

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON 27TH DAY OF SEPTEMBER, 2019, AT 12.30 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. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Audited Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Pamitadevi S. Agarwal (DIN: 07135868), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2019-2020 WITH RAGHUVIR EXIM LTD:

“RESOLVED THAT pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the following Material Related Party transactions estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with Raghuvir Exim Ltd (Associates Company), a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations:-

Sr. No.	Nature of Transaction	Estimated Value of transactions for the financial year 2019-2020
1.	Purchase/Sale of Machinery / Equipment / Material / product / service or assigned the work on job work	Transaction Amount not Exceeding Rs. 80 Crores (Rupees Eighty crores only)

“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.”

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th June, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of **MR. SAMIRBHAI SHETH (DIN: 01285752)** whose current period of office expired on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section

149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 10/06/2019.

“RESOLVED FURTHER THAT the Board of Directors & Nomination and Remuneration Committee while considering the appointment of **MR. SAMIRBHAI SHETH (DIN: 01285752)** as the Independent Director of the Company, had verified that the said person is not debarred from holding the office of director pursuant to any SEBI order respect to circular no. LIST/COMP/14/2018-19 dated June 20, 2018.

“RESOLVED FURTHER THAT MR. SAMIRBHAI SHETH has attained age of 62 years (21/04/1957), having rich and varied experience in the financial matters & Textile industry.

“RESOLVED FURTHER THAT Mr. Sunil R Agrawal, Chairman & Managing Director and/or Mr. Hardik S. Agarwal, Joint Managing Director and/or Yash Agarwal, Joint Managing Director of the Company be and is hereby authorized to sign and submit ROC E-Forms with the Registrar of Companies.

5. To consider and if thought fit, to pass with or without modification, the following Resolution as an Special Resolution

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th June, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of **MR. KAMALBHAI PATEL (DIN: 02740853)** whose current period of office expired on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 10/06/2019.

“RESOLVED FURTHER THAT the Board of Directors & Nomination and Remuneration Committee while considering the appointment of **MR. KAMALBHAI PATEL (DIN: 02740853)** as the Independent Director of the Company, had verified that the said person is not debarred from holding the office of director pursuant to any SEBI order respect to circular no. LIST/COMP/14/2018-19 dated June 20, 2018.

“RESOLVED FURTHER THAT MR. KAMALBHAI PATEL has attained age 64 years (21/09/1954), having rich and varied experience in the financial matters & Textile industry.

“RESOLVED FURTHER THAT Mr. Sunil R Agrawal, Chairman & Managing Director and/or Mr. Hardik S. Agarwal, Joint Managing Director and/or Yash Agarwal, Joint Managing Director of the Company be and is hereby authorized to sign and submit ROC E-Forms with the Registrar of Companies.



6. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**

“**RESOLVED THAT** Pursuant to the SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018 as notified w.e.f 9th May, 2018 requires that the remuneration of single non –executive director exceeds 50 percent of the pool being distributed to the non-executive directors as whole requires, approval of shareholder by special resolution every year.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, consent of members at the 37TH Annual General Meeting is hereby accorded for payment of commission amounting to Rs. 12 lakhs per annum to Mrs. Pamita S Agarwal, Non-executive Non Independent Women Director of the company (DIN:- 07135868) for the F.Y 2019-2020 respect to duration of appointment, provided that variation or increase in the payment of commission may be done on the approval of members, specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 on the such terms and conditions as mentioned below:-

1.	Commission	Rs. 12 lakhs/- Per annum
3	Other terms & Conditions	Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
		No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

“**RESOLVED FURTHER THAT** If director draws or receives, directly or indirectly, by way of commission any such sums in excess prescribed by this section or without approval required under this sections, she shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act 2013.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Sunil R. Agrawal, Chairman & Managing Director and/or Mr. Yash S. Agarwal, and/or Mr. Hardik S Agarwal, Joint Managing Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

