

yarn syndicate limited



**74TH ANNUAL REPORT**  
**2019 - 2020**

**YARN SYNDICATE LIMITED  
(CIN: L51109WB1946PLC 013842)**

**BOARD OF DIRECTORS**

SMT SHEELA PATODIA, Chairperson  
SRI RISHIRAJ PATODIA, Managing Director  
SRI KISHORELAL CHHABRIA, Independent & Non-executive Director  
SRI JIGNESH L SHAH, Independent & Non-executive Director  
SRI SOURAV BHATTACHARJEE, Independent & Non-executive Director  
SRI BIKASH CHANDRA CHATTERJI, Company Secretary  
SRI BHAGIRATH BISWAS, CFO

**BANKERS**

CANARA BANK,  
Overseas Branch,  
21, Camac Street, Kolkata

**AUDITORS**

S P SARDA & CO.  
Chartered Accountants  
'Siddha Weston', 9, Weston Street,  
Unit No. 320, Kolkata-700013

**REGISTRAR & TRANSFER AGENT**

R & D INFOTECH PRIVATE LIMITED

**REGISTERED OFFICE**

86/2/4, S. N. Banerjee Road, 1<sup>st</sup> Floor, Flat No.2,  
Kolkata-700014  
Phone: 033-2265 2163  
Website: [www.yarnsyndicate.in](http://www.yarnsyndicate.in)  
Email: [ysl@yarnsyndicate.in](mailto:ysl@yarnsyndicate.in)

# **YARN SYNDICATE LIMITED**

## **NOTICE OF THE 74<sup>TH</sup> ANNUAL GENERAL MEETING**

**Regd. Office: 86/2/4, S N Banerjee Road, 1<sup>st</sup> Floor, Flat No.2, Kolkata-700014**

CIN NO: L51109WB1946PLC013842; Phone: 033 22652163;

Email id : [ysl@yarnsyndicate.in](mailto:ysl@yarnsyndicate.in)

Website : [www.yarnsyndicate.in](http://www.yarnsyndicate.in)

NOTICE is hereby given that the Seventy Fourth Annual General Meeting (AGM) of the Members of Yarn Syndicate Limited will be held at the registered office of the Company at 86/2/4, S N Banerjee Road, 1<sup>st</sup> Floor, Flat No.2, Kolkata-700014 on Wednesday, the 18<sup>th</sup> day of November, 2020 at 11.30 A.M to transact the following business:

### **ORDINARY BUSINESS:**

Item No 1.To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Report of the Board and the Auditors thereon.

Item No.2- Re-appointment of Mr. Rishiraj Patodia

To appoint a Director in place of Sri Rishiraj Patodia (DIN: 00259104), who retires by rotation in terms of Section 152(6) of the Companies Act,2013 and being eligible, offers himself for re-appointment.

### **Special Business:**

Item No.3- Reappointment of Mr. Kishorelal Beharilal Chhabria (Din: 00306069), as an Independent Director of the company for a second term of five years .

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act 2013 ('the Act') , and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors of the Company, Mr. Kishorelal Beharilal Chhabria (DIN: 00306069) who was appointed as an Independent Director of the Company for a term of 5 years to hold office upto 31<sup>st</sup> March, 2020, and being eligible to be reappointed for second term under the provisions of Companies Act,2013 and Rules made thereunder , and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby reappointed as an Independent Director of the Company for a second consecutive term of 5 years

commencing from 1<sup>st</sup> April, 2020 up to 31<sup>st</sup> March, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution .

**By Order of the Board  
For YARN SYNDICATE LIMITED**

**Bikash Chandra Chatterji  
Company Secretary**

**Place:** Registered Office:  
86/2/4, S N Banerjee Road,  
Kolkata-700014

**Date:** 14<sup>th</sup> day of October, 2020

**NOTES :**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a Member holding more than 10% of the total issued share capital of the Company carrying voting rights may appoint a single person as Proxy for another person or shareholder.

*The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting. A proxy shall not have right to speak at AGM and shall not be entitled to vote except on poll.*

**2.** Corporate Members/Trusts/Societies etc. intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board/Managing Committee Resolution together with the specimen signature of the representative authorised under the said Resolution to attend and vote on their behalf at the Meeting.



