

**KONARK SYNTHETIC LIMITED**

CIN: L17200MH1984PLC033451

Building No.7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400059.

Tel: 022-4089 6300; Fax: 022-4089 6322; Email: [info@konarkgroup.co.in](mailto:info@konarkgroup.co.in);

Website: [www.konarkgroup.co.in](http://www.konarkgroup.co.in)

**Date: 8<sup>th</sup> March, 2022**

To,

The Manager - DCS

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Dear Sir,

**Scrip Code: 514128**

**Sub: 1. Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Extra-Ordinary General Meeting ('EOGM') along with Explanatory Statement**

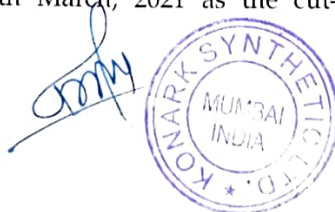
**2. Intimation of Cut-off date i.e., Thursday 24<sup>th</sup> March, 2022 to determine the eligibility of the members to cast their vote through remote E-voting and physical poll process at the EOGM**

In continuation to our letter dated March 04, 2022, and pursuant to Regulation 30 read with PART A and Schedule III of the Listing Regulations, we are enclosing the Notice of Extra-Ordinary General Meeting ('EOGM') along with Explanatory Statement of KONARK SYNTHETIC LIMITED ('the Company') (including e-voting instructions) scheduled to be held on Thursday 31st March, 2022 at 3.30 PM at the Registered Office of the Company at Building No.7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400059.

The EOGM Notice along with the Explanatory Statement is available on the Company's website [www.konarkgroup.co.in](http://www.konarkgroup.co.in).

In Compliance with MCA and SEBI Circulars electronic copies of EOGM Notice along with Explanatory Statement are dispatched by e-mail to those Members whose e-mail addresses are registered with the Company / Depository Participant(s). The Requirement of sending physical copy of EOGM Notice to Members have been dispensed with vide MCA Circular and SEBI Circulars.

Further in terms of the Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI Listing Regulations, and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December, 2020 issued by SEBI, the Company has fixed Thursday 24<sup>th</sup> March, 2021 as the cut-off date to determine the



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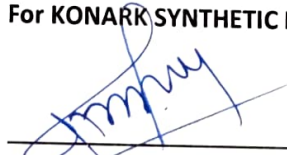
Website: [www.konarkgroup.co.in](http://www.konarkgroup.co.in)

eligibility of the members to cast their vote by remote e-voting and physical poll at the venue of EOGM scheduled to be held on Thursday 31st March, 2022 at 3.30 P.M.

Please take the same on record.

Thanks and Regards,

**For KONARK SYNTHETIC LIMITED**



**Mr. R.B. Somany**  
**Chief Financial Officer**



**Encl: As above**

## KONARK SYNTHETIC LIMITED

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### NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting (“EOGM”) of the Members of Konark Synthetic Limited will be held on Thursday, 31st day of March, 2022 at 3.30 P.M. at the registered office of the Company at Building No.7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400059 to transact the following businesses:

#### **SPECIAL BUSINESS:**

##### **1. RE-APPOINTMENT OF MS. SUVRITI GUPTA (DIN: 07766090) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the recommendation of the Nomination and Remuneration Committee of the Company, Ms. Suvriti Gupta (DIN: 07766090), Non-Executive Independent Women Director of the Company, whose period of office is liable to expire on 31st March, 2022 and who has submitted a declaration that she meet the criteria of Independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of Non-Executive Independent Women Director pursuant to section 160 of the Companies Act, 2013, be and is hereby re-appointed as a Non-Executive Independent Woman Director of the Company for a period of 5(five) consecutive years with effect from 01st April, 2022 to 31st March, 2027 and the term shall not be subject to retirement by rotation;

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

##### **2. RE-APPOINTMENT OF MR. AMITABH KEJRIWAL (DIN: 00005864) AS MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members be and is hereby accorded to re-appoint Mr. Amitabh Kejriwal (DIN:00005864), as Managing Director of the Company for a term of 5 (five) years commencing from 1st April, 2022 till 31st March, 2027 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee in its meeting held on Friday 4<sup>th</sup> March, 2022 with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Shareholders, if so required, in accordance with the provisions of the Companies Act, 2013;

**RESOLVED FURTHER THAT** any of the director(s) of the Company be and is hereby severally authorized to do all such acts, deeds and things and to sign all such forms, documents and writings as may be necessary, proper or expedient to give effect to this resolution.”

