

Kajal Synthetics And Silk Mills Limited

CIN No. L17110MH1985PLC035204

Regd. Office : 29, Bank Street, 1st Floor, Fort, Mumbai - 400 001

Email : kajalsyntheticsandsilk@gmail.com

Website : www.kajalsynthetics.com

3rd September, 2018

BSE Limited
P. J. Tower,
Dalal Street,
Fort, Mumbai

Ref : Scrip Code : 512147

Dear Sir,

Sub: Notice of 30th Annual General Meeting

We are pleased to enclose herewith the Notice convening 30th Annual General Meeting on Monday, 24th September, 2018 at the Registered Office of the Company at 29, Bank Street, First Floor, Fort, Mumbai 400 001 at 4.30 pm

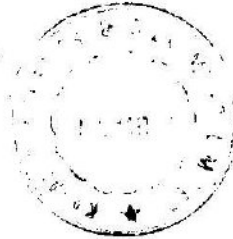
Kindly the above documents on record

Thanking you.

Yours faithfully,

For For **KAJAL SYNTHETICS AND SILK MILLS LIMITED**

G. M. Loyalka
G. M. Loyalka
Director
(00299416)



KAJAL SYNTHETICS AND SILK MILLS LIMITED
CIN : L17110MH1985PLC0035204
Regd. Office: 29, Bank Street, First Floor, Fort, Mumbai 400 001
Website: www.kajalsynthetics.com
Email: kajalsyntheticsandsilk@gmail.com

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of Kajal Synthetics and Silk Mills Limited will be held on Monday, the 24th day of September, 2018 at 4.30 PM at the Registered Office of the Company at 29, Bank Street, First Floor, Fort, Mumbai 400 001 to transact the following business :

Ordinary Business:

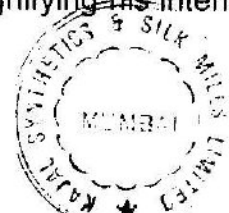
1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended on 31st March, 2018 and the Board's and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Naveen Bhattar (DIN No: 00503756) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved That pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and Rules made therein , the appointment of M/s K.K. Khadaria & Co., Chartered Accountants, Mumbai, (Firm Registration No. 105013W), having their office at 401-A, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Road, Andheri (West), Mumbai 400 058 who were appointed as Statutory Auditor to hold the office from conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting be and is hereby ratified, at such remuneration (including re-imbusement of out of pocket expenses) as may be decided by the Board of Directors of the Company in consultation with M/s M/s K.K. Khadaria & Co, Chartered Accountants, Mumbai."

Special Business:

4. 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 provision 149, 152 and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rule, 2014, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Seetha Ramaiya K. Vellore, in respect of whom the Company has received notice in writing from member under section 160 of the Companies Act, 2013, signifying his intention to



propose Mr. Seetha Ramaiya K. Vellore as candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation

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

RESOLVED FURTHER THAT Pursuant to section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to approval of Central Government, if any and such other consent and permission as may be necessary and subject to such modifications, variations acceptable to the appointee, the Company approve the appointment of Mr. Seetha Ramaiya K. Vellore as the Managing Director of the Company for the period of Two year from 1st October, 2018 to 30th September, 2020 at remuneration of Rs. 13,52,650/- p.a. (Rupees Thirteen Lac Fifty Two Thousand Six Hundred Fifty only) as approved by Remuneration Committee in its meeting.

RESOLVED FURTHER THAT where in any financial year, the Company has no profit or its profit are inadequate, the foregoing amount of remuneration shall be the Minimum Remuneration payable to Mr. Seetha Ramaiya K. Vellore.

By order of the Board of Directors



G. M. Loyalka
Director
(DIN: 00299416)



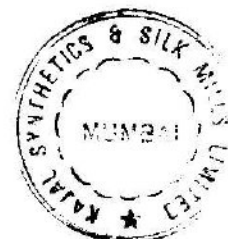
Place: Mumbai
Date: 31.08.2018

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect of item No. 4 and 5 set out in the Notice is annexed hereto and forms part of this Notice.
2. **A member entitled to attend and vote at the 30th Annual General Meeting (the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The proxy form duly completed and signed should be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Monday 17th September, 2018 to Monday, 24th September, 2018, (both days inclusive) for the purpose of AGM.
5. Members are requested to bring their copy of the Annual Report at the Annual General Meeting.
6. **EVOTING:**
 - i) Pursuant to Section 108 of the Companies Act, 2013 and in compliance with the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to announce that all the business mentioned in the notice may be transacted through electronic voting system and the Company is providing facility by electronic means.
 - ii) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders of the Company to cast their votes electronically.
 - iii) The Board of Directors of the Company has appointed Mr. Girish Murarka, Proprietor of M/s GIRISH MURARKA & CO. to conduct and scrutinize the e-voting process in a fair and transparent manner.
 - iv) Process and manner of voting:



