



NOTICE OF THE 44TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON MONDAY, 28TH DAY OF SEPTEMBER, 2026 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1) ADOPTION OF STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted.”

2) ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Report of Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Report of 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.”

SPECIAL BUSINESS:

4) CONFIRMATION AND RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

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, 2027.



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

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

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force) and subject to the requisite approvals, if any required in this matter and in line with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded for the proposed re-appointment of Mr. Sunil Raghbirprasad Agarwal (DIN: 00265303) as the Chairman and Managing Director (Key Managerial Personnel) of the Company for a further period of five years commencing from 01.07.2027 and ending on 30.06.2032 who is also a Managing Director in Raghuvir Exim Limited (a public company), on such terms and conditions as mentioned below including as set out in explanatory statement annexed to the notice convening this meeting.

1. SALARY	Basic: Rs. 3.5 Lakh p.m. (Rs. 42 Lakhs P.a.)
	Other allowances: Rs. 26.5 Lakh p.m. (Rs. 318 Lakhs P.a.)
2. PERQUISITES	Perquisites will be allowed in addition to salary as under:
	(i) Provident Fund: The Company shall contribute towards provident fund as per the rules of the Company.
	(ii) Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.
	(iii) Leave & Encasement of Leave: As per the rules of the Company.
	The above benefit shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.
3. OTHER TERMS & CONDITIONS	(i) Reimbursement of business expenses actually and properly incurred in course of business of the Company shall be allowed.
	(ii) Exception to section 185, loan may be provided to Managing Director, pursuant to Rules & regulation framed there under to the extent applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) as per the Act.
	(iii) No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.

RESOLVED FURTHER THAT on the recommendation of the Audit Committee, the Nomination & Remuneration Committee and the Board of Directors, consent of shareholders of the Company be and are hereby accorded for payment of remuneration amounting to Rs. 360 lakhs per annum



(excluding Perquisites) as described above to Mr. Sunil Raghuvirprasad Agarwal, Chairman & Managing Director of the company (DIN:- 00265303) w.e.f. 1st July, 2027.

RESOLVED FURTHER THAT the Board of Directors and the Committee(s) be and are hereby authorized to alter and vary the terms and conditions, from time to time, in such manner as the Board may deem fit, subject to the overall limit of remuneration approved by the shareholders”.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his tenure, the remuneration shall be paid subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

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

6) APPOINTMENT OF MR. AAYUSH KAMLESHBHAI SHAH (DIN: 10149440) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY.

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

“RESOLVED that Mr. Aayush Kamleshbhai Shah (DIN: 10149440), who was appointed as an Additional Director of the Company with effect from 06th February, 2026 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of provisions of Section 161(1) of the Companies Act, 2013 (‘the Act’) read with related the rules framed thereunder (including any modification or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the Article 131 of the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company, be and is hereby appointed as a Director (Non-executive and Independent) of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable Regulations of the SEBI Listing Regulations, as amended from time to time, the appointment of Mr. Aayush Kamleshbhai Shah (DIN: 10149440), who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 06th February, 2026 to 05th February, 2031 (both days inclusive), be and is hereby approved.”

7) APPOINTMENT OF MS. ANKITA VIVEKKUMAR SHAH (DIN: 10559374) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY.

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

“RESOLVED that Ms. Ankita Vivekkumar Shah (DIN: 10559374), who was appointed as an Additional Director of the Company with effect from 06th February, 2026 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of provisions of Section 161(1) of the Companies Act, 2013 (‘the Act’) read with related the rules framed thereunder (including any modification or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations



and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Article 131 of the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company, be and is hereby appointed as a Director (Non-executive and Independent) of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable Regulations of the SEBI Listing Regulations, as amended from time to time, the appointment of Ms. Ankita Vivekkumar Shah (DIN: 10559374), who had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 06th February, 2026 to 05th February, 2031 (both days inclusive), be and is hereby approved."

8) APPOINTMENT OF MS. HEMA LAKHMICHAND ADVANI (DIN: 10764751) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY.

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

"RESOLVED that Ms. Hema Lakhmichand Advani (DIN: 10764751), who was appointed as an Additional Director of the Company with effect from 13th August, 2026 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with related the rules framed thereunder (including any modification or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Article 131 of the Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company, be and is hereby appointed as a Director (Non-executive and Independent) of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable Regulations of the SEBI Listing Regulations, as amended from time to time, the appointment of Ms. Hema Lakhmichand Advani (DIN: 10764751), who had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 13th August, 2026 to 12th August, 2031 (both days inclusive), be and is hereby approved."

