

NOTICE OF THE 39TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON WEDNESDAY, 15TH DAY OF SEPTEMBER, 2021, 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 Financial Statements of the Company for the financial year ended 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

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. To consider and if thought fit pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Pamitadevi S. Agarwal (DIN: 07135868) , who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a director of the Company.”

SPECIAL BUSINESS:

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

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS LIMIT WITH RAGHUVIR EXIM LTD FOR THE FINANCIAL YEAR 2020-2021:

“**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 entered in ordinary course of business and at arm’s length price with Raghuvir Exim Ltd , 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	Transactions Limit for the financial year 2020-2021
1.	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.	To increase/ratify Material Related Party Transaction limit as approved by members from Rs. 125 crores to Rs. 200 crores for F.y 2020-2021 respect to the transactions limit mentioned in the contract

“**RESOLVED FURTHER THAT** the Material Related Party transactions limit are entered, carried out in ordinary course of business and at arm’s length price with Raghuvir Exim Ltd, provided that it can be increased/ ratified upto the transactions limit mentioned in the contract, subject to the approval of Audit committee, Board of Directors and members of the company.



“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 **Ordinary Resolution**

APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LTD FOR THE 2021-2022:

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 entered / 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 , 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	Transactions Limit for the financial year 2021-2022
1.	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	Estimated Material Related Party Transaction Limit not exceeding Rs.250 Crores for F.Y. 2021-2022

“RESOLVED FURTHER THAT the Material Related Party transactions limit are entered/ 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 , provided that it can be increased/ ratified upto the transactions limit mentioned in the contract and subject to the approval of Audit committee , Board of Directors and members of the company.

“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.”

5. 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 2021-2022 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) 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 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. No.	Nature of Transaction	Estimated Value of transactions for the financial year 2021-2022
1.	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	Estimated Material Related Party Transaction Limit not Exceeding Rs. 150 Crores

“**RESOLVED FURTHER THAT** the Material Related Party transactions limit are estimated / to be entered into and to be carried out in ordinary course of business and at arm’s length price with HYS DEVELOPERS LLP , provided that it can be increased/ ratified upto the transactions limit mentioned in the contract , subject to the approval of Audit committee , Board of Directors and members of the company.

“**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.”

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

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH THE SAGAR TEXTILE MILLS PRIVATE LIMITED FOR THE PERIOD FROM 01.01.2021 TO 31.03.2021

“**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 entered into and carried out in ordinary course of business and at arm’s length price with The Sagar Textile Mills Private Limited , 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	Transactions Limit for the period from 01.01.2021 to 31.03.2021
1.	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	To approve the transaction limit of Material Related Party Transaction limit of Rs. 38 crores for the period from 01.01.2021 to 31.03.2021

“**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.”

7. 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 WITH THE SAGAR TEXTILE MILLS PRIVATE LIMITED FOR F.Y 2021-2022:

“**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 entered/ estimated / to be entered into and to be carried out in ordinary course of business and at arm’s length price with The Sagar Textiles Mills Private Limited , 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	Transactions Limit for the financial year 2021-2022
1.	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	Estimated Material Related Party Transaction Limit not Exceeding Rs. 100 Crores for F.y 2021-2022

“**RESOLVED FURTHER THAT** the Material Related Party transactions limit are entered/ estimated / to be entered into and to be carried out in ordinary course of business and at arm’s length price with The Sagar Textiles Mills Private Limited , provided that it can be increased/ ratified upto the transactions limit mentioned in the contract and subject to the prior approval of Audit committee and Board of Directors and members of the company.

“**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.”

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

TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2021-2022

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, as amended from time to time, payment of Rs.30,000/- (Rupees Thirty Thousand) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals, to Anuj Aggarwal & Co., Cost Accountants (FRN: 102409) who have been appointed by the Board as Cost Auditors of the Company for conducting the cost audit of the accounts for the financial year ending 31st March, 2022 , be and is hereby ratified.