### 3. **Approval of Material Related Party Transaction with India Denim Limited**

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, , 2021 and such other rules as may be applicable and amended from time to time, and subject to such approval(s), permission(s) and consent(s) as may be necessary from time to time and on basis of approval / recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s), with India Denim Limited, a Subsidiary of the Company and Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the nature of (1) providing loan(s), advances, guarantee(s) or securities for loan taken by India Denim Limited or making of Investments therein to meet its business objectives/requirements/exigencies on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between India Denim Limited for each of the Financial Years during the F.Y. 2022-23 to F.Y. 2026-27 i.e., five financial years, such that

the maximum value of Related Party transactions between India Denim Limited, in aggregate does not exceed Rupees 200 crores (Rupees Two Hundred Crores Only) per annum for each financial year provided the said transactions shall be carried on arms-length basis and in ordinary course of business;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution. Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **4. Approval of Material Related Party Transaction with Konark Infratech Private Limited**

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, , 2021 and such other rules as may be applicable and amended from time to time, and subject to such approval(s), permission(s) and consent(s) as may be necessary from time to time and on basis of approval / recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s), with Konark Infratech Private Limited , a Associate Company of the Company and Related Party under Section

2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the nature of (1) providing loan(s), advances, guarantee(s) or securities for loan taken by Konark Infratech Private Limited or making of Investments therein to meet its business objectives/requirements/exigencies on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between Konark Infratech Private Limited for each of the Financial Years during the F.Y. 2022-23 to F.Y. 2026-27 i.e., five financial years, such that the maximum value of Related Party transactions between Konark Infratech Limited, in aggregate does not exceed Rupees 200 crores (Rupees Two Hundred Crore Only) per annum for each financial year, provided the said transactions shall be carried on arms-length basis and in ordinary course of business;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution. Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**5. Approval of Material Related Party Transaction with Konark Gujarat PV Private Limited**

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment)

Regulations, , 2021 and such other rules as may be applicable and amended from time to time, and subject to such approval(s), permission(s) and consent(s) as may be necessary from time to time and on basis of approval / recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s), with Konark Gujarat PV Private Limited , a Subsidiary of Associate Company of the Company and Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the nature of (1) providing loan(s), advances, guarantee(s) or securities for loan taken by Konark Gujarat PV Private Limited or making of Investments therein to meet its business objectives/requirements/exigencies on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between Konark Gujarat PV Private Limited for each of the Financial Years during the F.Y. 2022-23 to F.Y. 2026-27 i.e., five financial years, such that the maximum value of Related Party transactions between Konark Gujarat PV Private Limited, in aggregate does not exceed Rupees 200 crores (Rupees Two Hundred Crores Only) per annum for each financial year provided the said transactions shall be carried on arms-length basis and in ordinary course of business;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution. Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

#### **6. Approval of Material Related Party Transaction with Konark Realtech Private Limited**

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, , 2021 and such other rules as may be applicable and amended from time to time, and subject to such approval(s), permission(s) and consent(s) as may be necessary from time to time and on basis of approval / recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s), with Konark Realtech Private Limited , an Enterprise over which KMP are able to exercise significant influence and Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the nature of (1) unsecured loan taken from Konark Realtech Private Limited on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between Konark Infratech Private Limited for each of the Financial Years during the F.Y. 2022-23 to F.Y. 2026-27 i.e., five financial years, such that the maximum value of Related Party transactions between Konark Realtech Private Limited, in aggregate does not exceed Rupees 100 crores (Rupees Hundred Crore Only) per annum for each financial year, provided the said transactions shall be carried on arms-length basis and in ordinary course of business;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution. Resolved further that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”



**By Order of the Board of Directors  
For Konark Synthetic Limited**

**S/d-**

**Amitabh Kejriwal  
Managing Director  
(DIN: 00005864)**

**Place: Mumbai**

**Date: 4<sup>th</sup> March, 2022**

**Registered office:**

Building No.7, Mittal Industrial Estate,  
Andheri Kurla Road, Sakinaka,  
Andheri (East), Mumbai – 400059

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. Members/Proxies are requested to bring duly filled in Attendance slip along with the copy of Notice at the Extra-Ordinary General Meeting.
3. Corporate Members are requested to send duly certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extra-Ordinary General Meeting (including through e-voting).
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
5. Pursuant to Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on "General Meetings" the particulars of Directors seeking appointment/re-appointment at the ensuing Extra Ordinary General Meeting is annexed to the notice.
6. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Extra-Ordinary

General Meeting and will be open for inspection during the Extra-Ordinary General Meeting also.

7. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the demat form may update such details with their respective Depository Participants.
8. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
9. Members desirous of obtaining any information about the agenda of the EOGM are requested to address their queries to the Chief Financial Officer at the Registered Office of the Company at least seven days in advance of the meeting to enable the Company to provide the information required at the meeting.
10. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar & Share Transfer Agents, Purva Shareregistry (India) Pvt. Ltd for consolidation of all such shareholding into one folio to facilitate better services.
11. Members holding shares in physical form are requested to intimate any change in their address or bank mandates immediately to the Company's Registrar & Share Transfer Agents (RTA), viz. Purva Shareregistry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400011 quoting their Folio Number and Bank Account details along with self-attested documentary proof. Members holding shares in Demat form may update such details with their respective Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents of the Company – Purva Shareregistry (India) Pvt. Ltd.
13. Non Resident Indian members are requested to inform to the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar & Share Transfer Agents (RTA), viz. Purva Shareregistry (India) Pvt. Ltd in this regard.

15. As per provisions of Section 72 of the Companies Act 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in single name and physical form are advised to make nomination in the prescribed form SH-13 with RTA and in respect of shares held in demat form, the nomination form may be filed with their respective DPs.
16. The Notice of the Extra Ordinary General Meeting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participants.
17. Route Map for the venue of the Extra Ordinary General Meeting of the Company is appearing at the end of the Annual Report.
18. Information and other instruction relating to e-voting process
  - (a) Pursuant to 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 and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on Thursday, 31st March, 2022. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.
  - (b) The facility for voting through polling papers shall also be made available at the venue of the Extra Ordinary General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend and participate at the meeting, but shall not be entitled to cast their vote again.
  - (c) The remote e-voting shall commence on Monday, 28<sup>th</sup> March, 2022 (9.00 A.M.) and ends on Wednesday, 30<sup>th</sup> March, 2022 at (5.00 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 i.e. Thursday, 24<sup>th</sup> March, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - (d) 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 i.e. Thursday 24<sup>th</sup> March, 2022.
  - (e) 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. Thursday, 24<sup>th</sup> March, 2022 only shall be entitled to avail the facility of remote e-voting and voting at Meeting through polling papers.

- (f) The Board of Directors of the Company has appointed CS Ketan. R. Shirwadkar, Practicing Company Secretaries, Mumbai, and Proprietor of KRS AND CO. (Mem No. A37829 and COP No. 15386) as scrutinizer to conduct and scrutinize the voting through polling papers and remote e-voting in a fair and transparent manner.
- (g) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Thursday, 24<sup>th</sup> March, 2022, may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [info@konarkgroup.co.in](mailto:info@konarkgroup.co.in). However, if the member is already registered with CDSL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800-200-5533.
- (h) The Chairman shall, at the Extra Ordinary General Meeting, at the end of discussion on the resolutions on which voting is to be done, allow voting with the assistance of scrutinizer, by use of "Polling Papers" to all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (i) The Scrutinizer after conclusion of voting at the Extra Ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of conclusion of the Extra Ordinary General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (j) The result declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company [www.konarkgroup.co.in](http://www.konarkgroup.co.in) and on the website of the CDSL <https://www.evotingindia.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange viz., BSE Limited.
- (k) Subject to receipt of requisite number of votes in favour, the Resolutions shall be deemed to be passed on the date of the Extra Ordinary General Meeting i.e. Thursday, 31<sup>st</sup> March, 2021.

**(A) Procedure/ Instructions for e-voting are as under:**

In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting

securities in demat mode) login through their Depository Participants	option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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 voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

<p><b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b></p>
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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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<div>Dividend Bank Details</div> <div><b>OR</b></div> <div>Date of Birth (DOB)</div>	<ul style="list-style-type: none"> <li>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.</li> <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>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the **“Konark Synthetic Limited”** on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If 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.

**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:**

1. **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 support@purvashare.com
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

## **ANNEXURE TO NOTICE – EXPLANATORY STATEMENT**

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business mentioned in the accompanying Notice.

### **Item No. 1 – Re-Appointment of Ms. Suvriti Gupta (Din: 07766090) as a Non-Executive Independent Woman Director of The Company.**

Ms. Suvriti Gupta (DIN: 07766090) was appointed as Non-Executive Independent Woman Director of the Company by the Members in their 33<sup>rd</sup> Annual General Meeting, held on Friday 29<sup>th</sup> September, 2017 for a term of five consecutive years w.e.f. 01st April, 2017 to 31<sup>st</sup> March, 2022. The term of appointment of Ms. Suvriti Gupta (DIN: 07766090) as Non-Executive Independent Woman Director is expiring on 31st March, 2022.

As per provisions of sub-section (10) of Section 149 of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a Special Resolution.

After taking into account the performance evaluation of Ms. Suvriti Gupta (DIN: 07766090) during her first term of five years and considering the knowledge, acumen, expertise and experience and the substantial contribution made by Ms. Suvriti Gupta (DIN: 07766090) during her tenure as a Non-Executive Independent Woman Director since her appointment, the Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, in its meeting held on 04th March, 2022, have approved the Re-Appointment of Ms. Suvriti Gupta, DIN: (07766090) as Non-Executive Independent Woman Director of the Company for a term of five consecutive years to hold office with effect from 01st April, 2022 to 31<sup>st</sup> March, 2027 subject to the approval of members of the Company.

