

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

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting (AGM) of the members of **Kajal Synthetics and Silk Mills Limited** (the Company) will be held on Wednesday, the 30th day of September, 2020 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. consider and adopt the Audited Financial Statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and the Auditors thereon.
2. To re-appoint a Director in place of Mr. G. M. Loyalka (DIN No: 00299416) who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business :

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

RESOLVED THAT pursuant to the provisions of Section 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the 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 Regulation 17 and other applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations’), as amended from time to time, Shri Giriraj Maheswari (DIN: 00796252), Non-Executive Independent Director of the Company whose present terms of office as Independent Directors expires at ensuing Annual General Meeting and is eligible for re-appointment and who meets the criteria of Independence as provided in section 149(6) of the Act along with rules framed thereunder and regulation 16(1)(b) of Listing Regulations and who had submitted the declaration to that effect be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendation of Nomination and Remuneration Committee to hold office from second terms of Five years with effect from conclusion of this meeting upto 30th September, 2025

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

RESOLVED THAT pursuant to the provisions of Section 149 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the 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 Regulation 17 and other applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations’), as amended from time to time, Smt. Rajshree Tapuriah (DIN:01655859), Non-Executive Independent Director of the Company whose present terms of office as Independent Directors expires at ensuing Annual General Meeting and is eligible for re-appointment and who meets the criteria of Independence as provided in section 149(6) of the Act along with rules framed thereunder and regulation 16(1)(b) of Listing Regulations and who had submitted the declaration to that effect be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, based on the recommendation of Nomination and Remuneration Committee to hold office from second terms of Five years with effect from conclusion of this meeting upto 30th September, 2025

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

RESOLVED THAT pursuant to provision of sections 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s) or re-enactment(s) or substitution(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification thereof or supplements therein (“SEBI Listing Regulations’) subject to Articles of Association of the Company and subject to approval of Central Government, if any and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Seetha Ramaiya K. Vellore (DIN-08216198) as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st October, 2020 on payment of Remuneration of Rs. 17.18 Lakh only with yearly increment below 20% each year, as may be decided by the Board of Director

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act read with Schedule V of the Act, where in any financial year during the currency of tenure of Managing Director, the Company has no profits or if its profits are inadequate, the Company shall pay the above remuneration to the Managing Director.

FURTHER RESOLVED THAT the Board be and is hereby authorized to vary, amend, modify or revise the terms of Remuneration payable from time to time, to the extent the Board may deem appropriate provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Mumbai in connection with such appointment and payment of remuneration and to seek approvals and settle any questions, difficulties or doubts that may arise in this regards without further referring to the Members of the Company.

**By order of the Board of Directors of Directors of
Kajal Synthetics and Silk Mills Limited**

**Disha Hitesh Jain
Company Secretary**

Place: Mumbai

Date: 5th September, 2020

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to certain ordinary business and the special business to be transacted at the 32nd Annual General Meeting is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Registrar of Directors, Key Managerial Personnel and their shareholdings and other requisite documents shall be available for inspection electronically.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his / her behalf and the proxy need not be the members 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 Annual Report including Notice of AGM has been uploaded on the website of the Company www.kajalsynthetics.co.in and the same is attached to the email sent to you for the AGM. The same can be accessed and download from the website of Stock Exchange – The BSE Limited at www.bseindia.com and from the website of National Securities Depository Limited at e-voting@nsdl.co.in.
4. 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.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020, (both days inclusive) for the purpose of AGM.

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 GIRISH MURARKA & CO. practicing Company Secretaries, Mumbai to conduct and scrutinize the e-voting process in a fair and transparent manner.

7. The instruction for shareholder for remote e-voting are as under

The way to vote electronically on NSDL e-voting system consist of Two Steps which are mentioned below:

Step 1 : Login to NSDL e-voting system at <http://www.evoting.nsdl.com>

- a) Visit the e-voting website of NSDL. Open web browser by typing the following URL : <http://www.evoting.nsdl.com> either on your Personal Computer or on a mobile
- b) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder section
- c) A new screen will be open. You will have to enter your User ID, your Password and verification code as shown on the screen

Step 2 : Casting your vote electronically

d) User ID details are given below:

Manner of holding shares ie Demat (NDSL or CDSL) Or Physical	Your User ID is :
a) For Members holds the share in Demate Account with NDSL	8 character DP ID followed by 8 digit client ID for example your DP ID is IN300*** and your Client ID is 12***** then your User ID is IN300***12*****
b) For Members holds the share in Demate Account with CDSL	16 digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****

e) Your Password details are given below:

- i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote
- ii) If you are using NSDL e-voting system for the first time, your will need to retrieve the 'initial password', your need enter the initial password and the system will force you to change your password
- iii) How to retrieve initial password?
 - a) If your email id is registered in your Demat Account or with the Company, the initial password is communication to you on your email id. Trace the email sent to you from NSDL from your email box. Open the email and open the attachment which is in PDF. Open the pdf file. The password to open the pdf file is your 8 digit Client ID for NSDL Account, last 8 digit of your Client ID for CDSL Account
 - b) If your email id is not registered, your initial password will be communicated to you on your postal address
- f) If you are unable to retrieve or have not received your initial password or have forgotten the password - Click on 'Forgot user detail / password' (if you are holding the share in demat account with NSDL / CDSL) option available on www.evoting.nsdl.com .
- g) After entering your password, Tick on Agree to " Terms and conditions" by selecting on the check box.
- h) Now you have to click on "Login" button
- i) After you click on Login button, home page of e-voting will open

Step 2: Cast your vote electronically on NSDL e-voting system

- a) After successful login at Step 1, you will be able to see Home Page of e-voting. Then click on Active voting cycle.
- b) After click on Active voting cycle, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status
- c) Select "EVEN" of the Company for which you wish to cast your vote
- d) Now you are ready for e-voting as the voting page opens
- e) Cast your vote by selecting appropriate option ie. Assent or Dissent, verify / modify Number of shares for which you cast your vote and click on submit and confirm when prompted
- f) After confirmation, Vote casted successfully will be displayed
- g) You can also take the print out of your votes casted by you, by clicking on the print out option on the confirmation page
- h) Once you confirm your vote on the resolution

8. GENERAL INFORMATION FOR THE SHAREHOLDERS

- a) The Voting rights of the members shall be in proportion to their shares fully paid equity capital as on the cut off date 23rd September, 2020
- b) The e-voting period commences on Sunday, 27th September, 2020 commences at 9.00 am and ends on Tuesday, 29th September, 2020 at 5.00 pm. 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 23rd September, 2020
- c) Mr. Girish Murarka, Practicing Company Secretary having COP-4576, Proprietor of GIRISH MURARKA & CO., Mumbai, the scrutinizer will, on 3rd October, 2020 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.
- d) 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.
- e) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of Annual General Meeting.

9. 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, For, Mumbai 400 001

Email : kajalsyntheticsandsilk@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXURE TO THE NOTICE

Item No. 3 and 4

Shri Giriraj Maheswari (DIN 00796252) and Smt. Rajshree Tapuriah (DIN 01655859) were appointed as an Independent Director on the Board of the Company pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement by the members. In accordance with Section 149(10) of the Act, an Independent Director shall hold office for a term upto five years on the Board and shall be eligible for re-appointment on passing a Special Resolution Section 149(11) of the Act provides that an Independent Director may hold office for two consecutive terms of five years each. Taking into consideration their skills, experience, knowledge and their valuable contribution to the Company and based on their performance evaluation, it is desirable to continue to avail their services and reappoint them for a second term of five years to hold office with effect from conclusion of this Annual General Meeting 30th September, 2025

Accordingly, the Board of Directors have at the Meeting held on 5th September, 2020, based on the recommendation of the Nomination and remuneration Committee, recommended the reappointment Shri Giriraj Maheswari (DIN: 00796252) and Smt. Rajshree Tapuriah (DIN:01655859) as Independent Director of the Company for second term, as aforesaid. Independent Directors, are not liable to retire by rotation. They also have given declaration that they are not disqualified from being reappointed as Independent Director in terms of Section 164 of the Act and have given their consent to act as an Independent Directors. The Company has also received declaration from them that they meet the criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Shri Giriraj Maheswari (DIN: 00796252) and Smt. Rajshree Tapuriah (DIN:01655859) have also given declaration that they are not debarred from holding office of director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. The terms and conditions of reappointment of independent Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day of the Company and will also be kept open at the venue of the AGM till the conclusion of the AGM.

None of the Director, other than the Directors proposed to be appointed (in their respective resolutions of appointment), Key Managerial Personnel or their relatives, are directly / indirectly concerned or interested, financial or otherwise in this resolution.

Item No. 5

Shri Seetha Ramaiya K. Vellore (DIN-08216198) was appointed as the Managing Director of the Company for the period of two year with effect from 1st October, 2018 after obtaining the due approval of the members of the Company in the 30th Annual General Meeting. Accordingly, the present terms of Mr. Seetha Ramaiya K. Vellore come to an end on 30th September 2020. The Board, in its meeting held on 5th September, 2020 has approved the re-appointment of Shri Seetha Ramaiya K. Vellore (DIN-08216198) as Managing Director of the Company for further period of Three year after its current tenure end (ie 30th September, 2020) subject to approval of members of the Company at the ensuing General Meeting. The Board has taken the decision of the said re-appointment based on the recommendation of Nomination and Remuneration Committee.