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

PAYMENT OF COMMISSION TO MRS. PAMITA S. AGARWAL FOR F.Y 2021-2022

“**RESOLVED THAT** pursuant to the provisions of Section 197 and Schedule V to the Companies

Act, 2013 ("the Act") and any other applicable provision, if any, of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of members of the Company, be and is hereby accorded for payment of commission amounting to Rs. 12 lakhs per annum to Mrs. Pamita S Agarwal (DIN:- 07135868), Non-executive Non Independent Women Director of the company for the F.Y 2021-2022 in respect to duration of appointment, provided that variation or increase in the payment of commission may be done on the approval of members according to the relevant provisions of the Companies Act, 2013 on the such terms and conditions as mentioned below:-

1.	Commission	Rs. 12 lakhs/- Per annum
2.	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 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. 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.”

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

TO APPROVE THE RE-APPOINTMENT OF MR. SUNIL R. AGARWAL AS THE CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY.

“**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 shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Sunil R. Agarwal (DIN: 00265303) as the Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of five years from 01.07.2022 to 30.06.2027 on such terms and conditions as mentioned below including as set out in explanatory statement annexed to the notice convening this meeting.

1.	SALARY	Basic : Rs. 3.5 Lakh p.m (Rs. 42 Lakhs P.a)
		Other allowances: Rs. 26.5 Lakh p.m (Rs. 318 Lakhs P.a)



2. PERQUISITES	Perquisites will be allowed in addition to salary as under:
	(i) Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company.
	(ii) Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.
	(iii) Use of car & Telephone: Company maintained car & driver for use on Company's business. The use of cellular phone & related expenses will be bared by the company.
	(iv) Leave & Encasement of Leave : 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.
	(iii) No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.

“RESOLVED FURTHER THAT on the recommendation of Audit Committee, Nomination & Remuneration Committee & Board of Directors , consent of shareholders of the Company be and are hereby accorded for payment of remuneration amounting to Rs. 360 lakhs per annum (excluding Perquisites) to Mr. Sunil R. Agarwal, Chairman & Managing Director of the company (DIN:- 00265303) w.e.f 1st July, 2022 for remaining duration of re-appointment upto three years from the effective date.

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary the constitution of 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 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 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.”

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

APPROVAL TO SPLIT THE EQUITY SHARE CAPITAL OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded for sub-dividing the equity shares of the Company such that each equity share having nominal value of Rs.10/- (Rupees Ten only) each be sub-divided into 10 (Ten) equity shares having nominal value of Re.1/- (Rupee One Only) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, all the authorized, issued, subscribed and paid-up equity shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) equity shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up, as given below:

Particulars	Pre Sub-division Equity Shares			Post Sub-division Equity Shares		
	No. of Shares	Face Value (in Rs.)	Equity Share Capital(in Rs.)	No. of Shares	Face Value (in Rs.)	Equity Share Capital(in Rs.)
Authorised Share Capital (Equity)	1,00,00,000	10/-	10,00,00,000/-	10,00,00,000	1/-	10,00,00,000/-
Paid up Capital (Equity)	38,75,000	10/-	3,87,50,000/-	3,87,50,000	1/-	3,87,50,000/-

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the record date, and the new equity shares of Re.1/- (Rupee One Only) each on sub-division and the Company without requiring the surrender of the old/existing share certificate(s), directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications,



declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub- division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution and to file the requisite returns/forms with the Registrar of Companies/MCA under the provisions of the Companies Act, 2013 and to intimate the concerned stock exchange as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever required.”

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

APPROVAL OF THE AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of the Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following Clause:

- V. The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Re.1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution and to file the requisite returns/forms with the Registrar of Companies/MCA under the provisions of the Companies Act, 2013 and to intimate the concerned stock exchange as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever required.”

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

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

**DATE : 10/08/2021
PLACE : AHMEDABAD**

**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. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting
4. The Register of Members and Share Transfer Books of the Company will remain close from 9th September, 2021 to 15th September, 2021 (both days inclusive) for the purpose of the 39th Annual General Meeting of the Company.
5. 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, photocopy of share certificate and 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.
6. 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.
7. 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.
8. Nomination facility is available to the Shareholders in respect of share held by them.
9. 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.
10. 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.