The Company has received a declaration from Ms. Suvriti Gupta, DIN: (07766090) confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received from Ms. Suvriti Gupta, DIN: (07766090), consent in writing in Form DIR-2 in terms of provisions of Section 152(5) of the Companies Act 2013, to act as Director and an intimation in Form DIR-8 in terms of provisions of Section 164(2) of the Companies Act 2013, to the effect that, she is not disqualified under Section 164(2) of the Companies Act, 2013.

Further, the Company has received a notice in writing from a Member u/s 160 of the Companies Act, 2013, proposing candidature of Ms. Suvriti Gupta, DIN: (07766090) for re-appointment as a Non-Executive Independent Woman Director of the Company.

Ms. Suvriti Gupta, DIN: (07766090) is B. Com, MBA (Finance), CFP (Certified Financial Planner). and having more than 13 years of experience in Business Management and Finance. In the opinion of the Board of Directors, Ms. Suvriti Gupta, DIN: (07766090) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her re-appointment as Non-Executive Independent Woman Director of the Company and is independent of the Management. The Board Considers that her re-appointment would be in the interest of the company and it is desirable to continue to avail services of Ms. Suvriti Gupta, DIN: (07766090)

as an Independent Director; therefore members approval is sought to the proposed resolution in terms of provisions of Section 149 of the Companies Act, 2013. The Directors recommend passing of the Resolutions set out at Item No. 1 as a Special Resolution.

Ms. Suvriti Gupta, DIN: (07766090) being the appointee and her relatives are interested in the aforesaid Resolution.

Directors & their relatives may be deemed/concerned interested to the extent of their shareholding in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Draft Letter of Re-Appointment of Ms. Suvriti Gupta, DIN: (07766090) setting out the terms and conditions of Re-Appointment and all the documents referred in/ concerning Item No. 01 above are available for inspection at the Registered Office of the Company from 11.00 AM. to 01.00 PM. on all working days till the date of Extra Ordinary General Meeting of the Company.

**Item No. 2- Re- Appointment of Mr. Amitabh Kejriwal (Din: 00005864) As Managing Director of The Company**

Mr. Amitabh Kejriwal (DIN:00005864) was appointed as Managing Director of the Company by the Members in their 33<sup>rd</sup> Annual General Meeting, held on Friday 29<sup>th</sup> September, 2017 for a term of five consecutive years w.e.f. 01st April, 2017 to 31<sup>st</sup> March, 2022. The term of appointment of Mr. Amitabh Kejriwal (DIN:00005864) Managing Director is expiring on 31st March, 2022.

The present proposal is to seek the members approval for the re-appointment of Mr. Amitabh Kejriwal as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on Friday March 04th, 2022 has, subject to the approval of the Shareholders, reappointed Mr. Amitabh Kejriwal, for a further period of 5 years from the expiry of his term subject to provisions of the relevant and applicable provisions of the Act, the remuneration will comprise of salary, perquisites, other benefits & allowances as mentioned below.

- I. **Salary:** not exceeding Rs. 2,00,000/- p.m. (Rupees Two Lakhs Per Month Only) & the Board of Directors be authorized to determine the salary and grant such increases from time to time within the limits specified as per the Act.
- II. **Perquisites:**

Perquisites: Rs. 200,000/- per annum, perquisites will be allowed in addition to salary and shall restrict to an amount equal to the annual salary. The perquisites are classified into three categories A, B and C.

**Category – A****1) Housing**

1.1. The expenditure by the Company on hiring furnished accommodation for the Managing Director will be subject to a ceiling of sixty percent of basic salary.

1.2. The expenditure by the Company on hiring furnished accommodation for the Managing Director will be subject to a ceiling of sixty percent of the basic salary, over and above ten percent payable by the Managing Director.

1.3. In case the Company provides no accommodation, the Managing Director shall be entitled to House Rent allowance of Rs.5000/- per month.

**2) Other Perquisites**

2.1 The expenditure by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.

2.2 Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

2.3 Leave travel concession: For self and family once in a year incurred in accordance with the rules specified by the Company.

2.4 Personal Accident Insurance: Of an amount, the annual premium which shall not exceed Rs. 15,000/- for the purpose of this category, family means spouse, the dependent children and dependent parents of the Managing Director.

**Category – B**

1) Provident Fund: Company's contribution to provident fund shall as per the scheme of the Company.

2) Superannuation/ Annuity Fund: Company's contribution to superannuation / annuity fund shall be in accordance with the scheme of the Company. Contribution to Provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites to the extent such contribution either singly or put together are not taxable under the Income Tax Act.

3) Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund and which shall not exceed half a month's salary for each completed year of service.

**Category – C**

1) Car: Provision of car use on Company's business (not to be considered as perquisites).

2) Telephone: Telephone at the residence of Managing Director (not to be considered as perquisites).

3) The Managing Director shall be entitled to Annual privilege leave on full salary for a period of 30 days and shall be entitled to accumulate such leave. Encashment of leave at the end of

- III. **The information below is in relation to the proposal contained in item No.2. of the Notice relating to re-appointment of Mr. Amitabh Kejriwal as Managing Director of the Company.**

## I. General Information

### (1) Nature of Industry:

The Company is in the business of Textile.

### (2) Date or expected date of commencement of commercial production:

The Company has been in business for more than 30 years.

### (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, as the Company is an existing Company.

### (4) Financial performance based on given indicators:

IV.		(Amount in Rs)	
Particulars	31.03.2021	31.03.2020	31.03.2019
Sales(Gross)	18,37,68,894	71,30,38,877	77,62,52,762
Profit before Tax	71,02,112	(18,85,91,011)	(1,71,70,359)
Profit after Tax	1,62,47,073	(16,51,24,562)	(1,49,76,690)
Shareholders fund	11,78,57,547	10,28,37,379	26,84,73,152
Rate of dividend on equity shares(%)	-	-	-

### (5) Foreign investments or collaborators, if any: N. A.

## II. Information about the appointee:

(i) Background details: Mr. Amitabh Kejriwal is a Bachelor of Commerce having more than 26 years of experience in textile industry.

### (ii) Past Remuneration:

For the financial year 2020-2021, Mr. Amitabh Kejriwal's total remuneration was Rs.854120/-. Per Annum

### (iii) Recognition or awards/Job profile and his suitability:

Mr. Amitabh Kejriwal has managed the Company ably since over a period of more than 25 years. In the opinion of the Board, he is eminently suited for the position he holds.

### (iv) Remuneration proposed:

The remuneration of Mr. Amitabh Kejriwal is set out in point no.1.

(v) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.:

The remuneration of Mr. Amitabh Kejriwal is in tune with the remuneration in similar sized companies in similar segment of business.

(vi) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.:

Mr. Amitabh Kejriwal is the promoter of the Company. He has equity holdings in the Company. He has no other pecuniary relationship directly or indirectly with the Company or any of its directors.

### (III) Other Information

Reasons of inadequate profits: On account of current economic condition and intense competition in the Textile Industry there is a continued pressure on margins & profitability.

Steps taken or proposed to be taken for improvements:

The Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines. The Company has taken various steps to improve efficiency and reduce costs including right sizing of manpower.

## V. **Minimum remuneration:**

In the absence of inadequacy of profits in any financial year, (a) subject to the approval of the necessary authorities, the remuneration payable to Mr. Amitabh Kejriwal by way of salary and perquisites shall be the maximum amount permitted as per Schedule V, as amended from time to time or as approved by the shareholders in the General

- VI. The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.
- VII. The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in the Act, or any amendment hereafter in that regard.
- VIII. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment however he shall be entitled to reimbursement of expenses in connection with the business of the company.

- IX. The Managing Director shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whosoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company and the Managing Director shall during the continuance of his employment hereunder also use his best endeavors to prevent any other person from doing so.
- X. The agreement also sets out the duties and various obligations of Mr. Amitabh Kejriwal. The re-appointment of Mr. Amitabh Kejriwal by way of a special resolution, as a Managing Director and minimum remuneration payable to him are required to be approved by the Members.

Mr. Amitabh Kejriwal and his relative is interested in the resolution set out at item No. 2 of the Notice as it pertains to his reappointment as Managing Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

### **Item No. 3 to 6 - Approval of Material Related Party Transaction**

The Securities and Exchange Board of India ('SEBI'), vide its notification dated November 09, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten per cent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of Rs. 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the Listing Regulations has been reduced with effect from April 01, 2022. Given the nature of Textile industry, the Company works closely with its related parties (including subsidiaries, Associates, Subsidiary of Associates) to achieve its business objectives and enters into various transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. Amongst the transactions that Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ transaction(s) with India Denim Limited (Subsidiary Company) and Konark Infratech Private Limited (Associate Company), Konark Gujarat PV Private Limited (Subsidiary of Associate Company) and Konark Realtech Limited (Enterprise over which KMP are able to exercise significant influence), is exceeding the revised threshold of material Related Party Transactions within the meaning of amended Regulation 23(1) of the

Listing Regulations w.e.f. April 01, 2022 i.e. Rs. 1000 crores (Rupees one thousand crores) being the lower of Rs. 1000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity.