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

DATE : 10/08/2019
PLACE : AHMEDABAD
Regd. Office :
Rakhial Road, Rakhial,
Ahmedabad-380023, Gujarat
CIN :- L17119GJ1982PLC005424

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. PROXY IN FORM NO MGT-11 TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Proxies, 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. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive) for the purpose of 37th Annual General Meeting of the Company.
4. The members desired to change address / bank details / KYC updation / having any query / intimation/ updation / alteration, for any process respect to their data in the records of the company are requested to write the application letter seeking the procedure for bringing the change into effect along with quoting their Folio No. or Client ID No., their PAN CARD, AADHAR CARD self attested copy, supporting evidences to the Registrar and Transfer Agent (RTA) at following address M/S. LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NEAR XT. XAVIER'S COLLEGE CORNER, OFF. C. G. ROAD, NAVRANGPURA, AHMEDABAD – 380009. The RTA will guide/ act in accordance of the receipt of the documents lodged by the members.
5. 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.
6. 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.
7. Nomination facility is available to the Share holders in respect of share held by them.
8. 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 number in the attendance slip for attending the meeting.
9. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such demat shares.



10. Referring to the SEBI Circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 & BSE Circular No LIST/COMP/15/2018-19 dated 5th July 2018 by which they have directed all the listed companies to record the PAN, Bank account details of all their shareholders and advise them to dematerialise their physical securities. Accordingly, the Company already have send letter following 2 reminders to the members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number and PAN details (including joint holders if any) to our Registrar and Share Transfer Agent, LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NEAR XT. XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD – 380009 quoting their Folio No. or Client ID No. We would also like to register other KYC details such as specimen signature and nomination.
11. Members who have not registered their e-mail address and mobile number with the Company are requested to submit their valid e-mail address to LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NEAR XT. XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD – 380009 quoting their Folio No. or Client ID No.. Members holding shares in demat form are requested to register/update their e-mail address and mobile number with their Depository Participant(s) directly.
12. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
13. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
14. Members are requested to disclose their significant beneficial ownership to the company respect to their shareholding in the company pursuant to SEBI circular vide no. SEBI/HO/CFO/CMD1/CIR/P/2018/149 dated 7th December, 2018
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. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item number 3 to 6 are annexed.
17. Information relating to the Director proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

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	Mrs. Pamita Sunil Agarwal	Mr. Samirbhai R. Sheth	Mr. Kamalbhai B. Patel
Date of Birth	01 / 04 / 1966	21 / 04 / 1957	21 / 09 / 1954
DIN No.	07135868	01285752	02740853
No. of Equity Shares held in the Company	871921	—	—
Relationship with other Directors/ Manager/KMP	Wife of Mr. Sunil R Agarwal & Mother of Mr. Yash S Agarwal & Mr. Hardik S Agarwal	—	—
Education Qualification	B.COM (1 st Year)	B.COM & LLB	B.COM
Profile & Expertise in Specific functional Areas	She has over 4 years of experience in textile sector	He has more than 10 years of experience in textile sector	He has more than 10 years of experience in textile sector
List of other Directorship/ Partnership / Committees membership in other Companies and LLP as on 31st March, 2019.	1. Raghuvir Exim Limited 2. The Sagar Textile Mills Private Limited 3. HYS Developers LLP 4. HYS Lifecare LLP	1. Raghuvir Exim Limited 2. Achal Engineering Private Limited 3. Indian Weaving and Clothing Pvt. Ltd. 4. Anveshan Textile Limited 5. Reliance Brands Limited 6. Reliance Lifestyle Holdings Limited 7. Aranya Engineering Private Ltd. 8. Neelvrata Foundation	1. Raghuvir Exim Limited
Terms and Conditions of appointment or re-appointment	Non-Executive Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation. Reappointment for the second tenure of 5 years.	Non-Executive Independent Director, not liable to retire by rotation. Reappointment for the second tenure of 5 years.

