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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF RAGHUVIR SYNTHETICS LIMITED SCHEDULED TO BE HELD ON 23<sup>RD</sup> DECEMBER, 2019 AT 12.30 PM AT THE REGISTERED OFFICE SITUATED NR. GUJARAT BOTTLING, RAKHIAL ROAD, RAKHIAL, AHMEDABAD, 380023, TO TRANSACT THE FOLLOWING BUSINESS:-

**GENERAL MEETING FOR F.Y 2019-2020 SERIAL NO. 2**

**SPECIAL BUSINESS:**

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

**APPROVAL OF MEMBERS OF COMPANY FOR REVISION OF REMUNERATION OF MR. SUNIL R. AGARWAL AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY ( TENURE OF REMUNERATION FROM 1<sup>ST</sup> April, 2019 – 31<sup>ST</sup> March, 2022 ) AT THE EXTRA ORDINARY GENERAL MEETING**

**“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, on the recommendation of Audit Committee , Nomination & Remuneration Committee & Board of Directors, consent of members at the Extra ordinary General Meeting be and is hereby accorded for revision in payment of remuneration amounting to Rs. 360 lakhs per annum to Mr. Sunil R. Agarwal, Chairman & Managing Director of the company (DIN:- 00265303) w.e.f **1<sup>ST</sup> April, 2019** for remaining duration of re-appointment upto three years from the effective date (**1<sup>ST</sup> April, 2019 – 31<sup>ST</sup> March, 2022** ) , provided that such variation or increase is with in specified limit as under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 on the such terms and conditions of revision of remuneration as mentioned below: -

1.	SALARY	Rs. 360 lakhs/- Per annum
2.	PERQUISITES	Perquisites will be allowed in addition to salary as under: <b>(i) Provident Fund:</b> The Company shall contribute towards provident fund as per the rules of the Company. <b>(ii) Gratuity:</b> Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act. <b>(iii) Use of car &amp; Telephone:</b> Company maintained car & driver for use on Company's business. The use of cellular phone & related expenses will be bared by the company. <b>(iv) Leave &amp; Encasement of Leave :</b> As per the rules of Company. The above benefit shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.
3.	OTHER TERMS & CONDITIONS	(i) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed. (ii) Exception to section 185, loan may be provided to Managing Director, pursuant to Rules & regulation framed there under to the extent applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) as per companies act 2013.



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	(iii) No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.
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**“RESOLVED FURTHER THAT** Mr. Sunil R. Agarwal has attained age of 54 years (D.O.B) 18<sup>th</sup> December, 1964. Mr. Sunil R. Agarwal has rich and varied experience in the industry and has been in the Company for more than 30 years as the Director of the company. It would be in the interest of the Company to continue to avail of his considerable expertise and to revise the remuneration of Mr. Sunil R. Agarwal as a Chairman & Managing Director. He is responsible for Framework for Operational Planning and Increasing Organizational Effectiveness. He is responsible for setting the ultimate direction for the corporation, For reviewing, understanding, assessing, and approving specific strategic directions and initiatives; and for assessing and understanding the issues, forces, and risks that define and drive the company’s long-term performance. He is responsible for the smooth and profitable operation of a company’s affairs. He supervises and provides consultation to management on strategic planning decisions & sustainability. He is also responsible to perform such other duties as may from time to time be entrusted by the board.

**“RESOLVED FURTHER THAT** Mr. Sunil R. Agarwal holding DIN 00265303 as Chairman & Managing director is not debarred from any disqualification as per the companies act 2013 and he is also the Joint Managing Director in Raghuvir Exim Limited. Further pursuant to Part II of Section V of Schedule V Companies Act, 2013 provides that the managerial personnel may draw Remuneration from one or more companies, provided the total remuneration drawn from the companies does not exceed higher maximum limit permissible from any one of the cos. in which he is a managerial personnel.

**“RESOLVED FURTHER THAT** the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, with in specified limit as the case may be, as specified under the relevant provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 subject to any amendment in the provisions of the aforesaid sections.

**“RESOLVED FURTHER THAT** the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

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

**“RESOLVED FURTHER THAT** If director draws or receives, directly or indirectly, by way of remuneration any such sums in excess prescribed by this section or without approval required under this section, he 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 Agarwal, Chairman & Managing Director and/or Mr. Hardik S. Agarwal, Joint Managing Director and/or Yash



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Agarwal, Joint Managing Director of the Company be and is 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."

