

# CONTENTS

Corporate Information	2
Notice of AGM	3
Directors' Report	12
Annexure to Directors' Report	15
Compliance Certificate	19
Corporate Governance Report	24
Auditors' Certificate on Corporate Governance	33
Certification by C.M.D. & C.E.O.	34
Auditors' Report	35
Balance Sheet	40
Profit & Loss Account	41
Cash Flow	42
Schedules to Balance Sheet and Profit & Loss Account	43

**KAMADGIRI SYNTHETICS LIMITED****BOARD OF DIRECTORS**

Mr. Pradip Kumar Goenka	:	Chairman & Managing Director (Promoter)
Mr. Lalit Kumar Goenka	:	Whole Time Director (Promoter)
Mr. Murarilal Goenka	:	Director (Independent Non Executive)
Mr. Subash Kumar Kedia	:	Director (Independent Non Executive)
Mr. Madhusudam Singrodia	:	Director (Independent Non Executive)
Mr. Ashwani Bhatia	:	Director (Independent Non Executive) (w.e.f.30.10.2009)
Mr. Tilak Pradip Goenka	:	Director (Executive) (upto.30.10.2009)

<b>AUDITORS</b>	:	R.S. Agrawal & Associates Chartered Accountants, Mumbai.
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<b>BANKERS</b>	:	State Bank of Hyderabad Bank of Baroda Bombay Mercantile Co-op Bank Ltd.
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<b>REGISTERED OFFICE</b>	:	28, Y.A. Chunawala Industrial Estate Kondivita Lane, Andheri (East), Mumbai - 400 059. Website : <a href="http://www.kslindia.in">www.kslindia.in</a>
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<b>FACTORY</b>	:	43/2, Ganga Devi Road, Umbergaon - 396 171. Dist - Valsad (Gujarat.).  C-4/2/2, MIDC, Tarapur, Dist.: Thane - 401 506.
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<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	:	Sharex Dynamic (India) Pvt. Ltd. Unit No.1, Luthra Industrial Premises Safed Pool, Andheri Kurla Road, Andheri East, Mumbai - 400 072. Tel: 022 28515606/28515644. Fax 022-28512885. Email - <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a>
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<b>VENUE OF ANNUAL GENERAL MEETING</b>	:	The Mirador, Crimson, 131-B, New Link Road (Guru Hargovindji Road), Opp. Solitaire Corporate Park, Chakala, Andheri (East) Mumbai - 400 099. Tel : 022 6649 5000
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Note: Please note that to reach Hotel The Mirador from nearest Western Suburban station which is Andheri, Bus No. 340 would be available from east side of the station..

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE KAMADGIRI SYNTHETICS LIMITED WILL BE HELD ON WEDNESDAY, 29TH SEPTEMBER, 2010 AT 10:30 AM AT HOTEL THE MIRADOR, 131-B, NEW LINK ROAD (GURU HARGOVINDJI ROAD), OPP. SOLITAIRE CORPORATE PARK, CHAKALA, ANDHERI (EAST), MUMBAI - 400 099 TO TRANSACT THE FOLLOWING BUSINESS:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2010 along with notes and schedules attached thereto and the reports of Directors' and Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Murarilal Goenka, Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Lalit Kumar Goenka, Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration.

## SPECIAL BUSINESS:

## 6. Regularisation of the appointment of Additional Director

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

**"RESOLVED THAT** Mr. Ashwani S. Bhatia, who was appointed as an Additional Director Under Section 260 of the Companies Act, 1956 and who holds office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom notice Under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Ashwani S. Bhatia as a candidate for the office of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation."

## 7. Increase in the Authorised Share Capital and the Amendment of the Capital Clause in the Memorandum of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 16, sub-section (1)(a) read with sub-section 2 of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) the Authorised Share Capital of the Company be increased from Rs.9,58,60,000/- divided into 95,86,000 Equity Shares of Rs.10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 Equity Shares of Rs. 10/- each and that Clause V of the Memorandum of Association of the Company be and is hereby amended to read as follows:

## V. SHARE CAPITAL

- (a) The Authorised Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase or decrease the capital."