Further, Company at it's previous Annual General Meeting held on 30<sup>th</sup> September, 2021 had taken approval of Shareholders for the following related party transactions entered between India Denim Limited (Subsidiary Company), Konark Infratech Private Limited (Associate Company) and Konark Gujarat PV Private Limited (Subsidiary of Associate Company).

<b>Nature of Transaction</b>	<b>India Denim Limited</b>	<b>Konark Infratech Private Limited</b>	<b>Konark Gujarat PV Private Limited</b>
Giving Loan and advances, providing guarantee and security and making investments	200 Crores per annum (For the F.Y. 2021-22 to 2023-24)	200 Crores per annum (For the F.Y. 2021-22 to 2023-24)	200 Crores per annum (For the F.Y. 2021-22 to 2023-24)

There is no change in the value of Related Party transaction for which approval is being sought. Only considering the amendment in Regulation 23(1) of the Listing Regulations, the Company is again considering the approval of shareholders of the Company vide Ordinary Resolution for the Financial Year 2022-23 to the Financial Year 2026-27.

Further, the Company has previously entered into the transactions of taking loan from Konark Realtech Private Limited (Enterprise over which KMP are able to exercise significant influence) for an amount not exceeding Rs. 25 Crores to meet its business exigencies.

Members may importantly note that the Company has been undertaking such transactions in the past financial years, in the ordinary course of business and on arms' length basis after obtaining requisite approvals from the Audit Committee of the Company. The maximum annual value of the proposed transactions with aforesaid related parties is estimated on the basis of Company's current transactions with them and future business projections.

The particulars of the Related Party Transaction(s), which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the Companies Act, 2013 (the 'Act') as amended till date and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

As per the amended regulations which are effective from January 01, 2022, all the related party transactions shall be approved only by those members of the audit committee, who are independent directors. In terms of Company's policy on related party transactions, the Audit Committee of the Company reviews on a quarterly basis, the details of all related



party transactions entered into by the Company during the previous quarter, pursuant to its approval.

#### **A. Details w.r.t Material Related Party Transactions with India Denim Limited**

<b>Particulars</b>	<b>Details</b>
Type, material terms and particulars of the proposed transaction;	Giving Loan and advances, providing guarantee and security and making investments
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	India Denim Limited, Subsidiary Company
Tenure of the proposed transaction (particular tenure shall be specified);	Approval is sought for F.Y. 2022-23 to F.Y. 2026-27
Name of the Director or KMP who is related, if any	1. Mr. Amitabh Kejriwal 2. Mr. R.B. Somany 3. Mr. Shonit Dalmia
Value of the proposed transaction;	200 Cores Per Annum
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	1088.32%
<p>If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p>	<p>The financial assistance is provided/ would be provided from the internal accruals</p> <p>Not Applicable since no financial indebtedness shall be incurred by the Company.</p> <p>The financial assistance shall be provided at the arms' length basis i.e. at Company's cost of availing such financial assistance of similar nature and tenor. Loans shall be unsecured, callable on demand with bullet maturity subject to customary terms and</p>

iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	conditions.  Shall be used for meeting cash flows/ business expenses / requirements.
Rationale/ Benefit of the Transaction	The Company, being a holding Company, provides financial assistance/ support to its Subsidiary in the form of loan, guarantee, investments (financial assistance) in order to meet short term capital and business requirements. Such financial assistance is provided by the Company after seeking prior approval of Audit Committee and Board of Directors. Accordingly, with the approval of the Audit Committee and the Board of Directors from time to time, the Company has an arrangement with India Denim Limited for providing necessary financial assistance to meet its cash-flows and business objectives/requirements
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

#### **B. Details w.r.t Material Related Party Transactions with Konark Infratech Private Limited**

<b>Particulars</b>	<b>Details</b>
Type, material terms and particulars of the proposed transaction;	Giving Loan and advances, providing guarantee and security and making investments
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Konark Infratech Private Limited, Associate Company
Tenure of the proposed transaction (particular tenure shall be specified);	Approval is sought for F.Y. 2022-23 to F.Y. 2026-27
Name of the Director or KMP who is related, if any	1. Mr. Amitabh Kejriwal 2. Mr. R.B. Somany
Value of the proposed transaction;	200 Cores Per Annum
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such	1088.32%

percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	
<p>If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>The financial assistance is provided/ would be provided from the internal accruals</p> <p>Not Applicable since no financial indebtedness shall be incurred by the Company.</p> <p>The financial assistance shall be provided at the arms' length basis i.e. at Company's cost of availing such financial assistance of similar nature and tenor. Loans shall be unsecured, callable on demand with bullet maturity subject to customary terms and conditions.</p> <p>Shall be used for meeting cash flows/ business expenses / requirements.</p>
Rationale/ Benefit of the Transaction	<p>The Company, provides financial assistance/ support to its Associate Company in the form of loan, guarantee, investments (financial assistance) in order to meet short term capital and business requirements. Such financial assistance is provided by the Company after seeking prior approval of Audit Committee and Board of Directors. Accordingly, with the approval of the Audit Committee and the Board of Directors from time to time, the Company has an arrangement with Konark Infratech Private Limited for providing necessary financial assistance to meet its cash-flows and business objectives/requirements</p>
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed	Not Applicable

transaction will be made available through the registered email address of the shareholders;	
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### C. Details w.r.t Material Related Party Transactions with Konark Gujarat PV Private Limited

