

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 Fifth Annual General Meeting of the members of Kajal Synthetics and Silk Mills Limited will be held on Wednesday, 27th September, 2023 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, 2023 and the Board's and Auditors' Reports thereon.
2. To appoint a director in place of Mr. Seetha Ramaiya K Vellore (DIN No: 08216198) 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 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 5 (Five) years with effect from 1st October, 2023 on payment of Remuneration of Rs. 20.73 Lakh 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
Kajal Synthetics and Silk Mills Limited**

**Place : Mumbai
Date : 30th August, 2023**

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

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 35th Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the 35th 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 of the Company will remain closed from Thursday, 21st September, 2023 to Wednesday, 27th September, 2023, (both days inclusive) for the purpose of AGM. The cutoff date shall be 23rd September, 2023
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 24th September, 2023 (9.00 am) and ends on 26th September, 2023 (5.00 p.m.). At the end of the voting period, the portal where votes are cast shall forthwith be blocked. The cutoff date for Remote e-voting is 23rd August, 2023.
- 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 35th 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

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

Item No. 3

Shri Seetha Ramaiya K. Vellore (DIN-08216198) was re-appointed as the Managing Director of the Company for the period of three year with effect from 1st October, 2020 after obtaining the due approval of the members of the Company in the 32nd Annual General Meeting held on 30.09.2020. Accordingly, the present terms of Mr. Seetha Ramaiya K. Vellore come to an end on 30.09.2023.

The Board, in its meeting held on 30th August, 2023 on the recommendation of Nomination and Remuneration Committee, proposed the re-appointment of Shri Seetha Ramaiya K Vellore (DIN-08216198) as Managing Director of the Company for further period of Five-year up to 30th September, 2028 at the ensuing 35th Annual General Meeting.

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. 3 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. 3 of the notice.

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

**Place : Mumbai
Date : 30th August, 2023**

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

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 | Seetha Ramaiya K. Vellore |
| DIN | 08216198) |
| Date of Birth | 15 th March, 1966 |
| Relationship with other Directors inter-se | Nil |
| Initial Date of Appointment | 1 st October, 2018 |
| Expert in Specialized Area | Finance and Accounts |
| Qualification | B.Com |
| No. of Equity Shares held in the Company | Nil |
| Directorship in other Public Limited Company | Nil |
| Chairman / Membership of the Committee of other Company | Nil |

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CIN – L17110MH1985PLC035204

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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 35th Annual General Meeting of the Members of the Company held on Wednesday, 27th September, 2023 at 2.30 pm at 29, Bank Street, First Floor, Fort, Mumbai 400 001 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 | To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended on 31st March, 2023 and the Board's and Auditors' Reports thereon | | | |
| 2 | To appoint a director in place of Mr. Seetha Ramaiya K Vellore (DIN No: 08216198) who retires by rotation and, being eligible, offers himself for re-appointment | | | |
| 3 | Re-appointment of Shri Seetha Ramaiya K. Vellore (DIN-08216198) as Managing Director for the further period of Five year with effect from 1 st October, 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 : 27th September, 2023

Signature of Shareholder / Proxy

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PROXY FORM

| | |
|------------------------|--|
| Name of the member(s): | |
| Registered address: | |
| E- mail Id: | |
| Folio No. | |

I/We being a member(s) of _____ shares of the above named company, hereby appoint

1. Name : _____ of _____

E-mail Id: _____ or failing him

2. Name : _____ of _____

E-mail Id: _____ or failing him

3. Name : _____ of _____

E-mail Id: _____

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on the **Wednesday, 27th September, 2023 at 2.30 pm** and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above proxy to vote in the manner as indicated below:

| Resolutions | For | Against |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1.To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended on 31st March, 2023 and the Board's and Auditors' Reports thereon. | | |
| 2.To appoint a director in place of Mr. Seetha Ramaiya K Vellore (DIN No: 08216198) who retires by rotation and, being eligible, offers himself for re-appointment | | |
| 3.Re-appointment of Shri Seetha Ramaiya K. Vellore (DIN-08216198) as Managing Director for the further period of Five year with effect from 1 st October, 2023 | | |

Signed this ___ day of _____ 2023. Signature of shareholder

Signatures of proxy holders

Notes:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. Please put a 'X' in the appropriate column against the resolutions indicated in the Box.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

Affix
Rupee 1/-
Revenue
Stamp