9) APPOINTMENT OF MS. KIRAN NITESH PRAJAPATI (DIN: 11869440) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY.

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

"RESOLVED that Ms. Kiran Nitesh Prajapati (DIN: 11869440), who was appointed as an Additional Director of the Company with effect from 13th August, 2026 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with related the rules framed thereunder (including any modification or re-enactment thereof), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Article 131 of the



Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company, be and is hereby appointed as a Director (Non-executive and Independent) of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable Regulations of the SEBI Listing Regulations, as amended from time to time, the appointment of Ms. Kiran Nitesh Prajapati (DIN: 11869440), who had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 13th August, 2026 to 12th August, 2031 (both days inclusive), be and is hereby approved."

10) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-2027.

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"), 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.10 Crores only for the FY 2026-27 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.”

11) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-2027.

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.750 Crores only for the FY 2026-27 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.”

12) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2026-2027.

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.750 Crores only for the FY 2026-27 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.”

13) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2026-2027.

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Developers LLP (“HYSD”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.350 Crores only for the FY 2026-27 in the nature of:-

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

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

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



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

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

14) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS LIFECARE LLP FOR THE FINANCIAL YEAR 2026-2027.

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 Lifecare LLP (“HYS Lifecare”), 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 2026-27 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 Lifecare LLP , 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."

15) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH THE SAGAR TEXTILE MILLS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-2027.

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 THE SAGAR TEXTILE MILLS PRIVATE LIMITED, 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 2026-27 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 THE SAGAR TEXTILE MILLS PRIVATE LIMITED, 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.



RAGHUVIR SYNTHETICS LIMITED

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."

Date : **03.09.2026**
PLACE : **AHMEDABAD**

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

Regd. Office:

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

Sunil Raghubirprasad Agarwal
(Chairman & Managing Director)
DIN : 00265303

**NOTES:**

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

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

- 2) Proxy Forms, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 3) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- 4) The Register of Members and Share Transfer Books of the Company will remain close from 22th September, 2026 to 28th September, 2026 (both days inclusive) for the purpose of the 44TH 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. MUFG India Private Limited, 506 To 508, Amarnath Business Centre-1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. Chimanlal Girdharlal Rd., Sardar Patel Nagar, Ellisbridge, Ahmedabad-380006, Gujarat, India in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

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



by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at **www.raghuvir.com** and on the website of the Company's RTA at <https://in.mpms.mufig.com>. 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 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. In furtherance of the Green Initiative, physical copy of the Notice of the AGM along with the Annual Report is being sent by the permitted modes to those Members whose e-mail addresses are not registered. Members may note that the Notice and Annual Report will also be available on the Company's website at **www.raghuvir.com**, website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com**
- 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. MUFG 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@in.mpms.mufig.com**
- 14) The SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020, has fixed 31st March, 2021 as the Cut-off date for re-lodgement of Transfer Deeds and any request received after 31st March, 2021 cannot be accepted unless the securities are held in dematerialized form.
- 15) The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
- 16) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be, immediately of:-
 - The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE account with a Bank in India, if not furnished earlier.
- 17) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 4 to 15 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also given below:



RAGHUVIR SYNTHETICS LIMITED

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

Name	Mr. Yash Sunil Agarwal
DIN	02170408
Age as on 31st March, 2026	37 Years (About)
Qualification & Experience	He has an experience of more than 14 years in the Textile Industry
Relationship with other Directors/ Manager/KMP	He is son of Mr. Sunil Raghubirprasad Agarwal & Mrs. Pamita Sunil Agarwal and Brother of Mr. Hardik Sunil Agarwal
Remuneration sought to be paid	NIL
Date of first appointment on the Board	08.07.2011
List of Directorship in other Company / Committees membership in other Companies as on 31st March, 2026	1) Raghuvir Exim Limited 2) HYS Industries Private Limited 3) The Sagar Textile Mills Private Limited 4) White Water Exim Private Limited 5) Dreamsoft Bedsheets Private Limited 6) H. Dev Chemical Private Limited
	He holds 1 membership in the Board Committee of Raghuvir Exim Limited Company.
No. of meeting attended during the year	15 Board Meetings were attended during the FY 2025-26
No. of shares held as on 31st March, 2026	43,92,030 Equity Shares
Terms and Conditions of appointment or re-appointment	Re-appointment is as per the provisions of the Companies Act, 2013

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

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

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

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **<https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **<https://eservices.nsdl.com/>** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **jinang@csjinangshsh.com** with a copy marked to **evoting@nsdl.com** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at **evoting@nsdl.com**



