



RAGHUVIR SYNTHETICS LIMITED

REGD. OFF.: RAKHIAL ROAD, RAKHIAL, AHMEDABAD-380 023. INDIA

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Website: <http://www.raghuvir.com>

CIN: L17119GJ1982PLC005424

Date: 08/08/2024

**To,
The Manager,
Department of Corporate Services,
BSE Ltd., P J Tower,
Dalal Street, Fort
Mumbai – 400 001**

**SUBJECT: NOTICE OF THE 42nd ANNUAL GENERAL MEETING (AGM) OF THE COMPANY
AND THE ANNUAL REPORT FOR THE FY 2023-24**

REF: SCRIP CODE: 514316

Respected Sir,

Please find enclosed herewith Notice of the 42nd Annual General Meeting (AGM) and Annual Report for the FY 2023-24 of RAGHUVIR SYNTHETICS LIMITED. AGM of the Company is scheduled to be held on Wednesday, 04th September, 2024 at 12.00 P.M at registered office of the Company situated at M/s. Raghuvir Synthetics Limited, Nr. Gujarat Bottling, Rakhial Road, Rakhial, Ahmedabad-380023.

Kindly take the above information on your record and acknowledge the same.

Thanking you,

Yours Faithfully,

FOR, RAGHUVIR SYNTHETICS LIMITED

**SUNIL R. AGARWAL
(CHAIRMAN & MANAGING DIRECTOR)
DIN: 00265303**

Encl.: As above



NOTICE OF THE 42nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 42nd ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON WEDNESDAY, 04TH DAY OF SEPTEMBER, 2024 AT 12.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1) ADOPTION OF STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

2) ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Report of Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Report of and Auditors thereon, be and are hereby considered and adopted.”

3) RE-APPOINTMENT OF MR. SUNIL RAGHUBIRPRASAD AGARWAL AS A DIRECTOR, WHO RETIRES BY ROTATION

To appoint a Director in place of Mr. Sunil Raghbirprasad Agarwal (DIN: 00265303), who retires by rotation and being eligible, offers himself for re-appointment. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Raghbirprasad Agarwal (DIN: 00265303), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

4) SPECIAL BUSINESS:

APPOINTMENT OF MR. PUNAMBHAI BHAILALBHAI PATEL (DIN: 10661796) AS A DIRECTOR (CATEGORY: NON EXECUTIVE AND INDEPENDENT) OF THE COMPANY

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

“RESOLVED that Mr. Punambhai Bhailalbhahi Patel (DIN: 10661796), who was appointed as an Additional Director of the Company with effect from 09th June, 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.



RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Punambhai Bhailalbai Patel, who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 09th June, 2024 to 08th June, 2029 (both days inclusive), be and is hereby approved."

5) APPOINTMENT OF MR. ALPESH DINESHKUMAR SHAH (DIN: 10661799) AS A DIRECTOR (CATEGORY: NON EXECUTIVE AND INDEPENDENT) OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Ordinary Resolution**:

"RESOLVED that Mr. Alpesh Dineshkumar Shah (DIN: 10661799), who was appointed as an Additional Director of the Company with effect from 09th June, 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Article 132 of the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Alpesh Dineshkumar Shah, who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 09th June, 2024 to 08th June, 2029 (both days inclusive), be and is hereby approved."

6) APPOINTMENT OF MR. HARDIK SUNIL AGARWAL [DIN: 03546802], AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR TERM OF FIVE YEARS

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with provisions prescribed in Part - II, Section-II of Schedule V and Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and in compliance with the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the requisite approvals, if any required in this



matter and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the members, be and is hereby accorded to appoint Mr. Hardik Sunil Agarwal [DIN: 03546802] as Joint Managing Director of the Company with effect from 05th August, 2024 for a period of five years i.e. 05th August, 2024 to 04th August, 2029 who is already Joint Managing Director in Raghuvir Exim Limited (a Public Company), on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT Mr. Hardik Sunil Agarwal will not draw any remuneration as Joint Managing Director of the Company, however, the Board, may at any time during his tenure as Joint Managing Director of the Company, pay remuneration to Mr. Hardik Sunil Agarwal, by way of salary or commission or in any other manner, as the Board of Directors may deem fit (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with the Managing Director) to the extent permissible under the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Company do hereby approve the appointment of Mr. Hardik Sunil Agarwal as Joint Managing Director of the Company w.e.f. 05th August, 2024 and affirm each of the acts, deeds, matters and things undertaken or performed by Mr. Hardik Sunil Agarwal in the capacity of Joint Managing Director of the company on behalf of the company with effect from 05th August, 2024 till date.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Board may pay remuneration to Mr. Hardik Sunil Agarwal, in respect of such financial year, by way of salary as the Board of Directors may deem fit (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with the Managing Director) to the extent permissible under the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take steps as may be necessary, desirable or expedient to give effect this resolution.”

7) APPOINTMENT OF MR. YASH SUNIL AGARWAL [DIN: 02170408], AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR TERM OF FIVE YEARS

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with provisions prescribed in Part - II, Section-II of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and in compliance with the regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the requisite approvals, if any required in this matter and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the members, be and is hereby accorded to appoint Mr. Yash Sunil Agarwal [DIN: 02170408] as Joint Managing Director of the Company with effect from 05th August, 2024 for a period of five years i.e. 05th August, 2024 to 04th August, 2029 who is already Managing Director in Raghuvir Exim Limited (a Public Company), on such terms and conditions including remuneration as set out in the statements annexed to notice.

RESOLVED FURTHER THAT Mr. Yash Sunil Agarwal will not draw any remuneration as Joint Managing Director of the Company, however, the Board, may at any time during his tenure as Joint Managing Director of the Company, pay remuneration to Mr. Yash Sunil Agarwal, by way of salary or commission or in any other manner, as the Board of Directors may deem fit (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with



the Managing Director) to the extent permissible under the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Yash Sunil Agarwal, in respect of such financial year, remuneration by way of salary as the Board of Directors may deem fit (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with the Managing Director), subject to the limit prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Company do hereby approve the appointment of Mr. Yash Sunil Agarwal as Joint Managing Director of the Company w.e.f. 05th August, 2024 and affirm each of the acts, deeds, matters and things undertaken or performed by Mr. Yash Sunil Agarwal in the capacity of Joint Managing Director of the company on behalf of the company with effect from 05th August, 2024 till date.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take steps as may be necessary, desirable or expedient to give effect this resolution.

8) CONFIRMATION AND RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, as amended from time to time and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the members hereby confirm and ratify remuneration of Rs.30,000/- (Rupees Thirty Thousand only) exclusive of applicable taxes thereon and reimbursement of out-of-pocket expenses as may be incurred in connection with the cost audit, to be paid to M/s. Anuj Aggarwal & Co., Cost Accountants (FRN: 102409) who have been appointed by the Board as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2025.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds or things, as may be considered necessary, desirable and expedient, in order to give effect to the aforesaid resolution.”

9) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-2025

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized



Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Dreamsoft Bedsheets Private Limited (“DBPL”), Subsidiary of the Company, a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value of up to Rs.50 Crores only for the FY 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and
- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.

on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between the Company and DBPL, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

10) **APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-2025**

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its



powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Industries Private Limited (“HYSI”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.150 Crores only for the FY 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and
- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.

on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between the Company and HYSI, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

11) **APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2024-2025**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the



Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Raghuvir Exim Limited ("REL"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.500 Crores only for the FY 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and
- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.

on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between the Company and REL, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

12) **APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2024-2025**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPTs") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Developers



LLP (“HYSD”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.350 Crores only for the FY 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and
- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.

on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between the Company and HYSD, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to and perform all such acts, deeds, matters and things, as may be necessary and as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

13) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2024-2025

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/



Contract(s)/ Arrangement(s)/ Agreement(s) with Raghuvir Exim Limited (“REL”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.50 Crores only for the FY 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and
- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.

on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between DBPL and REL, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

14) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2024-2025

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Industries Private Limited (“HYSI”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.200 Crores only for the FY 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and
- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.



on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between DBPL and HYSI, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

15) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2024-2025

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Developers LLP (“HYSD”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.100 Crores only for the FY 2024-25 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and
- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.

on such terms and conditions as mentioned in the explanatory statement to this resolution and as may be mutually agreed between DBPL and HYSD, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).



RESOLVED FURTHER THAT all actions taken by the Board or any other person so authorized by the Board, in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

16) APPROVAL TO BORROW IN EXCESS OF LIMIT PRESCRIBED IN SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modifications or any amendments or any substitution or any re-enactment thereof, if any, for the time being in force), the consent of the Members of the Company be and is hereby accorded to authorize the Board to borrow, enhance or avail facility for the general, working capital and such other corporate purposes, from time to time as the Board may think, any sum or sums of which together with money already borrowed by the Company (apart from temporary loans obtained from Company’s Banker in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, and its free reserves, that is to say reserves not set apart for any specific purpose, and securities premium account, provided that the total amount of money so borrowed shall at no time exceed the limit of Rs.150 Crores (Rupees one thousand crores only).

RESOLVED FURTHER THAT the sums of money mentioned in aforementioned resolution do not include the amount borrowed as temporary loans from the Company’s bankers in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

Date : **05/08/2024**
PLACE : **AHMEDABAD**

BY ORDER OF THE BOARD OF DIRECTORS
FOR, **RAGHUVIR SYNTHETICS LIMITED**

Regd. Office:
Rakhial Road, Rakhial,
Ahmedabad-380023, Gujarat.
CIN : L17119GJ1982PLC005424
E-mail ID: info@raghuvir.com
Website: www.raghuvir.com
Tel.: +91 079 29911015

SUNIL R. AGARWAL
(Chairman & Managing Director)
DIN : 00265303

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.

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) Proxy Forms, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 3) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- 4) The Register of Members and Share Transfer Books of the Company will remain close from 29th August, 2024 to 04th September, 2024 (both days inclusive) for the purpose of the 42nd Annual General Meeting of the Company.
- 5) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.-

For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company/Registrar and Transfer Agent ("RTA") at M/s. Link Intime India Private Limited, 506 To 508, Amarnath Business Centre-1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. Chimanlal Girdharlal Rd., Sardar Patel Nagar, Ellisbridge, Ahmedabad-380006, Gujarat, India in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

- 6) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at **www.raghuvir.com** and on the website of the Company's RTA at **www.linkintime.co.in**. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 7) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA, for assistance in this regard.
- 8) The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same



by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at www.raghuvir.com and on the website of the Company's RTA at www.linkintime.co.in. Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company/ the RTA in case the shares are held in physical form.

- 9) Notice of the AGM along with the Annual Report for the Financial Year 2023-24 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. In furtherance of the Green Initiative, physical copy of the Notice of the AGM along with the Annual Report is being sent by the permitted modes to those Members whose e-mail addresses are not registered. Members may note that the Notice and Annual Report will also be available on the Company's website at www.raghuvir.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
- 10) Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
- 11) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
- 12) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
- 13) Members are requested to contact the Company's RTA, for reply to their queries/ redressal of complaints, if any, at M/s. Link Intime India Private Limited, 506 To 508, Amarnath Business Centre-1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. Chimanlal Girdharlal Rd., Sardar Patel Nagar, Ellisbridge, Ahmedabad-380006, Gujarat, India or e-mail at ahmedabad@linkintime.co.in.
- 14) The SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020, has fixed 31st March, 2021 as the Cut-off date for re-lodgement of Transfer Deeds and any request received after 31st March, 2021 cannot be accepted unless the securities are held in dematerialized form.
- 15) The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
- 16) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be, immediately of:-
 - The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE account with a Bank in India, if not furnished earlier.
- 17) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 4 to 16 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also given below:



RAGHUVIR SYNTHETICS LIMITED

The Directors have furnished the requisite declaration with other details provided as under for their re-appointment at the ensuing Annual General Meeting and is eligible, to offer themselves for re-appointment:

| | |
|---|--|
| Name | Mr. Sunil Raghubirprasad Agarwal |
| DIN | 00265303 |
| Age as on 31st March, 2024 | 59 Years (About) |
| Qualification & Experience | He has an experience of more than 33 years in the Textile Industry |
| Relationship with other Directors/ Manager/KMP | He is father of Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal and husband of Mrs. Pamita S. Agarwal |
| Remuneration sought to be paid | 360 Lakhs per annum |
| Date of first appointment on the Board | 18/08/1982 |
| List of Directorship in other Company / Committees membership in other Companies as on 31st March, 2024 | 1) Raghuvir Exim Limited 2) HYS Industries Private Limited 3) H. Dev Chemical Private Limited 4) White Water Exim Private Limited 5) Dreamsoft Bedsheets Private Limited He holds 3 membership in the Board Committee of Raghuvir Exim Limited Company. |
| No. of meeting attended during the year | 09 out of 10 meetings were attended during the FY 2023-2024 |
| No. of shares held as on 31st March, 2024 | 1,21,66,240 Equity Shares |
| Terms and Conditions of appointment or re-appointment | Re-appointment is as per the provisions of the Companies Act, 2013 |

18) THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

In terms of the SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.





Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting 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 |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. 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. 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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> |



| Type of shareholders | Login Method |
|--|--|
| | <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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. |

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.com or call at 022 - 4886 7000 and 022 - 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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.com** 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 on NSDL e-Voting system

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 **csprtandassociates@gmail.com** with a copy marked to **evoting@nsdl.com** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter" displayed under "e-Voting"** tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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 **info@raghuvir.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 **info@raghuvir.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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** 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.

COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- (i) The e-voting period commences on 01st September, 2024 at 9.00 a.m. and ends on 03rd September, 2024 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date of **28th August, 2024** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
- (iii) The shareholder who voted prior to the 42nd Annual General Meeting via e-voting would not be entitled to vote at the meeting venue.
- (iv) The Board of Directors has appointed Mr. Premnarayan Ramanand Tripathi, Proprietor of M/s. PRT & Associates, Practicing Company Secretary, Ahmedabad, having COP NO. 10029 as the Scrutinizer to scrutinize the e-voting process as well as voting during the AGM in a fair and transparent manner for the 42nd Annual General Meeting of the Company.
- (v) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast (votes cast during the AGM and votes cast prior to the AGM) in favour or against, if any, to the Chairman of the Company, who shall counter sign the same.
- (vi) The Results shall be declared on the date of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.raghuvir.com** and on the website of NSDL **https://www.evoting.nsdl.com/** within two days of the passing of the resolutions at the AGM of the Company and communicate to the Stock Exchange(s), where the shares of the Company are listed.
- (vii) All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre at **evoting@nsdl.com**.

