

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 Sixth Annual General Meeting of the members of Kajal Synthetics and Silk Mills Limited will be held on Thursday, 26th September, 2024 at 11.30 am 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, 2024 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.

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 Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s) / Regulation(s) made thereunder, including amendment(s), statutory modification(s) and / or re-enactment thereof for the time being in force and based on the recommendation of Nomination and Remuneration Committee, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. G. M. Loyalka (DIN-00299416), who has attained the age exceeding 75 years, as Non-Executive Non-Independent Director.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary to effect to this resolution”

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s) / Regulation(s) made thereunder, including amendment(s), statutory modification(s) and / or re-enactment thereof for the time being in force and based on the recommendation of Nomination and Remuneration Committee, consent of the Members be and is hereby accorded for continuation of Directorship of Mrs. Rajshree Tapuriah (DIN-01655859), who has attained the age exceeding 75 years, as Non-Executive Independent Director till the expiry of his current terms till 30th September, 2025

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary to effect to this resolution”

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

**Place: Mumbai
Date: 28th August, 2024**

**Sd/-
Seetha Ramaiya K. Vellore
Managing 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 36th Annual General Meeting is annexed hereto.**
2. **A member entitled to attend and vote at the 36th 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 Friday, 20th September, 2024 to Thursday, 26th September, 2024 (both days inclusive) for the purpose of AGM. The cutoff date shall be 19th September, 2024
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 Monday, 23rd September, 2024 (9.00 am) and ends on Wednesday, 25th September, 2024 (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 19th September, 2024.
- 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 36th 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 two 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

The Nomination and Remuneration Committee at their meeting held on 28th August, 2024 consider the Mr. G. M. Loyalka (DIN-00299416) has been associated with the Company since 17th March, 1992 and managed the affairs of the Company efficiently & fully compliant Company.

The Nomination and Remuneration Committee recommended his current designation as Non-Executive & Non-Independent Director notwithstanding he has attained the age exceeding 75 years.

Accordingly, the consent of the Members is sought for passing Special Resolution as set out in this item for continuation of his appointment as Non-Executive Non-Independent Director even though his age exceeding 75 years.

Except, Mr. G. M. Loyalka (DIN-00299416) and his relatives to the extent of shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution 3 as set out in this Notice

Item No. 4

The Nomination and Remuneration Committee at their meeting held on 28th August, 2024, based on his skill, rich experience, knowledge and valuable guidance to the Management recommended continuation of the appointment of Mrs. Rajshree Tapuriah (DIN-01655859) as Non-Executive Independent Director even though she has attained the age exceeding 75 years.

The Board considers that her continued association would be immense benefit to the Company and it is desirable to avail her services even though she has attained the age exceeding 75 years.

Accordingly, the consent of the Members is sought for passing Special Resolution as set out in this item for continuation of her appointment as Non-Executive Independent Director even though her age exceeding 75 years till the expiry of her current terms till 30th September, 2025.

Except, Mrs. Rajshree Tapuriah (DIN-01655859) and her relatives to the extent of shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel and their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution 4 as set out in this Notice

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

**Place : Mumbai
Date : 28th August, 2024**

**Sd/-
Seetha Ramaiya K. Vellore
Managing 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	G. M. Loyalka
DIN	00299416
Date of Birth	26 th January, 1943
Relationship with other Directors inter-se	Nil
Initial Date of Appointment	17 th March, 1992
Expert in Specialized Area	Finance & 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 Member - Nomination and Remuneration Committee Chairman – Stakeholders Relationship Committee