Particulars	Details
Type, material terms and particulars of the proposed transaction;	Giving Loan and advances, providing guarantee and security and making investments
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Konark Gujarat PV Private Limited, Subsidiary of Associate Company
Tenure of the proposed transaction (particular tenure shall be specified);	Approval is sought for F.Y. 2022-23 to F.Y. 2026-27
Name of the Director or KMP who is related, if any	1. Mr. Shonit Dalmia
Value of the proposed transaction;	200 Cores Per Annum
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	1088.32%
<p>If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p>	<p>The financial assistance is provided/ would be provided from the internal accruals</p> <p>Not Applicable since no financial indebtedness shall be incurred by the Company.</p> <p>The financial assistance shall be provided at the arms' length basis i.e. at Company's cost of availing such financial assistance of similar nature and tenor. Loans shall be</p>

iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	unsecured, callable on demand with bullet maturity subject to customary terms and conditions.  Shall be used for meeting cash flows/ business expenses / requirements.
Rationale/ Benefit of the Transaction	The Company, provides financial assistance/ support to Subsidiary of Associate Company in the form of loan, guarantee, investments (financial assistance) in order to meet short term capital and business requirements. Such financial assistance is provided by the Company after seeking prior approval of Audit Committee and Board of Directors. Accordingly, with the approval of the Audit Committee and the Board of Directors from time to time, the Company has an arrangement with Konark Gujarat PV Private Limited for providing necessary financial assistance to meet its cash-flows and business objectives/requirements
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

#### **D. Details w.r.t Material Transactions with Konark Realtech Private Limited**

<b>Particulars</b>	<b>Details</b>
Type, material terms and particulars of the proposed transaction;	Loan Taken
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Konark Realtech Private Limited, Enterprise on which KMP Exercise Significant Influence
Tenure of the proposed transaction (particular tenure shall be specified);	Approval is sought for F.Y. 2022-23 to F.Y. 2026-27
Name of the Director or KMP who is related, if any	1. Mr. Shonit Dalmia 2. Mr. R B. Somany
Value of the proposed transaction;	100 Cores Per Annum
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such	544.16%

percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	
<p>If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not Applicable
Rationale/ Benefit of the Transaction	In order to meet its working capital and business requirements, the Company need to raise funds from various avenues such as banks and financial institution, intercorporate borrowings etc., Financial Assistance from Konark Realtech Private Limited is in the nature of unsecured loan taken for meeting short term business requirements of the Company.
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

Except for Directors and KMP's whose names are mentioned hereinabove and their relatives none of the Directors and KMP are interested in the said resolution.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions no. 3 to 6 whether the entity is a related party to the particular transaction or not.

The Board recommends the Ordinary Resolution set forth in Item No. 3 to 6 of the Notice for approval of the Members

**In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 “General Meetings”, details of directors seeking appointment/re-appointment at ensuing Extra-Ordinary General Meeting are as follows:**

<b>Name of Director</b>	<b>Mr. Amitabh Kejriwal</b>	<b>Ms. Suvriti Gupta</b>
Director Identification No. (DIN)	00005864	07766090
Date of birth	20/11/1965	01/01/1989
Date of First appointment on the Board	28/02/1995	01/04/2017
Qualification	Bachelor of Commerce	B. Com, MBA (Finance), CFP (Certified Financial Planner).
Experience/Expertise in specific functional area/Brief Resume	He has over 26 years of experience in textile industry.	She has over 13 years of experience in Business Management and Finance
Shareholding in the Company (Equity shares of Rs. 10/- each)	68200 Equity Shares	Nil
List of Directorship in other Listed entities	NIL	NIL
Membership/Chairmanship of Committees of other listed entities (includes only Audit Committee and Stakeholder’s Relationship Committee)	NIL	NIL
Details of Listed Entities from which the person has retired in past three years	NIL	NIL
No. of Board Meetings attended during the Financial year 2021-22	7	7
Terms and Conditions of re-appointment	Re-appointment for a period of 5 (five) years w.e.f 1 <sup>st</sup> April,	Re-appointment for a period of 5 (five) years w.e.f 1 <sup>st</sup> April, 2022