VOTING AT ANNUAL GENERAL MEETING:-

The members attending the meeting, who have not already cast their vote by remote e-voting, can exercise their voting rights at the 42nd Annual General Meeting of the Company. Facility for voting through ballot paper shall also be made available at the AGM.



RAGHUVIR SYNTHETICS LIMITED

CONTACT DETAILS

| | |
|-------------------------------------|--|
| Company | RAGHUVIR SYNTHETICS LIMITED |
| Registrar and Transfer Agent | M/s. LINK INTIME INDIA PVT. LTD 506 TO 508, AMARNATH BUSINESS CENTRE-1, BESIDE GALA BUSINESS CENTRE, NR. ST. XAVIER'S COLLEGE CORNER, OFF. CHIMANLAL GIRDHARLAL RD., SARDAR PATEL NAGAR, ELLISBRIDGE, AHMEDABAD-380006, GUJARAT, INDIA Email : ahmedabad@linkintime.co.in Contact: 079-26465179 |
| E-voting Agency | NSDL E-mail: evoting@nsdl.com Contact: 022 - 4886 7000 and 022 - 2499 7000 |
| Scrutinizer | Mr. Premnarayan Ramanand Tripathi, Proprietor of M/s. PRT & Associates, Practicing Company Secretary 606, 6th Floor, Shivalik Square, Nr. Adani CNG Pump, 132 Ft. Ring Road, New Vadaj, Ahmedabad - 380013, Gujarat, India. Contact: 8980026497 Email: csprtandassociates@gmail.com |

Date : **05/08/2024**
PLACE : **AHMEDABAD**

BY ORDER OF THE BOARD OF DIRECTORS
FOR, **RAGHUVIR SYNTHETICS LIMITED**

Regd. Office:
Rakhial Road, Rakhial,
Ahmedabad-380023, Gujarat.
CIN : L17119GJ1982PLC005424
E-mail ID: info@raghuvir.com
Website: www.raghuvir.com
Tel.: +91 079 29911015

SUNIL R. AGARWAL
(Chairman & Managing Director)
DIN : 00265303



EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

THE FOLLOWING STATEMENT, AS REQUIRED UNDER THE SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ('SEBI LISTING REGULATIONS'), SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NOS. 4 TO 16 OF THE ACCOMPANYING NOTICE

ITEM NO. 4: TO APPOINT MR. PUNAMBHAI BHAILALBHAJI PATEL (DIN: 10661796), AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company has appointed Mr. Punambhai Bhailalbhaji Patel (DIN: 10661796), as an Additional Director (Category: Non-Executive and Independent) on the Board of the Company w.e.f. 09th June, 2024 in terms of provisions of section 149, 161, Schedule- IV, and other applicable provisions of the Companies Act, 2013 (the "Act"). The Board hereby proposes his appointment as the Director (Category: Non-Executive and Independent) of the Company in this Annual General Meeting. The brief Profile of Mr. Punambhai Bhailalbhaji Patel is given in Annexure-I to this Explanatory Statement.

Further, the Company has received a declaration from Mr. Punambhai Bhailalbhaji Patel (DIN: 10661796), confirming that he meets the criteria of independence under the Act. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Act, and a declaration that he is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In the opinion of the Board, Mr. Punambhai Bhailalbhaji Patel (DIN: 10661796) fulfils the conditions specified in the Act and the Rules made there under and, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 09th June, 2024.

Except Mr. Punambhai Bhailalbhaji Patel (being the appointee) or his relative, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5: TO APPOINT MR. ALPESH DINESHKUMAR SHAH (DIN: 10661799), AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company has appointed Mr. Alpesh Dineshkumar Shah (DIN: 10661799), as an Additional Director (Category: Non-Executive and Independent) on the Board of the Company w.e.f. 09th June, 2024 in terms of provisions of section 149, 161, Schedule- IV, and other applicable provisions of the Companies Act, 2013 (the "Act"). The Board hereby proposes his appointment as the Director (Category: Non-Executive and Independent) of the Company in this Annual General Meeting. The brief Profile of Mr. Alpesh Dineshkumar Shah is given in Annexure-I to this Explanatory Statement.

Further, the Company has received a declaration from Mr. Alpesh Dineshkumar Shah (DIN: 10661799), confirming that he meets the criteria of independence under the Act. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Act, and a declaration that he is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In the opinion of the Board, Mr. Alpesh Dineshkumar Shah (DIN: 10661799) fulfils the conditions specified in the Act and the Rules made there under and, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 09th June, 2024.

Except Mr. Alpesh Dineshkumar Shah (being the appointee) or his relative, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

**ITEM NO. 6: APPOINTMENT OF MR. HARDIK SUNIL AGARWAL [DIN: 03546802], AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR TERM OF FIVE YEARS**

The Board of Directors has approved the appointment of Mr. Hardik Sunil Agarwal [DIN: 03546802] as Joint Managing Director of the Company w.e.f. 05th August, 2024 for a period of 5 years (i.e., from 05th August, 2024 to 04th August, 2029) Mr. Hardik Sunil Agarwal will not draw any remuneration as Joint Managing Director of the Company, however, the Board, may at any time during his tenure as Joint Managing Director of the Company, pay remuneration to Mr. Hardik Sunil Agarwal, by way of salary or commission or in any other manner, as the Board of Directors may deem fit (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with the Managing Director) to the extent permissible under the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Companies Act, 2013. The appointment is subject to the approval of the Members of the Company.

Mr. Hardik Sunil Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Job Profile: Mr. Hardik S. Agarwal is responsible for overall Administration work including Company affairs, policy matters, budgeting, planning, and Corporate Governance and Compliance matters of the company, Subject to the Supervision and control of the Board of Directors. He has the ability of Understanding and developing budgets and finance, including expenditures, research and development appropriations, return-on-investment and profit-loss projections. He is also responsible to perform such other duties as may from time to time be entrusted by the board. Taking into consideration the qualification and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.

Mr. Hardik Sunil Agarwal, himself and three other directors Mr. Sunil R. Agarwal, Managing Director, Mrs. Pamita Sunil Agarwal, Non- executive Director, and Mr. Yash Sunil Agarwal, Joint Managing Director of the Company, belonging from promoter group being related to Mr. Hardik Sunil Agarwal may be deemed to be concerned or interest in the resolution. There are no other directors and key managerial personnel of the Company who are concerned or interest in the above resolution.

The Board of Directors recommended the relevant resolution for members considered and approval as Special Resolution.

