

## **NOTICE OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON MONDAY, 26<sup>TH</sup> DAY OF SEPTEMBER, 2022 AT 12.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS:**

**1) ADOPTION OF STANDALONE FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

**2) ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Report of Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Report of and Auditors thereon, be and are hereby considered and adopted.”

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

To appoint a Director in place of Mr. Yash Sunil Agarwal (DIN: 02170408), who retires by rotation and being eligible, offers himself for re-appointment. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Yash Sunil Agarwal (DIN: 02170408), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

**4) APPROVAL FOR APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION**

To appoint M/s. G. K. Choksi & Co., Chartered Accountants, having FRN: 101895W, Ahmedabad as the Statutory Auditors of the Company. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended

from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. G. K. Choksi & Co., Chartered Accountants, having FRN: 101895W, Ahmedabad, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of the 40<sup>th</sup> Annual General Meeting until the conclusion of 45<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus reimbursement of out-of-pocket and other incidental expenses in connection with the audit, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.."

#### **SPECIAL BUSINESS:**

**5) CONFIRMATION AND RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, as amended from time to time and on basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the members hereby confirm and ratify remuneration of Rs.30,000/- (Rupees Thirty Thousand only) exclusive of applicable taxes thereon and reimbursement of out-of-pocket expenses as may be incurred in connection with the cost audit, to be paid to M/s. Anuj Aggarwal & Co., Cost Accountants (FRN: 102409) who have been appointed by the Board as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2023.

**"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) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2022-2023**

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

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

empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Dreamsoft Bedsheets Private Limited (“DBPL”), Subsidiary of the Company, a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value of up to Rs.50 Crores only for the FY 2022-23 in the nature of:-

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

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

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

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

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

**7) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2022-2023**

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

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

Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Industries Private Limited (“HYSI”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.150 Crores only for the FY 2022-23 in the nature of:-

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

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

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

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

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

**8) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2022-2023**

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

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

basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Raghuvir Exim Limited ("REL"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.400 Crores only for the FY 2022-23 in the nature of:-

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

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

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

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

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

**9) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2022-2023**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s)

thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPTs") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Developers LLP ("HYS"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.150 Crores only for the FY 2022-23 in the nature of:-

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

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

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

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

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

**10) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date,

("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPTs") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Raghuvir Exim Limited ("REL"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.30 Crores only for the FY 2022-23 in the nature of:-

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

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

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

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

**11) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023**

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

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

Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Industries Private Limited ("HYSI"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.200 Crores only for the FY 2022-23 in the nature of:-

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

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

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

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

**12) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023**

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

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

HYS Developers LLP (“HYSD”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.100 Crores only for the FY 2022-23 in the nature of:-

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

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

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

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

**13) RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED ENTERED DURING THE FINANCIAL YEAR 2021-2022**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the members of the Company do hereby ratify the transactions with HYS Industries Private Limited (“HYSI”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of Rs.45.03 Crores only for the FY 2021-22 in the nature of purchase of Goods carried out in ordinary course of business at arm’s length Prices as per terms and conditions mutually agreed between the Company and HYSI and mentioned in the explanatory statement to this resolution.

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

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

approved, ratified and confirmed in all respects.”

**14) APPROVAL OF THE REMUNERATION TO MR. SUNIL RAGHUBIRPRASAD AGARWAL, CHAIRMAN & MANAGING DIRECTOR, FOR THE PERIOD FROM 01.04.2022 TO 30.06.2022**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), on the recommendation and approval of the Nomination & Remuneration Committee and the Board, the members do hereby approve and ratify the remuneration of Rs.30 Lakh per month (basic + other allowances) to Mr. Sunil Raghbirprasad Agarwal (DIN: 00265303), Chairman & Managing Director of the Company for part of his tenure of appointment i.e. period of 3 months from 01.04.2022 to 30.06.2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including 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.”

**15) APPROVAL TO GIVE LOAN OR GUARANTEE, PROVIDE SECURITY AND MAKE INVESTMENT IN ACCORDANCE WITH SECTION 186 OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.300 Crores only over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof, if any, constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company,

such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

**RESOLVED FURTHER THAT** the Managing Directors and/ or the Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, to make necessary entries in the Statutory Registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

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

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 (“the Act”) and rules made thereunder and other applicable provisions, if any, of the Act and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Company to borrow any sums of money together with the monies already borrowed, in excess of the aggregate of the paid-up share capital, free reserves and securities premium account, but, not more than Rs.100 Crore only for the purpose of business of the Company.

