



RAGHUVIR SYNTHETICS LIMITED

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

PHONE: 079-22910963-1015-1902

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41ST
Annual Report
2022-23

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Corporate Information

BOARD OF DIRECTORS:

MR. SUNIL R. AGARWAL
MR. YASH S. AGARWAL
MR. HARDIK S. AGARWAL
MRS. PAMITA S. AGARWAL
MR. NISHITBHAI C. JOSHI
MR. ANUP R. AGARWAL
MR. SAMIRBHAI R. SHETH
MR. KAMALBHAI B. PATEL

CHAIRMAN & MANAGING DIRECTOR
JOINT MANAGING DIRECTOR
JOINT MANAGING DIRECTOR
NON-EXECUTIVE DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR
INDEPENDENT DIRECTOR

CHIEF EXECUTIVE OFFICER:

MR. DURGA PRASAD JAIN

CHIEF FINANCIAL OFFICER:

MR. PRATEEK PAREEK

COMPANY SECRETARY & COMPLIANCE OFFICER:

MRS. SWATI JAIN

STATUTORY AUDITORS:

M/S. G.K. CHOKSI & CO.

SECRETARIAL AUDITOR:

M/S. SPAN & CO. COMPANY SECRETARIES LLP

INTERNAL AUDITOR:

MR. ASHOK K. BHATT & CO.

BANKER:

HDFC BANK LIMITED

REGISTRAR AND SHARE TRANSFER AGENTS:

M/S. LINK INTIME INDIA PRIVATE LIMITED
ADDRESS: 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
CONTACT: 079-26465179
EMAIL ID: ahmedabad@linkintime.co.in

REGISTERED OFFICE & FACTORY:

M/S. RAGHUVIR SYNTHETICS LIMITED
ADDRESS: NR. GUJARAT BOTTLING, RAKHIAL ROAD, RAKHIAL, AHMEDABAD-380023, GUJARAT, INDIA
CONTACT: 079-22910963-1015-1902
EMAIL ID: info@raghuvir.com
WEBSITE: www.raghuvir.com



NOTICE OF THE 41ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF RAGHUVIR SYNTHETICS LIMITED WILL BE HELD ON THURSDAY, 28TH DAY OF SEPTEMBER, 2023 AT 12.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RAKHIAL ROAD, RAKHIAL, AHMEDABAD - 380023, GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1) ADOPTION OF STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 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, 2023 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, 2023 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, 2023 together with the Report of and Auditors thereon, be and are hereby considered and adopted."

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

To appoint a Director in place of Mr. Hardik Sunil Agarwal (DIN: 03546802), 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. Hardik Sunil Agarwal (DIN: 03546802), 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 2023-24

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, 2024.

“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) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH DREAMSOFT BEDSHEETS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2023-2024

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Dreamsoft Bedsheets Private Limited (“DBPL”), Subsidiary of the Company, a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value of up to Rs.50 Crores only for the FY 2023-24 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."

6) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED FOR THE FINANCIAL YEAR 2023-2024

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPTs") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Industries Private Limited ("HYSI"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.150 Crores only for the FY 2023-24 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."



7) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED FOR THE FINANCIAL YEAR 2023-2024

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions (“RPTs”) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution), to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Raghuvir Exim Limited (“REL”), a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.400 Crores only for the FY 2023-24 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.”

8) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP FOR THE FINANCIAL YEAR 2023-2024

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.200 Crores only for the FY 2023-24 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.”

9) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH RAGHUVIR EXIM LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2023-2024

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

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

from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Raghuvir Exim Limited ("REL"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.30 Crores only for the FY 2023-24 in the nature of:-

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

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

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

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

10) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS INDUSTRIES PRIVATE LIMITED BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2023-2024

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPTs") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Industries Private Limited ("HYSI"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.200 Crores only for the FY 2023-24 in the nature of:-

- a) Sale of Goods and Services, Stores and Spares, Fixed Assets;
- b) Purchase of Goods and Services, Stores and Spares, Fixed Assets; and

- c) Availing/ rendering of any kind of services or any other transactions for transfer of resources, services or obligations and other reimbursement.

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

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

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

11) APPROVAL TO ENTER INTO MATERIAL RELATED PARTY TRANSACTIONS WITH HYS DEVELOPERS LLP BY SUBSIDIARY OF THE COMPANY, DREAMSOFT BEDSHEETS PRIVATE LIMITED, FOR THE FINANCIAL YEAR 2023-2024

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, as amended and issued from time to time, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions ("RPTs") and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly authorized Committee of Directors constituted/ empowered by the Board, from time to time, to exercise its powers conferred by this resolution) of Dreamsoft Bedsheets Private Limited (DBPL), a subsidiary of the Company, to enter into and/or to carry out and/or to continue the Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with HYS Developers LLP ("HYSD"), a "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an aggregate value of up to Rs.100 Crores only for the FY 2023-24 in the nature of:-

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

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

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