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **info@raghuvir.com**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **info@raghuvir.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

- (i) The e-voting period commences on 25th September, 2026 at 9.00 a.m. and ends on 27th September, 2026 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 21st September, 2026 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 44TH Annual General Meeting via e-voting would not be entitled to vote at the meeting venue.
- (iv) The Board of Directors has appointed Mr. Jinang Dinesh Kumar Shah, Proprietor of M/s. Jinang Shah & Associates, Practicing Company Secretary, Ahmedabad, having COP NO. 14215 as the Scrutinizer to scrutinize the e-voting process as well as voting during the AGM in a fair and transparent manner for the 44TH Annual General Meeting of the Company.
- (v) The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast (votes cast during the AGM and votes cast prior to the AGM) in favour or against, if any, to the Chairman of the Company, who shall counter sign the same.
- (vi) The Results shall be declared on the date of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.raghuvir.com** and on the website of NSDL **https://www.evoting.nsdl.com/** within two days of the passing of the resolutions at the AGM of the Company and communicate to the Stock Exchange(s), where the shares of the Company are listed.
- (vii) All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre at **evoting@nsdl.com**.



RAGHUVIR SYNTHETICS LIMITED

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 44TH Annual General Meeting of the Company. Facility for voting through ballot paper shall also be made available at the AGM.

CONTACT DETAILS	
Company	RAGHUVIR SYNTHETICS LIMITED
Registrar and Transfer Agent (RTA)	M/S. MUFG 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 : ahmedabad@in.mpms.mufg.com Contact: 079-26465179
E-voting Agency	NSDL E-mail: evoting@nsdl.com Contact: 022 - 4886 7000 and 022 - 2499 7000
Scrutinizer	Mr. Jinang Dinesh Kumar Shah, Proprietor of M/s. Jinang Shah & Associates, Practicing Company Secretary 44, Sanidhya Complex, Opp. Sanyas Ashram, Nr. Devnandan Mall, Ashram Road, Ahmedabad, Gujarat - 380009. Contact: 9427422902 Email: jinang@csjinangshah.com

Date : **03.09.2026**
Place: **Ahmedabad**

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

Regd. Office:

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

Sunil Raghubirprasad Agarwal
(Chairman & Managing Director)
DIN : 00265303

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

THE FOLLOWING STATEMENT, AS REQUIRED UNDER THE SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT') AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ('SEBI LISTING REGULATIONS'), SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NOS. 4 TO 15 OF THE ACCOMPANYING NOTICE

ITEM NO. 4: CONFIRMATION AND RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

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 03rd September, 2026, 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 2026-2027. 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 2026-2027 as set out in the resolution for aforesaid services to be rendered by them. The Board of Directors recommends the resolution at Item No. 4 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. 4.

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

ITEM NO. 5: RE-APPOINTMENT OF MR. SUNIL RAGHUBIRPRASAD AGARWAL AS THE CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY.

Mr. Sunil Raghuvirprasad Agarwal is a Promoter and Chairman & Managing Director of the Company holding 1,21,66,240 shares of the company. The present terms of appointment of Mr. Sunil Raghuvirprasad Agarwal is valid up to 30.06.2027. The Audit Committee, Nomination & Remuneration Committee and the Board of Directors recommended and approved subject to approval of members at the 44th Annual General Meeting of company, the re-appointment & terms & conditions of appointment and remuneration of Mr. Sunil Raghuvirprasad Agarwal (DIN: 00265303) designated as the Chairman & Managing Director of the company w.e.f. 1st July, 2027 for period of 5 years from the end of the present appointment tenure i.e. re- appointed for period from 1st July, 2027 to 30th June, 2032 provided that terms & conditions of appointment and remuneration are within the limit as specified under the relevant provisions of Sections 196, 197 and Schedule V to the Companies Act, 2013 ("the Act"). Mr. Sunil Raghuvirprasad Agarwal is one of Key Managerial Personnel of the company. Looking to the Managerial and business acumen and devotion to the duty and growth that has been achieved by the Company during in his tenure, the management of the Company has decided to re-appoint him as the Chairman & Managing Director of the Company.

In the opinion of the Board, Mr. Sunil Raghuvirprasad Agarwal (DIN: 00265303) fulfils the conditions specified under Section 196 read with Schedule V of the Companies Act and rules. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and has given his consent to act as a Chairman & Managing Director of the Company.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and details as required under ICSI Secretarial Standard SS-2 are set out in the annexure to the Explanatory Statement.



