

JAIHIND SYNTHETICS LTD

CIN: L17120MH1986PLC040093

Address: Flat No. B-1, Neela Apartment, Ground Floor, Kiran Rashmi Neela CHS Ltd., S V Road, Borivali West, Mumbai - 400092

Email id: jaihindltd@yahoo.com | **Tel. No.:** 022-28676010

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of **JAIHIND SYNTHETICS LTD** (CIN: L17120MH1986PLC040093) will be held on Thursday, September 12, 2019, at 11:00 a.m. at Flat No. B-1, Neela Apartment, Ground Floor, Kiran Rashmi Neela CHS Ltd., S V Road, Borivali West, Mumbai - 400092, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the financial statements of the Company for the year ended March 31, 2019, together with the Report of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. TO APPROVE THE REDUCTION OF EQUITY SHARE CAPITAL OF THE COMPANY

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 66 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules made thereunder (the “Act”), read with Articles of association of the company; and the confirmation by the Hon'ble National Company Law Tribunal (“NCLT”); and such other approvals as may be required, and subject to the terms and conditions and modification, if any, as may be prescribed by the NCLT and any other appropriate authority, as may be required or prescribed by such appropriate authority while granting approval or confirmation, and which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded, by way of a special resolution, the company's issued and subscribed equity share capital of 85,46,598 equity share capital to be reduced to 48,00,000 equity shares, the amount by which the equity capital is so reduced being wrongly allotted and that such reduction be effected by cancelling and extinguishing 37,46,598 issued and subscribed equity shares.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, Directors of the company Mr. Dinesh Jayntalal Doshi and Mrs. Deviben Dinesh Doshi be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, usual or proper and make such adjustments in the books of accounts as are considered necessary to give effect to the above resolution or to carry out such modification/directions as may be ordered by the Hon'ble National Company Law Tribunal at Bombay to implement the aforesaid Resolution.

RESOLVED FURTHER THAT Mr. Dinesh Jayntalal Doshi and Mrs. Deviben Dinesh Doshi Directors of the company, be and are hereby individually and severally authorized to take all necessary steps for effecting the reduction of capital (Securities premium account) of the company, including but not limited to:

- (a) Obtaining approval from the equity shareholders of the Company in the Annual General Meeting;
- (b) Filing of application/petition with the National Company Law Tribunal and/or any other regulatory authorities and representing before the National Company Law Tribunal for getting its approval;
- (c) For the above purpose to engage advocate, counsels and any other consultants, advisors, declare and file all pleadings, reports and sign and issue public documents and notices in connection with the matter aforesaid;
- (d) To make any alterations/changes in the application/petition as may be expedient or necessary which does not materially change the substance of the reduction;
- (e) to comply with all the necessary formalities, compliances and disclosures in this regards and to file the necessary forms or documents with the relevant authorities, including Registrar of Companies.
- (f) To do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise.

RESOLVED FURTHER THAT the Board of Directors be and is also hereby authorized to delegate this authority to such person thought fit by them.”

By order of the Board of Directors

for **Jaihind Synthetics Ltd**

Dinesh Jayntalal Doshi

Director
DIN:07789377

Place: Mumbai
Date: May 30, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE AGM. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS OR AUTHORITY, AS APPLICABLE.**

A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”), in respect of the business under Items No. 2 of the accompanying Notice are annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members / Proxies are requested to fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report at the Meeting.
5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books of the Company from September 6, 2019 to September 12, 2019 (both days inclusive).
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as pursuant to SEBI norms, with effect from April 1, 2019, share transfers is being processed in dematerialized form only.
9. With a view to using natural resources responsibly, we request shareholders to update their e-mail address with their Depository Participant (“**DP**”) to enable the Company to send communications electronically or you may request the Company at jaihindltd@yahoo.com or Skyline Financial Services Private Limited, Company’s Registrar & Share Transfer Agent (“**R&T Agent**”) at admin@skylinerta.com for the same.
10. Queries on Financial Statements of the Company, if any, to be sent in writing to the Company Secretary, ten days in advance of the Meeting, so as to enable the Management to keep the information ready at the Meeting.
11. Members are requested to notify immediately change, if any, in their address/ mandate/ e-mail/ bank details to their DP in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company’s R&T Agent at above address.

