER THAT the ex post facto approval be and is hereby accorded for the contribution of Rs. 1 Crore (exceeding 5% of average net profit for the three immediately preceding current financial year) to CM Relief Fund (for Nepal) for F.Y. 2015-16.

FURTHER RESOLVED THAT the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

For, Rajasthan State Food and Civil Supplies Corporation Limited


Managing Director

Date:

Place: Jaipur

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting in respect of item no 1 and 2 (item no of special business) is annexed hereto and forms part of notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTES IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A Proxy Form is annexed to this Notice as Annexure-B.



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EXPLANATORY STATEMENT PURSUANT TO SEC.102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

Smt Rashmi Gupta was appointed as Managing Director of the company vide State Government order no.प.5(1)/कार्मिक/क-1/2019 dated 07.02.2019. According to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, his appointment shall be confirmed as Managing director in the ensuing Annual General Meeting. Since the resolution under item no. 1 of "Special Business" recommended to be passed as an Ordinary Resolution by the members.

None of the Directors or Key Managerial Personnel of the Company including their relatives except Smt. Rashmi Gupta is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 2

The Company, as a corporate citizen believes in Corporate Social Responsibility activities in various areas.

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

In order to continue CSR activities, some contributions/ expenditure may come under the purview of Section 181 of the Companies Act, 2013. In view of losses, the consent of the members is sought to enable the Company to continue with CSR activities.

The Board of Directors, therefore, recommends the Resolution under item no. 2 of "Special Business" to be passed as an Ordinary Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Further, the Company has contributed Rs. 1 Crore to CM Relief Fund (for Nepal) for F.Y. 2015-16 which exceeds 5% of average net profit for the three immediately preceding current financial year. Hence, prior approval of the members/shareholders was required but no such approval was taken. Hence, ex post facto approval for this purpose is required to be given for the necessary compliance under Companies Act, 2013.

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ANNEXURE-B

PROXY FORM

(Form No. MGT 11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies
(Management and Administration) Rules, 2014]

CIN- U63023RJ2010SGC033489

Rajasthan State Food and Civil Supplies Corporation Limited

Regd. Off; - Fifth Floor, Hall No. 501, Kisan Bhawan Lalkothi, Tonk Road, Jaipur-302015,

Phone No.: 0141-2744649, 2744692, Fax: 0141-2741924

Email: rsfcsc@gmail.com

Name of the member	
Registered Address	
E-Mail ID:	
Re. Folio No	
D P ID No*	NA

I/we being a/the member/members of..... shares of Rajasthan State Food and Civil Supplies Corporation Limited hereby appoint:

1. Name

Address

E mail id _____ signature _____ or
falling him

as my/our Proxy to attend vote (for me/us and on my/our behalf at the Seventh Annual General Meeting of the Company to be held on 6th February, 2020 at 12.00 Noon at RD Committee Room, 1st Floor, SSO Building, Government Secretariat, Jaipur and at any



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adjournment thereof in respect of such resolutions as are indicated below;

Sr. No	Resolution	Ordinary /Special	In For	Against
	Ordinary Business			
1	To receive, consider and adopt the Audited Profit and Loss Account and Audited Balance Sheet of the Company for the Financial Year ended on 31 st March, 2017 together with the Auditor's Report and CAG comments thereon and the Board's Report for the year ended on 31 st March, 2017.	Ordinary		
2	To confirm appointment of M/s Arvind Mathur & Co., Chartered Accountants, as Statutory Auditor appointed by Comptroller and Auditor General of India and to fix their remuneration.	Ordinary		
	Special Business			
1	To confirm the appointment of Smt. Rashmi Gupta (DIN 08505942) as managing Director of the Company.	Ordinary		
2	Approval for contribution to Bona Fide Charitable Funds etc.,	Ordinary		

Signed this _____ day on _____ 2020

Signature of Shareholders _____

Signature of Proxy holder(s) _____

Affix One
Rupees
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office if the Company, not less than the 48 hours before the commencement of the meeting
2. A Proxy need not be a member of the Company
3. For the Resolution, Explanatory Statement and notes, please refer to the Notice of 7th Annual General Meeting.