



NOTICE

Notice is hereby given that the **32nd Annual General Meeting** of the members of **Raj Rayon Industries Limited** will be held on Tuesday, September 30, 2025 at 12.00 Noon through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2025 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To appoint a Director in place of Ms. Sapna Rajkumar Agarwal (DIN: 00437469) who retires by rotation and, being eligible, offers herself for re-appointment as Director, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Sapna Rajkumar Agarwal (DIN: 00437469), Director of the Company, who retired by rotation and being eligible, had offered herself for reappointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. **RATIFICATION OF REMUNERATION TO COST AUDITORS:**

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(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration payable to M/s. C. Sahoo & Co., Cost Auditor appointed by the Board of Directors on the recommendation of the Audit Committee as Cost Auditor to conduct the audit of the cost records of the company for the financial year ending 31st March, 2026 amounting to Rs. 1,00,000/- plus out of cost expenses, and tax as applicable be and is hereby ratified."

4. **APPROVAL OF RELATED PARTY TRANSACTION:**

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

"RESOLVED THAT pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, the consent



of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into any contract / arrangement / transactions/job work/Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, Providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company with SVG Fashions Private Limited (SVG) – up to Rs. 900 Crs , Rajwada Silk Mills LLP- up to 5 Crs, Binaykia Synthetics Ltd- up to Rs. 5 Crs , Deepak Synthetics Pvt. Ltd. – up to Rs. 5 Crs, Venkateshwar Udyog & Finance Private Limited – up to Rs. 5 Crs , Sunflag Filaments Limited- upto Rs.10 Crs for a period from October 01, 2025 to September 30, 2026 as detailed in the explanatory statement and conditions as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members.

5. APPOINTMENT OF MS. RIDDHI SHAH, A PEER REVIEWED, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per the recommendation of Audit Committee and approval of the board at their meeting held on 29th May, 2025, the consent of the members be and is hereby accorded for appointment of Ms. Riddhi Shah, a Peer Reviewed, Practicing Company Secretaries as Secretarial Auditors of the Company for conducting Secretarial Audit for a period of five consecutive years i.e. from FY 2025-26 till FY 2029-30 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any of the Directors and / or Company Secretary of the Company be and are hereby severally authorized to file the necessary form(s) with Ministry of Corporate Affairs and do all acts and deeds to give effect to this resolution."

6. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and as authorized by the Article of Association



('AOA') of the Company & as approved by the Board of Directors in their meeting held on 29th May, 2025, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from

Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 60,00,00,000 (Sixty Crore Equity Shares of Re. 1/- (Rupee One only) each ; 26,00,000 Compulsory Convertible Preference Shares Rs. 100/- each;

TO

Rs. 110,00,00,000/-(Rupees One Hundred and Ten Crore only) divided into 84,00,00,000 (Eighty Four Crores Equity Shares of Re. 1/- (Rupee One only) and each; 26,00,000 Compulsory Convertible Preference Shares Rs. 100/- each;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification (s) or re-enactment(s) thereof), clause (V) (a) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following:

"V(a). The Authorized Share Capital of the Company is Rs. 110,00,00,000/-(Rupees One Hundred and Ten Crore only) divided into 84,00,00,000 (Eighty-Four Crores Equity Shares of Re. 1/- (Rupee One only) each and 26,00,000 Compulsory Convertible Preference Shares Rs. 100/- each

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the foresaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions."

By order of the Board
RAJKUMAR SATYANARAYAN AGARWAL

MANAGING DIRECTOR
DIN: 00395370

Place: Silvassa
DATE: 29/05/2025

Registered Office:
SURVEY NO 177/1/3,
VILLAGE SURANGI
SILVASSA DN 396230 IN

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to special business to be transacted at the ensuing Annual General Meeting ("AGM") is annexed hereto.



2. Pursuant to the provisions of Sections 108 of the Companies Act, 2013 (“the Act”), read with the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 read with other relevant circulars, including General Circular Nos. 2/2022 May 5, 2022 and 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the 32nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 32nd AGM shall be Registered Office of the Company.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) 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 annexed to this Notice.
4. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 32nd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 32nd AGM through VC/OAVM Facility and e-Voting during the 32nd AGM.
5. The Members may join the 32nd AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 11.45 A.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 32nd AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 32nd AGM. Members may note that the VC/OAVM Facility, allows participation of at least 1,000 Members on a ‘first come first served’ basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 32nd AGM without any restriction on account of ‘first come first served’ basis.
6. The attendance of the Members participating in the 32nd AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Tuesday, September 23, 2025.
8. As per the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Annual Report for the year 2024-25 including Notice of the 32nd AGM of the Company, *inter alia*, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.



In terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Annual Report including Notice of the 32nd AGM of the Company will also be available on the websites the Company at <http://www.rairayon.com/>, of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in>.

Further as per the amendment in Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the web-link, including the exact path, where complete details of the Annual Report are available, shall be sent via physical letter to those member(s) who have not registered their email address(es) either with the Company or with any Depository or MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar & Share Transfer Agent (RTA) of the Company. Accordingly the company will sent the notice to those members.

9. Shareholders require to update KYC details pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, and to dematerialise physical securities. The circular issued by SEBI mandates all the listed companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and choice of Nomination of security holders holding securities in physical mode. While updating Email ID is optional, the security holders are requested to register email id also to avail online services. This is applicable for all security holders holding securities in physical mode. RTA will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records.
10. Since the 32nd AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
12. Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/Registrar and Share Transfer Agent.
13. Ms. Riddhi Shah, Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
14. During the 32nd AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act.
15. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.



Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail addresses from some of its Members, Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

16. In case of joint holders attending the 32nd AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Securities of listed companies would be transferred in dematerialised form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.
18. As we all know that today the holders of physical certificates are required to submit various documents to the Registrar and Share Transfer Agent (RTAs) for processing the service requests and it is a common observation that tracking of the complaints posted by shareholders/ investors poses problems with the clients and their shareholders. Keeping in view of the difficulties faced by the investors, SEBI has come out with the circular: SEBI/HO/MIRSD/MIRSD-PoD-1/CIR/2023/72 dated 8th June 2023 wherein RTA's have mandated to build a user-friendly online mechanism/portal for processing of Investor service request and complaints. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) , our RTA has developed an online mechanism and also implemented the same on our Website under the heading Swayam. Link of the same is: <https://swayam.linkintime.co.in/>

Swayam is designed to enhance services of RTA and provide a more efficient and user-friendly experience to all our investors/client's shareholders. All the procedures and related forms are available at a click of a button along with a complete track of the investor's query/ complaint. We request the members to use the same for ease of your query/ complaint.

VOTING:

19. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 32nd AGM using electronic voting system ('remote e-voting') and e-voting (during the 32nd AGM), provided by MUFG Intime India Private Limited (formerly known as MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)) ("MUFG") and the business may be transacted through such voting.

Only those Members who will be present in the 32nd AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 32nd AGM.

The voting period begins on **Saturday, September 27, 2025 (9.00 AM IST)** and ends on **Monday, September 29, 2025 (5.00 PM IST)**. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Tuesday, September 23, 2025** may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of



the Company after dispatch of the Notice of 32nd AGM and holds shares as of the cut-off date i.e. **Tuesday, September 23, 2025**, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

The Scrutinizer shall, immediately after the conclusion of voting at the 32nd AGM, first count the votes cast during the 32nd AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the 32nd AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same.

The Results declared along with the report of the Scrutinizer shall be placed on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (<https://instavote.linkintime.co.in>) and on the Company's website at <http://www.rajrayon.com/> immediately. The result will also be displayed on the Notice Board of the Company at its Registered Office. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 32nd AGM i.e. September 30, 2025.

(A) THE INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, September 27, 2025 (9.00 AM IST)** and ends on **Monday, September 29, 2025 (5.00 PM IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on **Tuesday, September 23, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the



ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of 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.

Pursuant to above said SEBI Circular, **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 CDSL Depository	a) <u>Users who have opted for CDSL Easi / Easiest facility</u> - Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. - Click on New System Myeasi Tab - Login with existing my easi username and password - After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. - Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. b) <u>If the user is not registered for Easi/Easiest</u> - To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration - Proceed with updating the required fields. - Post registration, user will be provided username and password. - After successful login, user able to see e-voting menu. - Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. c) <u>Individual Shareholders directly visiting the e-voting website of CDSL</u> - Visit URL: https://www.cdslindia.com - Go to e-voting tab. - Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.