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 are requested to contact the Company's Registrar & Share Transfer Agent, for reply to their queries/ redressal of complaints, if any 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 or **e-mail at ahmedabad@linkintime.co.in**
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA of company 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.
14. As per SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No fresh transfer deed of physical share certificates can be lodged to the company or its RTA after 31st March, 2019 as per SEBI announcement. The transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 01, 2019. Henceforth except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. This measure come into effect from April 01, 2019. The members are requested to refer SEBI circular SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 07/09/2020 for re-lodgement of transfer of shares
15. 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:-
 - The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE account with a Bank in India, if not furnished earlier.
16. 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
17. 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.
18. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item number 3 to 12 are annexed.

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. SUNIL R. AGARWAL
Date of Birth	01/04/1966	18/12/1864
DIN No.	07135868	00265303
No. of Equity Shares held in the Company	871921	1216624
Relationship with other Directors/ Manager/ KMP	Wife of Mr. Sunil R Agarwal & Mother of Mr. Yash S Agarwal & Mr. Hardik S Agarwal	Husband of Mrs. Pamita S. Agarwal & Father of Mr. Yash S Agarwal & Mr. Hardik S Agarwal
Education Qualification	B.COM (1 st Year)	B.COM
Expertise in Specific functional Areas	She has over 5 years of experience in textile sector	He has more than 30 years of experience in textile sector
List of other Directorship/ Partnership/ Committees membership in other Companies and LLP as on (date of notice signed)	Raghuvir Exim Limited	1. RAGHUVIR EXIM LIMITED 2. THE SAGAR TEXTILE MILLS PRIVATE LIMITED 3. HYS INDUSTRIES PRIVATE LIMITED 4. H. DEV CHEMICAL PRIVATE LIMITED 5. WHITE WATER EXIM PRIVATE LIMITED 6. HYS DEVELOPERS LLP 7. HYS LIFECARE LLP
Terms & Conditions of appointment or re-appointment	Non - Executive Director, liable to retire by rotation	Re-appointment as Chairman & Managing Director on expiry of his tenure on 30.06.2022

19. Annual Report is also uploaded on the Company's website http://www.raghuvir.com/annual_report.html which may accessed by the members.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

A. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period . Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a

	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period .

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 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.
- 6) If you are a first-time user follow the steps given below:



For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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)	<p>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.</p> <ul style="list-style-type: none">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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of the company i.e **210810026** to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

C. Facility for Non – Individual Shareholders and Custodians –Remote E-Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company email id: raghuvirad1@sancharnet.in and RTA email id ahmedabad@linkintime.co.in or in physical form at RTA of company 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
2. For Demat shareholders other than Individuals - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

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

- i. The e-voting period commences on 12.09.2021 at 9.00 a.m and ends on 14.09.2021 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 08.09.2021 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.
- iv. The shareholder who voted prior to the 39th Annual General Meeting via e-voting would not be entitled to vote at the meeting venue.
- v. Mr. Alpesh Paliwal, Proprietor of M/s. Paliwal & Co. (Formerly Known as Alpesh Dhandhlya & Associates), Practicing Company Secretary, Ahmedabad , having COP NO. 12119 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the 39th Annual 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 favour or against, if any and submit forth with to the Chairman of the Company.



RAGHUVIR SYNTHETICS LIMITED

- vii. 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.
- viii. All grievances connected with the facility for voting by electronic means from the CDSL e-Voting System may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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 39th 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	M/s. LINK INTIME INDIA PVT. LTD
Transfer Agent	506 TO 508, AMARNATH BUSINESS CENTRE – 1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NR. 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 Ph no.: 022-23058542/43.
Scrutinizer	Mr. Alpesh Paliwal, Proprietor M/s. Paliwal & Co. (Formerly Known as Alpesh Dhandhlya & Associates), Practicing Company Secretary 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006, Gujarat, India Ph. : (079) 48980181, Mobile: +91 8000133307 Email: welcome2pcs@gmail.com

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

DATE : 10/08/2021
PLACE : AHMEDABAD

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

SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN : 00265303

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 Material Related Party Transactions With Raghuvir Exim Ltd for F.y 2020-2021

Raghuvir Exim Limited is “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).