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

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

**By Order of the Board of Directors  
For, Raghuvir Synthetics Limited**

**Date: 25/08/2022**

**Place: Ahmedabad**

**Sunil R. Agarwal  
(Chairman & Managing Director)  
DIN: 00265303**

**Registered Office:-  
Rakhial Road, Rakhial,  
Ahmedabad-380023, Gujarat  
CIN: L17119GJ1982PLC005424  
E-mail ID: [info@raghuvir.com](mailto:info@raghuvir.com)  
Website: [www.raghuvir.com](http://www.raghuvir.com)  
Tel.: +91 079 29911015**

## **NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) Proxy Forms, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 3) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- 4) The Register of Members and Share Transfer Books of the Company will remain close from 20<sup>th</sup> September, 2022 to 26<sup>th</sup> September, 2022 (both days inclusive) for the purpose of the 40<sup>th</sup> Annual General Meeting of the Company.
- 5) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.-  
**For shares held in electronic form:** to their Depository Participants (DPs)  
**For shares held in physical form:** to the Company/Registrar and Transfer Agent ("RTA") at M/S. Link Intime India Private Limited, 506 To 508, Amarnath Business Centre-1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. Chimanlal Girdharlal Rd., Sardar Patel Nagar, Ellisbridge, Ahmedabad-380006, Gujarat, India in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
- 6) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.raghuvir.com](http://www.raghuvir.com) and on the website of the Company's RTA at [www.linkintime.co.in](http://www.linkintime.co.in). It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 7) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or the RTA, for assistance in this regard.

- 8) The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at [www.raghuvir.com](http://www.raghuvir.com) and on the website of the Company's RTA at [www.linkintime.co.in](http://www.linkintime.co.in). Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Company/ the RTA in case the shares are held in physical form.
- 9) Notice of the AGM along with the Annual Report for the Financial Year 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. In furtherance of the Green Initiative, physical copy of the Notice of the AGM along with the Annual Report is being sent by the permitted modes to those Members whose e-mail addresses are not registered. Members may note that the Notice and Annual Report will also be available on the Company's website at [www.raghuvir.com](http://www.raghuvir.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- 10) Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
- 11) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
- 12) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
- 13) Members are requested to contact the Company's RTA, for reply to their queries/ redressal of complaints, if any, at M/S. Link Intime India Private Limited, 506 To 508, Amarnath Business Centre-1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. Chimanlal Girdharlal Rd., Sardar Patel Nagar, Ellisbridge, Ahmedabad-380006, Gujarat, India or e-mail at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
- 14) The SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7<sup>th</sup> September, 2020, has fixed 31<sup>st</sup> March, 2021 as the Cut-off date for re-lodgement of Transfer Deeds and any request received after 31<sup>st</sup> March, 2021 cannot be accepted unless the securities are held in dematerialized form.
- 15) The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
- 16) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be, immediately of:-
- The change in the residential status on return to India for permanent settlement.
  - The particulars of the NRE account with a Bank in India, if not furnished earlier.

- 17) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 4 to 16 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also given below:

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:

<b>Name</b>	<b>Mr. Yash Sunil Agarwal</b>
<b>DIN</b>	02170408
<b>Age as on 31<sup>st</sup> March, 2022</b>	33 Years
<b>Qualification &amp; Experience</b>	He has an experience of more than 10 years in the Textile Industry
<b>Relationship with other Directors/ Manager/KMP</b>	He is Son of Mr. Sunil R. Agarwal & Mrs. Pamita S. Agarwal & Brother of Mr. Hardik S. Agarwal
<b>Remuneration sought to be paid</b>	Remuneration of Mr. Yash S. Agarwal has been waived off
<b>Date of first appointment on the Board</b>	08/07/2011
<b>List of Directorship in other Company / Committees membership in other Companies as on 31<sup>st</sup> March, 2022</b>	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) Dreamsoft Bedsheets Private Limited He holds no membership of any Board Committee of any Company.
<b>No. of meeting attended during the year</b>	14 out of 15 meetings were attended during the FY 2021-22
<b>No. of shares held as on 31<sup>st</sup> March, 2022</b>	43,92,030 Equity Shares
<b>Terms and Conditions of appointment or re-appointment</b>	Re-appointment is as per the provisions of the Companies Act, 2013

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

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

In terms of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode

are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**A. Pursuant to above 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	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 <b>Depository Participants (DP)</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**B. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