In term of the requirements as per sub-clause (IV) of the proviso to sub paragraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the information is as furnished below:

I. GENERAL INFORMATION:

| | | |
|---|---|--|
| 1 | Nature of industry | Textile:- To carry on all or any of the business of bleaching, dyeing printing and processing work, finishing of cotton and blended of cotton textiles. The company operates as Textile processing unit. The business of the company is to offer Processing of Fabrics. |
| 2 | Date or expected date of commencement of commercial production | Not Applicable |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable |



RAGHUVIR SYNTHETICS LIMITED

| | | | | | |
|------|--|---|-----------------|-----------------------------------|-------------------------|
| 4 | Financial performance based on given indicators | Financial Performance of the Company for the year ended 31st March, 2024 Total Income: - Rs. 24398.80 Lakhs Total Expenditure: -Rs. 23876.64 Lakhs Net Profit Before Tax: Rs. 522.16 Lakhs Profit After Tax: Rs. 474.24 Lakhs | | | |
| 5. | Export performance and foreign exchange earned for the financial year ended 31st March, 2024 | Nature | Currency | Amount in Foreign Currency | Amount in Rupees |
| | | Trade Payables | USD | -- | -- |
| | | | EURO | -- | -- |
| | | Trade Receivables | USD | -- | -- |
| EURO | -- | | -- | | |
| 6. | Foreign investments or collaborations, if any. | Not Applicable | | | |

II. INFORMATION ABOUT THE APPOINTEE:

| 1 | Background details | <p>Name:- Mr. Hardik Sunil Agarwal Designation:- Joint Managing Director Age:- 31 Year Experience:- More than 9 years Qualification:- B.Com. Mr. Hardik S. Agarwal is a Director of the Company for more than 13 years. Mr. Hardik S. Agarwal is also associated with mentioned companies and LLP</p> <table border="1"> <thead> <tr> <th>COMPANY/LLP</th> <th>DESIGNATION</th> </tr> </thead> <tbody> <tr> <td>HYS INDUSTRIES PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>VIPRONOVALIFESCIENCE PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>H. DEV CHEMICAL PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>WHITE WATER EXIM PVT. LTD.</td> <td>Whole-time Director</td> </tr> <tr> <td>DREAMSOFT BEDSHEETS PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>THE SAGAR TEXTILE MILLS PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>RAGHUVIREXIM LIMITED</td> <td>Executive Director</td> </tr> <tr> <td>HYS LIFECARE LLP</td> <td>Designated Partner</td> </tr> <tr> <td>HYS DEVELOPERS LLP</td> <td>Designated Partner</td> </tr> <tr> <td>AYAREALTY SOLUTIONS LLP</td> <td>Designated Partner</td> </tr> </tbody> </table> | | | COMPANY/LLP | DESIGNATION | HYS INDUSTRIES PVT. LTD. | Director | VIPRONOVALIFESCIENCE PVT. LTD. | Director | H. DEV CHEMICAL PVT. LTD. | Director | WHITE WATER EXIM PVT. LTD. | Whole-time Director | DREAMSOFT BEDSHEETS PVT. LTD. | Director | THE SAGAR TEXTILE MILLS PVT. LTD. | Director | RAGHUVIREXIM LIMITED | Executive Director | HYS LIFECARE LLP | Designated Partner | HYS DEVELOPERS LLP | Designated Partner | AYAREALTY SOLUTIONS LLP | Designated Partner |
|-----------------------------------|-----------------------|---|--|--|-------------|-------------|--------------------------|----------|--------------------------------|----------|---------------------------|----------|----------------------------|---------------------|-------------------------------|----------|-----------------------------------|----------|----------------------|--------------------|------------------|--------------------|--------------------|--------------------|-------------------------|--------------------|
| COMPANY/LLP | DESIGNATION | | | | | | | | | | | | | | | | | | | | | | | | | |
| HYS INDUSTRIES PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | |
| VIPRONOVALIFESCIENCE PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | |
| H. DEV CHEMICAL PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | |
| WHITE WATER EXIM PVT. LTD. | Whole-time Director | | | | | | | | | | | | | | | | | | | | | | | | | |
| DREAMSOFT BEDSHEETS PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | |
| THE SAGAR TEXTILE MILLS PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | |
| RAGHUVIREXIM LIMITED | Executive Director | | | | | | | | | | | | | | | | | | | | | | | | | |
| HYS LIFECARE LLP | Designated Partner | | | | | | | | | | | | | | | | | | | | | | | | | |
| HYS DEVELOPERS LLP | Designated Partner | | | | | | | | | | | | | | | | | | | | | | | | | |
| AYAREALTY SOLUTIONS LLP | Designated Partner | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Past remuneration | NIL | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Recognition or awards | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Job profile | Mr. Hardik S. Agarwal is responsible for overall Administration work including Company affairs, policy matters, budgeting, planning, and Corporate Governance and Compliance matters of the company, | | | | | | | | | | | | | | | | | | | | | | | | |



RAGHUVIR SYNTHETICS LIMITED

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| | | Subject to the Supervision and control of the Board of Directors. He has the ability of Understanding and developing budgets and finance, including expenditures, research and development appropriations, return-on-investment and profit-loss projections. He is also responsible to perform such other duties as may from time to time be entrusted by the board. Taking into consideration the qualification and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors. |
| 5 | Remuneration proposed | Mr. Hardik Sunil Agarwal will not draw any remuneration. |
| 6 | Comparative remuneration profile with respect to industry size of the Company, profile of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies. |
| 7 | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Apart from Mr. Hardik Sunil Agarwal is a Joint Managing Director of the company and & he holds 37,48,270 Equity Shares at the face value of Rs. 1/- each of the Company in his individual capacity Mr. Hardik Sunil Agarwal is son of Mr. Sunil R. Agarwal & Mrs. Pamita S. Agarwal, and brother of Mr. Yash Sunil Agarwal, who are the Directors of the Company. |

III. OTHER INFORMATION:

| | | |
|---|---|--|
| 1 | Reasons of loss or inadequate profits | There is no loss or inadequate profit for the year ended 31 st March, 2024. The company has reported a turnover of Rs. 24,398.80 Lakhs for the year ended on 31 st March, 2024 as against Rs. 9,599.39 Lakhs for the previous year ended on 31 st March, 2023. The Company has reported a net profit after tax of Rs. 474.24 Lakhs FY 2023-2024 as against net loss after tax of Rs. (981.82) Lakhs FY 2022-2023. |
| 2 | Steps taken or proposed to be taken for improvement | To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies alongside working on improvements in process and controls. These cut across manufacturing, supply, chain, quality and other domains, and address issues of cost controls, value analysis. |
| 3 | Expected increase in productivity and | The above measures undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company. |

**(IV) DISCLOSURES**

| | | |
|----|---|--|
| 1. | The Shareholders of the Company shall be informed of the remuneration package of the managerial person. | The remuneration paid to Mr. Hardik S. Agarwal was stated above. |
|----|---|--|

ITEM NO. 7: APPOINTMENT OF MR. YASH SUNIL AGARWAL [DIN: 02170408], AS JOINT MANAGING DIRECTOR OF THE COMPANY FOR TERM OF FIVE YEARS

The Board of Directors has approved the appointment of Mr. Yash Sunil Agarwal [DIN: 02170408] as Joint Managing Director of the Company w.e.f. 05th August, 2024 for a period of 5 years (i.e., from 05th August, 2024 to 04th August, 2029). Mr. Yash Sunil Agarwal will not draw any remuneration as Joint Managing Director of the Company, however, the Board, may at any time during his tenure as Joint Managing Director of the Company, pay remuneration to Mr. Yash Sunil Agarwal, by way of salary or commission or in any other manner, as the Board of Directors may deem fit (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with the Managing Director) to the extent permissible under the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Companies Act, 2013. The appointment is subject to the approval of the Members of the Company.