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 to other party in ordinary course of business at arm’s length price.

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 respect to prior approval of Audit committee & Board of Directors.

The Members of company has approved the estimated transaction limit upto Rs. 125 crores for the financial year 2020-2021 with Raghuvir Exim Limited in the Annual general meeting held on 21.12.2020. The Audit committee , Board of directors hereby approve all the related party transaction entered with Raghuvir Exim Limited in ordinary course of business at arm’s length price & increase the transaction limit to Rs. 200 crores for the financial year 2020-2021 i.e upto the transactions limit mentioned in the contract , subject to approval of members of company mentioned in the item No. 3 of the Notice.

The Material Related Party transactions limit are 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 , as it estimation is provided based on last audited financial statements of the Company. Hence forth it is increased/ ratified upto the transactions limit mentioned in the contract, respect to the approval of Audit committee, Board of Directors and members of the company

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.

Save and except the above, none of the Directors or their relatives and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolutions set out at Item no. 3 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Notice as ordinary resolution.

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

Approval of Estimated Material Related Party Transactions With Raghuvir Exim Ltd for F.y 2021-2022

Raghuvir Exim Limited is “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).

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 to other party in ordinary course of business at arm’s length price.



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 respect to prior approval of Audit committee & Board of Directors.

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. 4 of the Notice for the Financial year 2021-2022 (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 2021-2022 (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. 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 (2020-2021) 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.

The Material Related Party transactions limit are 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, as it estimation is provided based on last audited financial statements of the Company (2020-2021). Hence forth it can be increased/ ratified upto the transactions limit mentioned in the contract, subject to the approval of Audit committee, Board of Directors and members of the company

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. 4

Save and except the above, none of the Directors or their relatives and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolutions set out at Item no. 4 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 4 of the accompanying Notice as ordinary resolution.

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

Approval of Estimated Material Related Party Transactions For The Financial Year 2021-2022 With HYS DEVELOPERS LLP

HYS DEVELOPERS LLP is "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).

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 to other party at arm's length price.

Respective of the SEBI LODR regulation amendment 2018 , company have revised the contract entered between Raghuvir Synthetics Limited & HYS DEVELOPERS LLP w.e.f 2nd April, 2019 with terms & conditions as mentioned in the contract for the period of 3 (Three) years respect to prior approval by Audit committee & Board of Directors.

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. 5 of the Notice for the Financial year 2021-2022 (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 2021-2022 (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. 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 (2020-2021) 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

The Material Related Party transactions limit are estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with HYS DEVELOPERS LLP , as it estimation is provided based on last audited financial statements of the Company (2020-2021) . Hence forth it can be increased/ ratified upto the transactions limit mentioned in the contract, subject to the approval of Audit committee , Board of Directors and members of the company.

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. 5.

Save and except the above, none of the Directors or their relatives and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolutions set out at Item no. 5 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 5 of the accompanying Notice as ordinary resolution.

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

Approval of Material Related Party Transactions With The Sagar Textile Mills Private Limited for period from 01.01.2021 to 31.03.2021

The Sagar Textile Mills Private Limited is "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).

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 to other party in ordinary course of business at arm's length price.

Respective of the SEBI LODR regulation amendment 2018 , company have entered in the contract between Raghuvir Synthetics Limited & The Sagar Textile Mills Private Limited w.e.f 01.01.2021, for the period from 01.01.2021 to 31.03.2021 with terms & conditions as mentioned in the contract respect to prior approval by Audit committee & Board of Directors.

The Audit committee , Board of directors hereby approve all the related party transaction entered with The Sagar Textiles Mills Private Limited in ordinary course of business at arm's length price upto the transaction limit to Rs. 38 crores for the financial year 2020-2021 i.e upto the transactions limit mentioned in the contract , subject to approval of members of company mentioned in the item No. 6 of the Notice. 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 (2020-2021) 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.

The Material Related Party transactions limit are estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with The Sagar Textile Mills Private Limited, as it estimation is provided based on last audited financial statements of the Company.



