Raviraj Foils Limited

CITY OFFICE :702, "SAFFRON", 7th Floor, Panchwati, Ambawadi, Ahmedabad – 380 006, Gujarat, India
• Tel : +91-79-26468639-40, • Fax : +91-79-26566144,
E-mail : info@ravirajfoils.com, • Website : http://www.ravirajfoils.com

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that 29th Annual General Meeting of the members of the Company **Raviraj Foils Limited** will be held at the Registered Office of the Company at Survey No. 169, P.O. Chharodi Farm, Taluka: Sanand, District: Ahmedabad, Gujarat - 382170 on Thursday, 25th September, 2025 at 11.00 A.M. to transact the following business:

AS ORDINARY BUSINESS:

1) To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the report of Auditors and Directors thereon.

2) To re-appoint **Mr. Anantsinh J Vaghela (DIN: 06770004)** who retires by rotation and being eligible, offers himself, for re- appointment.

AS SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, including any statutory modifications or re-enactments thereof for the time being in force, **M/s. K V Melwani & Associates (Firm Registration No. 100497), Cost Accountants**, appointed as the Cost Auditors of the Company for conducting audit of the Cost Records, for the year ending 31st March, 2025 be paid the remuneration of not exceeding Rs. 47,000/- excluding GST and reimbursement of out of pocket expenses at actual, if any."

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

"RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the said act and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the shareholders in the ensuing Annual General Meeting, Mr. Ravirajsinh Bharatsinh Chudasama (DIN: 11164000) , who was appointed as an

Additional Director (Independent) by the Board of Directors of the Company with effect from 25th June 2025, and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from the date 25th June 2025 to 24th June 2030, and that he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Jaydeepsinh Vaghela (DIN: 00030385), Managing Director & Mr. Anantsinh Vaghela (DIN: 06770004), Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including filing of necessary e-forms including DIR-12 and MGT-14 with the Registrar of Companies and take all necessary steps to give effect to the above resolution."

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

"RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the said act and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the shareholders in the ensuing Annual General Meeting, Ms. Disha Ansukhlal Unadkat (DIN: 11168421) , who was appointed as an Additional Director (Independent) by the Board of Directors of the Company with effect from 25th June 2025, and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from the date 25th June 2025 to 24th June 2030, and that she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Jaydeepsinh Vaghela (DIN: 00030385), Managing Director & Mr. Anantsinh Vaghela (DIN: 06770004), Director of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including filing of necessary e-forms including DIR-12 and MGT-14 with the Registrar of Companies and take all necessary steps to give effect to the above resolution."

By the order of the Board of Directors

RAVIRAJ FOILS LIMITED

Managing Director

Date: 26th August, 2025
Place: Sanand

Name: Jaydeepsinh Vaghela
Designation: Managing Director
DIN: 00030385

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be member. The Instrument appointing the Proxy should however be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. As a measure of economy, copies of annual report will not be distributed in Annual General Meeting, members are required to bring their own copies of Annual Return to the meeting.

3. Members desirous of getting any information about the Accounts and Operations of the Company are required to address the same to the Managing Director at least 7 days in advance of the meeting so that the information required may be readily available at the meeting.

4. The members are required to notify the change in the address, if any to the Company immediately.

By the order of the Board of Directors

RAVIRAJ FOILS LIMITED

Managing Director

Date: 26th August, 2025
Place: Sanand

Name: Jaydeepsinh Vaghela
Designation: Managing Director
DIN: 00030385

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Agenda Item No. 3:

Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 require that the remuneration of the Cost Auditors be ratified by the members. In terms of the provisions, the proposal is being placed before the members.

In light of the above, the members are requested to consider the motion set out at Agenda Item no.3 of the accompanying Notice.

None of the Directors, key managerial personnel or their relatives is concerned or interested in the proposed motion.

The motion is moved as an Ordinary resolution.

By the order of the Board of Directors

RAVIRAJ FOILS LIMITED

Managing Director

Date: 26th August, 2025
Place: Sanand

Name: Jaydeepsinh Vaghela
Designation: Managing Director
DIN: 00030385

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Agenda Item No. 4: Regularisation of Mr.Ravirajsinh Chudasama As an Independent Director.

The Board of Directors of the Company, at its meeting held on 25th June 2025, appointed **Mr. Ravirajsinh Bharatsinh Chudasama (DIN: 11164000)** as an Additional Director (Independent) of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and applicable rules thereunder, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ravirajsinh Bharatsinh Chudasama holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160(1) of the Act, proposing the candidature of Mr. Ravirajsinh Bharatsinh Chudasama for appointment as an Independent Director of the Company.