(a) In case of Shareholders receiving e-mail from NSDL:

- i. Open e-mail and open PDF file viz; "Kajal e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
- iii. Launch internet browser by typing the following URL:<https://www.evoting.nsd.com/>
- iv. Click on Shareholder – Login
- v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
- vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Kajal Synthetics and Silk Mills Ltd.
- ix. Now you are ready for e-Voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional shareholders (i.e. members other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kajalsyntheticsandsilk@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving PIN mailer by Post:

- i. Initial password will be provided through a separate PIN Mailer.
- ii. Please follow steps (ii) to (xiii) above, to cast vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following Telephone No.: 022 24994600.
- v. The e-voting period commences on 21st September, 2018 (9.00 a.m) and ends on 23rd September, 2018 (5.00 p.m.). At the end of the voting period, the portal where votes are cast shall forthwith be blocked. The cut off date for Remote e-voting is 21st September, 2018.



- vi. Mr. Girish Murarka, Proprietor of M/s GIRISH MURARKA & CO. practicing Company Secretaries, the scrutinizer will, on 26th September, 2018 i.e. within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against, if any and submit to the Chairman of the Annual General Meeting of the Company.
- vii. The results declared along with the scrutinizer's report shall be placed on the website of the company and on the website of the RTA or NSDL within two days of passing of the resolution.
- viii. Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of Annual General Meeting.
- v) Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means.
Name:- Ms. Disha Hitesh Jain
Designation:- Company Secretary and Compliance Officer
Address: 29, Bank Street, First Floor, Fort, Mumbai 400 001
Email id: kajalsyntheticsandsilk@gmail.com
Phone No. 9821903049

EXPLANATORY STATEMENT
(pursuant to section 102 of the Companies Act, 2013)

The following explanatory statements sets out all material facts relating to item no. 4 and 5 of accompanying Notice dated 31st August, 2018.

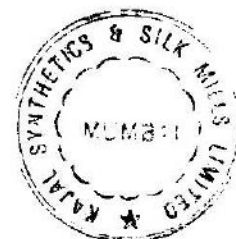
Item No. 4

The requisite Notice under section 160 of the Act proposing Mr. Seetha Ramaiya K. Vellore as candidate for the office of Director. The consent has been filed by Mr. Seetha Ramaiya K. Vellore under section 152 of the Act. The Board of Director on the recommendation of Nomination and Remuneration Committee ("Committee"), included the resolution for appointment of Mr. Seetha Ramaiya K. Vellore as Director, liable to retire by rotation.

Mr. Seetha Ramaiya K. Vellore does not hold any share in the Company either in the individual capacity or on beneficial basis for any other person

Mr. Seetha Ramaiya K. Vellore and his relatives are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution. Mr. Seetha Ramaiya K. Vellore is also not related to any of the Director or Key Managerial Personnel in the Company.

The Board recommends this resolution for your approval.



Item No. 5

On recommendation of Nomination and Remuneration Committee and provisions of Schedule V of the Companies Act, 2013, the Board recommends the Appointment of Mr. Seetha Ramaiya K. Vellore as Managing Director for the approval of the Members by Ordinary Resolution.

Mr. Seetha Ramaiya K. Vellore and his relatives are interested in the resolution set out in item no. 5. Save and except above, none of the Directors / Key Managerial Personnel, their relatives are in any way, concerned or interested, financial or otherwise in this Resolution.

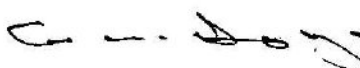
The relevant resolution passed in the Board / Committee meeting and other allied documents are available for inspection at the Registered office of the Company on any working day between 11.00 am to 1.00 pm upto the date of this AGM and will also be available for inspection at the venue of the AGM

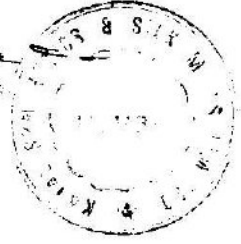
Annexure to item no. 2 and 4
Details of Directors seeking re-appointment at the Annual General Meeting

Name	Mr. Naveen Bhattar	Mr. Seetha Ramaiya K. Vellore
DIN	00503756	To be applied
Date of Birth	25 th June, 1965	15 th March, 1966
Qualification	B.Com	B.Com
Expertise in specific functional area	Business	Accounts, Taxation and Administration
List of outside Directorship held in Public Limited Company	1.Aakarshak Synthetics Ltd. 2.Arvind Press Caps Ltd.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Shareholding in the Company	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of other Companies in which he is a Director	Nil	Nil
Chairman / Membership of the Committee of the Board of Directors of the Company Shareholding	Nil	Nil



By order of the Board of Directors of


G. M. Loyalka
Director
(DIN: 00299416)



Place: Mumbai
Date : 31.08.2018