Shri Seetha Ramaiya K Vellore (DIN-08216198) is not disqualified from being re-appointed as Director or Managing Director in terms of section 164 of the Companies Act, 2013. He has communicated his willingness and has given his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in section 196(3) of the said Act and Part-I of schedule V thereof and hence eligible for re-appointment.

Shri Seetha Ramaiya K. Vellore and his relatives may be deemed to be interest in the resolution at item no. 5 of the Notice. Save as aforesaid, None of the Directors of the Company, Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise, in any way, in the said resolution set out at item no. 5 of the notice.

**By order of the Board of Directors of Directors of
Kajal Synthetics and Silk Mills Ltd**

**Disha Hitesh Jain
Company Secretary**

Place: Mumbai

Date: 5th September, 2020

Annexure "A"

Information on Director being appointed / re-appointed as required under regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of Secretarial Standard on General Meeting (SS-2)

Name of Director	G. M. Loyalka	Giriraj Maheswari	Rajshree Tapuriah	Seetha Ramaiya K. Vellore
DIN	00299416	00796252	01655859	08216198
Date of Birth	26.01.1943	06.05.1980	02.05.1950	15.03.1966
Relationship with other Director inter-se	Nil	Nil	Nil	Nil
Date of Appointment	14.11.2014	14.11.2014	30.03.2015	01.10.2018
Expertise in specialized area	Finance & Business Strategy	Management & Admin	Management & Admin	Finance & Accounts
Qualification	B.com	C.A.	B.A.	B.com
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil
Directorship in other public Limited Company	1.Kajal Synthetics and Silk Mills Limited 2.Jatayu Textiles and Industries Limited 3.Aakarshak Synthetics Limited 4.Park Avenue Engineering Limited 5.Sushree Trading Limited	1.Hirajuli Tea Company Ltd	1.Kajal Synthetics and Silk Mills Limited	Nil
Chairman/Membership of the Committee of other Company	Nil	Nil	Nil	Nil

KAJAL SYNTHETICS AND SILK MILLS LIMITED

CIN – L17110MH1985PLC035204

Regd. Office : 29, Bank Street, First Floor, Fort, Mumbai 400001

Website : www.kajalsynthetics.in email : kajalsyntheticsandsilk@gmail.com -----

FORM NO. MGT.12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name(s) of Member(s) (in Block / Capital Letters)	
Registered Address	
DP ID/Client ID or Folio	
No. of Equity Shares held	

I/We hereby exercise my / our vote in respect of the following resolution as set out in the Notice convening 32nd Annual General Meeting of the Members of the Company held on Tuesday, 29th September, 2020 at 4.30 pm at 29, Bank Street, First Floor, Fort, Mumbai 400001 which is proposed to be placed before members at the aforesaid AGM, by according my / our assent and / or dissent to the Said Resolution in the following manner :

Resolution No. and Nature of Resolution	Resolution	No. of Equity Shares Held	I/We assent To the Resolution (for)	I/We assent To the Resolution (Against)
1	Adoption of Standalone and Consolidated Audited Annual Account for the year ended 31 st March, 2020			
2	Re-appointment of Mr. G.M. Loyalka (00299416) as Director, liable to retire by rotation			
3	Re-appointment of Shri Giriraj Maheswari (DIN-00796252) Non-Executive Independent Director for second term of 5 year (ie. Upto 30.09.2025)			
4	Re-appointment of Smt. Rajshree Tapuriah (DIN-01655859), Non-Executive Independent Director for second term of 5 year (ie. Upto 30.09.2025)			
5	Re-appointment of Mr. Seetha Ramaiya K. Vellore (08216198) as Managing Director for further terms of Three years (ie upto 30.09.2023)			

*Please put tick mark () in appropriate column against the resolution indicated above. In case the Shareholder / Proxy, wish his / her vote to be used differently, he / she should indicate the number of shares under the columns "For" and / or "Against"

Place : Mumbai

Date : 5th September, 2020

Signature of Shareholder / Proxy

Form No. MGT-11

Proxy form

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

CIN: L17110MH1985PLC035204

Name of the Company: KAJAL SYNTHETICS AND SILK MILLS LIMITED

Registered office: 29, Bank Street, First Floor, Fort, Mumbai 400 001

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

I/ We being the member of Kajal Synthetics and Silk Mills Limited hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32nd Annual General Meeting of members of the Company, to be held on Wednesday, 30th September, 2020 at 4.30 pm registered office of the Company at 29, Bank Street, First Floor, Fort, Mumbai 400001, and at any adjournment thereof in respect of such resolutions mentioned in the Notice convening 32nd Annual General Meeting

Signed this day of September, 2020

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 Registered Office of the Company not less than 48 hours before the time fixed for the 32nd Annual General Meeting

Affix
Revenue
Stamp