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

**FOR WAIVER OF REMENUERATION OF MR. YASH S. AGARWAL, JOINT MANAGING DIRECTOR BY THE MEMBERS OF THE COMPANY AT THE EXTRA ORDINARY GENERAL MEETING**

**"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 , on the recommendation of Audit Committee , Nomination & Remuneration Committee & Board of Directors, consent of members at the Extra ordinary General Meeting be and is hereby accorded for waiver of remuneration of Mr. Yash S. Agarwal (holding DIN 02170408) Joint Managing Director of the Company w.e.f 1<sup>st</sup> November, 2019 who is already Managing Director in Raghuvir Exim Limited, a unlisted public company .

**"RESOLVED FURTHER THAT** Mr. Yash S. Agarwal has attained age of 30 years (D.O.B) 8<sup>th</sup> January, 1989. Mr. Yash S. Agarwal has rich and varied experience in the industry and has been involved in the operations of the Company since 8<sup>th</sup> July, 2011 as the Director of the company. Mr. Yash S Agarwal is responsible for Market division of the Company, subject to the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. The No objection certificate is being received from Mr. Yash S. Agarwal respect to waive the payment of remuneration amounting to Rs. 168 lakhs per annum to Mr. Yash S. Agarwal, Joint Managing Director of the company.

**"RESOLVED FURTHER THAT** the consent of members at the Extra ordinary General Meeting is accorded to waive the payment of remuneration amounting to Rs. 168 lakhs per annum to Mr. Yash S. Agarwal, as Joint Managing Director of the company (DIN:- 02170408) w.e.f 1<sup>st</sup> November, 2019 pursuant to Part II of Section V of Schedule V Companies Act, 2013 provides that the managerial personnel may draw Remuneration from one or more companies, provided the total remuneration drawn from the companies does not exceed higher maximum limit permissible from any one of the cos. in which he is a managerial personnel.

**"RESOLVED FURTHER THAT** the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

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



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

**FOR WAIVER OF REMENUERATION OF MR. HARDIK S. AGARWAL (HOLDING DIN 03546802), JOINT MANAGING DIRECTOR BY THE MEMBERS OF THE COMPANY AT THE EXTRA ORDINARY GENERAL MEETING**

**"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 , on the recommendation of Audit Committee , Nomination & Remuneration Committee and Board of Directors , consent of members at the Extra ordinary General Meeting is hereby accorded for waiver of remuneration of Mr. Hardik S. Agarwal (holding DIN 03546802) Joint Managing Director of the Company w.e.f 1<sup>st</sup> November, 2019 who is already Joint Managing Director in Raghuvir Exim Limited, a unlisted public company

**"RESOLVED FURTHER THAT** Mr. Hardik S Agarwal has attained age of 27 years (D.O.B 29<sup>th</sup> October, 1991 ). Mr. Hardik S Agarwal has rich and varied experience in the industry and has been involved in the operations of the Company since 8<sup>th</sup> July, 2011 as the Director of the company. Mr. Hardik S Agarwal is responsible for overall Administration work including company affairs, policy mattes, budgeting, planning and Corporate Governance and compliance matters of the Company, subject to the supervision and control of the Board of Directors. The No objection certificate is being received from Mr. Hardik S Agarwal respect to waive the payment of remuneration amounting to Rs. 168 lakhs per annum to Mr. Hardik S. Agarwal, as Joint Managing Director of the company.

**"RESOLVED FURTHER THAT** the consent of members at the Extra ordinary General Meeting is accorded to waive the payment of remuneration amounting to Rs. 168 lakhs per annum to Mr. Hardik S. Agarwal (holding DIN 03546802), as Joint Managing Director of the company w.e.f 1<sup>st</sup> November, 2019 pursuant to Part II of Section V of Schedule V Companies Act, 2013 provides that the managerial personnel may draw Remuneration from one or more companies, provided the total remuneration drawn from the companies does not exceed higher maximum limit permissible from any one of the cos. in which he is a managerial personnel.