RAGHUVIR SYNTHETICS LIMITED

Name	Sunil Raghubirprasad Agarwal
DIN	00265303
Age as on 31st March, 2026	62 Years (About)
Qualification & Experience	He has an experience of more than 44 years in the Textile Industry
Relationship with other Directors/ Manager/ KMP	He is husband of Mrs. Pamita Sunil Agarwal, Non-executive Director, and Father of Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal, Managing Directors of the Company
Remuneration sought to be paid and the last drawn remuneration	RS. 360 Lakhs Per Annum + Perquisites
Date of first appointment on the Board	18.08.1982
List of Directorship in other Company / Committees membership in other Companies as on 31st March, 2026	1) Raghuvir Exim Limited 2) HYS Industries Private Limited 3) White Water Exim Private Limited 4) Dreamsoft Bedsheets Private Limited 5) H. Dev Chemical Private Limited He holds membership in 2 Board Committees of Raghuvir Exim Limited
No. of meeting attended during the year	15 Board Meetings were attended during the FY 2025-26
No. of shares held as on 31st March, 2026	1,21,66,240 Equity Shares
Terms and Conditions of appointment or re-appointment	Re-appointment for a further period of 5 years from 1st July, 2027 to 30th June, 2032 as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations

In terms of the requirements as per the Section II of Part II of Schedule V to the Act, the information is as furnished below:

I. GENERAL INFORMATION:

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



RAGHUVIR SYNTHETICS LIMITED

4	Financial performance based on given indicators	Financial Performance of the Company for the year ended 31st March, 2026 Revenue from operations:- 25519.13 Lakhs Other Income:- 137.23 Lakhs Total Expenditure:- 25784.04 Lakhs Net loss before tax:- 127.68 Lakhs Loss after tax (inclusive of comprehensive income):- 136.40 Lakhs		
5.	Export performance and foreign exchange earned for the financial year ended 31st March, 2026	FOREIGN EXCHANGE EARNING AND OUT GO: IN RS.		
		PARTICULARS	2025-2026	2024-2025
		i. Total Foreign Exchange Used	45,16,512/-	4,14,18,225/-
		ii. Total Foreign Exchange Earned (on F.O.B. basis)	-	-
6.	Foreign investments or collaborations, if any.	Not Applicable		

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details	Name:- Mr. Sunil Raghubirprasad Agarwal Designation:- Chairman & Managing Director Age:- 62 Years Experience:- Above 44 Years Qualification:- B.Com. Mr. Sunil Raghubirprasad Agarwal is a Director of the Company for more than 44 years. Mr. Sunil Raghubirprasad Agarwal is also associated with the below mentioned companies and LLP as on 31st March, 2026.	
		COMPANY/LLP	DESIGNATION
		RAGHUVIR EXIM LIMITED	Joint Managing Director
		HYS INDUSTRIES PRIVATE LIMITED	Director
		WHITE WATER EXIM PRIVATE LIMITED	Director
		H. DEV CHEMICAL PRIVATE LIMITED	Director
		DREAMSOFT BEDSHEETS PRIVATE LIMITED	Director
		HYS DEVELOPERS LLP	Designated Partner
		HYS LIFECARE LLP	Designated Partner
		KRISHNA BANS LLP	Designated Partner
		AYA REALTY SOLUTIONS LLP	Designated Partner
		HYS AGRO LLP	Designated Partner
2	Past remuneration	RS. 360 Lakhs per annum + Perquisites	



3	Recognition or awards	Not Applicable	
4	Job profile and his suitability	Mr. Sunil Raghubirprasad Agarwal has attained age of 62 years (D.O.B.: 18th December, 1964). He has a rich and varied experience in the industry and has been from more than 44 years as the Director of the company. It would be in the interest of the Company to continue to avail of his considerable expertise as a Chairman & Managing Director of the Company. He is responsible for Framework for Operational Planning and Increasing Organizational Effectiveness. He is responsible for setting the ultimate direction for the corporation, for reviewing, understanding, assessing, and approving specific strategic directions and initiatives; and for assessing and understanding the issues, forces, and risks that define and drive the company's long-term performance. He is responsible for the smooth and profitable operation of a company's affairs. He supervises and provides consultation to management on strategic planning decisions & sustainability. He is also responsible to perform such other duties as may from time to time be entrusted by the board.	
5	Remuneration proposed	1. SALARY	Basic: Rs. 3.5 Lakh p.m. (Rs. 42 Lakhs P.a.)
		Other allowances:	Rs. 26.5 Lakh p.m. (Rs. 318 Lakhs P.a.)
		2. PERQUISITES	Perquisites will be allowed in addition to salary as under:
		Provident Fund:	The Company shall contribute towards provident fund as per the rules of the Company.
		Gratuity:	Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.
		Leave & Encasement of Leave:	As per the rules of Company.
		The above benefit shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.	
		3. OTHER TERMS & CONDITIONS	Reimbursement of business expenses actually and properly incurred in course of business of the Company shall be allowed.