18. Any Shareholder of the Company interested in obtaining a physical form of Annual Report may write to the Company at the registered office of the Company and the same is uploaded on the Company's website http://www.raghuvir.com/annual_report.html which may accessed by the members.
19. Voting through electronic means:
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.

Voting Process and other instructions regarding Remote e-voting:

SECTION A - E-VOTING PROCESS

Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.

Step 2 : Click on "Shareholder" to cast your vote(S)

Step 3 : Please enter User ID –

- a) For account holders in CDSL :- Your 16 digits beneficiary ID
- b) For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company

Step 4 : Enter the Image Verification as displayed and Click on "LOGIN"

Step 5 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you have forgotten the password, then Enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

Step 6 : If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction Step 5.

Step 7 : After entering these details appropriately, click on "SUBMIT" tab.

Step 8 : Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of

any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice

(ii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Step 9: Click on the EVSN of the Company i.e. **190823011** to vote.

Step 10: On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option ‘YES/NO’ for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11: Click on the “RESOLUTION FILE LINK” if you wish to view the Notice.

Step 12: After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 13: Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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

- i. The e-voting period commences on 24th September, 2019 9.00 a.m. and ends on 26th September, 2019 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 20th September, 2019 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. Shareholders can also cast their vote using Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- iv. The shareholder who voted prior to the 37th Annual General Meeting via e-voting would not be entitled to vote at the meeting venue.
- v. Note for Non – Individual Shareholders and Custodians
 - * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - * The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

* A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- vi. Mr. Amrish N. Gandhi, Practicing Company Secretary [Fellow Membership No. 8193] (and failing him Mr. Samsad A. Khan, Practicing Company Secretary) [Membership No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the 37th Annual General Meeting of the company.
- vii. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- viii. The Results shall be declared on the date of 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 CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
- ix. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- x. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- xi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- xii. Further :
 - (1) Web site Address of CDSL (e Voting Agency) where notice of meeting is displayed – www.evotingindia.com
 - (2) Name, Designation, Address, E Mail ID and Phone no. of official responsible for grievances connected with facility of e voting :

Name of Official - Mr. Rakesh Dalvi
 Designation - Manager
 Address - 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013
 E Mail ID - helpdesk.evoting@cdslindia.com
 Phone No. - 1800225533

VOTING AT ANNUAL GENERAL MEETING:-

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

CONTACT DETAILS	
Company	RAGHUVIR SYNTHETICS LIMITED
Registrar and Transfer Agent	M/s. LINK INTIME INDIA PVT. LTD 506 TO 508, AMARNATH BUSINESS CENTRE-1 (ABC-1), BESIDE GALA BUSINESS CENTRE , NEAR XT XAVIER'S COLLEGE CORNER OFF C G ROAD, NAVRANGPURA , AHMEDABAD-380009 Ph no. 079-26465179 Email : ahmedabad@linkintime.co.in
E-Voting Agency	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED E-mail: helpdesk.evoting@cdslindia.com
Scrutinizer	CS AMRISH N. GANDHI, PRACTICING COMPANY SECRETARY Email : amrishgandhi72@gmail.com Ph: 9825654756

BY ORDER OF THE BOARD OF DIRECTORS
FOR, RAGHUVIR SYNTHETICS LIMITED
SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN : 00265303

Place: Ahmedabad
Date : 10/08/2019

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 3

Approval of Estimated Material Related Party Transactions For The Financial Year 2019-2020 With Raghuvir Exim Ltd

As a part of its regular business, the Company Purchase or Sale Machinery / Equipment / material / product / service or assigned the work on job works from/to Raghuvir Exim Limited, at arm's length price.