**"RESOLVED FURTHER THAT** the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

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

**4 APPROVAL OF ESTIMATED LIMIT OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2019-2020 WITH HYS DEVELOPERS LLP :**

**"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)



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thereof, for the time being in force), approval of the members be and is hereby accorded to the following Material Related Party transactions estimated limit / to be entered into and to be carried out in ordinary course of business and at arm's length basis with **HYS DEVELOPERS LLP**, a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations: -

Sr.	Nature of Transaction	Estimated Value of transactions for the financial year 2019-2020
1.	To purchase/ sale of Machinery/Equipment/material/product/service /finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party.	Transaction Amount not Exceeding Rs. 70 Crores ( Rupees Seventy 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."

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

**DATE: 22/11/2019  
PLACE: AHMEDABAD  
Regd. Office:  
Rakhial Road, Rakhial,  
Ahmedabad-380023, Gujarat  
CIN: - L17119GJ1982PLC005424**

**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 17<sup>th</sup> DECEMBER, 2019 to 23<sup>rd</sup> DECEMBER, 2019 (both days inclusive) for the purpose of Extra – ordinary General Meeting of the Company.



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4. 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.
  5. Member/proxies are required to bring their copy of Attendance Slip send herewith to attend the Extra Ordinary General Meeting.
  6. 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.
  7. 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 EGM.
  8. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item number 1 to 4 is annexed.
  9. The Notice is also uploaded on the Company's website <http://www.raghuvir.com/> which may accessed by the members.
  10. 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"><li>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.</li></ul>

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

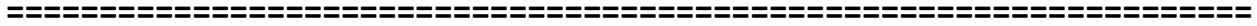
Step 8: Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that 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.

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

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. **191122001** to vote.

Step10: 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 20<sup>TH</sup> December, 2019 (9.00 a.m.) and ends on 22<sup>nd</sup> December, 2019 (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 16<sup>th</sup> December, 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.
- ii. 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).
- iii. The shareholder who voted prior to Extra-ordinary General Meeting via e-voting would not be entitled to vote at the meeting venue.
- iv. 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](http://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](mailto: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](mailto: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.
- v. Mr. Alpesh Dhandhlya, Practicing Company Secretary [Fellow Membership No. 32500 , COP NO. 12119 ] of Alpesh Dhandhlya & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the Extra-ordinary General Meeting of the company.





- vi. 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 favor or against, if any and submit forth with to the Chairman of the Company.
- vii. The Results shall be declared on the date of EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.raghuvir.com](http://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 EGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
- viii. 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.
- ix. 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.
- x. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xi. Further :
  - (1) Web site Address of CDSL( e Voting Agency ) where notice of meeting is displayed – [www.evotingindia.com](http://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 – CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED  
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](mailto:helpdesk.evoting@cdslindia.com)  
Phone No. - 1800225533

**VOTING AT EXTRA-ORDINARY GENERAL MEETING:-**

The members who have not casted their votes electronically , can exercise their voting rights at the Extra-ordinary General Meeting of the company. Facility for voting through ballot paper shall also be made available at the EGM. Members attending the meeting, who have not already caste their vote by remote e-voting, shall be able to exercise their at the meeting.

<b>CONTACT DETAILS</b>	
<b>Company</b>	<b>RAGHUVIR SYNTHETICS LIMITED</b>
<b>Registrar and Transfer Agent</b>	<b>M/s. LINK INTIME INDIA PVT. LTD 506 TO 508, AMARNATH BUSINESS CENTRE – 1 ( ABC-1 ) , BESIDE GALA BUSINESS CENTRE ,</b>



RAGHUVIR SYNTHETICS LIMITED

NOTICE OF EXTRA ORDINARY GENERAL MEETING

	NEAR XT XAVIER'S COLLEGE CORNER OFF C G ROAD, NAVRANGPURA , AHMEDABAD-380009 Ph no. 079-26465179 Email : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>
e-voting Agency	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	CS ALPESH DHANDHLYA ALPESH DHANDHLYA & ASSOCIATES PRACTICING COMPANY SECRETARY Email : <a href="mailto:welcome2pcs@gmail.com">welcome2pcs@gmail.com</a> Ph: 8000133307