	• System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account • After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL Depository	a) <u>If you are already registered for NSDL IDeAS facility,</u> • Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. • Enter User ID and Password. Click on “Login” • 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. • Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. b) <u>If your are not registered for IDeAS e-Services, option to register is available:</u> • To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Proceed with updating the required fields. • Post successful registration, user will be provided with Login ID and password. • After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. • Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. c) <u>Individual Shareholders directly visiting the e-voting website of NSDL</u> • Visit URL: https://www.evoting.nsdl.com • Click on the “Login” tab available under ‘Shareholder/Member’ section. • Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. • Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. • Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. a) 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  
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility. • Login to DP website • After Successful login, user shall navigate through “e-voting” option. • Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. • After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the 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.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:



Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

3. Shareholders who have registered for INSTAVOTE facility:

Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

4. Cast your vote electronically:

- a. After successful login, you will be able to see the "Notification for e-voting".
- b. Select 'View' icon.
- c. E-voting page will appear.
- d. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- e. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping



- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name’ - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.



(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in 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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “**SUBMIT**”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at



(company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@rajrayon.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your **respective Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

(B) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE 32nd AGM THROUGH INSTAMEET:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “**Raj Rayon Industries Limited**” and ‘Event Date’ and register with your following details:
 - **Demat Account No. or Folio No:**
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – shall provide Folio Number.
 - **PAN:**



Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- **Mobile No:** Enter your Mobile No.
- **Email ID:** Enter your email Id as recorded with your DP/ Company.

c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- Click on 'Submit'.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.



Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.3

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the re-appointment of M/s. C. Sahoo & Co., Cost Auditor as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of Rs.1,00,000/- (Rupees One Lakh only) plus out of cost expenses, and tax in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No.3 for the approval of Members.

Item No. 4

Background, details and benefits of the transaction

Sr.no.	Name of Related party	Background
1	SVG Fashions Private Limited (SVG)	Promoter & Holding company of the company where directors & their relatives are interested
2	Binaykia Synthetics Ltd	Promoter Company where directors & their relatives are interested
3	Deepak Synthetics Pvt. Ltd.	Promoter Company where directors & their relatives are interested



4	Rajwada Silk Mills LLP	Promoter Entity, where directors & their relatives are interested
5	Venkateshwar Udyog & Finance Private Limited	Promoter Company where directors & their relatives are interested
6	Sunflag Filaments Limited	Promoter Company where directors & their relatives are interested

These companies/entity are primarily engaged in the business to provide the raw materials, yarn and other related materials and finance for supplying various deniers of polyester filament yarn throughout India and globally and to provide maintenance products/services for the same.

The Company and Related Parties have been engaged in textile business and supply of fabrics and spinning Yarn and finance business. The entities vast experience and strategic capabilities that it has developed in this area have enabled it to become the largest exporter in India and globally.

The proposed transactions will aid the growth of the Company's business.

Management decided to enter in to contract / arrangement / transactions/job work/Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing and availing inter corporate deposits or otherwise with aforesaid parties /entities subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

The related parties are in the same business and have abundant experience and client base for the same.

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed RPTs including material terms and basis of pricing. All Independent Directors on the Audit Committee, after reviewing all necessary information, have granted approval for entering into the RPTs between Company and related entities for a value mentioned below.

Sr.no.	Name of Related party	Limits upto (for a period from October 01, 2025 to September 30, 2026)
1	SVG Fashions Private Limited (SVG)	Rs. 900 Crs
2	Binaykia Synthetics Ltd	Rs. 5 Crs
3	Deepak Synthetics Pvt. Ltd.	Rs. 5 Crs
4	Rajwada Silk Mills LLP	Rs. 5 Crs
5	Venkateshwar Udyog & Finance Private Limited	Rs. 5 Crs
6	Sunflag Filaments Limited	Rs.10 Crs

The Audit Committee has noted that the transactions to be entered into between **related entities** will be on an arm's length basis and in the ordinary course of business of all the parties.

Details of the RPTs between the Company and **related entities** including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 February 14, 2025 w.e.f. April 1, 2025, is as follows:

Sl. No.	Description	Details
1.	A summary of information provided by the management to the Audit Committee	



a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	SVG Fashions Private Limited (SVG)	Private company who is holding company of the company and where directors and their relatives are directors/member of company
		Rajwada Silk Mills LLP	directors and their relatives are partners of entity
		Binaykia Synthetics Ltd	Limited company where directors and their relatives are directors/member of company
		Deepak Synthetics Ltd	Limited company where directors and their relatives are directors/member of company
		Venkateshwar Udyog & finance Private Limited	Private Limited company where directors and their relatives are directors/member of company
		Sunflag Filaments Limited	Limited company where directors and their relatives are directors/member of company
b.	Type/Nature, material terms, monetary value and particulars of contracts or arrangement	The contract / arrangement / transactions/job work/Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing and availing inter corporate deposits or otherwise: • SVG Fashions Private Limited (SVG) – up to Rs. 900 Crs , • Rajwada Silk Mills LLP- up to 5 Crs, • Binaykia Synthetics Ltd- up to Rs. 5 Crs , • Deepak Synthetics Ltd – up to Rs. 5 Crs, • Venkateshwar Udyog & finance Private Limited – up to Rs. 5 Crs • Sunflag Filaments Limited- upto Rs. 10 Crs.	