	2022	
Remuneration to be paid (if applicable)	Salary Not Exceeding Rs. 2 Lakhs per month plus perquisites of 2 Lakhs per annum	N.A
Relationship with any Director (s) of the Company	Not related	Not Related
Skills and Capabilities identified by the Board	Not Applicable	Experience of leading well governed organization and expertise in business management
Justification for appointing as an Independent Director	Not Applicable	She has over 13 years of experience in Business Management and Finance. Her association would be immense of benefit to the Company and it is desirable to avail services of Ms. Suvriti Gupta as an Independent Director

**By Order of the Board of Directors  
For Konark Synthetic Limited**

**S/d-**

**Amitabh Kejriwal  
Managing Director  
(DIN: 00005864)**

**Place: Mumbai**

**Date: 04<sup>th</sup> March, 2022**

**Registered office:**

Building No.7, Mittal Industrial Estate,  
Andheri Kurla Road, Sakinaka,  
Andheri (East), Mumbai – 400059



**KONARK SYNTHETIC LIMITED**

CIN: L17200MH1984PLC033451

Building No.7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai  
- 400059.

Tel: 022-4089 6300; Fax: 022-4089 6322; Email: [info@konarkgroup.co.in](mailto:info@konarkgroup.co.in); Website:

[www.konarkgroup.co.in](http://www.konarkgroup.co.in)

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**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]

**Extra Ordinary General Meeting – 31st March, 2022**

CIN : L17200MH1984PLC033451  
Name of the Company : Konark Synthetic Limited  
Registered Office : Building No.7, Mittal Industrial Estate, Andheri Kurla Road,  
Sakinaka,  
Andheri (East), Mumbai – 400059

Name of the Member (s)/ : \_\_\_\_\_  
Joint holder (s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
Email Id : \_\_\_\_\_  
Folio No/Client Id : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I/We, being a Member(s) of \_\_\_\_\_ shares of the above named Company hereby  
appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him/her
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on poll) for me/us on my /our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, 31<sup>st</sup> day of March, 2022 at 3.30 p.m. at the Registered office of the Company at Building No.7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400059 and at any adjournment thereof in respect of such resolution as are indicated overleaf:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of Shareholder: \_\_\_\_\_

Affix  
Revenue  
Stamp of  
Re.1

Resolution Number	Resolutions	Vote (Optional see note Please mention no. of Shares)		
		For	Against	Abstain
Special Business:				
1.	Special Resolutions for : a) Re-Appointment of Ms. Suvruti Gupta as an Non Executive Independent Woman Director of The Company; and b) Re-Appointment of Mr. Amitabh Kejriwal as Managing Director of The Company			
2.	c) Ordinary Resolution for Approval of Material Related Party Transaction with India Denim Limited d) Ordinary Resolution for Approval of Material Related Party Transaction with Konark Infratech Private Limited e) Ordinary Resolution for Approval of Material Related Party Transaction with Konark Gujarat PV Private Limited f) Ordinary Resolution for Approval of Material Related Party Transaction with Konark Realtech Private Limited			

Signature of Proxyholder(s): \_\_\_\_\_

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate the preference. In case members leave the for, against or abstain column blank against any or all resolutions, their proxy will be entitled to vote in the manner as he/she may deemed appropriate.

**KONARK SYNTHETIC LIMITED**

CIN: L17200MH1984PLC033451

Building No.7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai  
- 400059.

Tel: 022-4089 6300; Fax: 022-4089 6322; Email: [info@konarkgroup.co.in](mailto:info@konarkgroup.co.in); Website:

[www.konarkgroup.co.in](http://www.konarkgroup.co.in)

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**ATTENDANCE SLIP**

**EXTRA ORDINARY MEETING GENERAL MEETING - 31<sup>ST</sup> March, 2022**

(To be completed and presented at the Entrance)

Regd. Folio No. / DP ID & Client ID	
Name and address of shareholder(s)	
Joint Holder 1	
Joint Holder 2	
No. of share(s) held	

I/We hereby my/our presence at the **Extra Ordinary General Meeting** of the KONARK SYNTHETIC LIMITED to be held on the Thursday, 31<sup>st</sup> March, 2022 at 3.30 P.M. at the Registered office of the Company at Building No.7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400059.

\_\_\_\_\_  
Signature of Member/Proxy/Representative

Note:

1. Please fill in the Folio / DP ID/client ID No., name and sign the Attendance slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Please read the instructions for e-voting given. The Voting period starts from Monday, 28<sup>th</sup> March, 2022 (09.00 a.m.) and end on Wednesday, 30<sup>th</sup> March, 2022 (5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.

## Route MAP of EOGM