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

DATE: 22/11/2019  
PLACE: AHMEDABAD  
Regd. Office:  
Rakhial Road, Rakhial,  
Ahmedabad-380023, Gujarat  
CIN: - L17119GJ1982PLC005424

**ANNEXURE TO THE NOTICE UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**1. The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 1**

The Audit Committee, Nomination & Remuneration Committee and the Board of Directors at its meeting held on 22<sup>nd</sup> November, 2019 recommended and approved subject to approval of members at the Extra ordinary General Meeting , the revision in remuneration and allowances of Mr. Sunil R. Agarwal (DIN: 00265303) designated as Chairman & Managing Director of the company w.e.f **1<sup>ST</sup> APRIL, 2019** for remaining duration of re-appointment upto three years from the effective date, i.e (**1<sup>ST</sup> April, 2019 – 31<sup>st</sup> March, 2022** ) provided that such variation or increase in remuneration is with in specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013. Mr. Sunil R. Agarwal is one of key managerial person of the company . Looking to the Managerial and business acumen and devotion to the duty and growth that has been achieved by the Company during in his tenure, the management of the Company has decided to increase the remuneration of Mr. Sunil R. Agarwal, Chairman & Managing Director of the Company on the terms and conditions as decided by the Board of Directors.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 , provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution. Hence the Board recommends the resolution for member approval by way of special resolution , provided that such variation or increase in remuneration is with in specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013

The terms and conditions of payment of remuneration, perquisites, allowances and commission specified herein above may be enhanced, enlarged, widened, altered or varied from time to time by Audit Committee , Nomination & Remuneration Committee and Board of Director as they may in their



discretion, deem fit, within the maximum amount payable to Managing Director in accordance with Schedule V to the Companies Act, 2013 and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and or the rules and regulations made there under from time to time in future and/or such guidelines and clarifications, as may be announced from time to time.

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

In terms 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:

<b>I. GENERAL INFORMATION:</b>											
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									
4	Financial performance based on given indicators	Financial Performance of the Company for the year ended 31 <sup>st</sup> March, 2019  Revenue from operations:- Rs. 5720.46 Lakhs Other Income: Rs. 217.95 Lakhs Total Expenditure:- Rs. 5634.79 Lakhs Net Profit before tax:- Rs. 303.62 Lakhs Profit after tax & comprehensive income:- Rs. 222.53 Lakhs									
5.	Export performance and foreign exchange earned for the financial year ended 31 <sup>st</sup> March, 2019	<p><b>FOREIGN EXCHANGE EARNING AND OUT GO:</b></p> <p style="text-align: right;"><b>IN RS.</b></p> <table border="0"> <thead> <tr> <th style="text-align: left;"><b>PARTICULARS</b></th> <th style="text-align: right;"><b>2018-2019</b></th> <th style="text-align: right;"><b>2017-2018</b></th> </tr> </thead> <tbody> <tr> <td>i. Total Foreign Exchange Used</td> <td style="text-align: right;">8148702</td> <td style="text-align: right;">43272658</td> </tr> <tr> <td>ii. Total Foreign Exchange Earned (on F.O.B basis)</td> <td style="text-align: right;">126125599</td> <td style="text-align: right;">NIL</td> </tr> </tbody> </table>	<b>PARTICULARS</b>	<b>2018-2019</b>	<b>2017-2018</b>	i. Total Foreign Exchange Used	8148702	43272658	ii. Total Foreign Exchange Earned (on F.O.B basis)	126125599	NIL
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i. Total Foreign Exchange Used	8148702	43272658									
ii. Total Foreign Exchange Earned (on F.O.B basis)	126125599	NIL									
6.	Foreign investments or collaborations, if any.	Not Applicable									