- 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 for the Company i.e. **220825044** 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. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@raghuvir.com](mailto:info@raghuvir.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 at [info@raghuvir.com](mailto:info@raghuvir.com) and RTA email id at [ahmedabadlinkintime.co.in](mailto:ahmedabadlinkintime.co.in) or in physical form to RTA at M/S. Link Intime India Private Limited, 506 To 508, Amarnath Business Centre-1, Beside Gala Business Centre, Nr. St. Xavier’s College Corner, Off. Chimanlal Girdharlal Rd., Sardar Patel Nagar, Ellisbridge, Ahmedabad-380006, Gujarat, India.**
2. For Demat shareholders- 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 & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

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

- (i) The e-voting period commences on 23<sup>rd</sup> September, 2022 at 9.00 a.m. and ends on 25<sup>th</sup>

September, 2022 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 19<sup>th</sup> September, 2022 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (ii) The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
- (iii) The shareholder who voted prior to the 40<sup>th</sup> Annual General Meeting via e-voting would not be entitled to vote at the meeting venue.
- (iv) The Board of Directors has appointed Mr. Premnarayan Ramanand Tripathi, Proprietor of M/s. PRT & Associates, Practicing Company Secretary, Ahmedabad, having COP NO. 10029 as the Scrutinizer to scrutinize the e-voting process as well as voting during the AGM in a fair and transparent manner for the 40<sup>th</sup> Annual General Meeting of the Company.
- (v) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast (votes cast during the AGM and votes cast prior to the AGM) in favour or against, if any, to the Chairman of the Company, who shall counter sign the same.
- (vi) The Results shall be declared on the date of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.raghuvir.com](http://www.raghuvir.com) and on the website of CDSL [www.evotingindia.co.in](http://www.evotingindia.co.in) within two days of the passing of the resolutions at the AGM of the Company and communicate to the Stock Exchange(s), where the shares of the Company are listed.
- (vii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**VOTING AT ANNUAL GENERAL MEETING:-**

The members attending the meeting, who have not already cast their vote by remote e-voting, can exercise their voting rights at the 40<sup>th</sup> Annual General Meeting of the Company. Facility for voting through ballot paper shall also be made available at the AGM.

<b>CONTACT DETAILS</b>	
<b>Company</b>	RAGHUVIR SYNTHETICS LIMITED
<b>Registrar and Transfer Agent (RTA)</b>	M/S. LINK INTIME INDIA PRIVATE LIMITED 506 TO 508, AMARNATH BUSINESS CENTRE-1, BESIDE GALA BUSINESS CENTRE, NR. ST. XAVIER'S COLLEGE CORNER, OFF. CHIMANLAL GIRDHARLAL RD., SARDAR PATEL NAGAR, ELLISBRIDGE, AHMEDABAD-380006, GUJARAT, INDIA Email : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a> Contact: 079-26465179
<b>E-voting Agency</b>	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact: 1800 22 55 33

<b>Scrutinizer</b>	Mr. Premnarayan Ramanand Tripathi, Proprietor of M/s. PRT & Associates, Practicing Company Secretary 606, 6 <sup>th</sup> Floor, Shivalik Square, Nr. Adani CNG Pump, 132 Ft. Ring Road, New Vadaj, Ahmedabad - 380013, Gujarat, India Contact: 8980026497 Email: <a href="mailto:csprtandassociates@gmail.com">csprtandassociates@gmail.com</a>
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**By Order of the Board of Directors  
For, Raghuvir Synthetics Limited**

**Date: 25/08/2022**

**Place: Ahmedabad**

**Sunil R. Agarwal  
(Chairman & Managing Director)  
DIN: 00265303**

**Registered Office:-  
Rakhial Road, Rakhial,  
Ahmedabad-380023, Gujarat  
CIN: L17119GJ1982PLC005424  
E-mail ID: [info@raghuvir.com](mailto:info@raghuvir.com)  
Website: [www.raghuvir.com](http://www.raghuvir.com)  
Tel.: +91 079 29911015**

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

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

### **ITEM NO. 4: APPROVAL FOR APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION**

At the 35<sup>th</sup> Annual General Meeting ("AGM") of the Company held on 28<sup>th</sup> September, 2017, the shareholders had approved the appointment of M/s. Ashok K. Bhatt & Co., Chartered Accountants, having Firm Registration No. 100657W, as the Statutory Auditors of the Company, to hold office till the conclusion of the 40<sup>th</sup> AGM of the Company to be held in the year 2022. Accordingly, the term of M/s. Ashok K. Bhatt & Co. is expiring in the ensuing AGM. Hence, new Statutory Auditor is required to be appointed in the ensuing AGM.