The Audit Committee at its meeting has reviewed and after due consideration, accorded omnibus approval for the estimated value of transactions mentioned in the item No. 3 of the Notice for the Financial year 2019-2020 (estimated). An analysis of all the Related Party Transactions (RPTs) estimated / to be entered into by the Company during the year for the Financial year 2019-2020 (estimated). The Audit Committee upon review of such analysis is of the view that all these RPTs by the Company are at Arm's Length price.

Raghuvir Exim Limited is a Associate Company of the Company and is a "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Respective of the SEBI LODR regulation amendment 2018 , company have revised the contract entered between Raghuvir Synthetics Limited & Raghuvir Exim Limited w.e.f 2nd April, 2019 with terms & conditions as mentioned in the contract for the period of 3 (Three) years.

As per the provisions of Companies Act, 2013 and Listing Regulations, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company (2018-19) and may exceed the materiality threshold as prescribed by Listing Regulations. Thus, in terms of the Listing Regulations, 2015 this transactions would require the approval of the members by way of an Ordinary Resolution.

As per the provisions of Listing Regulations, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on item No. 3

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the Annual General Meeting held on 30th September, 2014, **MR. SAMIRBHAI SHETH** was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term expired on 31/03/19. Company required to fill the casual vacancy caused with in the office of independent director maximum within 3 months of such vacancy. On the recommendation of Nomination and Remuneration Committee, the Chairman placed before the Board of directors the proposal to re-appointment **MR. SAMIRBHAI SHETH** as Independent Director to hold office for a second term of 5 (five) consecutive years on the Board of the Company subject to the approval of the members in the ensuing 37TH Annual General Meeting.

MR. SAMIRBHAI SHETH has attained age of 62 years (21/04/1957), having rich and varied experience in the financial matters & Textile industry. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th June, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies

(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of **MR. SAMIRBHAI SHETH** as an Independent Non-Executive Director of the Company, for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 10/06/2019 subject to the approval of the members in the ensuing 37TH Annual General Meeting and it will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

Further **MR. SAMIRBHAI SHETH** shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **MR. SAMIRBHAI SHETH**, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from **MR. SAMIRBHAI SHETH** confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. **MR. SAMIRBHAI SHETH** is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of **MR. SAMIRBHAI SHETH** as an Independent Director of the Company. Except **MR. SAMIRBHAI SHETH** being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 5

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, at the Annual General Meeting held on 30th September, 2014, **MR. KAMALBHAI PATEL** was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term expired on 31/03/19. Company required to fill the casual vacancy caused with in the office of independent director maximum within 3 months of such vacancy. On the recommendation of Nomination and Remuneration Committee, the Chairman placed before the Board of directors the proposal to re-appointment **MR. KAMALBHAI PATEL** as Independent Director to hold office for a second term of 5 (five) consecutive years on the Board of the Company subject to the approval of the members in the ensuing 37TH Annual General Meeting.

MR. KAMALBHAI PATEL has attained age of 64 years (21/09/1954), having rich and varied experience in the financial matters & Textile industry. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 10th June, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the

Company be and is hereby accorded for re-appointment of **MR. KAMALBHAI PATEL** as an Independent Non-Executive Director of the Company, for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 10/06/2019 subject to the approval of the members in the ensuing 37TH Annual General Meeting and it will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

Further **MR. KAMALBHAI PATEL** shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from **MR. KAMALBHAI PATEL**, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from **MR. KAMALBHAI PATEL** confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. **MR. KAMALBHAI PATEL** is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of **MR. KAMALBHAI PATEL** as an Independent Director of the Company. Except **MR. KAMALBHAI PATEL** being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 6

On the recommendation of the Audit Committee, Nomination & Remuneration Committee and the Board of Directors, members at the Extra ordinary General Meeting held on 4th February, 2019 have approved payment of commission amounting to Rs. 12 lakhs per annum to Mrs. Pamita S Agarwal, Non-executive Non Independent Women Director of the company (having DIN:- 07135868, belonging to Promoter Group of the company & holding 871921 shares of the company) w.e.f 4th February, 2019 for remaining duration of appointment upto three years from the effective date i.e 4th February, 2019 – 3rd February, 2022, provided that variation or increase in the payment of commission may be done on the approval of members, specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013. However respect to SEBI (Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2018 as notified w.e.f 9th May, 2018 requires that the remuneration of single non-executive director exceeds 50 percent of the pool being distributed to the non-executive directors as whole requires, approval of shareholder by special resolution every year.