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. 6.

Save and except the above, none of the Directors or their relatives and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolutions set out at Item no. 6 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 6 of the accompanying Notice as ordinary resolution.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 7

Approval of Estimated Material Related Party Transactions With The Sagar Textile Mills Private Limited for F.y 2021-2022

The Sagar Textile Mills Private Limited is "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).

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 to other party in ordinary course of business at arm's length price.

Respective of the SEBI LODR regulation amendment 2018 , company have entered in the contract between Raghuvir Synthetics Limited & The Sagar Textile Mills Private Limited w.e.f 01.04.2021 for period of one year with terms & conditions as mentioned in the contract respect to prior approval by Audit committee & Board of Directors.

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. 7 of the Notice for the Financial year 2021-2022 (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 2021-2022 (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. 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 (2020-2021) 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.

The Material Related Party transactions limit are estimated / to be entered into and to be carried out in ordinary course of business and at arm's length price with The Sagar Textile Mills Private Limited , as it estimation is provided based on last audited financial statements of the Company (2020-2021) . Hence forth it can be increased/ ratified upto the transactions limit mentioned in the contract, subject to the approval of Audit committee, Board of Directors and members of the company

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. 7.

Save and except the above, none of the Directors or their relatives and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolutions set out at Item no. 7 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 7 of the accompanying Notice as ordinary resolution.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 8

TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2021-2022

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 10.08.2021, on the recommendation of Audit Committee, approved the appointment and remuneration of M/s. Anuj Aggarwal & Co., Cost Accountants (FRN – 102409) , to conduct the audit of the cost records of the Company for the financial year 2021-2022 . In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2021-2022 as set out in the resolution for aforesaid services to be rendered by them. The Board of Directors recommends the resolution at Item No. 8 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 8 of this Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 8 of the accompanying Notice as ordinary resolution.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 9

PAYMENT OF COMMISSION TO MRS. PAMITA S. AGARWAL FOR F.Y 2021-2022

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 (holding DIN 07135868 and also belongs from 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 39TH 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 2021-2022 respect to duration of appointment.

Mrs. Pamita S. Agarwal , herself and three other directors Sunil R. Agarwal, Chairman & Managing Director , Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal, Joint Managing Directors 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 as set out at Item no. 9.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 9 of the accompanying Notice as special resolution.



The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 10

TO APPROVE THE RE-APPOINTMENT OF MR. SUNIL R. AGARWAL AS THE CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY.

Mr. Sunil R. Agarwal is a Promoter and Chairman & Managing Director of the Company holding 1216624 shares of company. The present terms of appointment of Mr. Sunil R. Agarwal is expiring on 30.06.2022 . The Audit Committee, Nomination & Remuneration Committee and the Board of Directors recommended and approved subject to approval of members at the 39th Annual General Meeting of company , the re-appointment & terms & conditions of appointment and remuneration of Mr. Sunil R. Agarwal (DIN: 00265303) designated as Chairman & Managing Director of the company w.e.f 1ST JULY, 2022 for period of 5 years from the end of the present appointment tenure i.e re- appointed for period from 1ST JULY, 2022 TO 30TH JUNE, 2027 provided that terms & conditions of appointment and remuneration are with in the 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 re-appoint Mr. Sunil R. Agarwal, Chairman & Managing Director of the Company.

Pursuant to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 the Board recommends the resolution for member approval by way of special resolution. 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.

Mr. Sunil R. Agarwal holding DIN 00265303 as Chairman & Managing director is not debarred from any disqualification as per the companies act 2013 and listing agreement.