The Company has approached M/s. G. K. Choksi & Co., Chartered Accountants, having FRN: 101895W, for their appointment as Statutory Auditor of the Company. The Audit Committee of the Company, after due deliberations and discussions, recommended to the Board the appointment of M/s. G. K. Choksi & Co. as Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of this 40<sup>th</sup> AGM till the conclusion of the 45<sup>th</sup> AGM of the Company.

Based on recommendations of the Audit Committee, the Board of Directors at their meeting held on 25<sup>th</sup> August, 2022, approved the appointment of M/s. G. K. Choksi & Co., as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this 40<sup>th</sup> AGM till the conclusion of the 45<sup>th</sup> AGM of the Company. The appointment is subject to approval of the shareholders of the Company.

M/s. G. K. Choksi & Co. has consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. The proposed remuneration to be paid to M/s. G. K. Choksi & Co., for FY 2022-23 is Rs.3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses. The Audit Committee and the Board is of the view that Rs.3,00,000/- (Rupees Three Lakhs only) is reasonable audit fee considering the size and scale of business of the Company. The remuneration to be paid to Statutory Auditors for the remaining term i.e. from FY 2023-24 through FY 2026-27 (till the conclusion of the 45<sup>th</sup> AGM of the Company to be held in the year 2027), shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 4.

The Board recommends passing of the Resolution set out in Item No. 4 of the accompanying Notice for the approval of the Members as an **Ordinary Resolution**.

### **ITEM NO. 5: CONFIRMATION AND RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23**

In accordance with the provisions of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 25<sup>th</sup> August, 2022, on the recommendation of the Audit Committee, approved the appointment and

remuneration of M/s. Anuj Aggarwal & Co., Cost Accountants (FRN- 102409), to conduct the audit of the cost records of the Company for the financial year 2022-23. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to confirm and ratify the remuneration payable to the Cost Auditor for the financial year 2022-23 as set out in the resolution for aforesaid services to be rendered by them. The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 5.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 5 of the accompanying Notice as an **Ordinary Resolution**.

**ITEM NO. 6: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2022-2023**

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

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

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with DBPL for an aggregate value of up to Rs.50 Crores only to be entered during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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

Sr. No.	Particulars	Details
1	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dreamsoft Bedsheets Private Limited is a Subsidiary of the Company
1.2	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.50 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2022-23
1.4	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT	~23.20
1.5	Justification as to why RPT is in interest of the Company	As a part of your Company's Strategy, your Company enters into transactions with other group entities which not only help smoothen business operations of the companies, inter-se, but also ensures consistent flow of desired quality and quantity of products, services and facilities without interruptions and generation of revenue and business enhancement.
<b>2</b>	<b>Information to shareholders</b>	
2.1	Name of the related party	Dreamsoft Bedsheets Private Limited
2.2	Nature of relationship	Subsidiary of the Company
2.3	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	Refer Point No. 1.2
2.4	Justification as to why RPT is in interest of the Company	Refer Point No. 1.5
2.5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and	NA

	repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
2.6	Copy of the valuation or other external party report, if any, such report has been relied upon.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
2.7	Name of Director/Key Managerial Personnel who is interested, if any	None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company.  The Company and DBPL have the following common Directors: Mr. Sunil Raghbirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal
2.8	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company.

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

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

#### **ITEM NO. 7: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2022-2023**

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

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

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary

information, has granted approval for entering into RPTs with HYSI for an aggregate value of up to Rs.150 Crores only to be entered during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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

Sr. No.	Particulars	Details
1	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	HYS Industries Private Limited is a company in which Director or his relative is a Member or Director
1.2	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.150 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2022-23
1.4	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT	~69.61
1.5	Justification as to why RPT is in interest of the Company	HYSI has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply.
2	<b>Information to shareholders</b>	
2.1	Name of the related party	HYS Industries Private Limited
2.2	Nature of relationship	HYSI is a company in which Director or his relative is a Member or Director

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

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

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 7 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

**ITEM NO. 8: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2022-2023**

Raghuvir Exim Limited (REL) is a group company. As part of Raghuvir Group Strategy, the Company is proposing to enter into various transactions with REL *inter alia* including purchase and sale of required goods, rendering

and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions. These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Company.

