

KONARK SYNTHETIC LIMITED

Regd. Off.: Mittal Industrial Estate, Building No.7, Andheri-Kurla Road, Saki-Naka, Andheri (E), Mumbai 400 059
Tel: 4089 6300 * Fax No.4089 6322 Web.: www.konarkgroup.co.in Email : info@konarkgroup.co.in
CIN: L17200MH1984PLC033451

29th September, 2017

To,
The Manager – CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir,

Scrip Code: 514128

Sub.: Disclosure under Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 33rd Annual General Meeting (AGM) held on Friday, the 29th day of September, 2017.

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby submit the proceedings of the 33rd Annual General Meeting of the Company held on Friday, 29th September, 2017 at 3.30 p.m. at Building No. 7, Mittal Industrial Estate, Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400059.

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 the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the members to vote on the matters to be transacted at the 33rd Annual General Meeting. Further, to facilitate the voting at the AGM to the members present threat and did not cast their vote earlier through remote e-voting, the Company has provided polling papers to enable them to vote in respect of items of business as set out in the Notice of the 33rd Annual General Meeting. CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, was appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting process and conducting poll by way of polling papers at the 33rd AGM in fair and transparent manner.

The result of e-voting on each resolution was determined considering the aggregate of votes cast by the members on each resolution, both through e-voting as well as poll on which Scrutinizer issued Consolidated Scrutinizer's Report.

The Annual General Meeting was attended by requisite quorum and the following businesses were transacted:



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1. APPROVAL OF FINANCIAL STATEMENTS:

The members received, considered and adopted the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with Reports of Directors' and Auditors' thereon by passing Ordinary Resolutions unanimously.

The Chairman informed to the meeting that on Page No.74 of the Annual Report – Consolidated Cash Flow Statements for the year ended 31st March, 2017 and Page No. 80 of the Annual Report – Consolidated Fixed Asset Notes in Annual Report, there were some changes in financial figures due to typographic error. The members took the note of the corrections and approved the corrected Audited Financial Statements.

2. RE-APPOINTMENT OF MR. PRAKASHCHAND DALMIA AS A DIRECTOR OF THE COMPANY:

The members re-appointed Mr. Prakashchand Dalmia (DIN: 00005813) as a Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing ordinary resolution unanimously.

3. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY:

The members approved the appointment of M/s. Shrawan Kumar & Co., Chartered Accountants, Mumbai (having FRN: 110221W) as Statutory Auditors of the Company, in place of retiring auditors viz. M/s. Bhuwania & Agarwal Associates, Chartered Accountants, Mumbai, to hold office for a period of 5 consecutive years from the conclusion of this 33rd Annual General Meeting until the conclusion of 38th Annual General Meeting of the Company, subject to the ratification of the members of the Company every year, at such remuneration as decided between Directors and Auditors by passing Ordinary Resolution unanimously.

4. APPOINTMENT OF MS. SUVRITI GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members approved the appointment of Ms. Suvriti Gupta (DIN: 07139828) as an Independent Director of the Company to hold office as such upto 31st March, 2022, who shall not be liable to retire by rotation by passing Ordinary Resolution unanimously.

5. APPOINTMENT OF MR. AMITABH KEJRIWAL AS MANAGING DIRECTOR OF THE COMPANY AND APPROVAL FOR REMUNERATION PAYABLE TO HIM:

The members approved the appointment of Mr. Amitabh Kejriwal (DIN: 00005864), Whole Time Director of the Company as Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2017 and remuneration payable to him for a period of 3 years w.e.f. 1st April, 2017 by passing Special Resolution unanimously.



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The copy of the Consolidated Scrutinizers' Report and Voting Results are enclosed herewith for your reference.

Thanking you,

Yours faithfully,

For **Konark Synthetic Limited**



Mehnuddin Khan

Company Secretary & Compliance Officer

Membership No. : A40156

Encl.: As Above



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Konark Synthetic Limited
Mittal Industrial Estate,
Building No.07, Saki Naka,
Andheri (East), Mumbai-400059.

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on voting done through Remote E- Voting Process and by Polling Papers at 33rd Annual General Meeting held on 29th September, 2017.