## 8. Alteration of the Articles of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) the Articles of Association of the Company be altered as follows:

a. *Existing Article 3 of the Articles of Association be deleted and replaced by the following Article 3:*

3. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company as amended from time to time. The Company shall have the power to increase, reduce and sub-divide the share capital of the Company and divide the same into various classes of shares and attach thereto such preferential/deferred, qualified or special rights, privileges and conditions including shares with differential rights as may be determined by the Company in accordance with the provisions of the Companies Act, 1956. The Company shall have the power to amend the rights attached to such shares with differential rights in accordance with the provisions of the Companies Act, 1956 and any other applicable law. The paid-up share capital of the Company shall be a minimum of Rs.5,00,000/- (Rupees Five Lacs only).

b. *In existing Article 6 Clause (1) after the present provision, the following shall be inserted as new paragraph:*

The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any person and the notice referred to in this sub-clause shall contain a statement of this right.

c. *In sub-clause (b) of Clause (2) of the existing Article 6 after the present provision, the following shall be inserted as new paragraph:*

Nothing in sub-clause (1) hereof above shall be deemed:

- a) to extend the time within which the offer should be accepted: or
  - b) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
- d. *In existing Article 6 Clause (3) after the present provision the following shall be inserted as new paragraph :*

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term provided for such option and such term:

- a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with Rules; if any, made by, that Government in this behalf; and
- b) In the case of debentures or loans or other than debentures issued to or loans obtained from Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of the loans.

- e. *The existing Article 7 and its side title shall be deleted and replaced by the following new Article 7 and its side title in its place:*

Shares at  
Disposal  
of the  
Directors

Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the Company for the time being shall be under the control of the Directors, who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at premium or at par or (subject to the compliance with the provisions of Section 79 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

- f. *The existing Article 14 and its side title shall be deleted and replaced by the following new Article 14 and its side title in its place:*

Limitation  
of Time for  
Issue of  
Certificates

Every Member shall be entitled, without payment, to one or more certificates in marketable lots for all the Shares of each class of denomination registered in his name, or if the directors so approved (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of it shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery vis-a-vis all such holders.

- g. *The existing Article 15 and its side title shall be deleted and replaced by the following new Article 15 and its side title in its place:*

Issue of New  
Certificate in  
place of one  
Defaced, Lost  
or Destroyed  
Certificate

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificates may be issued in lieu, thereof, and if any certificate is lost or destroyed, then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

- h. *The existing Article 16 shall be deleted and replaced by the following new Article 16 in its place:*

Every certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under the Securities Contract (Regulation) Act, 1956 or any other act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to the debenture certificates of the Company.

- i. After the existing Article 17 the following new Article shall be inserted as Article 17A with its side title:

sub-division, Subject to the provisions of Section 94 of the Act, the Company in general meeting may, consolidation from time to time, sub-divide or consolidate its shares, or any of them, and the resolution & cancellation whereby any share is subdivided, may determine that, as between the holders of the shares of shares resulting from such sub-division, one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other or others. Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

- j. The existing Article 24 and its side title shall be deleted and replaced by the following new Article 24 and its side title in its place:

Payment in The Directors may, if they think fit, subject to provisions of Section 92 of the Act, agree to Anticipation and receive from any Member willing to advance the same, whole or any part of the moneys of Call may due upon the shares held by him beyond the sums actually called for and upon the amount carry so paid or satisfied in advance, or so much thereof as from time to time exceed the amount Interest of the call then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

The Members shall not be entitled to any voting rights in respect of the money so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

- k. In the existing Article 35 the following shall be inserted after the present provision:

The Directors may at any time declare any share/debenture wholly or in part exempt from the provisions of this clause.

- l. The existing Article 40(A) shall be deleted and replaced by the following new Article 40(A) in its place:

Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.

The Company shall cause to be kept a Register and Index of Members in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country.