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

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with REL for an aggregate value of up to Rs.400 Crores only to be entered during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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

Sr. No.	Particulars	Details
1	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Raghuvir Exim Limited is a company in which Director or his relative is a Member or Director
1.2	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.400 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2022-23

1.4	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT	~185.62
1.5	Justification as to why RPT is in interest of the Company	REL is one of the leading exporter for bedsheets, pillow covers, etc., In export market, REL has achieved consistency in supplying quality materials in time bound manner. The Company by entering into various transactions with REL can gain the advantage of brand name created by REL in export market.
<b>2</b>	<b>Information to shareholders</b>	
2.1	Name of the related party	Raghuvir Exim Limited
2.2	Nature of relationship	REL is a company in which Director or his relative is a Member or Director
2.3	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	Refer Point No. 1.2
2.4	Justification as to why RPT is in interest of the Company	Refer Point No. 1.5
2.5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	NA
2.6	Copy of the valuation or other external party report, if any, such report has been relied upon.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
2.7	Name of Director/Key Managerial Personnel who is interested, if any	None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company.  The Company and REL have the following common Directors: Mr. Sunil Raghbirprasad Agarwal, Mrs. Pamita Sunil Agarwal, Mr. Yash Sunil Agarwal, Mr. Hardik Sunil

		Agarwal, Mr. Samirbhai Rameshbhai Sheth and Mr. Kamalbhai Bansilal Patel
2.8	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company.

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

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 8 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

**ITEM NO. 9: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2022-2023**

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

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

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with HYSD for an aggregate value of up to Rs.150 Crores only to be entered during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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

Sr. No.	Particulars	Details
1	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	HYS Developers LLP is a LLP who's Designated Partners are Directors in the Company
1.2	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.150 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2022-23
1.4	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT	~69.61
1.5	Justification as to why RPT is in interest of the Company	HYSD has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply.
<b>2</b>	<b>Information to shareholders</b>	
2.1	Name of the related party	HYS Developers LLP
2.2	Nature of relationship	HYSD is a LLP who's Designated Partners are Directors in the Company
2.3	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	Refer Point No. 1.2
2.4	Justification as to why RPT is in interest of the Company	Refer Point No. 1.5
2.5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured	NA

	or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
2.6	Copy of the valuation or other external party report, if any, such report has been relied upon.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
2.7	Name of Director/Key Managerial Personnel who is interested, if any	None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company.  The Company and HYSO have the following common Directors/ Designated Partners: Mr. Sunil Raghuvirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal
2.8	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company.

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

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

**ITEM NO. 10: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023**

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

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

REL is a Raghuvir group company. As part of Raghuvir Group Strategy, DBPL is proposing to enter into various transactions with REL *inter alia* including purchase and sale of required goods, rendering and availing of services and other transactions. These transactions, not only help smoothen business operations for both the companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions.

These transactions also help in generating revenue and enhance business operations for each other. These transactions are on arm's length and in the ordinary course of business of the Companies.

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with REL by DBPL for an aggregate value of up to Rs.30 Crores only to be entered during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Companies.

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

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

Sr. No.	Particulars	Details
1	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Raghuvir Exim Limited is a company in which Director or his relative is a Member or Director
1.2	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.30 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2022-23
1.4	- Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT - Percentage of the Subsidiary Company's turnover, for the immediately preceding FY, that is represented by the proposed RPT	~13.92  0
1.5	Justification as to why RPT is in interest of the Company	REL is one of the leading exporter for bedsheets, pillow covers, etc., In export market, REL has achieved consistency in supplying quality materials in time bound

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

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

On the basis of the review and approval of the Audit Committee and the Board of Directors, the Board of Directors recommend the resolution contained in Item No. 10 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

**ITEM NO. 11: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023**

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

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

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

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with HYSI by DBPL for an aggregate value of up to Rs.200 Crores only to be entered during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Companies.

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

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

Sr. No.	Particulars	Details
1	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>	
1.1	Name of the Related Party and its relationship with the Company or its	HYS Industries Private Limited is a company in which Director or his relative is a Member or Director

	subsidiary, including nature of its concern or interest (financial or otherwise)	
1.2	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.200 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2022-23
1.4	- Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT - Percentage of the Subsidiary Company's turnover, for the immediately preceding FY, that is represented by the proposed RPT	~92.81  0
1.5	Justification as to why RPT is in interest of the Company	HYSI has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply.
<b>2</b>	<b>Information to shareholders</b>	
2.1	Name of the related party	HYS Industries Private Limited
2.2	Nature of relationship	HYSI is a company in which Director or his relative is a Member or Director
2.3	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	Refer Point No. 1.2
2.4	Justification as to why RPT is in interest of the Company	Refer Point No. 1.5
2.5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) Details of source of fund ii) Nature of indebtedness iii) Cost of funds iv) tenure v) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security vi) the purpose for which the funds will be utilized by the ultimate beneficiary of	NA

	such funds pursuant to the related party transaction	
2.6	Copy of the valuation or other external party report, if any, such report has been relied upon.	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
2.7	Name of Director/Key Managerial Personnel who is interested, if any	None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company.  The Company and HYSI have the following common Directors: Mr. Sunil Raghbirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal
2.8	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company.