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:

I. GENERAL INFORMATION:

1	Nature of industry	Textile:- To carry on all or any of the business of bleaching, dyeing, printing and processing work, finishing of cotton and blended of cotton textiles. The company operates as Textile processing unit. The business of the company is to offer Processing of Fabrics.
2	Date or expected date of commencement of commercial production	Not Applicable
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Financial Performance of the Company for the year ended 31 st March, 2021

		Revenue from operations:- 17420.53 Lakhs Other Income: 549.90 Lakhs Total Expenditure:- 17201.68 Lakhs Net Profit before tax:- 768.75 Lakhs Profit after tax (inclusive of comprehensive income):- 589.94 Lakhs												
5.	Export performance and foreign exchange earned for the financial year ended 31 st March, 2021	<p>FOREIGN EXCHANGE EARNING AND OUT GO:</p> <p style="text-align: right;"><i>IN Rs.</i></p> <table border="1"> <thead> <tr> <th colspan="2">PARTICULARS</th> <th>2020-2021</th> <th>2019-2020</th> </tr> </thead> <tbody> <tr> <td>i.</td> <td>Total Foreign Exchange Used</td> <td style="text-align: center;">-</td> <td style="text-align: right;">24053320</td> </tr> <tr> <td>ii.</td> <td>Total Foreign Exchange Earned (on F.O.B basis)</td> <td style="text-align: center;">-</td> <td style="text-align: right;">164925867</td> </tr> </tbody> </table>	PARTICULARS		2020-2021	2019-2020	i.	Total Foreign Exchange Used	-	24053320	ii.	Total Foreign Exchange Earned (on F.O.B basis)	-	164925867
PARTICULARS		2020-2021	2019-2020											
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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 & Managing Director Age:- 56 Year Experience:- Above 30 Years Qualification:- B.Com. Mr. Sunil R. Agarwal is Director of the Company for more than 30 years. 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> <tr> <td>HYS INDUSTRIES PRIVATE LIMITED</td> <td>Director</td> </tr> <tr> <td>WHITE WATER EXIM PRIVATE LIMITED</td> <td>Director</td> </tr> <tr> <td>H. DEV CHEMICAL PRIVATE LIMITED</td> <td>Director</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	HYS INDUSTRIES PRIVATE LIMITED	Director	WHITE WATER EXIM PRIVATE LIMITED	Director	H. DEV CHEMICAL PRIVATE LIMITED	Director
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WHITE WATER EXIM PRIVATE LIMITED	Director																	
H. DEV CHEMICAL PRIVATE LIMITED	Director																	
2	Past remuneration	RS. 360 Lakhs per annum + Perquisites																
3	Recognition or awards	Not Applicable																
4	Job profile and his suitability	Mr. Sunil R. Agarwal has attained age of 56 years (D.O.B : 18 th 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																



RAGHUVIR SYNTHETICS LIMITED

		<p>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.</p>							
5	Remuneration proposed	1.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; text-align: center;">SALARY</td> <td> <p>Basic : Rs. 3.5 Lakh p.m. (Rs. 42 Lakhs P.a)</p> <p>Other allowances: Rs. 26.5 Lakh p.m (Rs. 318 Lakhs P.a)</p> </td> </tr> <tr> <td style="text-align: center;">2.</td> <td> <p>PERQUISITES</p> <p>Perquisites will be allowed in addition to salary as under:</p> <p>Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company.</p> <p>Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.</p> <p>Use of car & Telephone: Company maintained car & driver for use on Company's business. The use of cellular phone & related expenses will be bared by the company.</p> <p>Leave & Encasement of Leave : 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> </td> </tr> <tr> <td style="text-align: center;">3.</td> <td> <p>OTHER TERMS & CONDITIONS</p> <p>Reimbursement of entertainment expenses actually and properly incurred in course of</p> </td> </tr> </table>	SALARY	<p>Basic : Rs. 3.5 Lakh p.m. (Rs. 42 Lakhs P.a)</p> <p>Other allowances: Rs. 26.5 Lakh p.m (Rs. 318 Lakhs P.a)</p>	2.	<p>PERQUISITES</p> <p>Perquisites will be allowed in addition to salary as under:</p> <p>Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company.</p> <p>Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.</p> <p>Use of car & Telephone: Company maintained car & driver for use on Company's business. The use of cellular phone & related expenses will be bared by the company.</p> <p>Leave & Encasement of Leave : 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>OTHER TERMS & CONDITIONS</p> <p>Reimbursement of entertainment expenses actually and properly incurred in course of</p>
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			<p>business of the Company shall be allowed.</p> <p>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.</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.	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.	
8.	General Obligation:	<p>(i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.</p> <p>(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.</p> <p>(iii) The Managing Director shall adhere to the Company's Code of Conduct.</p> <p>(iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 1 (one) month's prior notice in writing.</p>	