Henceforth pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, consent of members at the 37TH Annual General Meeting is required for payment of commission amounting to Rs. 12 lakhs per annum to Mrs. Pamita S Agarwal, Non-executive Non Independent Women Director of the company (DIN:- 07135868) for the F.Y 2019-2020 respect to duration of appointment.

Mrs. Pamita S. Agrawal has attained age of 52 years (D.O.B) 1st April, 1966. Mrs. Pamita S. Agrawal has rich and varied experience in the industry and has been involved in the operations of the sCompany from 26th March, 2015 as the Non-executive Non Independent Director of the company. She is also the Non-executive Non Independent Director of Raghuvir Exim Limited, which is associate company of Raghuvir Synthetics Limited. It would be in the interest of the Company to continue to avail of his considerable expertise . She has an understanding to deal with the

board & committee meetings respect to ethical and fiduciary responsibilities. She have the ability to review the strategy through constructive questioning and suggestion and contribute to the effective decision making of the board. She have knowledge in current management thinking on employment, engagement, strategic decisions . Henceforth it can be said that she is truly fulfilling a director's duties and responsibilities, acting ethically, putting the organisation's interests before personal interests; She works as an effective team member and also have the curiosity to ask questions and the courage to persist in robust discussions with management and fellow board members where required. She is an active contributor with genuine interest in the company and its business, She Provide an input into company strategy and ensure that the company has the resources to carry it out. She truly contributes in establishing the company's values and standards.

The Board of Director recommends the relevant resolution for member consideration and approval as a Special Resolution

Mrs. Pamita S. Agarwal , herself and three other directors Sunil R. Agrawal , Chairman & Managing Director , Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal, Joint Managing Director of the Company being related to Mrs. Pamita S. Agarwal and 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.

Registered Office:-
Rakhial Road, Rakhial,
Ahmedabad-380023.
Gujarat
CIN:L17119GJ1982PLC005424

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

SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN : 00265303

Place: Ahmedabad
Date: 10/08/2019

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants and Members holding shares in physical mode are requested to register their e-mail ID's with M/s. Link Intime India Pvt. Ltd., the Registrars & Share Transfer Agents of the Company.

RAGHUVIR SYNTHETICS LIMITED

CIN : L17119GJ1982PLC005424

Regd. Office : Rakhial Road, Rakhial, Ahmedabad-380 023.

PHONE : 079 - 22910963 - 22911015 - 22911902 E-mail : raghuvirad1@sancharnet.in

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s) :

Registered address :

E-mail ID : :

Folio No. /Client ID :

DP ID :

I/We, being the member(s) holding Shares of the above named Company, hereby appoint;

1. Name :
Address :
E-mail Id :
Signature :

or failing him

2. Name :
Address :
E-mail Id :
Signature :

or failing him

3. Name :
Address :
E-mail Id :
Signature :

or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on 27th September, 2019 at 12.30 p.m. at Rakhial Road, Rakhial, Ahmedabad-380023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Please Indicate (Assent or Dissent)
ORDINARY BUSINESS	
1 ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019. (ORDINARY RESOLUTION)	
2 TO RE-APPOINT MRS. PAMITADEVI SUNIL AGARWAL (DIN: 07135868) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION. (ORDINARY RESOLUTION)	
SPECIAL BUSINESS	
3 APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2019-2020 WITH RAGHUVIR EXIM LTD. (ORDINARY RESOLUTION)	
4. RE-APPOINTMENT OF MR. SAMIRBHAI SHETH AS INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 CONSECUTIVE YEARS	
5. RE-APPOINTMENT OF MR. KAMALBHAI PATEL AS INDEPENDENT DIRECTOR FOR SECOND TERM OF 5 CONSECUTIVE YEARS	
6. PAYMENT OF COMMISSION TO MRS. PAMITADEVI S. AGARWAL, NON INDEPENDENT NON EXECUTIVE DIRECTOR FOR F.Y 2019-2020	