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

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

**ITEM NO. 12: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023**

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

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

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

The management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPTs with HYS by DBPL for an aggregate value of up to Rs.100 Crores only to be entered during FY 2022-23. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Companies.

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

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

Sr. No.	Particulars	Details
1	<b>Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs</b>	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	HYS Developers LLP is a LLP who's Designated Partners are Directors in the Company
1.2	Type/ nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.100 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2022-23
1.4	- Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPT - Percentage of the Subsidiary Company's turnover, for the immediately preceding FY, that is represented by the proposed RPT	~46.41 0
1.5	Justification as to why RPT is in interest of the Company	HYS has a good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply.
<b>2</b>	<b>Information to shareholders</b>	
2.1	Name of the related party	HYS Developers LLP

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

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

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

**ITEM NO. 13: RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED ENTERED DURING THE FINANCIAL YEAR 2021-2022**

HYS Industries Private Limited (HYSI) is a Raghuvir group company in which Directors or relative of Directors of the Company are Members or Directors. The Company has carried out transactions amounting to an aggregate value of Rs.45.03 Crores only for purchase of goods with HYSI during the FY 2021-22, which are in ordinary course of business at arm's length basis. Further, the said transactions have been reviewed and approved by the Audit Committee and the Board of Directors of the Company. In terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the material related party transaction requires approval of members and therefore, the Board hereby recommends the resolution contained in Item No. 13 of the accompanying Notice to the Members for approval as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested financially or otherwise except to the extent of their directorship and shareholding in the Company. The Company and HYSI have the following common Directors-  
Mr. Sunil Raghbirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal.

**ITEM NO. 14: APPROVAL OF THE REMUNERATION TO MR. SUNIL RAGHUBIRPRASAD AGARWAL, CHAIRMAN & MANAGING DIRECTOR, FOR THE PERIOD FROM 01.04.2022 TO 30.06.2022**

The Members in their Annual General Meeting held on 28<sup>th</sup> September, 2017 had appointed Mr. Sunil Raghbirprasad Agarwal (DIN: 00265303) as the Chairman & Managing Director (Key Managerial Personnel) of the Company for a period of 5 Years from 01.07.2017 to 30.06.2022. Further, the Members in their Extraordinary General Meeting held on 23<sup>rd</sup> December, 2019 had fixed and approved a remuneration of Rs.30 Lakh per month (basic + other allowances) payable to Mr. Sunil Raghbirprasad Agarwal for a period upto 31.03.2022. The Nomination & Remuneration Committee and the Board has approved the same remuneration of Rs. 30 lakh per month for balance tenure of 3 months from 01.04.2022 to 30.06.2022.

Mr. Sunil Raghbirprasad Agarwal, himself and 3 other Directors, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal, Joint Managing Directors, and Mrs. Pamita Sunil Agarwal, Non-Executive Director of the Company being related to Mr. Sunil Raghbirprasad 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.

In terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the remuneration of the Managing Directors requires approval of the Members by way of **Special Resolution**.

Accordingly, the Board recommends the resolution contained in Item No. 14 of the accompanying Notice to the Members for approval as a **Special Resolution**.

**ITEM NO. 15: APPROVAL TO GIVE LOAN OR GUARANTEE, PROVIDE SECURITY AND MAKE INVESTMENT IN ACCORDANCE WITH SECTION 186 OF THE COMPANIES ACT, 2013**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and

securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by Special Resolution passed at the General Meeting.

In view of the aforesaid, it is proposed to take approval of the Members under Section 186 of the Act, by way of Special Resolution, up to a limit of Rs.300 Crores only, as proposed in the Notice. The said proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 15 for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 15.

Accordingly, the Board recommends the resolution contained in Item No. 15 of the accompanying Notice to the Members for approval as a **Special Resolution**.

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

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

As you know that for business and operational purpose of the Company, the Company borrow funds and may borrow funds from time to time and so therefore it is required to obtain approval of the Members by way of Special Resolution in General Meeting to authorize to the Board to borrow funds in excess of paid-up share capital, free reserves and securities premium account.