Mr. Yash Sunil Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Job Profile: Mr. Mr. Yash S. Agarwal is responsible for marketing development of the Company, subject to the supervision and control of the Board of Director. He has ability to evaluate and develop marketing strategy and marketing plan. He has ability in planning, directing, and coordinating marketing efforts and further communicating the marketing plan. He have ability to Research demand for our products and services. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualification and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.

Mr. Yash Sunil Agarwal, himself and three other directors Mr. Sunil R. Agarwal, Managing Director, Mrs. Pamita Sunil Agarwal, Non- executive Director, and Mr. Hardik Sunil Agarwal, Joint Managing Director of the Company, belonging from promoter group being related to Mr. Yash Sunil Agarwal may be deemed to be concerned or interest in the resolution. There are no other directors and key managerial personnel of the Company who are concerned or interest in the above resolution.

The Board of Directors recommended the relevant resolution for members considered and approval as **Special Resolution**.

In term of the requirements as per sub-clause (IV) of the proviso to sub paragraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the information is as furnished below:

I. GENERAL INFORMATION:

| | | |
|---|--|--|
| 1 | Nature of industry | Textile:- To carry on all or any of the business of bleaching, dyeing printing and processing work, finishing of cotton and blended of cotton textiles. The company operates as Textile processing unit. The business of the company is to offer Processing of Fabrics. |
| 2 | Date or expected date of commencement of commercial production | Not Applicable |



RAGHUVIR SYNTHETICS LIMITED

| | | | | | |
|------|---|--|-----------------|-----------------------------------|-------------------------|
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | |
| 4 | Financial performance based on given indicators | Financial Performance of the Company for the year ended 31st March, 2024 Total Income:- Rs. 24398.80 Lakhs Total Expenditure:- Rs. 23876.64 Lakhs Net Profit Before Tax:- Rs. 522.16 Lakhs Profit After Tax:- Rs. 474.24 Lakhs | | | |
| 5. | Export performance and foreign exchange earned for the financial year ended 31st March, 2024 | Nature | Currency | Amount in Foreign Currency | Amount in Rupees |
| | | Trade Payables | USD | -- | -- |
| | | | EURO | -- | -- |
| | | Trade Receivables | USD | -- | -- |
| EURO | -- | | -- | | |
| 6. | Foreign investments or collaborations, if any. | Not Applicable | | | |

II. INFORMATION ABOUT THE APPOINTEE:

| 1 | Background details | <p>Name:- Mr. Yash Sunil Agarwal Designation:- Joint Managing Director Age:- 33 Year Experience:- More than 14 years Qualification:- B.Com. Mr. Yash Sunil Agarwal is a Director of the Company for more than 13 years. Mr. Yash Sunil Agarwal is also associated with mentioned companies and LLP</p> <table border="1"> <thead> <tr> <th>COMPANY/LLP</th> <th>DESIGNATION</th> </tr> </thead> <tbody> <tr> <td>HYS INDUSTRIES PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>VIPRONOVALIFESCIENCE PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>H. DEV CHEMICAL PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>WHITE WATER EXIM PVT. LTD.</td> <td>Whole-time Director</td> </tr> <tr> <td>DREAMSOFT BEDSHEETS PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>THE SAGAR TEXTILE MILLS PVT. LTD.</td> <td>Director</td> </tr> <tr> <td>RAGHUVIREXIM LIMITED</td> <td>Executive Director</td> </tr> <tr> <td>HYS LIFECARE LLP</td> <td>Designated Partner</td> </tr> <tr> <td>HYS DEVELOPERS LLP</td> <td>Designated Partner</td> </tr> <tr> <td>AYAREALTY SOLUTIONS LLP</td> <td>Designated Partner</td> </tr> </tbody> </table> | | | | COMPANY/LLP | DESIGNATION | HYS INDUSTRIES PVT. LTD. | Director | VIPRONOVALIFESCIENCE PVT. LTD. | Director | H. DEV CHEMICAL PVT. LTD. | Director | WHITE WATER EXIM PVT. LTD. | Whole-time Director | DREAMSOFT BEDSHEETS PVT. LTD. | Director | THE SAGAR TEXTILE MILLS PVT. LTD. | Director | RAGHUVIREXIM LIMITED | Executive Director | HYS LIFECARE LLP | Designated Partner | HYS DEVELOPERS LLP | Designated Partner | AYAREALTY SOLUTIONS LLP | Designated Partner |
|-----------------------------------|-----------------------|--|--|--|--|-------------|-------------|--------------------------|----------|--------------------------------|----------|---------------------------|----------|----------------------------|---------------------|-------------------------------|----------|-----------------------------------|----------|----------------------|--------------------|------------------|--------------------|--------------------|--------------------|-------------------------|--------------------|
| COMPANY/LLP | DESIGNATION | | | | | | | | | | | | | | | | | | | | | | | | | | |
| HYS INDUSTRIES PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | | |
| VIPRONOVALIFESCIENCE PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | | |
| H. DEV CHEMICAL PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | | |
| WHITE WATER EXIM PVT. LTD. | Whole-time Director | | | | | | | | | | | | | | | | | | | | | | | | | | |
| DREAMSOFT BEDSHEETS PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | | |
| THE SAGAR TEXTILE MILLS PVT. LTD. | Director | | | | | | | | | | | | | | | | | | | | | | | | | | |
| RAGHUVIREXIM LIMITED | Executive Director | | | | | | | | | | | | | | | | | | | | | | | | | | |
| HYS LIFECARE LLP | Designated Partner | | | | | | | | | | | | | | | | | | | | | | | | | | |
| HYS DEVELOPERS LLP | Designated Partner | | | | | | | | | | | | | | | | | | | | | | | | | | |
| AYAREALTY SOLUTIONS LLP | Designated Partner | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Past remuneration | NIL | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Recognition or awards | Not Applicable | | | | | | | | | | | | | | | | | | | | | | | | | |



RAGHUVIR SYNTHETICS LIMITED

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| 4 | Job profile | Mr. Yash S. Agarwal is responsible for Marketing development of the Company, subject to the supervision and control of the Board of Director. He has ability to evaluate and develop marketing strategy and marketing plan. He has ability in planning, directing, and coordinating marketing efforts and further communicating the marking plan. He have ability to Research demand for our products and services. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualification and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors. He is also responsible for the smooth and profitable operations of a Company's affairs. |
| 5 | Remuneration proposed | Mr. Yash Sunil Agarwal will not draw any remuneration. |
| 6 | Comparative remuneration profile with respect to industry size of the Company, profile of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies. |
| 7 | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any | Apart from Mr. Yash S. Agarwal is a Managing Director of the company & he holds 43,92,030 Equity Shares at the face value of Rs. 1/- each of the Company in his individual capacity Mr. Yash Agarwal is son of Mr. Sunil R. Agarwal & Mrs. Pamita S. Agarwal and brother of Mr. Hardik Sunil Agarwal, who are the Director of the Company. |