Signed this.....day of2019

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
Rs. 1/-

Notes: (1) For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 37th Annual General Meeting. (2) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. (3) A Proxy need not be a member of the Company. (4) It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in any manner as he/she may deem appropriate.

RAGHUVIR SYNTHETICS LIMITED

CIN : L17119GJ1982PLC005424

Regd. Office : Rakhial Road, Rakhial, Ahmedabad-380 023.

PHONE : 079 - 22910963 - 22911015 - 22911902

E-mail : raghuvirad1@sancharnet.in

ATTENDANCE SLIP

This attendance slip duly filled in is to to be handed over at the entrance of the meeting hall.

FOR DEMAT SHARES

FOR PHYSICAL SHARES

DP- Client ID :

Regd. Folio No. :

No. of Shares held :

No. of Shares held :

Full name of the member attending :

Name of Proxy

(To be filled in if Proxy Form has been duly deposited with the Company) :

I hereby record my presence at the 37th Annual General Meeting of the Company being held on 27th September, 2019 at 12.30 p.m. at Rakhial Road, Rakhial, Ahmedabad.

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)

RAGHUVIR SYNTHETICS LIMITED

CIN: L17119GJ1982PLC005424

Registered office: Rakhial Road, Rakhial, Ahmedabad-380023, GUJARAT

TEL NO.: 079 - 22910963 - 22911015 – 22911902

Web: www.raghuvir.com, E-mail: raghuvirad1@sancharnet.in

Sr. No.

1. Name of the sole/first named member: _____
2. Address of sole/first named member: _____
3. Name (s) of joint member(s) if any: _____
4. Registered folio No./DP ID No./Client ID NO.: _____
5. Number of shares held: _____

Dear Member,

Subject: - Voting through Electronic means

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to offer e-voting facility to the members of the Company to cast their votes electronically as an alternative to participate at the 37th Annual general meeting of the member to be held on 27th September, 2019 at 12.30 P.M. by electronic means (remote e-voting). The Company has engaged the service of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evotingindia.com>:

The Electronic voting particulars are set out below:

EVSN (E-voting Sequence number)	# PAN
190823011	

Members who have updated their PAN with the company, Depository participant and/or Registered Transfer Agent shall use their PAN number while rest members who have not updated the PAN details with the company, Depository participant and/or Registered Transfer Agent shall follow the step 6 as mentioned in the e-voting instruction of the Notice of 37th AGM of the company