12. Under Section 72 of the Act, Members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH 13 in duplicate to the Company's R&T Agent at above address.
13. A Route map showing directions to reach the venue of the 32nd AGM is given at the end of the this Notice as per requirement of the Secretarial Standard - 2 on "General Meeting" as prescribed by the Institute of Company Secretaries of India, as mandated by the provisions of Section 118(10) of the Act.
14. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the DP(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or DP(s).
15. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN and/or AADHAAR to the Bank.
16. Information and other instructions relating to e-voting are as under:

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 30, 2019, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9:00 a.m. on September 9, 2019 and will end at 5:00 p.m. on September 11, 2019. The facility for voting through ballot/polling paper will be made available at the venue of the 32nd AGM and Members attending the Meeting, who have not cast their vote(s) through Remote e-Voting will be able to exercise their voting rights at the meeting through ballot/polling paper.

Mr. Rinkesh Gala, Company Secretary in Practice (Membership No. A42486/ Certificate of Practice No. 20128) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

The Results shall be declared within two days of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately after declaration of results of e-Voting and poll/ ballot and communicated to the Stock Exchanges.

17. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL

eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail rinkeshgala94@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("**the Act**"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 2 of the accompanying Notice:

Item No. 2

The proposed reduction of the equity share capital of Jaihind Synthetics Ltd (the "Company") is being undertaken in accordance with the provisions of Section 66 of the Companies Act, 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and the rules made thereunder (the "Act") and specifically the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("Reduction Rules"), which permit a Company to undertake a reduction of its share capital in any manner.

The Company had issued 95,03,000 warrants convertible into equity shares to the promoters and non - promoters on preferential basis at a price of Rs. 28.25 per share on 05/07/2011. Out of this 37,46,598 were subscribed by the applicants and the same were inadvertently allotted on 16/01/2013 as 22,26,598 Equity shares which were not fully paid by holders and full price of Rs. 28.25 per share was paid by the holders of the 15,20,000 equity shares after the period of 18 months of issuance of warrants.

The Bombay Stock Exchange Limited has also advised the company to go for cancellation of 37,46,598 Equity shares resulting into the reduction of share capital.

Subject to the receipt of the requisite approval of the shareholders and confirmation by the Hon'ble National Company Law Tribunal ("NCLT") and such other approvals as may be required, it is proposed to reduce the issued, subscribed and paid-up share capital of the Company from Rs. 8,54,65,980 (Rupees Eight Crore Fifty Four Lakh Nine Hundred and Eighty) consisting of 85,46,598 (Eighty Five Lakh Forty Six Thousand Five Hundred and Ninety Eight) equity shares of Rs. 10 (Rupees Ten) each to Rs. 4,80,00,000 (Rupees Four Crores Eighty Lakh) consisting of 48,00,000 (Forty Eight Lakh) equity shares of Rs. 10 (Rupees ten) each, by cancelling and extinguishing, in aggregate, total issued, subscribed and paid up equity share capital of the Company, comprising 37,46,598 (Thirty Seven Lakh Forty Six Thousand Five Hundred and Ninety Eight) equity shares of Rs. 10 (Rupees Ten) each ("Capital Reduction").

After the shareholders have passed the requisite resolution in the Annual General Meeting, the Company will file the requisite application with the NCLT in accordance with the provisions of Section 66 and other applicable provisions of the Act and the Reduction Rules, seeking confirmation of the Capital Reduction. Pursuant to section 66(5) of the Companies Act, 2013, this resolution will be effective on the date when the Registrar of Companies, Mumbai, registers the NCLT order approving the Capital Reduction and issues a certificate to that effect.