Accordingly, your Board (including Committees thereof) recommends for the approval of the Members to borrow not more than Rs.100 Crore only for the purpose of business and operations of the Company and such amount do not include the amount borrowed as temporary loans from the Company's bankers in the ordinary course of business.

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

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

By Order of the Board of Directors  
For, Raghuvir Synthetics Limited

Date: 25/08/2022

Place: Ahmedabad

Registered Office:-

Rakhial Road, Rakhial,

Ahmedabad-380023, Gujarat

CIN: L17119GJ1982PLC005424

E-mail ID: [info@raghuvir.com](mailto:info@raghuvir.com)

Website: [www.raghuvir.com](http://www.raghuvir.com)

Tel.: +91 079 29911015

Sunil R. Agarwal  
(Chairman & Managing Director)  
DIN: 00265303

## RAGHUVIR SYNTHETICS LIMITED

CIN: L17119GJ1982PLC005424

Regd. Office: Rakhial Road, Rakhial, Ahmedabad-380 023 | Contact: 079-22910963-22911015-22911902

E-mail: [info@raghuvir.com](mailto:info@raghuvir.com) | Website: [www.raghuvir.com](http://www.raghuvir.com)

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### ATTENDANCE SLIP

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

FOR DEMAT SHARES	FOR PHYSICAL SHARES
DP- Client ID:	Regd. Folio No.:
No. of Shares held:	No. of Shares held:

Full Name of the Member attending: .....

Name of Proxy: .....

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

I hereby record my presence at the 40<sup>th</sup> Annual General Meeting of the Company being held on Monday, 26<sup>th</sup> September, 2022 at 12.00 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 | Contact: 079-22910963-22911015-22911902

E-mail: [info@raghuvir.com](mailto:info@raghuvir.com) | Website: [www.raghuvir.com](http://www.raghuvir.com)

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**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 40<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 26<sup>th</sup> September, 2022 at 12.00 p.m at Rakhial Road, Rakhial, Ahmedabad-380023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Please Indicate (Assent or Dissent)
<b>ORDINARY BUSINESS</b>		
1	ADOPTION OF STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 <sup>ST</sup> MARCH, 2022 <b>(ORDINARY RESOLUTION)</b>	
2	ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 <sup>ST</sup> MARCH, 2022 <b>(ORDINARY RESOLUTION)</b>	
3	RE-APPOINTMENT OF MR. YASH SUNIL AGARWAL AS A DIRECTOR, WHO RETIRES BY ROTATION. <b>(ORDINARY RESOLUTION)</b>	
4	APPROVAL FOR APPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION <b>(ORDINARY RESOLUTION)</b>	
<b>SPECIAL BUSINESS</b>		
5	RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23 <b>(ORDINARY RESOLUTION)</b>	
6	APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2022-2023 <b>(ORDINARY RESOLUTION)</b>	
7	APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2022-2023 <b>(ORDINARY RESOLUTION)</b>	
8	APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2022-2023 <b>(ORDINARY RESOLUTION)</b>	
9	APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2022-2023 <b>(ORDINARY RESOLUTION)</b>	
10	APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023 <b>(ORDINARY RESOLUTION)</b>	
11	APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023 <b>(ORDINARY RESOLUTION)</b>	
12	APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2022-2023 <b>(ORDINARY RESOLUTION)</b>	
13	RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED ENTERED DURING THE FY 2021-22 <b>(ORDINARY RESOLUTION)</b>	
14	APPROVAL OF THE REMUNERATION PAID TO MR. SUNIL RAGHUBIRPRASAD AGARWAL, CHAIRMAN & MANAGING DIRECTOR, FOR THE PERIOD FROM 01.04.2022 TO 30.06.2022 <b>(SPECIAL RESOLUTION)</b>	
15	APPROVAL TO GIVE LOAN, PROVIDE SECURITY AND MAKE INVESTMENT IN ACCORDANCE WITH SECTION 186 OF THE COMPANIES ACT, 2013 <b>(SPECIAL RESOLUTION)</b>	
16	APPROVAL TO BORROW IN EXCESS OF LIMIT PRESCRIBED IN SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 <b>(SPECIAL RESOLUTION)</b>	

Signed this..... day of ....., 2022

Signature of Proxy holder(s):

Signature of shareholder(s):

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

1. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 40<sup>th</sup> 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 | Contact: 079-22910963-22911015-22911902

E-mail: [info@raghuvir.com](mailto:info@raghuvir.com) | Website: [www.raghuvir.com](http://www.raghuvir.com)

