

# JAIHIND SYNTHETICS LTD

CIN: L17120MH1986PLC040093

**Address:** 107, BB wing, Nandham CHS LTD, L.T.Road, borvali West, Mumbai - 400092

**Email id:** [jaihindltd@yahoo.com](mailto:jaihindltd@yahoo.com) | **Tel. No.:** 022-28676010

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## NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of **JAIHIND SYNTHETICS LTD** (CIN: L17120MH1986PLC040093) will be held on Thursday, December 31, 2020, at 11:00 a.m. at 107, BB wing, Nandham CHS LTD, L.T.Road, borvali 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, 2020, together with the Report of the Board of Directors and the Auditors thereon.

By order of the Board of Directors

for **Jaihind Synthetics Ltd**

Sd/-

**Dinesh Jayntalal Doshi**

**Director**

**DIN:07789377**

Place: Mumbai

Date: November 15, 2020

## 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. 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.
3. 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.
4. 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.
5. 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.
6. The Company has notified closure of Register of Members and Share Transfer Books of the Company from December 25, 2020 to December 31, 2020 (both days inclusive).
7. 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.
8. 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](mailto:jaihindltd@yahoo.com) or Skyline Financial Services Private Limited, Company’s Registrar & Share Transfer Agent (“R&T Agent”) at [admin@skylinerta.com](mailto:admin@skylinerta.com) for the same.
9. 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.
10. 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.
11. 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.

12. A Route map showing directions to reach the venue of the 33<sup>rd</sup> 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.
13. 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).
14. 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.
15. 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 December 28, 2020 and will end at 5:00 p.m. on December 30, 2020. The facility for voting through ballot/polling paper will be made available at the venue of the 33<sup>rd</sup> 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 CDSL immediately after declaration of results of e-Voting and poll/ ballot and communicated to the Stock Exchanges.

16. 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 instructions for Shareholders for remote e-voting are as under:**

- (i) The voting period begins on December 28, 2020, 9.00 a.m. IST and ends on December 30, 2020, 05.00 p.m. IST. During this period, Members may cast their vote electronically through remote e-voting module and shall not be allowed to vote through remote e-voting thereafter. The e-voting facility shall be in operation till all the resolutions are considered and voted upon in the AGM and may be used for voting only by the members attending the AGM and who have not exercised their right to vote through remote e-voting.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant < JAIHIND SYNTHETICS LTD> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xix) Members can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**Process for those Shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- (ii) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.
- (iii) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**Instructions for Shareholders for e-voting during the EGM are as under:-**

- (i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the EGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

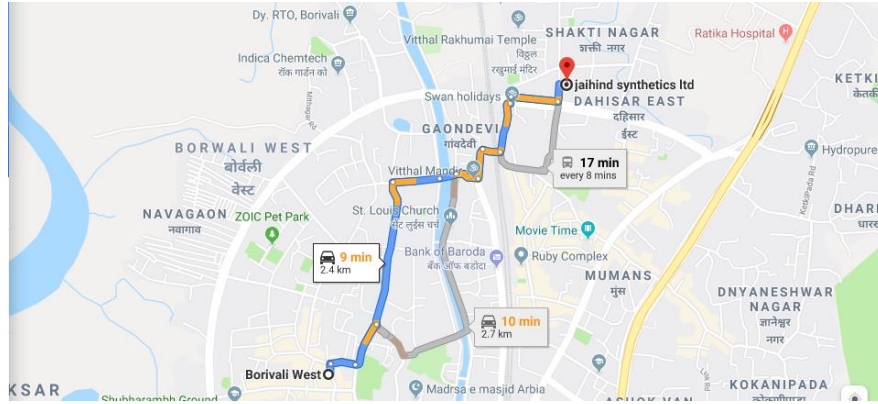
**Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [jaihindltd@yahoo.com](mailto:jaihindltd@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

## 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

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## **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 32<sup>nd</sup> 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..... 2020

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 33<sup>rd</sup> Annual Report of the Company together with the "Corporate Governance Report" and "Audited Financial Statements" for the Financial Year ("F.Y.") ended March 31, 2020.