By order of the Board of Directors

for **Jaihind Synthetics Ltd**

Dinesh Jayntalal Doshi

Director

DIN:07789377

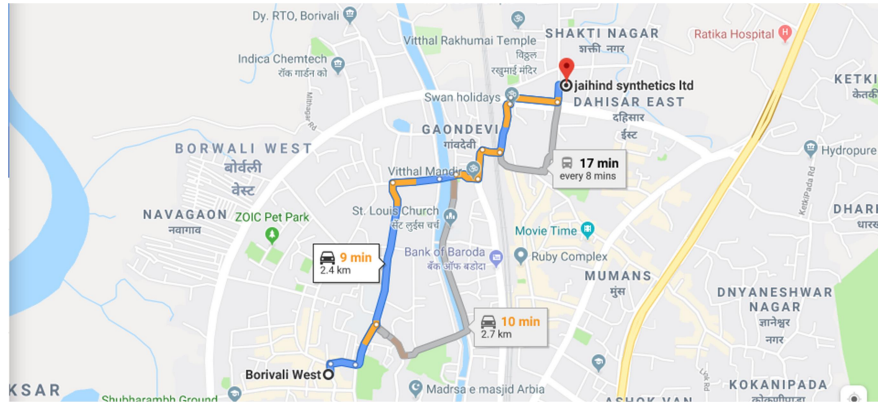
Place: Mumbai

Date: May 30, 2019

ROAD MAP TO THE ANNUAL GENERAL MEETING VENUE

Venue: Flat No. B-1, Neela Apartment, Ground Floor, KiranRashmiNeela CHS Ltd., S V Road, Borivali West, Mumbai - 400092

Directions:



JAIHIND SYNTHETICS LTD

CIN: L17120MH1986PLC040093

Address: Flat No. B-1, Neela Apartment, Ground Floor, KiranRashmiNeela CHS Ltd., S V Road,
Borivali West, Mumbai - 400092

Email id: jaihindltd@yahoo.com | **Tel. No.:** 022-28676010

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:

Name of the Company:

Registered office:

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of, holding.....shares, 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 my/us and on my/our behalf at the 32nd Annual General Meeting of members of the Company, to be held on Thursday, September 12, 2019 at 11.00 a.m at No. B-1, Neela Apartment, Ground Floor, Kiran Rashmi Neela CHS Ltd., S.V. Road, Borivali (W), Mumbai, 400092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Receive, consider and adopt Audited Financial Statement of the company for the financial year ended on March 31, 2019, the report of directors and auditors thereon;

2. To consider and approve the Reduction of Equity Share Capital of the Company.

Signed this day of..... 2019

Signature of Shareholder

Affix Revenue
Stamp

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, before the commencement of the Meeting.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 32nd Annual Report of the Company together with the "Corporate Governance Report" and "Audited Financial Statements" for the Financial Year ("F.Y.") ended March 31, 2019.

FINANCIAL PERFORMANCE

Your Company's performance during the F.Y. ended March 31, 2019 as compared to the previous F.Y. is summarised below:

(In Rupees)		
Particulars	2018-19	2017-18
Total Income	21,45,000	19,49,700
Total Expenditure	18,27,000	10,38,775
Profit/ (loss) before tax	3,18,000	9,10,925
Tax Expenses		
a) Current Tax	83,000	3,00,000
b) Deferred Tax (Asset)	-	-
Profit/ (loss) after tax	2,35,000	6,10,925
Net worth	14,94,54,987	14,92,20,306

STATE OF COMPANY'S AFFAIRS AND PERFORMANCE REVIEW

Your Company has not earned revenue during the year and the Company has made Profit of Rs.2,35,000 during the year as against profit of Rs.6,10,925 in the previous year. The Directors are hopeful for a better performance in the coming years.

DIVIDEND

To conserve the resources, your Directors do not recommend payment of any dividend for the F.Y. ended March 31, 2019.

DEBENTURES

During the F.Y., your Company has not issued any Debentures.

SHARE CAPITAL

The paid-up equity share capital of the Company as at March 31, 2019, was Rs.8,51,40,980. During the year under review, 32500 equity shares were calls in arrears and shares were not received from the shareholders. The company has not issued shares with differential voting rights nor granted stock options or sweat equity.

The equity shares of your Company continue to be listed on BSE Limited.

RESERVES

The Board of Directors ("the Board") have not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the F.Y. has been carried forward to the surplus in the Statement of Profit and Loss.

FIXED DEPOSITS