III. OTHER INFORMATION:

| | | |
|---|---------------------------------------|--|
| 1 | Reasons of loss or inadequate profits | There is no loss or inadequate profit for the year ended 31st March, 2024. The company has reported a turnover of Rs. 24,398.80 Lakhs for the year ended on 31st March, 2024 as against Rs. 9,599.39 Lakhs for the previous year ended on 31st March, 2023. The Company has reported a net profit after tax of Rs. 474.24 Lakhs FY 2023-2024 as against net loss after tax of Rs. (981.82) Lakhs FY 2022-2023. |
| 2 | Steps taken or proposed to be taken | TTo address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies alongside working on improvements in process and controls. These cut across manufacturing, supply, chain, quality and other domains, and address issues of cost controls, value analysis. |
| 3 | Expected increase in productivity and | The above measures undertaken is expected to yield positive results in the coming years. While it is difficult |



| | |
|--|--|
| | to give precise figures, the above initiatives are expected to improve the financial performance of the Company. |
|--|--|

(IV) DISCLOSURES

| | | |
|----|---|--|
| 1. | The Shareholders of the Company shall be informed of the remuneration package of the managerial person. | The remuneration paid to Mr. Yash S. Agarwal was stated above. |
|----|---|--|

ITEM NO. 8: CONFIRMATION AND RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25

In accordance with the provisions of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 05th August, 2024, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Anuj Aggarwal & Co., Cost Accountants (FRN- 102409), to conduct the audit of the cost records of the Company for the financial year 2024-2025. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to confirm and ratify the remuneration payable to the Cost Auditor for the financial year 2024-2025 as set out in the resolution for aforesaid services to be rendered by them. The Board of Directors recommends the resolution at Item No. 8 of this Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 8.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 8 of the accompanying Notice as an **Ordinary Resolution**.

ITEM NO. 9: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-2025

Dreamsoft Bedsheets Private Limited (DBPL) is a Subsidiary of the Company. As part of Raghuvir Group Strategy, the Company is proposing to enter into various transactions with DBPL inter alia including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

Pursuant to the provisions of the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company requires prior approval of the Members for all material related party transactions. In terms of these provisions, a related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1000 Crore or 10% of the Annual Consolidated Turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with DBPL for an aggregate value



of up to Rs.50 Crores only to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Additionally, the SEBI vide its circular dated 8th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs, it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Details of the proposed transactions with DBPL, being a related party of the Company, pursuant to the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and other applicable provisions, if any, are as follows:

| S.N. | Particulars | Details |
|----------|--|--|
| 1 | Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs | |
| 1.1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | Dreamsoft Bedsheets Private Limited is a Subsidiary of the Company |
| 1.2 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.50 Crore. |
| 1.3 | *Tenure of the proposed transaction | Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2024-25 |
| 1.4 | Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT | ~20.77 |
| 1.5 | Justification as to why RPT is in interest of the Company | As a part of your Company's Strategy, your Company enters into transactions with other group entities which not only help smoothen business operations of the companies, inter-se, but also ensures consistent flow of desired quality and quantity of products, services and facilities without interruptions and generation of revenue and business enhancement. |



| S.N. | Particulars | Details |
|-------------|--|--|
| 2 | Information to shareholders | |
| 2.1 | Name of the related party | Dreamsoft Bedsheets Private Limited |
| 2.2 | Nature of relationship | Subsidiary of the Company |
| 2.3 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | Refer Point No. 1.2 |
| 2.4 | Justification as to why RPT is in interest of the Company | Refer Point No. 1.5 |
| 2.5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) Tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | NA |
| 2.6 | Copy of the valuation or other external party report, if any, such report has been relied upon. | All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors. |
| 2.7 | Name of Director/Key Managerial Personnel who is interested, if any | None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. The Company and DBPL have the following common Directors: Mr. Sunil Raghubirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal |
| 2.8 | Any other information that may be relevant | The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company. |

* SEBI vide its circular dated 8th April, 2022 clarified that shareholders' approval of omnibus material RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 9 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

**ITEM NO. 10: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2024-2025**

HYS Industries Private Limited (HYSI) is a group company. As part of Raghuvir Group Strategy, the Company is proposing to enter into various transactions with HYSI inter alia including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

Pursuant to the provisions of the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company requires prior approval of the Members for all material related party transactions. In terms of these provisions, a related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1000 Crore or 10% of the Annual Consolidated Turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with HYSI for an aggregate value of up to Rs.150 Crores only to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Additionally, the SEBI vide its circular dated 8th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs, it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Details of the proposed transactions with HYSI, being a related party of the Company, pursuant to the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and other applicable provisions, if any, are as follows:

| S.N. | Particulars | Details |
|----------|---|--|
| 1 | Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs | |
| 1.1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | HYS Industries Private Limited is a company in which Director or his relative is a Member or Director |
| 1.2 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. |



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| S.N. | Particulars | Details |
|----------|--|---|
| | | All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.150 Crore. |
| 1.3 | *Tenure of the proposed transaction | Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2024-25 |
| 1.4 | Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT | ~62.31 |
| 1.5 | Justification as to why RPT is in interest of the Company | HYSI has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply. |
| 2 | Information to shareholders | |
| 2.1 | Name of the related party | HYS Industries Private Limited |
| 2.2 | Nature of relationship | HYSI is a company in which Director or his relative is a Member or Director |
| 2.3 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | Refer Point No. 1.2 |
| 2.4 | Justification as to why RPT is in interest of the Company | Refer Point No. 1.5 |
| 2.5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | NA |
| 2.6 | Copy of the valuation or other external party report, if any, such report has been relied upon. | All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors. |



| S.N. | Particulars | Details |
|-------------|---|--|
| 2.7 | Name of Director/Key Managerial Personnel who is interested, if any | None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. The Company and HYSI have the following common Directors: Mr. Sunil Raghuvirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal |
| 2.8 | Any other information that may be relevant | The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company. |

* SEBI vide its circular dated 8th April, 2022 clarified that shareholders' approval of omnibus material RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 6 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

ITEM NO. 11: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2024-2025

Raghuvir Exim Limited (REL) is a group company. As part of Raghuvir Group Strategy, the Company is proposing to enter into various transactions with REL inter alia including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

Pursuant to the provisions of the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company requires prior approval of the Members for all material related party transactions. In terms of these provisions, a related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1000 Crore or 10% of the Annual Consolidated Turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with REL for an aggregate value of up to Rs.500 Crores only to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Additionally, the SEBI vide its circular dated 8th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs, it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".



RAGHUVIR SYNTHETICS LIMITED

Details of the proposed transactions with REL, being a related party of the Company, pursuant to the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and other applicable provisions, if any, are as follows:

| S.N. | Particulars | Details |
|----------|--|---|
| 1 | Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs | |
| 1.1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | Raghuvir Exim Limited is a company in which Director or his relative is a Member or Director |
| 1.2 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.500 Crore. |
| 1.3 | *Tenure of the proposed transaction | Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2024-25 |
| 1.4 | Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT | ~207.70 |
| 1.5 | Justification as to why RPT is in interest of the Company | REL is one of the leading exporter for bedsheets, pillow covers, etc., In export market, REL has achieved consistency in supplying quality materials in time bound manner. The Company by entering into various transactions with REL can gain the advantage of brand name created by REL in export market. |
| 2 | Information to shareholders | |
| 2.1 | Name of the related party | Raghuvir Exim Limited |
| 2.2 | Nature of relationship | REL is a company in which Director or his relative is a Member or Director |
| 2.3 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | Refer Point No. 1.2 |
| 2.4 | Justification as to why RPT is in interest of the Company | Refer Point No. 1.5 |



| S.N. | Particulars | Details |
|-------------|--|---|
| 2.5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | NA |
| 2.6 | Copy of the valuation or other external party report, if any, such report has been relied upon. | All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors. |
| 2.7 | Name of Director/Key Managerial Personnel who is interested, if any | None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. The Company and REL have the following common Directors: Mr. Sunil Raghubirprasad Agarwal, Mrs. Pamita Sunil Agarwal, Mr. Yash Sunil Agarwal, Mr. Hardik Sunil Agarwal |
| 2.8 | Any other information that may be relevant | The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company. |