**III. OTHER INFORMATION:**

1	Reasons of loss or inadequate profits	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 2020-2021
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. The company has found export opportunities for the same line of textile products which they were doing Job work. The company has taken the lead towards the export in simultaneous with Job Work.
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.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 10 of the accompanying Notice as special resolution.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 11

APPROVAL TO SPLIT THE EQUITY SHARE CAPITAL OF THE COMPANY

The equity shares of the Company are being traded on the BSE Limited. In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in its meeting held on 10th August, 2021 has recommended to sub-divide (split) the nominal value of each equity share having a present face value Rs.10/- (Rupees Ten Only) each into 10 (Ten) equity shares of Re.1/- (Rupee One Only) each, subject to the approval of the Members.

Article No. 14 of the Articles of Association of the Company permits sub-division of shares subject to

approval of Members. The record date for the aforesaid sub-division of the equity shares will be fixed after obtaining the approval from members of the Company in this General Meeting. Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of Rs.10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Re.1/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

Save and except the above, none of the Directors or their relatives and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolutions set out at Item no. 11 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 11 of the accompanying Notice as Special resolution.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice item No. 12

The proposed sub-division of the equity shares of Rs.10/- (Rupees Ten only) each into 10 (Ten) equity shares of Re.1/- (Rupee One Only) each requires amendment in the Capital Clause of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 12 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed sub- division to 10,00,00,000 (Ten Crores) Equity Shares of Re.1/- (Rupee One Only) each.

Save and except the above, none of the Directors or their relatives and Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolutions set out at Item no. 12 of the accompanying Notice.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 12 of the accompanying Notice as special resolution.

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

DATE : 10/08/2021
PLACE : AHMEDABAD

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

SUNIL R. AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN : 00265303

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 39th Annual General Meeting of the Company, to be held on Wednesday, 15th September, 2021 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, 2021 (ORDINARY RESOLUTION)	
2	RE-APPOINTMENT OF 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 MATERIAL RELATED PARTY TRANSACTIONS LIMIT WITH RAGHUVIR EXIM LTD FOR THE FINANCIAL YEAR 2020-2021 (ORDINARY RESOLUTION)	
4.	APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LTD 2021-2022 (ORDINARY RESOLUTION)	
5.	APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2021-2022 WITH HYS DEVELOPERS LLP (ORDINARY RESOLUTION)	
6.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH THE SAGAR TEXTILE MILLS PRIVATE LIMITED FOR THE PERIOD FROM 01.01.2021 TO 31.03.2021 (ORDINARY RESOLUTION)	
7.	APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS WITH THE SAGAR TEXTILE MILLS PRIVATE LIMITED FOR F.Y 2021-2022 (ORDINARY RESOLUTION)	
8	RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2021-2022 (ORDINARY RESOLUTION)	
9	PAYMENT OF COMMISSION TO MRS. PAMITA S. AGARWAL FOR F.Y 2021-2022 (SPECIAL RESOLUTION)	
10	APPROVAL OF THE RE-APPOINTMENT OF MR. SUNIL R. AGARWAL AS THE CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY. (SPECIAL RESOLUTION)	
11	APPROVAL TO SPLIT THE EQUITY SHARE CAPITAL OF THE COMPANY (SPECIAL RESOLUTION)	
12	APPROVAL OF THE AMENDMENT IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (SPECIAL RESOLUTION)	

Signed this _____ day of _____, 2021

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 39th 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 39th Annual General Meeting of the Company being held on Wednesday, 15th September, 2021 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

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

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 39th Annual general meeting of the member to be held on Wednesday, 15th September, 2021 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
210810026	

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 39th AGM of the company.

