



## **RAGHUVIR SYNTHETICS LIMITED**

**NR. GUJARAT BOTTLING, RAKHIAL ROAD,  
RAKHIAL, AHMEDABAD-380 023. (INDIA)**

**PHONE : 079-22910963-1015-1902**

**E-mail : raghuvirad1@sancharnet.in**

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



**35<sup>th</sup>  
Annual Report  
2016-2017**

**Board of Directors**

Shri Sunil R. Agarwal  
Shri Yash S. Agarwal  
Shri Hardik S. Agarwal  
Shri Pamitadevi S. Agarwal  
Shri Samirbhai R. Sheth  
Shri Kamalbhai B. Patel  
Shri Anup R. Agarwal  
Shri Nisitbhai C. Joshi

Chairman & Managing Director  
Director  
Director  
Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

**AUDITORS**

M/s. G. K. Choksi & Co.  
Ahmedabad.

**INTERNAL AUDITORS**

M/s. Anilkumar Sheth & Co.  
Ahmedabad.

**BANKERS**

HDFC Bank Ltd.

**REGISTERED OFFICE & MILLS**

Rakhial Road, Rakhial,  
Ahmedabad-380 023. (Gujarat)

**WIND FARM PROJECT**

Village - Lambha,  
Taluka - Kalyanpur,  
Dist. - Jamnagar (Gujarat)

**REGISTRAR & SHARE TRANSFER AGENTS**

506 TO 508, AMARNATH BUSINESS CENTRE-1 (ABC-1)  
BESIDE GALA BUSINESS CENTRE, NEAR XT XAVIER'S COLLEGE CORNER  
OFF C G ROAD, NAVRANGPURA, AHMEDABAD-380009  
Ph no. 079-26465179 Email : [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

# **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON THURSDAY, 28<sup>TH</sup> DAY OF SEPTEMBER, 2017, AT 12.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:**

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2017, the Audited Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Yash Sunil Agarwal (DIN: 02170408), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

### **APPOINTMENT OF ASHOK K. BHATT & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY**

**"RESOLVED THAT** pursuant to the Provisions of Section 139(1) and other applicable Provisions, if any, of the Companies Act, 2013, M/s. Ashok K. Bhatt & Co., Chartered Accountants, Ahmedabad [ Firm Registration No. : 100657W ], be and are hereby appointed as new Statutory Auditor of the Company to hold office for a period of 5(Five) year from the ensuing 35<sup>th</sup> annual general meeting till the conclusion of 40<sup>th</sup> annual general meeting of the company ( i.e from 2017-2018 to 2021-2022 ) in place of M/S. G. K Choksi & Co., Chartered Accountants [ Firm Registration No. : 101895W ] statutory auditor of the company whose terms expire in the ensuing 35<sup>th</sup> Annual general meeting of the company at such remuneration to be decided by and between the Statutory Auditors and the Board of Directors of the Company. The appointment is subject to the approval of members in the ensuing 35<sup>th</sup> Annual General Meeting of the company.

## **SPECIAL BUSINESS:**

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

### **RE-APPOINTMENT OF MR. SUNIL R. AGARWAL AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable and subject to approval of members and such other approvals as may be necessary be , consent of the Company be and is hereby accorded for the re-appointment of Mr. Sunil R. Agarwal (holding DIN 00265303) as Chairman & Managing Director of the Company for a period of five years from 1<sup>st</sup> July, 2017 to 30<sup>th</sup> June, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board ) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

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

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

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

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

**APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR 2017-18 WITH RAGHUVIR EXIM LTD:**

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

Sr. No.	Nature of Transaction	Estimated Value of transactions for the financial year 2017-2018	
1.	Sale, Purchase or supply of any goods or materials	Transaction Amount not Exceeding Rs. 75 Crores (Rupees Seventy-five crores only)	