- 3.** Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), M/s. R & D Infotech Private Ltd. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
- 4.** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.
- 5.** Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI .
- 6.** Pursuant to the provisions of Section 91 of the Companies Act, 2013 & Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 16/11/2020 to Wednesday, 18/11/2020 (both days inclusive). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut off date i.e., Wednesday, 11/11/2020 only shall be entitled to avail the facility of either e-voting or voting at the AGM through ballot paper.
- 7.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the R&T Agent or to the Registered Office of the Company.
- 8.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 9.** In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended effective 19th March, 2016 and Listing Regulations with stock exchange, the Resolutions proposed at this AGM will be transacted through electronic voting system from a place other than the venue of the Meeting ("remote e-voting ") for which purpose the Company has engaged the services of NSDL. The Board of Directors has appointed Ms. Sweety Kapoor Practicing Company Secretary (FCS-6410, COP-5738), Kolkata as the Scrutinizer for this purpose.

- 10.** Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchange in respect of the Directors seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declaration for their re-appointment.
- 11.** The facility for ballot will be available at the AGM venue for those Members who do not cast their votes by remote evoting prior to the AGM. Members, who cast their votes by remote e- voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.
- 12.** Electronic copy of the Notice and Annual Report of the 74<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication.
- 13.** Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the Companies Act, 2013. The prescribed Form (Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. R & D Infotech Private Limited 7A, Beltala Road, Kolkata – 700026, by quoting their respective Folio Numbers.
- 14.** Members can now get their e-mail address registered with the Company if they want to receive the notices of the Company, for holding general meetings, postal ballot and any other purpose, through electronic mode in pursuance to ‘Green Initiative’ taken by the Company.
- 15.** Members may also note that the Notice of the 74<sup>th</sup> Annual General Meeting, the Annual Report for 2020 will also be available on the Company’s website: [www.yarnsyndicate.in](http://www.yarnsyndicate.in) website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL-[www.evoting.nsdl.com](http://www.evoting.nsdl.com). For any communication, the shareholders may also send requests to the Company’s investor email id: [ysl@yarnsyndicate.in](mailto:ysl@yarnsyndicate.in).
- 16.** In view of COVID-19 pandemic members may please note that social distancing norms will be maintained at the venue and members are requested to wear masks. Thermal screening will be done at gate and sanitization of the venue will be done before the meeting. Members are requested to adhere to the norms and use of sanitizer as required .
- 17.** Trading in Equity Shares of the Company is under compulsory demat trading. As per revised Regulation 40 of SEBI (LODR) 2015 shares are transferred only in dematerialized mode effective from 1<sup>st</sup> April, 2019 and therefore shareholders are requested to dematerialize their existing shares held in physical form. Only requests for transmission and transposition of securities in physical form will be accepted by the Company or its RTA.

**18.** The Company has made an intimations to Exchange on 21<sup>st</sup> September, 2020 for Postponement of 74<sup>th</sup> Annual General Meeting of the company earlier scheduled on 30<sup>th</sup> September, 2020. The Board of Directors in their meeting held on 14<sup>th</sup> October, 2020 has fixed the Revised rescheduled Annual General Meeting on 18<sup>th</sup> November, 2020 with revise dates of Book Closure, Cut-off date and E-voting.

### **19. Voting through electronic means**

1. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, 11<sup>th</sup> November, 2020, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9 A.M. on Sunday, 15<sup>th</sup> November, 2020 and will end at 5 P.M. on Tuesday, 17<sup>th</sup> November, 2020.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency.

### **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

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

### **Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
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. directly to cast your vote electronically.
4. Your User ID details are 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 to enter the 'Initial Password' and the system will force you to change your Password.

c. How to retrieve your 'Initial Password'?

i. If your e-mail 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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](http://www.evoting.nsdl.com).

b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, click 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.

**Details on Step 2 is given below:**

How to 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 Yarn Syndicate Limited.
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. Pursuant to Section 113 of the Act, Institutional/Corporate 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 to [scrutiniser@rediffmail.com](mailto:scrutiniser@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
1. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
- a) In case shares are held in physical mode please provide 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 [ysl@yarnsyndicate.in](mailto:ysl@yarnsyndicate.in) or [info@rdinfotech.net](mailto:info@rdinfotech.net).
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [ysl@yarnsyndicate.in](mailto:ysl@yarnsyndicate.in) or to [info@rdinfotech.net](mailto:info@rdinfotech.net).
- c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, 11<sup>th</sup> November, 2020 Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and is holding shares as on the cut-off date i.e. 11<sup>th</sup> November, 2020 may obtain login ID and password by sending a request at [ysl@yarnsyndicate.in](mailto:ysl@yarnsyndicate.in)
21. Ms. Sweety Kapoor, Practicing Company Secretary, (Membership No. FCS:6410; CP No. 5738) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote evoting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.