		Exception to section 185, loan may be provided to Managing Director, pursuant to Rules & regulation framed there under to the extent applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) as per the Act. No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any.	Apart from Mr. Sunil Raghubirprasad Agarwal, a Chairman & Managing Director of the Company, he holds 1,21,66,240 Equity Shares of the Face value of Re. 1/- each of the Company in his individual capacity. Mr. Sunil Raghubirprasad Agarwal is husband of Mrs. Pamita Sunil Agarwal, Non-executive Director, and Father of Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal, Managing Directors of the Company.
1.	General Obligation:	(i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors. (iii) The Managing Director shall adhere to the Company's Code of Conduct. (iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 1 (one) month's prior notice in writing.

**III. OTHER INFORMATION:**

1	Reasons of loss or inadequate profits	The business environment has been increasingly challenging and margins continue to remain under pressure. The Textile component of industry foresees rising costs of inputs, labour and power to be the key challenges in the financial year 2025-26. To counter these key challenges, cost control and risk management have emerged as the key strategic focus areas for textile companies for the financial year 2026-27.
2	Steps taken or proposed to be taken for improvement	To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, alongside working on improvements in process and controls. These cut across manufacturing, supply, chain, quality and other domains, and address issues of cost controls, value analysis.
3	Expected increase in productivity and profits in measurable terms	The above measure undertaken is expected to yield positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

(IV) DISCLOSURES

1.	The Shareholders of the Company shall be informed of the remuneration package of the managerial person.	The remuneration payable to Mr. Sunil Raghubirprasad Agarwal is stated above.
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Mr. Sunil Raghubirprasad Agarwal, himself and three other directors, Mrs. Pamita Sunil Agarwal, Non-Executive Director, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal, Managing Directors of the Company, being related to Mr. Sunil Raghubirprasad Agarwal may be deemed to be concerned or interest in the resolution. There are no other directors and key managerial personnel of the Company who are concerned or interest in the above resolution.

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

ITEM NO. 6: APPOINTMENT OF MR. AAYUSH KAMLESHBHAI SHAH (DIN: 10149440) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("the Committee"), has appointed Mr. Aayush Kamleshbhai Shah (DIN: 10149440) as an Additional Director (Category: Non-Executive and Independent) on the Board of the Company w.e.f. 06th February, 2026 in terms of provisions of Sections 149 161, Schedule- IV, and other applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Board hereby, based on the recommendation of the Committee, proposes his appointment as the Director (Category: Non-Executive and Independent) of the Company in this Annual General Meeting for a period of five years effective from 6th February, 2026 to 5th February, 2031 (both days inclusive) and would not be liable to retire by rotation.

In the opinion of the Board, Mr. Aayush Kamleshbhai Shah (DIN: 10149440) fulfils the conditions specified under Section 149(6) read with Schedule IV of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for his appointment as an Independent Director and



is also independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Independent Director of the Company.

Additional Information as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) with respect to appointment or re-appointment of Director is provided as Annexure-I to this Explanatory Statement.

Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director of the Company and accordingly, recommends passing of the Resolution set out in Item No. 6 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Aayush Kamleshbhai Shah (being the appointee), none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 6.

ITEM NO. 7 APPOINTMENT OF MS. ANKITA VIVEKKUMAR SHAH (DIN: 10559374) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("the Committee"), has appointed Ms. Ankita Vivekkumar Shah (DIN: 10559374) as an Additional Director (Category: Non-Executive and Independent) on the Board of the Company w.e.f. 06th February, 2026 in terms of provisions of Sections 149 161, Schedule- IV, and other applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Board hereby, based on the recommendation of the Committee, proposes her appointment as the Director (Category: Non-Executive and Independent) of the Company in this Annual General Meeting for a period of five years effective from 6th February, 2026 to 5th February, 2031 (both days inclusive) and would not be liable to retire by rotation.

In the opinion of the Board, Ms. Ankita Vivekkumar Shah (DIN: 10559374) fulfils the conditions specified under Section 149(6) read with Schedule IV of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for her appointment as an Independent Director and is also independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director of the Company.