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

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

**DATE: 17/08/2017**

**PLACE: AHMEDABAD**

**Regd. Office:**

**Rakhial Road, Rakhial,**

**Ahmedabad-380023, Gujarat**

**CIN: - L17119GJ1982PLC005424**

**SUNIL R. AGARWAL**

**CHAIRMAN & MANAGING DIRECTOR**

**DIN:-00265303**



**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXY IN FORM NO MGT-11 TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2017 to Thursday, 28<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
4. The members are requested to intimate their change of address, if any, immediately to the Company & its Registrar And Transfer Agent (RTA) Viz. LINK INTIME INDIA PVT. LTD., 506 TO 508, AMARNATH BUSINESS CENTRE - 1 (ABC-1), BESIDE GALA BUSINESS CENTRE, NEAR XT. XAVIER'S COLLEGE CORNER, OFF C G ROAD, NAVRANGPURA, AHMEDABAD - 380009 quoting their Folio No. or Client ID No.
5. Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
6. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
7. Nomination facility is available to the Share holders in respect of share held by them.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item numbers 4 to 8 is annexed.
10. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

Name	Mr. Yash Sunil Agarwal	Mr. Sunil R. Agrawal
Date of Birth	08/01/1989	18/12/1964
DIN No.	02170408	00265303
No. of Equity Shares held in the Company	4,39,203	11,80,403
Relationship with other Directors/ Manager/KMP	Son of Mr. Sunil R Agarwal & Mrs. Pamita S. Agarwal, Brother of Mr. Hardik S Agarwal	Husband of Mrs. Pamita S. Agarwal, Father of Mr. Yash S Agarwal and Mr. Hardik S Agarwal
Education Qualification	B.COM	B.COM
Profile & Expertise in Specific functional Areas	He has over 10 years of experience in textile sector	He has over 35 years of experience in textile sector

<b>List of other Directorship /Committee membership in other Public Companies as on 31<sup>st</sup> March, 2017.</b>	1. Raghuvir Exim Limited 2. Sagar Textiles Mills Private Limited 3. HYS DEVELOPERS LLP 4. HYS LIFECARE LLP	1. Raghuvir Exim Limited 2. Sagar Textiles Mills Private Limited 3. HYS DEVELOPERS LLP 4. HYS LIFECARE LLP
<b>Terms and Conditions of appointment or re-appointment</b>	Executive Director, liable to retire by rotation	Chairman & Managing Director, liable to retire by rotation

11. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent by the permitted mode.
12. Any Shareholder of the Company interested in obtaining a physical form of Annual Report may write to the Company Secretary at the registered office of the Company and the same is uploaded on the Company's website <http://www.raghuvir.com/> which may accessed by the members.
13. Voting through electronic means:  
 The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

#### **Voting Process and other Instructions regarding Remote e-voting:**

##### **SECTION A - E-VOTING PROCESS -**

Step 1: Open your web browser during the voting period and log on to the e-voting Website: [www.evotingindia.com](http://www.evotingindia.com).

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

Step 3: Please enter User ID -

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

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

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

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

- 6.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both, members holding shares in physical or dematerialized form).

For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

6.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.

6.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account

Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cutoff date i.e. Thursday 21<sup>st</sup> September, 2017 in the Dividend Bank details field.

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

Step 8: First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

Step 9: Click on the EVSN of the Company i.e. 170817039 to vote.

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

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

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

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

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

- i. The e-voting period commences on 25<sup>th</sup> September, 2017 (9.00 a.m.) and ends on 27<sup>th</sup> September, 2017 (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 21<sup>st</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile. The shareholder who voted prior to the 35<sup>th</sup> Annual General Meeting via e-voting would not be entitled to vote at the meeting venue.
- iv. Note for Non – Individual Shareholders and Custodians
  - ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - ◆ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- ◆ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ◆ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ◆ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- v. Mr. Amrish N. Gandhi, Practicing Company Secretary [Fellow Membership No. 8193] (and failing him Mr. Samsad A. Khan, Practicing Company Secretary) [Membership No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- vii. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.raghuvir.com](http://www.raghuvir.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
- viii. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions given in the notice.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## CONTACT DETAILS