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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 the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and the 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 vote at the 40<sup>th</sup> Annual General Meeting of the Member to be held on Monday, 26<sup>th</sup> September, 2022 at 12.00 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
220825044	

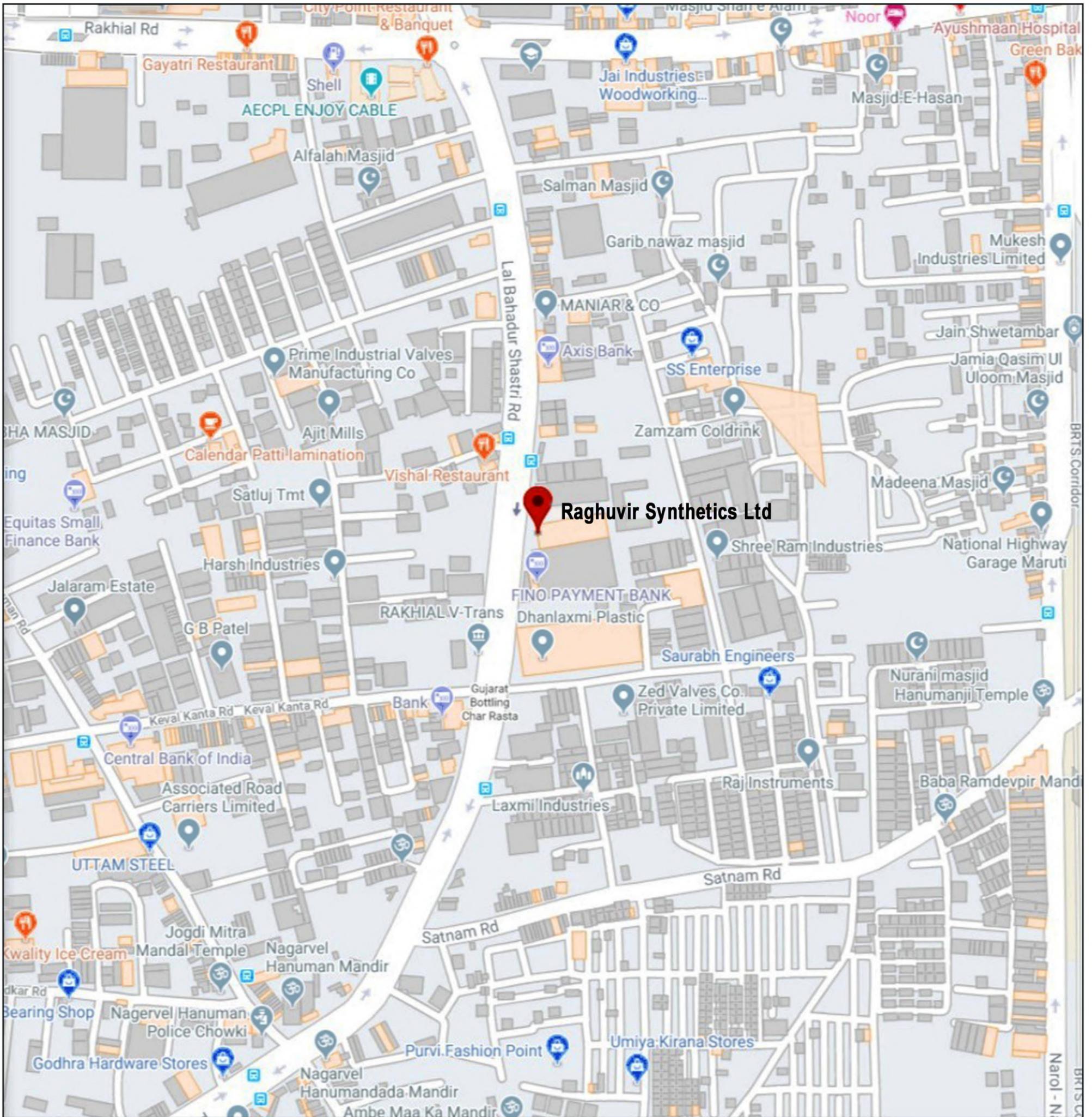
The remote e-voting facility will be available during the following voting period:

Commencement of E-voting	From 9.00 A.M. on 23 <sup>rd</sup> September, 2022
End of e-voting	Upto 5.00 P.M. on 25 <sup>th</sup> September, 2022

The remote e-voting shall not be allowed beyond 5.00 P.M on 25<sup>th</sup> September, 2022. 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 19<sup>th</sup> September, 2022.

**Please note the instructions 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 Monday, 26<sup>th</sup> September, 2022.**



**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 )