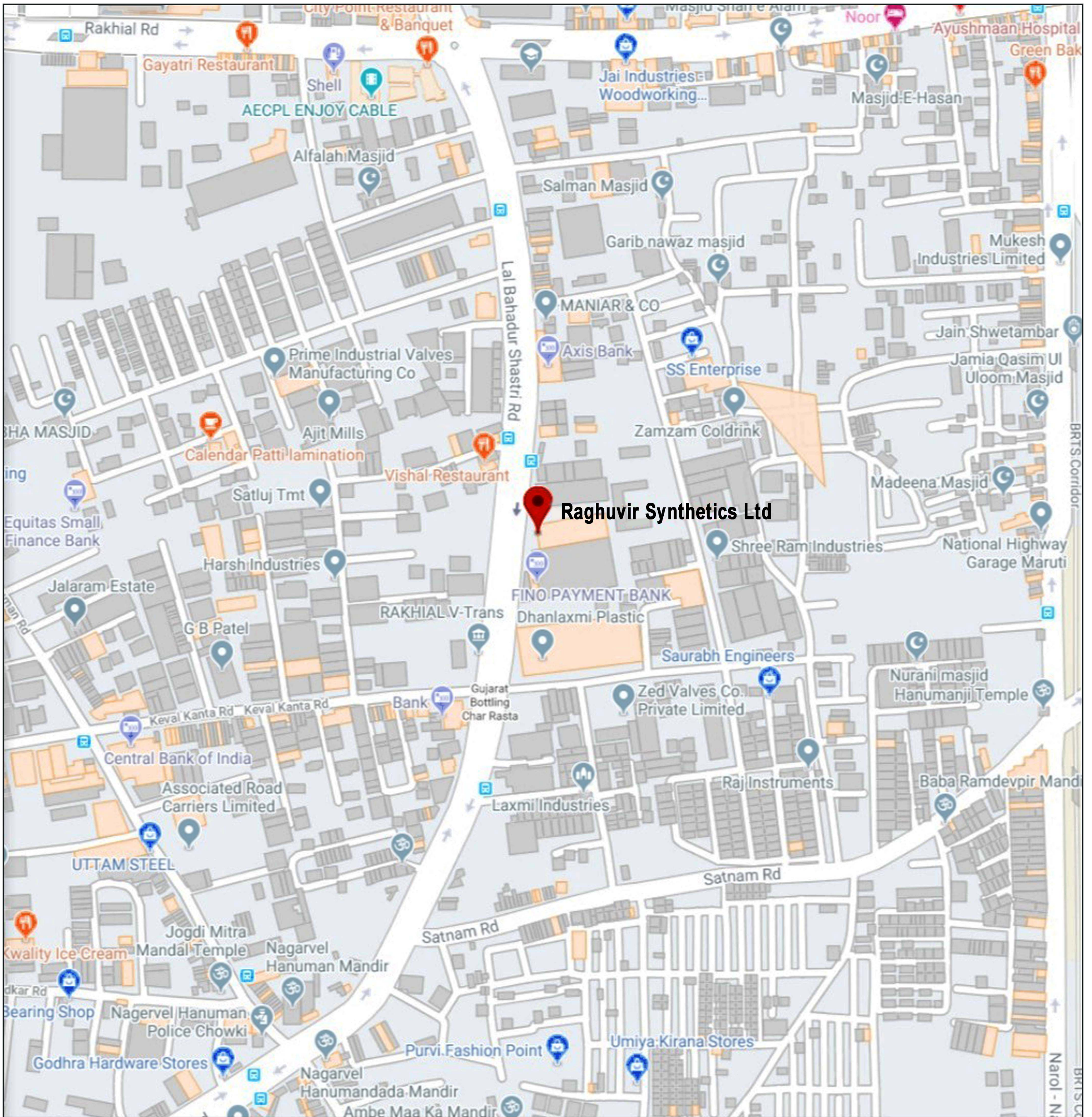
The remote e-voting facility will be available during the following voting period:

Commencement of E-voting	From 9.00 A.M. on 24 th September, 2019
End of e-voting	Upto 5.00 P.M. on 26 th September, 2019

The remote e-voting shall not be allowed beyond 5.00 P.M on 26th September, 2019. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their votes electronically. The cut-off date for the purpose of remote e-voting is 20th September, 2019

Please note the instruction printed in the notice before exercising the vote.

These details and instruction form integral part of the Notice for the Annual General Meeting to be held on 27th September, 2019



NAVIGATION LINK FOR REGISTERED OFFICE:

Access the WEBLINK <https://maps.app.goo.gl/xLf9rgbrx8nQpovW7> via Google application. You will be re-directed the route of the registered office of M/S. Raghuvir Synthetics Limited situated Nr. Gujarat Bottling, Rakhial Road, Rakhial, Ahmedabad-380023.GJ(IN)