Company	Raghuvir Synthetics limited
Registrar and Transfer Agent	M/s. LINK INTIME INDIA PVT. LTD 506 TO 508, AMARNATH BUSINESS CENTRE-1 (ABC-1) BESIDE GALA BUSINESS CENTRE, NEAR XT XAVIER'S COLLEGE CORNER OFF C G ROAD, NAVRANGPURA, AHMEDABAD-380009 Ph no. 079-26465179 Email : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>
e-voting Agency	Central Depository Services (India) Limited E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	CS Amrish N Gandhi, Practicing Company Secretary Email : <a href="mailto:amrishgandhi72@gmail.com">amrishgandhi72@gmail.com</a> Ph: 9825654756

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

SUNIL R. AGARWAL  
CHAIRMAN & MANAGING DIRECTOR

DIN : 00265303

Place : Ahmedabad

Date : 17/08/2017



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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

## Item No. 4

The Board of Directors of the Company ("the Board") at its meeting held on May 29<sup>th</sup>, 2017 has, subject to approval of members, reappointed Mr. Sunil R. Agarwal (DIN: 00265303) designated as a Chairman & Managing Director for a further period of 5 (five) years from the expiry of his present term, i.e June 30, 2017 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek members' approval for the re-appointment and remuneration payable to Mr. Sunil R. Agarwal (DIN: 00265303) designated as a Chairman & Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sunil R. Agarwal are as under:

1.	SALARY	Rs. 120 lakhs/- Per annum
2.	PERQUISITES	<p>Perquisites will be allowed in addition to salary as under:</p> <p>(i) <b>Provident Fund:</b> The Company shall contribute towards provident fund as per the rules of the Company.</p> <p>(ii) <b>Gratuity:</b> Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.</p> <p>(iii) <b>Use of car &amp; Telephone:</b> Company maintained car &amp; driver for use on Company's business. The use of cellular phone &amp; related expenses will be bared by the company.</p> <p>(iv) <b>Leave &amp; Encasement of Leave :</b> As per the rules of Company.</p> <p>The above benefit shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.</p>
3.	OTHER TERMS & CONDITIONS	<p>(i) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.</p> <p>(ii) Exception to section 185, loan may be provided to Managing Director, pursuant to Rules &amp; regulation framed there under to the extent applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) as per companies act 2013.</p> <p>(iii) No sitting fees shall be paid for attending the meeting of the Board of Directors or Committee thereof.</p>

## 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) months' prior notice in writing.

Mr. Sunil R. Agarwal has attained age of fifty-two years on December 18, 2016. Mr. Sunil R. Agarwal has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Mr. Sunil R. Agarwal as a Managing Director. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mr. Sunil R. Agarwal as Managing Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act. Mr. Sunil R. Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Sunil R. Agarwal is interested in the resolution set out at Item No. 4 of the Notice. The relatives of Mr. Sunil R. Agarwal and Mrs. Pamita S. Agarwal, Mr. Yash S Agarwal and Mr. Hardik S Agarwal directors of the company may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **Item No. 5.**

##### **Approval of Estimated Material Related Party Transactions For The Year 2016-17 With Raghuvir Exim Ltd**

As a part of its regular business, the Company purchases, avails/renders services from/to Raghuvir Exim Limited, the Company, at arm's length basis.

The Audit Committee at its meeting has reviewed and after due consideration, accorded omnibus approval for the estimated value of transactions mentioned in the item No. 5 of the Notice for the year 2017-2018 (estimated). An analysis of all the Related Party Transactions (RPTs) estimated / to be entered into by the Company during the year for the year 2017-18 (estimated). The Audit Committee upon review of such analysis is of the view that all these RPTs by the Company are at Arm's Length basis.

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

Respective of the end of the tenure of previous agreement between Raghuvir Synthetics Limited & Raghuvir Exim Limited as on 24<sup>th</sup> February 2017, the contract shall renew & begin from 25<sup>th</sup> February, 2017 with unaltered terms & conditions for the period of 3 (Three) year from the date of the renewed contract.

As per the provisions of Companies Act, 2013 and Listing Regulations, based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company (2016-17) and may exceed the materiality threshold as prescribed by Listing Regulations. Thus, in terms of the Listing Regulations, 2015 this transactions would require the approval of the members by way of an Ordinary Resolution.