II. INFORMATION ABOUT THE APPOINTEE:													
1	Background details	<p>Name:- Mr. Sunil R. Agarwal            Designation:- Chairman &amp; Managing Director            Age:- 54 Year            Experience:- Above 30 Years            Qualification:- B.Com.            Mr. Sunil R. Agarwal is Director of the Company for more than 30 years.</p> <p>Mr. Sunil R. Agarwal is also associated with the mentioned companies and LLP.</p> <table border="1"> <thead> <tr> <th>COMPANY/LLP</th> <th>DESIGNATION</th> </tr> </thead> <tbody> <tr> <td>RAGHUVIR EXIM LIMITED</td> <td>Joint Managing Director</td> </tr> <tr> <td>THE SAGAR TEXTILES PRIVATE LIMITED</td> <td>Director</td> </tr> <tr> <td>HYS DEVELOPERS LLP</td> <td>Designated Partner</td> </tr> <tr> <td>HYS LIFECARE LLP</td> <td>Designated Partner</td> </tr> </tbody> </table>		COMPANY/LLP	DESIGNATION	RAGHUVIR EXIM LIMITED	Joint Managing Director	THE SAGAR TEXTILES PRIVATE LIMITED	Director	HYS DEVELOPERS LLP	Designated Partner	HYS LIFECARE LLP	Designated Partner
COMPANY/LLP	DESIGNATION												
RAGHUVIR EXIM LIMITED	Joint Managing Director												
THE SAGAR TEXTILES PRIVATE LIMITED	Director												
HYS DEVELOPERS LLP	Designated Partner												
HYS LIFECARE LLP	Designated Partner												
2	Past remuneration	RS. 168 Lakhs per annum											
3	Recognition or awards	Not Applicable											
4	Job profile and his suitability	<p>Mr. Sunil R. Agarwal has attained age of 54 years (D.O.B : 18<sup>th</sup> December, 1964) Mr. Sunil R. Agarwal has rich and varied experience in the industry and has been from more than 30 years as the Director of the company. It would be in the interest of the Company to continue to avail of his considerable expertise and to revise the remuneration of Mr. Sunil R. Agarwal as a Chairman &amp; Managing Director. He is responsible for Framework for Operational Planning and Increasing Organizational Effectiveness. He is responsible for setting the ultimate direction for the corporation, For reviewing, understanding, assessing, and approving specific strategic directions and initiatives; and for assessing and understanding the issues, forces, and risks that define and drive the company's long-term performance. He is responsible for the smooth and profitable operation of a company's affairs. He supervises and provides consultation to management on strategic planning decisions &amp; sustainability. He is also responsible to perform such other duties as may from time to time be entrusted by the board.</p>											
5	Remuneration proposed	1.	<p><b>SALARY</b></p> <p>Rs. 360 lakhs/- Per annum</p>										
		2.	<p><b>PERQUISITES</b></p> <p>Perquisites will be allowed in addition to salary as under:</p> <p><b>Provident Fund:</b> The Company shall contribute towards provident fund as per the rules of the Company.</p> <p><b>Gratuity:</b> Gratuity payable shall be in accordance with the provisions of the payment of</p>										



			<p>Gratuity Act.</p> <p><b>Use of car &amp; Telephone:</b> Company maintained car &amp; driver for use on Company's business. The use of cellular phone &amp; related expenses will be bared by the company.</p> <p><b>Leave &amp; Encasement of Leave :</b> As per the rules of Company.</p> <p>The above benefit shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.</p>
		3.	<p><b>OTHER TERMS &amp; CONDITIONS</b></p> <p>Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.</p> <p>Exception to section 185, loan may be provided to Managing Director, pursuant to Rules &amp; regulation framed there under to the extent applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) as per companies act 2013.</p> <p>No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.</p>
6	Comparative remuneration profile with respect to industry, size 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 be 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. (As on 01/11/2019 )	Apart from Mr. Sunil R. Agarwal is a Managing Director of the Company , he holds 1216624 Equity Shares at the Face value of Rs. 10/- each of the Company in his individual capacity. Mr. Sunil R Agarwal is husband of Mrs. Pamita S. Agarwal and Father of Mr. Yash Sunil Agarwal and Mr. Hardik S. Agarwal , who are the Directors of the Company.	