Additional Information as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) with respect to appointment or re-appointment of Director is provided as Annexure-I to this Explanatory Statement.

Considering her knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director of the Company and accordingly, recommends passing of the Resolution set out in Item No. 7 of the accompanying Notice as an Ordinary Resolution.

Except Ms. Ankita Vivekkumar Shah (being the appointee), none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 7.

ITEM NO. 8 APPOINTMENT OF MS. HEMA LAKHMICHAND ADVANI (DIN: 10764751) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("the Committee"), has appointed Ms. Hema Lakhmichand Advani (DIN: 10764751) as an Additional Director (Category: Non-Executive and Independent) on the Board of the Company w.e.f. 13th August, 2026 in terms of provisions of Sections 149 161, Schedule- IV, and other applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements)



Regulations, 2015 ("SEBI Listing Regulations"). The Board hereby, based on the recommendation of the Committee, proposes her appointment as the Director (Category: Non-Executive and Independent) of the Company in this Annual General Meeting for a period of five years effective from 13th August, 2026 to 12th August, 2031 (both days inclusive) and would not be liable to retire by rotation.

In the opinion of the Board, Ms. Hema Lakhmichand Advani (DIN: 10764751) fulfils the conditions specified under Section 149(6) read with Schedule IV of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for her appointment as an Independent Director and is also independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director of the Company.

Additional Information as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) with respect to appointment or re-appointment of Director is provided as Annexure-I to this Explanatory Statement.

Considering her knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director of the Company and accordingly, recommends passing of the Resolution set out in Item No. 8 of the accompanying Notice as an Ordinary Resolution.

Except Ms. Hema Lakhmichand Advani (being the appointee), none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 8.

ITEM NO. 9 APPOINTMENT OF MS. KIRAN NITESH PRAJAPATI (DIN: 11869440) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE AND INDEPENDENT) OF THE COMPANY

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee ("the Committee"), has appointed Ms. Kiran Nitesh Prajapati (DIN: 11869440) as an Additional Director (Category: Non-Executive and Independent) on the Board of the Company w.e.f. 13th August, 2026 in terms of provisions of Sections 149 161, Schedule- IV, and other applicable provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Board hereby, based on the recommendation of the Committee, proposes her appointment as the Director (Category: Non-Executive and Independent) of the Company in this Annual General Meeting for a period of five years effective from 13th August, 2026 to 12th August, 2031 (both days inclusive) and would not be liable to retire by rotation.

In the opinion of the Board, Ms. Kiran Nitesh Prajapati (DIN: 11869440) fulfils the conditions specified under Section 149(6) read with Schedule IV of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations for her appointment as an Independent Director and is also independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director of the Company.

Additional Information as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) with respect to appointment or re-appointment of Director is provided as Annexure-I to this Explanatory Statement.

Considering her knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director of the Company and accordingly, recommends passing of the Resolution set out in Item No. 9 of the accompanying Notice as an Ordinary Resolution.

Except Ms. Kiran Nitesh Prajapati (being the appointee), none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 9.


ITEM NO. 10: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27

The Dreamsoft Bedsheets Private Limited (DBPL) is a group 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.10 Crores only to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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

S.N.	Particulars	Details
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dreamsoft Bedsheets Private Limited is a Company in which director or his relative is 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.10 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2026-27
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	~3.91%
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.
2	Information to shareholders	
2.1	Name of the related party	Dreamsoft Bedsheets Private Limited
2.2	Nature of relationship	Dreamsoft Bedsheets Private Limited is a Company in which director or his relative is 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 DBPL have the following common Directors:
		Mr. Sunil Raghubirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal
2.8	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company.

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 FOR THE FINANCIAL YEAR 2026-27

The 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. 750 Crores only to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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



S.N.	Particulars	Details
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	HYS Industries Private Limited is a company in which Director or his relative is 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. 750 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2026-27
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	~293.89%
1.5	Justification as to why RPT is in interest of the Company	HYSI has good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply.
2	Information to shareholders	
2.1	Name of the related party	HYS Industries Private Limited
2.2	Nature of relationship	HYSI is a company in which Director or his relative is 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:	NA

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

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 RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2026-27

The 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. 750 Crores only to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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

S.N.	Particulars	Details
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Raghuvir Exim Limited is a company in which Director or his relative is 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.750 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2026-27
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	~293.89%
1.5	Justification as to why RPT is in interest of the Company	REL is one of the leading exporter for bedsheets, pillow covers, etc., In export market, REL has achieved consistency in supplying quality materials in time bound manner. The Company by entering into various transactions with REL can gain the advantage of brand name created by REL in export market.



