

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 Fourth Annual General Meeting of the members of Kajal Synthetics and Silk Mills Limited will be held on Thursday, the 11th day of August, 2022 at 2.30 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 receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended on 31st March, 2022 and the Board's and Auditors' Reports thereon.
2. To 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.
3. **To approve appointment of Statutory Auditors and fix their remuneration:**

To consider and if thought it, pass with or without modification(s), pass the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s S. S. Rathi & Co., Chartered Accountants (Firm Registration Number 108726W) be and is hereby appointed as the Statutory Auditor of the Company for the term of 5 (Five) consecutive years from the conclusion of this till the conclusion of 39th Annual General Meeting at such remuneration (including re-imbursement of out of pocket expenses) as may be decided by the Board of Directors of the Company in consultation with M/s S. S. Rathi & Co."

Special Business:

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

RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

RESOLVED FURTHER THAT the existing Clause III (C) – Other Objects of the Memorandum of Association be and is hereby deleted in its entirety.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take all such steps as may be necessary, proper and required to give effect to this resolution

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

**Place : Mumbai
Date : 16.07.2022**

**Sd/-
Seetha Ramaiya K. Vellore
Director
(DIN: 08216198)**

NOTES:

1. **A member entitled to attend and vote at the 34th 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.

2. 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.
3. The Register of Members of the Company will remain closed from Thursday, 4th August, 2022 to Thursday, 11th August, 2022, (both days inclusive) for the purpose of AGM. The cut off date shall be 3rd August, 2022
4. Members are requested to bring their copy of the Annual Report at the Annual General Meeting.

5. 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 8th August, 2022 (9.00 am) and ends on 10th August, 2022 (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 3rd August, 2022.
- vi. The Board of Directors has appointed M/s Girish Murarka & Co., Practicing Company Secretary, having Certificate of Practice No. 4576 as Scrutinizer to scrutinize the remote e-voting (including the Ballot Form received from the Members who do not have access to e-voting process) in fair and transparent manner.

- vii. The Scrutinizer shall, immediately after the conclusion of voting at 34th AGM, count the vote cast at the meeting and thereafter, unblock the vote cast through e-voting in presence of at least two witness not in the employment of the Company and submit, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total vote caste favour or against the resolution to the Chairman or any person authorized by him in writing.
- viii. The Chairman or the Authorized Representative will declare the result of the voting (E-voting and voting through Ballot Paper). The Said Results and Scrutinizer's Report will be placed on the website of the Company.
- ix. 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

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

**Place : Mumbai
Date : 16.07.2022**

**Sd/-
Seetha Ramaiya K. Vellore
Director
(DIN: 08216198)**

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Members of the Company at the 29th Annual General Meeting (AGM) held on 27th September, 2017 approved the appointment of M/s K.K. Khadaria & Co., Chartered Accountants, Mumbai, (Firm Registration No. 105013W) as a Statutory Auditor of the Company for a period of 5 (Five) consecutive years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting. M/s K. K. Khardaria & Co. will complete their present terms on conclusion of this Annual General Meeting in terms of the said approval.

The Board of Directors of the Company at its meeting held on May 27, 2022 on recommendation of the Audit Committee has considered to recommend the appointment of M/s S. S. Rathi & Co., Chartered Accountant (Firm Registration No.108726W) as a Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 39th Annual General Meeting subject to approval of Members of the Company at this Annual General Meeting.

As per the requirement of the Companies Act, 2013 ("the Act") as amended, M/s S. S. Rathi & Co., Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and confirmed that appointment, if made would be within the limits specified under section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, whether financially or otherwise, concerned or interested in the resolution set out in Item No. 3 of the Notice.

The Board recommend the Ordinary Resolution as set out at Item No. 3 for the approval by the Members.

Item No. 4

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to rename the Object Clause III (B) and The existing Clause III (C) – Other Objects in the Memorandum of Association shall be deleted

The Board at its meeting held on May 27, 2022 had considered alteration of the MOA of the Company and the Board now seeks approval of members for the same.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.4.

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

Name of Director	G. M. Loyalka
DIN	00299416
Date of Birth	26 th January, 1943
Relationship with other Directors inter-se	Nil
Date of Appointment	17 th March, 1992
Expert in Specialized Area	Finance and Business Strategy
Qualification	B.Com
No. of Equity Shares held in the Company	Nil
Directorship in other Public Limited Company	Nilkanth Engineering Limited Jatayu Textiles & Industries Limited Aakarshak Synthetics Limited Park Avenue Engineering Limited Sushree Trading Limited
Chairman / Membership of the Committee of other Company	Nilkanth Engineering Limited Chairman : Nomination and Remuneration Committee