c.	Tenure of the transaction	October 01, 2025 to September 30, 2026
d.	Value of Transaction	• SVG Fashions Private Limited (SVG) – up to Rs. 900 Crs , • Rajwada Silk Mills LLP- up to 5 Crs, • Binaykia Synthetics Ltd- up to Rs. 5 Crs , • Deepak Synthetics Ltd – up to Rs. 5 Crs, • Venkateshwar Udyog & finance Private Limited – up to Rs. 5 Crs • Sunflag Filaments Limited- upto Rs. 10 Crs.
e.	Percentage of annual consolidated turnover of the Company considering FY23-24 as the immediately preceding financial year	• SVG Fashions Private Limited (SVG) – 38.73% • Rajwada Silk Mills LLP- 0.21% • Binaykia Synthetics Ltd- 0.03%, • Deepak Synthetics Ltd – 0.03% • Venkateshwar Udyog & finance Private Limited – 0.39% • Sunflag Filaments Limited- 0.76%
f.	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the explanatory statement to the Resolution No. 5.
g.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: NA	
h.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The proposed RPTs has been evaluated by a reputed in terms of pricing and arm's length criteria.



i.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	32.29%	Standalone turnover of SVG Fashions Private Limited (SVG)
		32.04%	Standalone turnover of Rajwada Silk Mills LLP
		4.61%	Standalone turnover of Binaykia Synthetics Ltd
		5.02%	Standalone turnover of Deepak Synthetics Ltd
		57.92%	Standalone turnover of Venkateshwar Udyog & finance Private Limited
		57.32%	Standalone turnover of Sunflag Filaments Limited
j	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Rajkumar Satyanarayan Agarwal, Managing Director, Mrs. Sapna Rajkumar Agarwal, Director and Mr. Sandeep Satyanarayan Agarwal, WTD and CFO	
		Directors and their relatives are Directors and Members in the Company (ies)/ entities The interest or concern held by the aforesaid Directors and KMPs or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company.	
k	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPTs	

Arm's length pricing:

The RPT(s)/contract(s)/arrangement(s) mentioned in this proposal have been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the RPT(s)/contract(s)/arrangement(s) meet the arm's length testing criteria. The RPT(s)/contract(s)/arrangement(s) also qualify as contract under ordinary course of business.

Brief details on the mode of determination of arm's length pricing are provided below:

Nature of Transaction	Pricing method
contract / arrangement / transactions/job work/Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing	The price of contract / arrangement / transactions/job work will be on the same line as with other part or vendors and as per the industrial standards.



Securities to third party for any Borrowing and availing inter corporate deposits or otherwise	The rate of interest for the corporate Guarantee, Providing Securities to third party for any Borrowing and availing inter corporate deposits or otherwise will be as per the Government/ bank rate
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Justification for transaction

The Company and Related Parties/entities have been engaged in textile business and supply of fabrics and spinning Yarn. The entities vast experience and strategic capabilities that it has developed in this area have enabled it to become the largest exporter in India, basis that the proposed transactions will aid the growth of the Company's business.

The said transactions, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 2(1)(zc)(i) of the Listing Regulations.

Based on the review and approval of the Independent Directors on the Audit Committee, **the Board recommends passing of the resolution as set at Item No. 4 of the Notice as a Special Resolution.**

Except, Mr. Rajkumar Satyanarayan Agarwal, Managing Director, Mrs. Sapna Rajkumar Agarwal, Director and Mr. Sandeep Satyanarayan Agarwal, WTD and CFO and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the said resolution Resolution except to the extent of their shareholding, if any, in the Company.

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve the Resolution under item No. 4.