2	Information to shareholders	
2.1	Name of the related party	Raghuvir Exim Limited
2.2	Nature of relationship	REL is a company in which Director or his relative is 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, Mr. Yash Sunil Agarwal, Mr. Hardik Sunil Agarwal
2.8	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company.

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

**ITEM NO. 13: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2026-27**

HYS Developers LLP (HYSD) is an 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.350 Crores only to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

Details of the proposed transactions with 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:

S.N.	Particulars	Details
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	HYS Developers LLP is an LLP who's Designated Partners are Directors in the Company
1.2	Type/nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and



		c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.350 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2026-27
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	~137.15
1.5	Justification as to why RPT is in interest of the Company	HYSD has good relations with suppliers and export buyers. They can supply quality goods at reasonable cost to us. The Company can supply them goods for their export or local supply.
2	Information to shareholders	
2.1	Name of the related party	HYS Developers LLP
2.2	Nature of relationship	HYSD is an 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 Raghubirprasad Agarwal, Mr. Yash Sunil Agarwal and Mr. Hardik Sunil Agarwal
2.8	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company.

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

ITEM NO. 14: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS LIFECARE LLP FOR THE FINANCIAL YEAR 2026-27

HYS Lifecare LLP (HYSL) is an 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 HYSL 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 HYSL for an aggregate value of up to Rs.150 Crores only to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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



RAGHUVIR SYNTHETICS LIMITED

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

S.N.	Particulars	Details
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	HYS LIFECARE LLP is an 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 2026-27
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	~58.77%
1.5	Justification as to why RPT is in interest of the Company	HYSL has good relations with Buyer. They can Purchase quality goods at reasonable cost.
2	Information to shareholders	
2.1	Name of the related party	HYS LIFECARE LLP
2.2	Nature of relationship	HYSL is an 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:	NA



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

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

ITEM NO. 15: APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH THE SAGAR TEXTILE MILLS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27

The Sagar Textile Mills Private Limited (STMPL) is a group company. As part of Raghuvir Group Strategy, the Company is proposing to enter into various transactions with STMPL 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 STMPL for an aggregate value of up to Rs. 50 Crores only to be entered during FY 2026-27. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

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

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

S.N.	Particulars	Details
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
1.1	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	The Sagar Textile Mills Private Limited is a company in which Director or his relative is Member or Director
1.2	Type/nature, material terms, monetary value and particulars of the proposed RPTs	a) Sale of Goods and Services, Stores and Spares, Fixed Assets; b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement. All the transactions will be on arm's length basis and in the ordinary course of business. Transactions amount will not exceed Rs.50 Crore.
1.3	*Tenure of the proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial Year 2026-27
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	~19.59%
1.5	Justification as to why RPT is in interest of the Company	STMPL is one of the leading Textile Company, STMPL has achieved consistency in supplying quality materials



		in time bound manner. The Company by entering into various transactions with STMPL & can gain Business advantage
2	Information to shareholders	
2.1	Name of the related party	The Sagar Textile Mills Private Limited
2.2	Nature of relationship	STMPL is a company in which Director or his relative is 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 STMPL have the following common Directors: 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.



RAGHUVIR SYNTHETICS LIMITED

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. 15 of the accompanying Notice to the Members for approval as an Ordinary Resolution.

Date : **03.09.2026**
Place: **Ahmedabad**

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

Regd. Office:

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

Sunil Raghubirprasad Agarwal
(Chairman & Managing Director)
DIN : 00265303



RAGHUVIR SYNTHETICS LIMITED

“ANNEXURE-I”

Additional Information as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS- 2) with respect to appointment or re-appointment of Director