* SEBI vide its circular dated 8th April, 2022 clarified that shareholders' approval of omnibus material RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 11 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

ITEM NO. 12: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2024-2025

HYS Developers LLP (HYSD) is a LLP who's Designated Partners are Directors in the Company. As part of Raghuvir Group Strategy, the Company is proposing to enter into various transactions with HYSD inter alia including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies,



but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

Pursuant to the provisions of the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company requires prior approval of the Members for all material related party transactions. In terms of these provisions, a related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1000 Crore or 10% of the Annual Consolidated Turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with HYS Development for an aggregate value of up to Rs.350 Crores only to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Additionally, the SEBI vide its circular dated 8th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs, it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Details of the proposed transactions with HYS Development, being a related party of the Company, pursuant to the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and other applicable provisions, if any, are as follows:

| S.N. | Particulars | Details |
|----------|---|---|
| 1 | Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs | |
| 1.1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | HYS Developers LLP is a LLP who's Designated Partners are Directors in the Company |
| 1.2 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.350 Crore. |



RAGHUVIR SYNTHETICS LIMITED

| S.N. | Particulars | Details |
|----------|--|--|
| 1.3 | *Tenure of the proposed transaction | Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2024-25 |
| 1.4 | Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT | ~145.39 |
| 1.5 | Justification as to why RPT is in interest of the Company | HYSD has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply. |
| 2 | Information to shareholders | |
| 2.1 | Name of the related party | HYS Developers LLP |
| 2.2 | Nature of relationship | HYSD is a LLP who's Designated Partners are Directors in the Company |
| 2.3 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | Refer Point No. 1.2 |
| 2.4 | Justification as to why RPT is in interest of the Company | Refer Point No. 1.5 |
| 2.5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction NA | NA |
| 2.6 | Copy of the valuation or other external party report, if any, such report has been relied upon. | All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors. |
| 2.7 | Name of Director/Key Managerial Personnel who is interested, if any | None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. |



| S.N. | Particulars | Details |
|------|--|---|
| | | The Company and HYSD have the following common Directors/ Designated Partners: Mr. Sunil Raghubirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal |
| 2.8 | Any other information that may be relevant | The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company. |

* SEBI vide its circular dated 8th April, 2022 clarified that shareholders' approval of omnibus material RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 12 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

ITEM NO. 13: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2024-2025

Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company requires prior approval of the Members for all material related party transactions to be entered into by it or its Subsidiary. In terms of these provisions, a related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the Annual Standalone Turnover of the subsidiary as per the last audited financial statements.

In view of above, Dreamsoft Bedsheets Private Limited (DBPL), being a Subsidiary of the Company, requires prior approval of the Shareholders of its Holding Company i.e. Raghuvir Synthetics Limited. Hence, the Board of Directors of the Company is recommending the material related party transactions to be entered by DBPL with Raghuvir Exim Limited (REL).

REL is a Raghuvir group company. As part of Raghuvir Group Strategy, DBPL is proposing to enter into various transactions with REL inter alia including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Companies.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with REL by DBPL for an aggregate value of up to Rs.50 Crores only to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Companies.

Additionally, the SEBI vide its circular dated 8th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs, it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".



RAGHUVIR SYNTHETICS LIMITED

Details of the proposed transactions by DBPL with REL, being a related party of the Company, pursuant to the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and other applicable provisions, if any, are as follows:

| S.N. | Particulars | Details |
|----------|---|--|
| 1 | Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs | |
| 1.1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | Raghuvir Exim Limited is a company in which Director or his relative is a Member or Director |
| 1.2 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.50 Crore. |
| 1.3 | *Tenure of the proposed transaction | Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2024-25 |
| 1.4 | Percentage of the subsidiary's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT | ~182215 |
| 1.5 | Justification as to why RPT is in interest of the Company | REL is one of the leading exporter for bedsheets, covers, etc., In export market, REL has achieved consistency in supplying quality materials in time bound manner. The Company by entering into various transactions with REL can gain the advantage of brand name created by REL in export market. |
| 2 | Information to shareholders | |
| 2.1 | Name of the related party | Raghuvir Exim Limited |
| 2.2 | Nature of relationship | REL is a company in which Director or his relative is a Member or Director |
| 2.3 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | Refer Point No. 1.2 |
| 2.4 | Justification as to why RPT is in interest of the Company | Refer Point No. 1.5 |



| S.N. | Particulars | Details |
|-------------|--|---|
| 2.5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | NA |
| 2.6 | Copy of the valuation or other external party report, if any, such report has been relied upon. | All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors. |
| 2.7 | Name of Director/Key Managerial Personnel who is interested, if any | None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. The Company and REL have the following common Directors: Mr. Sunil Raghubirprasad Agarwal, Mrs. Pamita Sunil Agarwal, Mr. Yash Sunil Agarwal, Mr. Hardik Sunil Agarwal |
| 2.8 | Any other information that may be relevant | The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company. |

* SEBI vide its circular dated 8th April, 2022 clarified that shareholders' approval of omnibus material RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 13 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

ITEM NO. 14: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2024-2025

Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company requires prior approval of the Members for all material related party transactions to be entered into by it or its Subsidiary. In terms of these



provisions, a related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the Annual Standalone Turnover of the subsidiary as per the last audited financial statements.

In view of above, Dreamsoft Bedsheets Private Limited (DBPL), being a Subsidiary of the Company, requires prior approval of the Shareholders of its Holding Company i.e. Raghuvir Synthetics Limited. Hence, the Board of Directors of the Company is recommending the material related party transactions to be entered by DBPL with HYS Industries Private Limited (HYSI).

HYSI is a Raghuvir group company. As part of Raghuvir Group Strategy, DBPL is proposing to enter into various transactions with HYSI inter alia including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Companies.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with HYSI by DBPL for an aggregate value of up to Rs.200 Crores only to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Companies.

Additionally, the SEBI vide its circular dated 8th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs, it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".

Details of the proposed transactions by DBPL with HYSI, being a related party of the Company, pursuant to the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and other applicable provisions, if any, are as follows:

| S.N. | Particulars | Details |
|----------|---|---|
| 1 | Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs | |
| 1.1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | HYS Industries Private Limited is a company in which Director or his relative is a Member or Director |
| 1.2 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.200 Crore. |



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| S.N. | Particulars | Details |
|------|--|--|
| 1.3 | *Tenure of the proposed transaction | Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2024-25 |
| 1.4 | Percentage of the subsidiary's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT | ~728862 |
| 1.5 | Justification as to why RPT is in interest of the Company | HYSI has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply. |
| 2 | Information to shareholders | |
| 2.1 | Name of the related party | HYS Industries Private Limited |
| 2.2 | Nature of relationship | HYSI is a company in which Director or his relative is a Member or Director |
| 2.3 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | Refer Point No. 1.2 |
| 2.4 | Justification as to why RPT is in interest of the Company | Refer Point No. 1.5 |
| 2.5 | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | NA |
| 2.6 | Copy of the valuation or other external party report, if any, such report has been relied upon. | All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors. |
| 2.7 | Name of Director/Key Managerial Personnel who is interested, if any | None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. |



| S.N. | Particulars | Details |
|-------------|--|--|
| | | The Company and HYSI have the following common Directors: Mr. Sunil Raghubirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal |
| 2.8 | Any other information that may be relevant | The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company. |

** SEBI vide its circular dated 8th April, 2022 clarified that shareholders' approval of omnibus material RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.*

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 14 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

ITEM NO. 15: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2024-2025

Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company requires prior approval of the Members for all material related party transactions to be entered into by it or its Subsidiary. In terms of these provisions, a related party transaction shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the Annual Standalone Turnover of the subsidiary as per the last audited financial statements.