Item No. 5:

In reference to the amendment under Reg. 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the company requires to appoint Secretarial Auditors of the Company for a period of 5 consecutive financial years who holds peer reviewed issued by ICSI, which shall be, subject to approval of shareholders of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved appointment of Ms. Riddhi Shah, a Peer Reviewed Practicing Company Secretaries as Secretarial Auditors of the Company for a period of 5 consecutive financial years commencing from FY 2025-26 till FY 2029-2030, to conduct the secretarial audit.

Brief Profile of Secretarial Auditors:

Riddhi Shah, Practicing Company Secretaries, a Peer Reviewed, with an aim to be a leading PCS in promoting good Corporate Governance with an objective to provide wide spectrum of quality Professional services in the field of Compliance and Secretarial with an aim to facilitate value addition to its clients. She is passionate about her quality of services as she care her Clients profoundly.

An associate member of the Institute of Company Secretaries of India (ICSI) having 14 plus years of enriched experience in corporate secretarial filed and specialized in handling the Corporate Law Matters, Conducting Due Diligence. Worked with Reliance, National Stock Exchange, Kalpataru Limited & last with Capri Global Capital Limited.



The proposed fees for the financial year ending March 31, 2026, is Rs. 50,000, plus applicable taxes and out-of-pocket expenses. For subsequent years of the term, the remuneration shall be determined by the Board based on the recommendations of the Audit Committee.

The fees for other permissible services / certifications will be in addition to the Secretarial Audit fees and be decided, in consultation with the Secretarial Auditor, by the Board, as per the recommendations of the Audit Committee.

The Board recommends the ordinary resolution at item no. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No.5 for the approval of Members.

Item No. 6:

The present Authorized Share Capital of the Company is Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 60,00,00,000 (Sixty Crore Equity Shares of Re. 1/- (Rupee One only) each ; 26,00,000 Compulsory Convertible Preference Shares Rs. 100/- each;

In order to facilitate the rights issue of equity shares and requirements of the Company for the operations in future, if any, the Board at its meeting held on 29th May, 2025 approved the increase in the Authorized Share Capital of the Company from

Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 60,00,00,000 (Sixty Crore Equity Shares of Re. 1/- (Rupee One only) each ; 26,00,000 Compulsory Convertible Preference Shares Rs. 100/- each;

TO

Rs. 110,00,00,000/-(Rupees One Hundred and Ten Crore only) divided into 84,00,00,000 (Eighty-Four Crores Equity Shares of Re. 1/- (Rupee One only) each and 26,00,000 Compulsory Convertible Preference Shares Rs. 100/- each

by creation of additional 24,00,00,000 (Twenty Four Crores) Equity shares of Re.1 each (Rupee one only) subject to approval of Members.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V(a) of the Memorandum of Association of the Company.

It is proposed to increase the additional 24,00,00,000 (Twenty Four Crores) Equity shares of Re.1 each (Rupee one only) each which shall rank *pari-passu* with the existing equity shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V(a) of the Memorandum of Association of the Company require Members' approval in terms of Sections 13, 61 and 61 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements and requests the members to accord their consent to the proposed resolution.



A copy of the Memorandum of Association of the Company duly amended will be available for inspection at the registered office of the Company during the office hours on all working days till the AGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 6 for the approval of the Members by way of passing an Ordinary Resolution.

Details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard- 2 on "General Meetings" issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM:

Particulars	Ms. Sapna Rajkumar Agarwal
DIN	00437469
Nationality	Indian
Date of Birth	02/11/1965
Date of Appointment	19/10/2021
Designation	Director (Non-Executive Woman)
Qualifications	Bachelor of Commerce
Expertise in specific function area	Self-Professional in Fashion Industry and having a knowledge about the fashion and quality check of the products. She is the role model for all the business houses to having a great work life balance.
Number of Meetings of Board attended during the year	5
Terms & Conditions of Appointment / Re-appointment & Remuneration sought to be paid or last drawn	She shall be liable to retire by rotation
Directorship held in other companies	SVG Fashions Private Limited
Membership/Chairmanships of the committees in other companies	-
Relationship with existing Directors of the Company	Wife of Mr. Rajkumar Satyanarayan Agarwal, Managing Director and sister in law of Mr. Sandeep Satyanarayan Agarwal, WTD & CFO of the Company
Number of shares held in company	35,00,000 (0.63%)

Place: Silvassa
DATE: 29/05/2025
Registered Office:
SURVEY NO 177/1/3,
VILLAGE SURANGI
SILVASSA DN 396230 IN

By order of the Board
RAJKUMAR SATYANARAYAN AGARWAL

MANAGING DIRECTOR
DIN: 00395370