Name of the Director	Mr. Aayush Kamleshbhai Shah	Ms. Ankita Vivekkumar Shah	Ms. Hema Lakhmichand Advani	Ms. Kiren Nitesh Prajapati
Age	35 Years	36 Years	38 Years	39 Years
Qualifications	He holds a degree of Bachelors in commerce and Professional Degree of Company Secretary and Bachelor of Laws (LLB).	She holds a degree of Bachelors in commerce and Professional Degree of company Secretary and Bachelor of Laws.	He holds a Bachelor's degree in Science from Gujarat University.	He holds a Bachelor's degree in Commerce from Gujarat University.
Experience	He has overall Experience of 8 years as a Company Secretary and having relevant experience in the area of corporate laws, Security Laws, Capital Market, Corporate Governance, FEMA compliances, Listing process Liaison with regulatory authorities as well as various compliances under financial Services.	She has overall Experience of 8 years as a Company Secretary and having relevant experience in the area of corporate laws, Security Laws, Capital Market, Corporate Governance, FEMA compliances, Listing process Liaison with regulatory Authorities as well as various compliances under financial Services.	Ms. Hema Lakhmichand Advani is a member of the Institute of Company Secretaries of India having membership number A40537. She has also completed her Masters in Business Administration. She has vast knowledge and experience of more than 10 years in the field of Corporate laws and Securities laws.	A Qualified Company Secretary with over 8 years of experience in corporate governance, compliance management, regulatory affairs, and secretarial practices. She has extensive experience in ensuring compliance with the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, Takeover Code, and other applicable corporate laws for listed entities.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Mr. Aayush Kamleshbhai Shah is appointed as an Additional Director (Non executive, Independent Director) on the Board of the Company w.e.f. 06th February, 2026 for a term of 5 (five) years, subject to the approval of shareholders. Remuneration: Not Applicable	Ms. Ankita Vivekkumar Shah is appointed as an Additional Director (Non-executive, Independent Director) on the Board of the Company w.e.f. 06th February, 2026 for a term of 5 (five) years, subject to the approval of shareholders. Remuneration: Not Applicable	Ms. Hema Lakhmichand Advani is appointed as an Additional Director (Non-executive, Independent Director) on the Board of the Company w.e.f. 13th August, 2026 for a term of 5 (five) years, subject to the approval of shareholders. Remuneration: Not Applicable	Ms. Kiren Nitesh Prajapati is appointed as an Additional Director (Non-executive, Independent Director) on the Board of the Company w.e.f. 13th August, 2026 for a term of 5 (five) years, subject to the approval of shareholders. Remuneration: Not Applicable



RAGHUVIR SYNTHETICS LIMITED

Name of the Director		Mr. Aayush Kamleshbhai Shah	Ms. Ankita Vivekkumar Shah	Ms. Hema Lakhmichand Advani	Ms. Kiren Nitesh Prajapati
Date of first appointment on the Board		06-02-2026	06-02-2026	13/08/2026	13/08/2026
Shareholding in the company		Nil	Nil	Nil	Nil
Relationship with Director, Manager and other Key Managerial Personnel of the company		NA	NA	NA	NA
The number of Meetings of the Board attended during the year (2025-2026)		03	03	NA	NA
Other Directorships		1. Fonebox Retail Limited 2. Siddhi Cotspin Limited 3. H.M. Electro Mech 4. Invicta Diagnostic Limited 5. Katex Exim Limited 6. Sera Investments & Finance India Limited 7. Castora Agri Commodities Limited	1. Laxmi Security(Gujarat) Limited	1. Transwind Infrastructures Limited 2. Enprocon Enterprise Limited 3. Aadeshwar Houseware Limited	NIL NIL
Membership/ Chairmanship of committees of other Boards	Member ship of Committee	Chairmanship of committee	Member in Nomination & Remuneration Committee.	Membership of Committee-	
	Fonebox Retail Limited- Nomination & Remuneration committee	Fonebox Retail Limited -Audit Committee		Enprocon Enterprise Limited- 1. Audit Committee 2. Nomination & Remuneration committee	
	Siddhi Kotspin Limited 1 Audit Committee 2 Nomination & Remuneration committee 3 Corporate social Responsibility committee	H.M. Electro Mech Limited 1. Audit Committee 2. Nomination & Remuneration committee 3. corporate social Responsibility committee		Transwind Infrastructures Limited- 1. Audit Committee 2. Nomination & Remuneration committee	



RAGHUVIR SYNTHETICS LIMITED

Name of the Director		Mr. Aayush Kamleshbhai Shah	Ms. Ankita Vivekkumar Shah	Ms. Hema Lakhmichand Advani	Ms. Kiren Nitesh Prajapati
Membership/ Chairmanship of committees of other Boards	H.M. Electro Mech Limited 1 Stakeholder Relationship Committee	Invicta Diagnostic Limited 1. Audit Committee 2. Nomination & Remuneration committee			
	Invicta Diagnostic Limited 1.CSR Committee	Sera Investment and Finance India Limited 1. Nomination & Remuneration committee			
	Sera Investment and Finance India Limited 1 A u d i t Committee 2 Stakeholder Relationship Committee				
Listed Entity name in which resigned past three year.		1. DCG Cables & Wires Limited 2. IEL Limited			