### FINANCIAL PERFORMANCE

Your Company's performance during the F.Y. ended March 31, 2020 as compared to the previous F.Y. is summarised below:

(In Rupees)		
Particulars	2019-20	2018-19
Total Income	19,78,950	21,45,000
Total Expenditure	17,72,264	18,27,000
Profit/ (loss) before tax	2,06,686	3,18,000
Tax Expenses		
a) Current Tax		83,000
b) Deferred Tax (Asset)	-	-
Profit/ (loss) after tax	2,06,686	2,35,000
Net worth	15,35,85,745	14,94,54,987

### 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.2,06,686 during the year as against profit of Rs.2,35,000 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, 2020.

### 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, 2020, 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



Your Company did not hold any public deposits at the beginning of the year, nor has it accepted any deposits from the public during the F.Y., within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

## **EXTRACT OF ANNUAL RETURN**

An extract of the Annual Return of the Company, as prescribed under Section 92(3) of the Act and Companies (Management and Administration) Rules, 2014, framed thereunder, is annexed as **Annexure 'A'**.

## **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors is duly constituted. Pursuant to provisions of section 203 of Companies act 2013 and Rule 8 and Rule 8A of Companies (appointment & remuneration of Managerial Personnel Rules 2014), Ms. Nikita Sewakram Dahat company secretary (ACS no. 55045) be and is hereby appointed as the Company Secretary of the company with effect from October 1st, 2018 on such terms and conditions as decided and agreed by and between the Board and Company Secretary.

## **DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

## **DIRECTORS RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) read with Section 134(5) of the Act:

- a) in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **CORPORATE GOVERNANCE**

Your Company has its Corporate Governance philosophy on transparency, accountability, values and ethics, which forms an integral part of the Management's ongoing activity towards achieving excellence, growth and value creation. Your Company is committed to highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders.

## **NUMBER OF MEETINGS OF THE BOARD**

The Board met on various occasions to discuss and decide various affairs, operations of the Company and to supervise and control the activities of the Company. The schedule of the Board / Committee Meetings to be held in the forthcoming F.Y. will be circulated to the Directors in advance to enable them to plan their schedule for their effective participation in the Meetings.

During the F.Y., the Board met Five (5) times viz. on May 30, 2018, June 27, 2018, August 14, 2018, November 14, 2018, February 14, 2020 and March 29, 2020.

Detailed information on the Meetings of the Board is included in the report on Corporate Governance, which forms part of this Annual Report.

## **AUDIT COMMITTEE**

The Audit Committee comprises of the following Directors:

Mrs. Shital Arvind Shah	-	Chairperson
Mr. Paresh Vinodray Savani	-	Member
Mr. Dinesh Jayntalal Doshi	-	Member
Ms. Dharmishtha Sharad Shah	-	Member

All the recommendations made by the Audit Committee were accepted by the Board.

## **STATUTORY AUDITORS**

M/s. PSV Jain & Associates, Chartered Accountants (Firm Registration No. 131505W) were appointed, in the Annual General Meeting held on 29<sup>th</sup> September 2018, for a term of consecutive Six years from the conclusion of 31<sup>st</sup> Annual General Meeting till the Conclusion of 36<sup>th</sup> Annual General Meeting. The first proviso to Section 139 of the Companies Act, 2013 which provided for the ratification of appointment of the Statutory Auditors by the Members at every Annual General Meeting has been omitted by the Companies Amendment Act, 2017 w.e.f. 7 May 2018.

## **EXPLANATION ON AUDITORS' REPORT**

There are no qualifications, reservations, adverse remarks or disclaimers made by Statutory Auditors in their Report on the Financial Statements of the Company for F.Y. 2018-19.

## **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Rinkesh Gala & Associates, Practicing Company Secretary (C.P. No. 20128) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure 'B'**.

As required under section 204 (1) of the Companies Act, 2013, the Company has obtained a secretarial audit report.

There are no major observations made by the Auditor in the Report except other non-compliances mentioned therein and forming part of the report:

However, the company would ensure in future that all the provisions are complied to the fullest extent.