

JAIHIND SYNTHETICS LTD

CIN: L17120MH1986PLC040093

Address: Shop no. 118, 1st floor, Gokul Shopping Centre, S.V. Road, Borivali (w) Mumbai - 400092

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

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **JAIHIND SYNTHETICS LTD** (CIN: L17120MH1986PLC040093) will be held on Saturday, September 29, 2018, at 11:00 a.m. at Shop no. 118, 1st floor, Gokul Shopping Centre, S.V. Road, Borivali (w) 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, 2018, together with the Report of the Board of Directors and the Auditors thereon.
2. Appointment of Statutory Auditors

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Audit and Auditors) Rules, 2014 (**“the Rules”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon recommendation of the Audit Committee, M/s. PSV Jain & Associates, Chartered Accountants (Firm Registration No. 131505W), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditor, in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting (**“AGM”**) until conclusion of the Thirty Six AGM of the Company, at such remuneration, out-of-pocket expenses, etc. plus service tax, as may be mutually agreed upon by the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Dinesh Joshi (DIN: 07789377) as Executive and Whole Time Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules

made there under (including any statutory modification or re-enactment thereof, for time being in force) and pursuant to the Articles of Association of Company, the consent of Members of the Company be and is hereby accorded for the appointment of Mr. Dinesh Doshi (DIN: 07789377) who was appointed as an Additional Director of the Company with effect from October 10, 2017, in terms of Section 161 of the Act as Executive and Whole Time Director of the Company for a period of five years commencing from October 10, 2017 till October 9, 2022, at a consolidated remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board upon recommendation of Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Dinesh Doshi.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, Mr. Dinesh Doshi (DIN: 07789377) shall be entitled to receive the aforesaid remuneration, as revised from time to time, as minimum remuneration, subject to Compliance with the applicable provisions of Section 197 of the Act read with Schedule V of the Act, if and to the extent necessary, with the approval of Central Government.

RESOLVED FURTHER THAT during her tenure, Mr. Dinesh Doshi, Executive and Whole Time Director shall not be liable to retire by rotation and shall perform all such duties as are instructed to her from time to time by the Board of Directors and as may be required to be performed by her from time to time, subject to the supervision and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4. **Appointment of Ms. Deviben Dinesh Doshi (DIN: 07789368) as Executive and Whole Time Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof, for time being in force) and pursuant to the Articles of Association of Company, the consent of Members of the Company be and is hereby accorded for the appointment of Ms. Deviben Dinesh Doshi (DIN: 07789368) who was appointed as an Additional Director of the Company with effect from October 10, 2017, in terms of Section 161 of the Act as Executive and Whole Time Director of the Company for a period of five years commencing from October 10, 2017 till October 9, 2022, at a consolidated remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board upon recommendation of Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Ms. Deviben Dinesh Doshi.

RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, Ms. Deviben Dinesh Doshi (DIN: 07789368) shall be entitled to receive the aforesaid remuneration, as revised from time to time, as minimum remuneration, subject to Compliance with the applicable provisions of Section 197 of the Act read with Schedule V of the Act, if and to the extent necessary, with the approval of Central Government.

RESOLVED FURTHER THAT during her tenure, Ms. Deviben Dinesh Doshi, Executive and Whole Time Director shall not be liable to retire by rotation and shall perform all such duties as are instructed to her from time to time by the Board of Directors and as may be required to be performed by her from time to time, subject to the supervision and control of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By order of the Board of Directors
for **Jaihind Synthetics Ltd**

Place: Mumbai
Date: August 14, 2018

Dinesh Jayntalal Doshi
Director
DIN: 07789377

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. 3 & 4 of the accompanying Notice are annexed hereto. Brief profile of Mr. Dinesh Doshi and Ms. Deviben Dinesh Doshi Executive and Whole Time Director of the Company, who is proposed to be appointed and details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) is annexed to this Notice.
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 Tuesday, September 25, 2018 to Saturday, September 29, 2018 (both days inclusive).
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 or Skyline Financial Services Private Limited, Company's Registrar & Share Transfer Agent (**"R&T Agent"**) at 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 31st 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. Information and other instructions relating to e-voting are as under:

Pursuant to Section 108 of the Act, read with the relevant Rules of the Act 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 September 21, 2018, 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 12:00 noon on Wednesday, September 26, 2018 and will end at 5:00 p.m. on Friday, September 28, 2018. The facility for voting through ballot/polling paper will be made available at the venue of the 31st 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.

15. 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 voting electronically are as under:

- (i) The voting period begins on September 26, 2018 and 12:00 noon and ends on September 28, 2018 and 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.

- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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. 3 & 4 of the accompanying Notice:

Item No. 3

The Board of Directors of the Company in its meeting held on October 10, 2017, has appointed Mr. Dinesh Doshi (DIN: 07789377) as Executive and Whole Time Director of the Company for a period of five years commencing from October 10, 2017 till October 9, 2022, receiving remuneration by way of salary not exceeding Rs. 25,000/- (Rupees Twenty Five Thousand Only) and other perquisites in accordance with the schedule V of the Companies Act, 2013, however, his appointment was made subject to the approval of the shareholders in the forthcoming General Meeting of the Company.

Mr. Dinesh Doshi has a rich and diverse experience of more than 50 Years in trading of goods, hence Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on dated October 10, 2017, has approved the appointment of Mr. Dinesh Doshi, as Executive and Whole Time Director of the Company for a period of five years commencing from October 10, 2017 till October 9, 2022 subject to the approval of the Members at this AGM.

Approval of the Members is required by way of Special Resolution for Appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Dinesh Doshi and the terms and conditions of the appointment are given below:

- i. Salary: Rs. 25,000/- (Rupees Twenty Five Thousand Only)
- ii. Allowances: Nil
- iii. Commission: Nil
- iv. Perquisites and Benefits: Nil

Your Directors recommend the above remuneration to Mr. Dinesh Doshi and in future if any variation shall be made in above mentioned remuneration, then it shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and subject to the applicable Company’s policy. Further, Mr. Dinesh Doshi shall not be liable to retire by rotation.

The Board of Directors recommends the resolution set forth in item no. 3 in relation to the appointment of Executive and Whole Time Director, for the approval of the members of the Company.

None of the Directors except Deviben Dinesh Doshi and Key Managerial Personnel of the Company and their relatives except Mr. Dinesh Doshi, being an appointee is concerned or interested, financial or otherwise, in the resolution.

Item No. 4

The Board of Directors of the Company in its meeting held on October 10, 2017, has appointed Ms. Deviben Dinesh Doshi (DIN: 07789368) as Executive and Whole Time Director of the Company for a period of five years commencing from October 10, 2017 till October 9, 2022, receiving remuneration by way of salary not exceeding Rs. 25,000/- (Rupees Twenty Five Thousand Only) and other perquisites in accordance with the schedule V of the Companies Act, 2013, however, her appointment was made subject to the approval of the shareholders in the forthcoming General Meeting of the Company.

Ms. Deviben Dinesh Doshi has a rich and diverse experience of more than 10 Years in trading of goods, hence Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on dated October 10, 2017, has approved the appointment of Ms. Deviben Dinesh Doshi, as Executive and Whole Time Director of the Company for a period of five years commencing from October 10, 2017 till October 9, 2022 subject to the approval of the Members at this AGM.

Approval of the Members is required by way of Special Resolution for Appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Ms. Deviben Dinesh Doshi and the terms and conditions of the appointment are given below:

- i. Salary: Rs. 25,000/- (Rupees Twenty Five Thousand Only)
- ii. Allowances: Nil
- iii. Commission: Nil
- iv. Perquisites and Benefits: Nil

Your Directors recommend the above remuneration to Ms. Deviben Dinesh Doshi and in future if any variation shall be made in above mentioned remuneration, then it shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and subject to the applicable Company's policy. Further, Ms. Deviben Dinesh Doshi shall not be liable to retire by rotation.

The Board of Directors recommends the resolution set forth in item no. 4 in relation to the appointment of Executive and Whole Time Director, for the approval of the members of the Company.

None of the Directors except Mr. Dinesh Doshi and Key Managerial Personnel of the Company and their relatives except Ms. Deviben Dinesh Doshi, being an appointee is concerned or interested, financial or otherwise, in the resolution.

Name of the Director	Mr. Dinesh Doshi	Ms. Deviben Dinesh Doshi
DIN	07789377	07789368
Date of Birth	November 26, 1941	October 2, 1946
Age	76 years	71 years
Category of the Director	Executive and Whole Time Director	Executive and Whole Time Director
Educational Qualifications	Master in Political Science	B.com
Experience	50 years	10 years
Expertise in specific functional areas	Trading of Goods	Trading of Goods
Date of Appointment on the Board	10/10/2017	10/10/2017
Terms and conditions of appointment	N.A.	N.A.
Remuneration last drawn	Nil	Nil
Remuneration proposed to be given	Nil	Nil
Number of shares held in the Company as on date	Nil	Nil
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	NIL	NIL
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies excluding Jaihind Synthetics Ltd	NIL	NIL
Relationship between Directors inter se	Spouse of Deviben Dinesh Doshi	Spouse of Dinesh Doshi
Number of meetings of the Board attended during the Financial year	4	4