<b>III. OTHER INFORMATION:</b>		
1	Reasons of loss or inadequate profits	The Company has reported a turnover of Rs. 5720.46 lakhs for the year ended on 31 <sup>st</sup> March, 2019 as against Rs. 3793.77 lakhs for the previous year ended on 31 <sup>st</sup> March, 2018. The Company has reported a net profit after tax &



		comprehensive income of Rs. 222.53 lakhs for F.Y 2018-2019 as against net profit after tax & comprehensive income of Rs. 60.26 lakhs for F.Y 2017-2018  The business environment has been increasingly challenging and margins continue to remain under pressure. The Textile component of industry foresees rising costs of inputs, labour and power to be the key challenges in the financial year 2018-19. To counter these key challenges, cost control and risk management have emerged as the key strategic focus areas for textile companies for the Financial year 2018-2019
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 profits in measurable terms	The above measure 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. Sunil R Agarwal was stated above.
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Mr. Sunil R Agarwal , himself and three other directors Yash Sunil Agarwal, Joint Managing Director , Mrs. Pamita S. Agarwal , Non-Executive Director and Mr. Hardik Sunil Agarwal, Joint Managing Director of the Company being related to Mr. Sunil R 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 commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

**2. The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 2**

The Board of Directors of the Company ("the Board") at its meeting held on 22<sup>nd</sup> November, 2019 , subject to approval of members, recommended for waiver of remuneration of Mr. Yash S. Agarwal (holding DIN 02170408) Joint Managing Director of the Company w.e.f 1<sup>st</sup> November, 2019 who is already Managing Director in Raghuvir Exim Limited, a unlisted public company .

Mr. Yash S. Agarwal (DIN: 02170408 ) has attained age of 30 years ( D.O.B : 8<sup>th</sup> January, 1989) . Mr. Yash S. Agarwal (DIN: 02170408 ) has rich and varied experience in the industry and has been involved in the operations of the Company since 8<sup>th</sup> July, 2011 as the Director of the company. The No objection certificate is being received from Mr. Yash S. Agarwal to waive the



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payment of remuneration amounting to Rs. 168 lakhs per annum of Mr. Yash S. Agarwal, as Joint Managing Director of the company. Further consent of the board of directors is also received to waive the payment of remuneration amounting to Rs. 168 lakhs per annum to Mr. Yash S. Agarwal, as Joint Managing Director of the company (DIN:- 02170408 ) w.e.f 1<sup>st</sup> November, 2019 pursuant to Part II of Section V of Schedule V Companies Act, 2013 provides that the managerial personnel may draw Remuneration from one or more companies, provided the total remuneration drawn from the companies does not exceed higher maximum limit permissible from any one of the companies in which he is a managerial personnel.

Accordingly, approval of the members is sought for passing a Special Resolution for waiver of remuneration of Mr. Yash S. Agarwal as Joint Managing Director. Mr. Yash S. Agarwal satisfies all the conditions set out in Part-I & Part – II of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Yash Sunil Agarwal, himself and three other directors Mr. Sunil R Agarwal, Chairman & Managing Director , Mrs. Pamita S. Agarwal , Non-Executive Director and Mr. Hardik Sunil Agarwal, Joint Managing Director of the Company 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 commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

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

The Board of Directors of the Company (“the Board”) at its meeting held on 22<sup>nd</sup> November, 2019 , subject to approval of members, recommended for waiver of remuneration of Mr. Hardik S. Agarwal (DIN: 03546802 ) as Joint Managing Director of the Company w.e.f 1<sup>st</sup> November, 2019 who is already Joint Managing Director in Raghuvir Exim Limited, a unlisted public company .

Mr. Hardik S. Agarwal has attained age of 27 years (D.O.B : 29<sup>th</sup> October, 1991 ) Mr. Hardik S. Agarwal has rich and varied experience in the industry and has been involved in the operations of the Company since 8<sup>th</sup> July, 2011 as the Director of the company. The No objection certificate is being received from Mr. Hardik S. Agarwal to waive the payment of remuneration amounting to Rs. 168 lakhs per annum to Mr. Hardik S. Agarwal, as Joint Managing Director of the company. Further consent of the board of directors is also received to waive the payment of remuneration amounting to Rs. 168 lakhs per annum to Mr. Hardik S. Agarwal, as Joint Managing Director of the company (DIN:- 03546802 ) w.e.f 1<sup>st</sup> November, 2019 pursuant to Part II of Section V of Schedule V Companies Act, 2013 provides that the managerial personnel may draw Remuneration from one or more companies, provided the total remuneration drawn from the companies does not exceed higher maximum limit permissible from any one of the companies in which he is a managerial personnel.

