



## **RAGHUVIR SYNTHETICS LIMITED**

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

PHONE : 079-22910963-1015-1902

E-mail : [raghuvirad1@sancharnet.in](mailto:raghuvirad1@sancharnet.in)

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



**39<sup>th</sup>**

**Annual Report  
2020 - 2021**

**BOARD OF DIRECTORS**

<b>SHRI SUNIL R. AGARWAL</b>	CHAIRMAN & MANAGING DIRECTOR
<b>SHRI YASH S. AGARWAL</b>	JOINT MANAGING DIRECTOR
<b>SHRI HARDIK S. AGARWAL</b>	JOINT MANAGING DIRECTOR
<b>SMT PAMITADEVI S. AGARWAL</b>	NON-EXECUTIVE DIRECTOR
<b>SHRI ANUP R. AGARWAL</b>	INDEPENDENT DIRECTOR
<b>SHRI SAMIRBHAI R. SHETH</b>	INDEPENDENT DIRECTOR
<b>SHRI KAMALBHAI B. PATEL</b>	INDEPENDENT DIRECTOR
<b>SHRI NISHITBHAI C. JOSHI</b>	INDEPENDENT DIRECTOR

<b>MR. VIKRAM R. GUPTA</b>	CHIEF FINANCIAL OFFICER
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<b>MRS. SWATI JAIN</b> (APPOINTED W.E.F 24.07.2021)	COMPANY SECRETARY & COMPLIANCE OFFICER
<b>MS. PRATIKA P. BOTHRA</b> (RESIGNED W.E.F 24.07.2021)	COMPANY SECRETARY & COMPLIANCE OFFICER

<b>M/S. ASHOK K. BHATT &amp; CO.</b>	STATUTORY AUDITORS
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<b>M/S. PALIWAL &amp; CO. (FORMERLY KNOWN AS ALPESH DHANDHLYA &amp; ASSOCIATES)</b>	SECRETARIAL AUDITOR
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<b>MR. KIRITKUMAR K. PATADIA</b>	INTERNAL AUDITOR
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<b>HDFC BANK LIMITED</b>	BANKER
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**M/S. LINK INTIME INDIA PVT. LTD. - REGISTRAR AND SHARE TRANSFER AGENTS**  
 ADD: 506-508, AMARNATH BUSINESS CENTRE-1 (ABC-1), BESIDE GALA BUSINESS CENTRE ,  
 NEAR XT XAVIERS COLLEGE CORNER, OFF C.G ROAD,  
 AHMEDABAD- 380009, GUJARAT, INDIA.  
 Ph.:(O) 079-26465179 • EMAIL ID : ahmedabad@linkintime.co.in

**M/S. RAGHUVIR SYNTHETICS LIMITED - REGISTERED OFFICE & FACTORY**  
 ADD: NR. GUJARAT BOTTLING, RAKHIAL ROAD, RAKHIAL,  
 AHMEDABAD- 380023 , GUJARAT INDIA. • Ph.: (O) 079-22910963-1015-1902  
 EMAIL ID: raghuvirad1@sancharnet.in • Website address : www.raghuvir.com

## NOTICE OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON WEDNESDAY, 15<sup>TH</sup> DAY OF SEPTEMBER, 2021, AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution**:

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

2. To appoint a Director in place of Mrs. Pamitadevi S. Agarwal (DIN: 07135868), who retires by rotation and being eligible, offers herself for re-appointment. To consider and if thought fit pass the following resolution as **Ordinary Resolution**:

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

### SPECIAL BUSINESS:

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

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

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

Sr. No.	Nature of Transaction	Transactions Limit for the financial year 2020-2021
1.	purchase/ sale of Machinery/ Equipment/ material/ product/service/finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party.	To increase/ratify Material Related Party Transaction limit as approved by members from Rs. 125 crores to Rs. 200 crores for F.y 2020-2021 respect to the transactions limit mentioned in the contract

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

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

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

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

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

Sr.	Nature of Transaction	Transactions Limit for the financial year 2021-2022
1.	purchase/ sale of Machinery/ Equipment/ material/ product/service/finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party	Estimated Material Related Party Transaction Limit not exceeding Rs.250 Crores for F.Y. 2021-2022

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

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

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

**APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2021-2022 WITH HYS DEVELOPERS LLP:**

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

Sr. No.	Nature of Transaction	Estimated Value of transactions for the financial year 2021-2022
1.	purchase/ sale of Machinery/ Equipment/ material/ product/service/ finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party	Estimated Material Related Party Transaction Limit not Exceeding Rs. 150 Crores

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

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

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

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

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

Sr. No.	Nature of Transaction	Transactions Limit for the period from 01.01.2021 to 31.03.2021
1.	purchase/ sale of Machinery/ Equipment/ material/ product/service/ finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party	To approve the transaction limit of Material Related Party Transaction limit of Rs. 38 crores for the period from 01.01.2021 to 31.03.2021

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

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

**APPROVAL OF ESTIMATED MATERIAL RELATED PARTY TRANSACTIONS WITH THE SAGAR TEXTILE MILLS PRIVATE LIMITED FOR F.Y 2021-2022:**

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

Sr. No.	Nature of Transaction	Transactions Limit for the financial year 2021-2022
1.	purchase/ sale of Machinery/ Equipment/ material/ product/service/ finished fabric/ Purchase or sale of fabric for export of goods, purchase or sale of goods or assigned the work on Job work and supply and deliver to other party	Estimated Material Related Party Transaction Limit not Exceeding Rs. 100 Crores for F.y 2021-2022

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

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

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

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

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

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

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

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

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

1.	<b>Commission</b>	Rs. 12 lakhs/- Per annum
2.	<b>Other terms &amp; Conditions</b>	Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
		No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

**RESOLVED FURTHER THAT** If director draws or receives, directly or indirectly, by way of commission any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act 2013.

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

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Rules made there under to the extent applicable, on the recommendation of Audit Committee , Nomination & Remuneration Committee & Board of Directors , consent of shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Sunil R. Agarwal (DIN: 00265303) as the Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of five years from 01.07.2022 to 30.06.2027 on such terms and conditions as mentioned below including as set out in explanatory statement annexed to the notice convening this meeting.

1.	<b>SALARY</b>	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)

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

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

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

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

**“RESOLVED FURTHER THAT** If director draws or receives, directly or indirectly, by way of remuneration any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved



by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act 2013.

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

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

**APPROVAL TO SPLIT THE EQUITY SHARE CAPITAL OF THE COMPANY**

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

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

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

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

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



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

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

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

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

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

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

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

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

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

DATE : 10/08/2021  
PLACE : AHMEDABAD

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

**SUNIL R. AGARWAL  
CHAIRMAN & MANAGING DIRECTOR  
DIN : 00265303**