- m. The existing Article 47 and its side title shall be deleted and replaced by the following new Article 47 and its side title in its place:

No fee on No fees shall be charged for registration of transfer, transmission, probate, succession certificate and Transfer or letters of administration, certificate of death or Marriage, Power of Attorney or similar other document Transmission

n. In the existing Article 48 Clause (B) the following shall be inserted after the present provision.

Instrument of transfer A common form of transfer shall be used and the instrument of transfer shall be in writing and all provisions of Section 108 of the Companies Act, 1956 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

o. In the existing Article 141 the following shall be inserted after the present provision and the side title to the said Article 141 be replaced with the side title given hereunder.

Unpaid or Unclaimed Dividend Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called unpaid dividend of Kamadgiri Synthetics Limited and transfer to the said account, the total, amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the general revenue account of the Central Government. A Claim to any money so transferred to the general revenue account may be preferred to the Central Government by the shareholders to whom the money is due.

**RESOLVED FURTHER THAT** the modifications in the Articles shall become effective from the date of the Annual General Meeting."

#### 9. Change of Name of the Company.

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

**"RESOLVED THAT** pursuant to Section 21 and all other applicable provisions of the Companies Act, 1956, if any, subject to the approval of Central Government and the shareholders of the Company in general meeting, the name of the Company be and is hereby changed from 'KAMADGIRI SYNTHETICS LIMITED' to **"KAMADGIRI FASHION LIMITED"** or such other name as may be approved by the Registrar of Companies, Maharashtra.

**FURTHER RESOLVED THAT** subject to the approval of the Registrar of Companies, Maharashtra and pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 1956, the name 'KAMADGIRI SYNTHETICS LIMITED' wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name **"KAMADGIRI FASHION LIMITED"** or such other name as may be approved by the Registrar of Companies, Maharashtra.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts deeds and things and authorise such person(s) as it may deem fit to do all such acts and deeds and sign all such papers and applications as may be necessary or expedient to give effect to the above resolutions."

**BY ORDER OF THE BOARD  
FOR KAMADGIRI SYNTHETICS LIMITED**

Sd/-

**PRADIP KUMAR GOENKA  
CHAIRMAN & MANAGING DIRECTOR**

Date: August 31, 2010  
Place: Mumbai

KAMADGIRI SYNTHETICS LIMITED

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxies, in order to be effective should be deposited with the Company not less than 48 hours before the time fixed for the commencement of the meeting.
3. Explanatory statement under Section 173(2) of the Companies Act, 1956 in respect of the Special Business as set above is annexed.
4. The Register of Members and Share Transfer Register shall remain closed from **Friday the 24th September, 2010 to Wednesday the 29th September, 2010** (both days inclusive).
5. Pursuant to the provision of Section 205A(5) of the Companies Act, 1956, dividend for the financial year ended 2002 - 2003 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956. The dividend for the undernoted years, if unclaimed/unpaid for 7 years, will be transferred by the Company to Investor Education and Protection Fund, in accordance with the schedule given below :

Financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to Investor Education & Protection Fund.
2002-2003 (Final)	27/09/2003	26/09/2010	26/10/2010
2003-2004 (Final)	27/09/2004	26/09/2011	26/10/2011
2004-2005 (Final)	27/09/2005	26/09/2012	26/10/2012
2005-2006 (Final)	27/09/2006	26/09/2013	26/10/2013
2006-2007 (Final)	27/09/2007	26/09/2014	26/10/2014
2007-2008 (Final)	27/09/2008	26/09/2015	26/10/2015
2008-2009 (Final)	29/09/2009	28/09/2016	28/10/2016

Shareholders who have not so far encashed the dividend warrant(s) for the financial year ended 31st March, 2003 or any subsequent financial year are requested to make their claim to the office of the Registrar and Transfer Agent, M/s. Sharex Dynamic (India) Private Limited. Shareholders are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

6. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
7. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
8. Members desirous of having any information regarding accounts are requested to write to the Company at least 7 days in advance of the date of Annual General Meeting so as to enable the management to keep the information ready.



9. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
10. Members are requested to demat their shares in order to facilitate easy and faster trading in equity shares. The ISIN of the Company's equity shares is INE535C01013.
11. The Dividend as may be declared shall be payable to Members of the Company whose names appear:
  - As beneficial owners as at the close of the business hours on 23rd September, 2010 as per the details to be furnished by National Securities Depositories Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
  - As members in the Register of Members of the Company after giving effect to valid transfer in physical form lodged with the Company on or before 23rd September, 2010. Transfer documents received after 23rd September, 2010 will not be considered for the aforesaid purposes.
12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
13. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividend. This notice includes an ECS Mandate Form for the benefit of members desiring to receive dividend through the ECS mode.
14. As required under clause 49(IV)(G)(i) of the Listing Agreement with the Stock Exchange, the following information is provided in respect of Directors proposed to be appointed / re-appointed:

Name of the Director	Mr. Murarilal Goenka	Mr. Lalit Kumar Goenka	Mr. Ashwani S. Bhatia
Age	51	49	53
Qualification	B. Com.	Under Graduate	Textile Engineer
Expertise in specific functional areas	Vide experience in Textile Industry. He advises the Company in Production & Factory matters. He is the Chairman of the Remuneration Committee and also Member of the Audit Committee and Shareholders/ Investor Grievance Committee	Vide experience in Textile Industry. He is not a Member of committee of Board of any other Company.	Vide Experience in Textile Industry.
Directorship in other Indian Public Limited Company and other firms as on 31.03.2010	Nil	Nil	Nil
Shareholding	1,800 (0.04%)	1,586 (0.03%)	Nil

**EXPLANATORY STATEMENT****As required by Section 173(2) of the Companies Act, 1956****Item No. 6: Regularisation of Director**

Mr. Ashwani S. Bhatia was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 read with Article 86 of the Articles of Association of the Company, by the Board of Directors with effect from 30<sup>th</sup> October, 2009 and accordingly he holds office upto the date of this Annual General Meeting. The Company has received a notice from a member alongwith a deposit of Rs. 500/- proposing the candidature of Mr. Ashwani S. Bhatia to the office of Director pursuant to Section 257 of the Companies Act, 1956. Approval of the shareholders is sought for his appointment as director liable to retire by rotation.

Mr. Ashwani S. Bhatia is a Textile Engineer. He has vast exposure in textile industry and yarn business.

The Board of Directors recommends this resolution for your consideration and approval as an Ordinary Resolution.

None of the Directors except Mr. Ashwani S. Bhatia is concerned or interested in the resolution.

**Item No. 7: Increase in Authorised Share Capital**

The present paid up Equity Share Capital of the Company is Rs. 9,58,60,000/- divided into 95,86,000 Equity Shares of Rs. 10/- each. It is proposed that the Company should have some additional margin to consider proposals to issue new equity shares to meet the long term fund requirement for the purpose of the business. Accordingly, Authorised Capital of the Company needs to be increased. As increase in Authorised Capital requires the approval of the members by way of Ordinary resolution, it is proposed to obtain their consent for increase of authorised capital from the present Authorised Capital of the Company of Rs. 9,58,60,000/- in Equity Shares to Rs. 20,00,00,000/- (Rs. Twenty Crores) divided into 2,00,00,000 Equity Shares of Rs. 10/- each as set out in Resolution at Item No. 7 of the Notice. Consequently, it is proposed to make appropriate amendments in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

Your Directors commend the Resolution at Item No. 7.

None of the Directors of the Company is in any way, concerned or interested in this resolution

**Item No. 8: Alteration of Articles to note change of Authorised Capital**

The various provisions of the Articles of Association pertaining to Authorised Share Capital, issue of shares, rights renunciation, conversion of debentures/loans into shares, shares issued to be decided by Directors, issuance of certificates/duplicate certificates, fees on issue of certificates, instrument of transfer, unclaimed or unpaid dividend and option to retain securities in demat mode need to be modified/alterd as provided in the resolution to be in conformity with the present securities regulations and laws. This has been proposed to enable the Company to service its shareholders in more efficient manner.

Your Directors commend the Resolution at Item Nos. 8.

None of the Directors of the Company is in any way, concerned or interested in this resolution.