Accordingly, approval of the members is sought for passing a Special Resolution for waiver of remuneration of Mr. Hardik S. Agarwal as Joint Managing Director. Mr. Hardik S. Agarwal satisfies all the conditions set out in Part-I & Part – II of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Hardik Sunil Agarwal, himself and three other directors Mr. Sunil R Agarwal, Chairman & Managing Director , Mrs. Pamita Sunil Agarwal, Non-executive Director ,Mr. Yash Sunil Agarwal, Joint Managing Director of the Company 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.



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The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

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

As a part of its regular business, the Company purchase/ sale of Machinery/Equipment/material/product/service/finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver from/to HYS DEVELOPERS LLP, in ordinary course of business and at arm's length basis.

HYS DEVELOPERS LLP 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).

The Audit Committee & Board of Directors at its meeting held on 2<sup>nd</sup> April, 2019 has entered in the contract with HYS DEVELOPERS LLP with terms & conditions as mentioned in the contract for the period of 3 (Three) years and prior approval is accorded for the limit of the estimated value of transactions mentioned in the item No. 4 of the Notice for the Financial year 2019-2020 (estimated).

An analysis is conducted periodically 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 in ordinary course of business and at arm's length basis & the transaction are exceeding 10% of the annual turnover of the company ( as per audited Balance sheet 2018-2019 ) . Hence are term as material in nature as per Listing regulation.

In accordance to the 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) and Company's policy on Material Related Party transaction(s) , Material Related Party Transactions shall be approved by the Members of the Company.

Hence Audit committee & Board of Directors commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

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/ interested members & their relatives will not vote on item No. 4

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

**DATE: 22/11/2019  
PLACE: AHMEDABAD  
Regd. Office:  
Rakhial Road, Rakhial,  
Ahmedabad-380023, Gujarat  
CIN: - L17119GJ1982PLC005424**



# 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 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 Extra-ordinary General Meeting of the Company being held on 23<sup>RD</sup> DECEMBER, 2019 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

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: .....

**AS MY/ OUR PROXY TO ATTEND AND VOTE (ON A POLL) FOR ME/US AND ON MY/OUR BEHALF AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY, TO BE HELD ON 23<sup>RD</sup> DECEMBER, 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)
<b>SPECIAL BUSINESS – SPECIAL RESOLUTION</b>		
1	APPROVAL BY MEMBERS OF COMPANY FOR REVISION OF REMUNERATION OF MR. SUNIL R. AGARWAL AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY ( TENURE OF REMUNERATION FROM 1ST APRIL, 2019 – 31ST MARCH, 2022 ) AT THE EXTRA ORDINARY GENERAL MEETING	
2	WAIVER OF REMENUERATION OF MR. YASH S. AGARWAL, JOINT MANAGING DIRECTOR TO THE MEMBERS OF THE COMPANY AT THE EXTRA ORDINARY GENERAL MEETING W.E.F 1 <sup>ST</sup> NOVEMBER, 2019	
3	WAIVER OF REMENUERATION OF MR. HARDIK S. AGARWAL, JOINT MANAGING DIRECTOR TO THE MEMBERS OF THE COMPANY AT THE EXTRA ORDINARY GENERAL MEETING W.E.F 1 <sup>ST</sup> NOVEMBER, 2019	
4	APPROVAL OF ESTIMATED LIMIT OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2019-2020 WITH HYS DEVELOPERS LLP	

Signed this.....day of .....2019

Signature of shareholder(s)

Signature of Proxy holder(s)

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

- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-ordinary General Meeting.
- 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.
- A Proxy need not be a member of the Company.
- 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

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

TEL NO.: 079 - 22910963 - 22911015 – 22911902

Web: [www.raghuvir.com](http://www.raghuvir.com), E-mail: [raghuvirad1@sancharnet.in](mailto: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 Extra-ordinary general meeting of the member to be held on 23<sup>rd</sup> December, 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:

<b>EVSN (E-voting Sequence number)</b>	<b># PAN</b>
<b>191122001</b>	

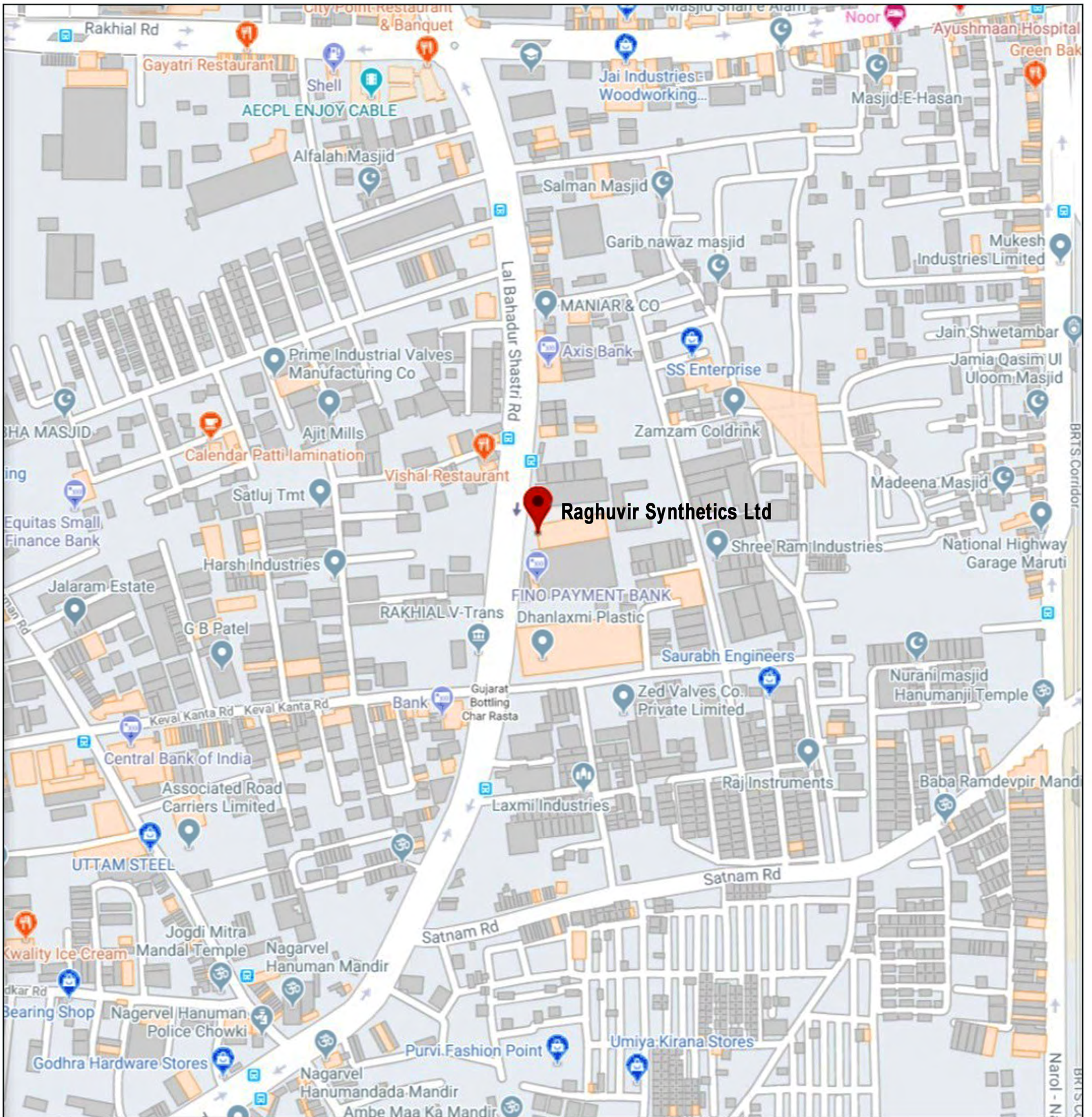
# Members who have updated their PAN with the company, Depository participant and/or Registered Transfer Agent shall use their PAN number while rest members who have not updated the PAN details with the company, Depository participant and/or Registered Transfer Agent shall follow the step 6 as mentioned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

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

<b>Commencement of E-voting</b>	From 9.00 A.M. on 20 <sup>th</sup> December, 2019
<b>End of e-voting</b>	Upto 5.00 P.M. on 22 <sup>nd</sup> December, 2019

The remote e-voting shall not be allowed beyond 5.00 P.M on 22<sup>nd</sup> December, 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 16<sup>th</sup> December, 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 EGM to be held on 23<sup>rd</sup> December, 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 )