In view of above, Dreamsoft Bedsheets Private Limited (DBPL), being a Subsidiary of the Company, requires prior approval of the Shareholders of its Holding Company i.e. Raghuvir Synthetics Limited. Hence, the Board of Directors of the Company is recommending the material related party transactions to be entered by DBPL with HYS Developers LLP (HYSD).

HYSD is a LLP who's Designated Partners are Directors in the Company. As part of Raghuvir Group Strategy, DBPL is proposing to enter into various transactions with HYSD inter alia including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Companies.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with HYSD by DBPL for an aggregate value of up to Rs.100 Crores only to be entered during FY 2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Companies.

Additionally, the SEBI vide its circular dated 8th April, 2022 also clarified that "In order to facilitate listed entities to align their processes to conduct AGMs and obtain omnibus shareholders' approval for material RPTs, it has been decided to specify that the shareholders' approval of omnibus RPTs approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding 15 months and in case of omnibus approvals for material RPTs, obtained from shareholders in General Meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year".



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Details of the proposed transactions by DBPL with HYS, being a related party of the Company, pursuant to the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and other applicable provisions, if any, are as follows:

| S.N. | Particulars | Details |
|----------|---|--|
| 1 | Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs | |
| 1.1 | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | HYS Developers LLP is a LLP who's Designated Partners are Directors in the Company |
| 1.2 | Type/ nature, material terms, monetary value and particulars of the proposed RPTs | a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.100 Crore. |
| 1.3 | *Tenure of the proposed transaction | Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2024-25 |
| 1.4 | Percentage of the subsidiary's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT | ~364431 |
| 1.5 | Justification as to why RPT is in interest of the Company | HYS has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply. |
| 2 | Information to shareholders | |
| 2.1 | Name of the related party | HYS Developers LLP |
| 2.2 | Nature of relationship | HYS is a LLP who's Designated Partners are Directors in the Company |
| 2.3 | Type/nature, material terms, monetary value and particulars of the proposed RPTs | Refer Point No. 1.2 |
| 2.4 | Justification as to why RPT is in interest of the Company | Refer Point No. 1.5 |
| 2.5 | If the transaction relates to any loans, inter-corporate deposits, advances or | NA |



| S.N. | Particulars | Details |
|-------------|---|---|
| | investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction | |
| 2.6 | Copy of the valuation or other external party report, if any, such report has been relied upon. | All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors. |
| 2.7 | Name of Director/Key Managerial Personnel who is interested, if any | None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. The Company and HYSO have the following common Directors/ Designated Partners: Mr. Sunil Raghubirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal |
| 2.8 | Any other information that may be relevant | The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company. |

* SEBI vide its circular dated 8th April, 2022 clarified that shareholders' approval of omnibus material RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding 15 months.

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 11 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

ITEM NO. 16: APPROVAL TO BORROW IN EXCESS OF LIMIT PRESCRIBED IN SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

As per the provisions of the Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a Company can borrow money together with the monies already borrowed by the Company in the ordinary course of business, to the extent of the paid-up share capital, free reserves and securities premium account, the approval of the Members of the Company in General Meeting by way of Special Resolution has to be obtained.

As you know that for business and operational purpose of the Company, the Company borrow funds and may borrow funds from time to time and so therefore it is required to obtain approval of the



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Members by way of Special Resolution in General Meeting to authorize to the Board to borrow funds in excess of paid-up share capital, free reserves and securities premium account.

Accordingly, your Board (including Committees thereof) recommends for the approval of the Members to borrow not more than Rs.150 Crore only for the purpose of business and operations of the Company and such amount do not include the amount borrowed as temporary loans from the Company's bankers in the ordinary course of business.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 16.

Accordingly, the Board recommends the resolution contained in Item No. 16 of the accompanying Notice to the Members for approval as a **Special Resolution**.

Date : **05/08/2024**
PLACE : **AHMEDABAD**

BY ORDER OF THE BOARD OF DIRECTORS
FOR, **RAGHUVIR SYNTHETICS LIMITED**

Regd. Office:

Rakhial Road, Rakhial,
Ahmedabad-380023, Gujarat.
CIN : L17119GJ1982PLC005424
E-mail ID: info@raghuvir.com
Website: www.raghuvir.com
Tel.: +91 079 29911015

SUNIL R. AGARWAL
(Chairman & Managing Director)
DIN : 00265303



RAGHUVIR SYNTHETICS LIMITED

“ANNEXURE-I”

Details pursuant to the requirements of Secretarial Standards-2

| Name of the Director | Mr. Punambhai Bhailalbai Patel | Mr. Alpesh Dineshkumar Shah |
|--|--|--|
| Age | 62 Years | 50 Years |
| Qualifications | He holds a Bachelor's degree in Science from Gujarat University. | He holds a Bachelor's degree in Commerce from Gujarat University. |
| Experience | He holds a Bachelor's degree in Science from Gujarat University. He has over fifteen years of experience in the field of Direct & Indirect Taxation, Finance, Management, Corporate Governance, Law and Various regulatory requirements with RBI & Stock Exchange and has been associated with processing functions. | He holds a Bachelor's degree in Commerce from Gujarat University. He has over twenty years of experience in textile industry and in the field of Direct & Indirect Taxation, Finance, Management, Corporate Governance, Law, and Various regulatory requirements with and has been associated with processing functions. |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Mr. Punam Bhailalbai Patel is appointed as an Additional Director (Non-executive, Independent Director) on the Board of the Company w.e.f. 09th June, 2024 for a term of 5 (five) years, subject to the approval of shareholders. Remuneration: Not Applicable | Mr. Alpesh Dinesh Kumar Shah is appointed as an Additional Director (Non-executive, Independent Director) on the Board of the Company w.e.f. 09th June, 2024 for a term of 5 (five) years, subject to the approval of shareholders. Remuneration: Not Applicable |
| Date of first appointment on the Board | 09/06/2024 | 09/06/2024 |
| Shareholding in the company | NIL | NIL |
| Relationship with Director, Manager and other Key Managerial Personnel of the company | NA | NA |
| The number of Meetings of the Board attended during the year (2023-2024) | NA | NA |
| Other Directorships | NIL | NIL |
| Membership/Chairmanship of committees of other Boards | NIL | 1) Member of Audit Committee - Raghuvir Synthetics Limited 2) Member of Nomination and Remuneration Committee - Raghuvir Synthetics Limited 3) Member of Stakeholder's Committee - Raghuvir Synthetics Limited |