The Company has also received a declaration from Mr. Ravirajsinh Bharatsinh Chudasama that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and is not disqualified from being appointed as a director in terms of Section 164 of the said Act. In the opinion of the Board, Mr. Ravirajsinh Bharatsinh Chudasama fulfills the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder and is independent of the management.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the qualifications, experience, and expertise of Mr. Ravirajsinh Bharatsinh Chudasama, the Board considers it desirable and in the interest of the Company to appoint him as an Independent Director for a term of 5 years commencing from the date 25th June 2025.

Accordingly, the Board recommends the resolution as set out in Item No. 4 of the accompanying Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, is concerned or interested in the resolution.

By the order of the Board of Directors

RAVIRAJ FOILS LIMITED

Managing Director

Date: 26th August, 2025
Place: Sanand

Name: Jaydeepsinh Vaghela
Designation: Managing Director
DIN: 00030385

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Agenda Item No. 5: Regularisation of Ms. Disha Unadkat As an Independent Director.

The Board of Directors of the Company, at its meeting held on 25th June 2025, appointed **Ms. Disha Ansukhlal Unadkat (DIN: 11168421)** as an Additional Director (Independent) of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and applicable rules thereunder, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Disha Ansukhlal Unadkat holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160(1) of the Act, proposing the candidature of Ms. Disha Ansukhlal Unadkat for appointment as an Independent Director of the Company.

The Company has also received a declaration from Ms. Disha Ansukhlal Unadkat that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and is not disqualified from being appointed as a director in terms of Section 164 of the said Act. In the opinion of the Board, Ms. Disha Ansukhlal Unadkat fulfills the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder and is independent of the management.

Based on the recommendation of the Nomination and Remuneration Committee and in view of the qualifications, experience, and expertise of Ms. Disha Ansukhlal Unadkat, the Board considers it desirable and in the interest of the Company to appoint her as an Independent Director for a term of 5 years commencing from the date 25th June 2025.

Accordingly, the Board recommends the resolution as set out in Item No. 5 of the accompanying Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, is concerned or interested in the resolution.

By the order of the Board of Directors
RAVIRAJ FOILS LIMITED

Managing Director

Date: 26th August, 2025
Place: Sanand

Name: Jaydeepsinh Vaghela
Designation: Managing Director
DIN: 00030385

FORM MGT.11
PROXY FORM

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	:	
Registered Address	:	
Email ID	:	
Folio No. / DPID / CLID	:	

I / We, being the member(s) of ________ shares of the above named Company hereby appoint:

1. Name: ______________________________ E-mail Id:__________________

Address: ____

______________________________ Signature: __________________

Or failing him

2. Name: ______________________________ E-mail Id:__________________

Address: ____

______________________________ Signature: __________________

Or failing him

3. Name: ______________________________ E-mail Id:__________________

Address: ____

______________________________ Signature: __________________

as my / our proxy to attend and vote for me / us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday, 25th September, 2025 at 11.00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Particulars	Ordinary / Special Resolution
1.	To approve and adopt the Financial Statements	Ordinary
2.	To re-appoint Mr.Anantsinh Jaydeepsinh Vaghela, who retires by rotation	Ordinary
3.	To appointment and ratify remuneration of Cost Auditors	Ordinary
4.	To regularise appointment of Mr. Ravirajsinh Chudasama As an Independent Director	Ordinary
5.	To regularise appointment of Ms. Disha Unadkat As an Independent Director	Ordinary

Affix Revenue Stamp not less than Rs. 0.15

Signed this ________ day of __________ 2025

Signature of shareholder: ___________ Signature of proxy holder(s): ___________

Note: This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office, not less than 48 (Forty Eight) hours before the commencement of the Annual General Meeting of the Company.

Route Map:

https://www.google.com/maps/place/Raviraj+Foils+LTD/@23.0228873,72.26289,17z/data=!4m14!1m7!3m6!1s0x395ea3deb125f85f:0xa14efea13510ed13!2sRaviraj+Foils+LTD!8m2!3d23.0228824!4d72.2654649!16s%2Fg%2F11j7kztkmr!3m5!1s0x395ea3deb125f85f:0xa14efea13510ed13!8m2!3d23.0228824!4d72.2654649!16s%2Fg%2F11j7kztkmr?entry=ttu&g_ep=EgoyMDI1MDkxMC4wIKXMDSoASAFQAw%3D%3D