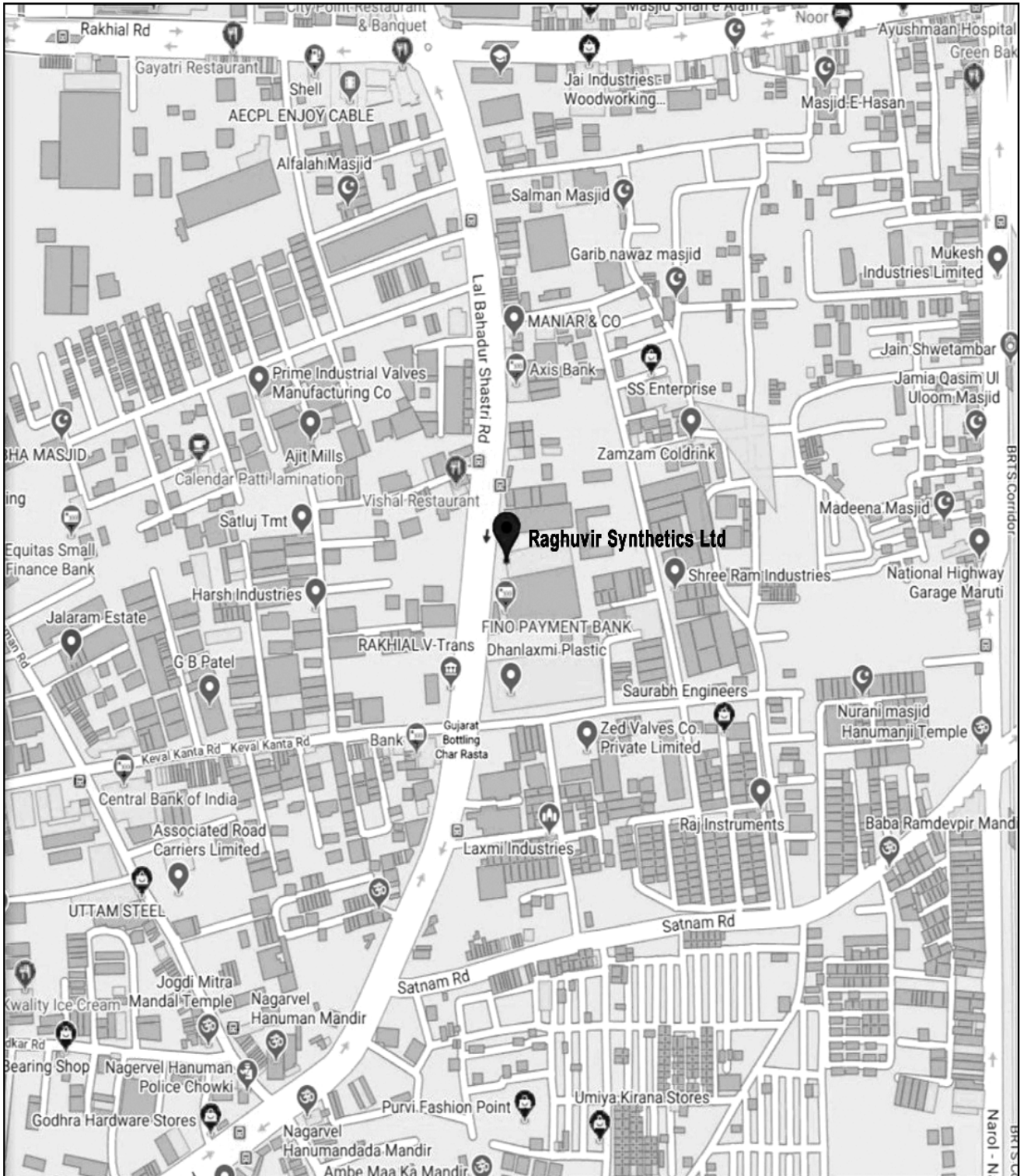
The remote e-voting facility will be available during the following voting period:

Commencement of E-voting	From 9.00 A.M. on 12th September, 2021
End of e-voting	Upto 5.00 P.M. on 14th September, 2021

The remote e-voting shall not be allowed beyond 5.00 P.M on 14th September, 2021. 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 8th September, 2021.

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 Wednesday, 15th September, 2021.



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)**