1. I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of Konark Synthetic Limited ('the Company') in its meeting held on 11th August, 2017 for the purpose of scrutinizing the voting through remote e-voting process and by use of polling papers at the meeting pursuant to the provisions of Section 108 of the Companies Act, 2013('Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 for passing of the resolutions as mentioned under item numbers 1 to 5 in the Notice of the 33rd Annual General Meeting (AGM) of the members of the Company dated 11th August, 2017.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of 33rd AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting process and poll conducted at the 33rd AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the said notice based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and poll conducted at the 33rd AGM.
3. The Notice of the 33rd AGM dated 11th August, 2017 along with the statement setting out material facts under Section 102 of the Act was sent to the members through courier and e-mail on 5th September, 2017. The said notice was dispatched on the basis of Register of Members and list of beneficiaries as provided by the depositories as on 25th August, 2017.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatch of the notice of 33rd AGM and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on 7th September, 2017.





5. The voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 22nd September, 2017.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days i.e. from Tuesday, 26th September, 2017 (from 10:00 a.m.) to Thursday, 28th September, 2017 (upto 5:00 p.m.). The members cast their vote electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL). The Company also provided Polling Papers for casting vote at the 33rd Annual General Meeting held on 29th September, 2017 to the members present, who did not vote through remote e-voting facility.
7. As required under the said Rules, after the closure of the voting at the 33rd Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked in the presence of CS Priyanka Prabhu and CS Kshama Shah, who are not in the employment with the Company.
8. The summary of the voting through e-voting and polling papers are as follows:





Resolution No. 1:

Resolution Required: (Ordinary/Special)			Ordinary Resolutions for adoption of (a) The Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2017 together with Reports of the Directors' and of the Auditors' thereon; and (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2017 together with Report of the Auditors' thereon.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	4355417	4355417	100.00	4355417	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4355417	4355417	100.00	4355417	0	100.00	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1452583	245005	16.87	245005	0	100.00	0
	Poll		539	0.04	539	0	100.00	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1452583	245544	16.91	245544	0	100.00	0
Total		5808000	4600961	79.22	4600961	0	100.00	0

Invalid Votes: Public Non-Institutions -100

Result: The resolutions are passed unanimously.





Resolution No.2:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of director in place of Mr. Prakashchand Dalmia (DIN: 00005813), Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	4355417	4355417	100.00	4355417	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4355417	4355417	100.00	4355417	0	100.00	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1452583	245005	16.87	245005	0	100.00	0
	Poll		534	0.04	534	0	100.00	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1452583	245539	16.91	245539	0	100.00	0
Total		5808000	4600956	79.22	4600956	0	100.00	0

Invalid Votes: Public Non-Institutions -100

Result: The resolution is passed unanimously.





Resolution No.3:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of M/s. Shrawan Kumar & Co., Chartered Accountants, Mumbai (having FRN: 110221W) as Statutory Auditors of the Company, in place of retiring Statutory Auditors M/s. Bhuwania & Agarwal Associates, Chartered Accountants, to hold office for a period of 5 consecutive years from the conclusion of this 33 rd Annual General Meeting until the conclusion of 38 th Annual General Meeting, subject to the ratification of the members of the Company every year, at such remuneration as decided between Directors and Auditors.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	4355417	4355417	100.00	4355417	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4355417	4355417	100.00	4355417	0	100.00	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1452583	245005	16.87	245005	0	100.00	0
	Poll		539	0.04	539	0	100.00	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1452583	245544	16.91	245544	0	100.00	0
Total		5808000	4600961	79.22	4600961	0	100.00	0

Invalid Votes: Public Non-Institutions -100

Result: The resolution is passed unanimously.

Consolidated Scrutinizer's Report/KSL/33rd AGM





Resolution No. 4:

Resolution Required: (Ordinary/Special)			Ordinary Resolution for appointment of M/s. Suvriti Gupta (DIN: 07139828) as an Independent Director of the Company to hold office upto 31 st March, 2022, who shall not be liable to retire by rotation.					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	4355417	4355417	100.00	4355417	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4355417	4355417	100.00	4355417	0	100.00	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	1452583	245005	16.87	245005	0	100.00	0
	Poll		539	0.04	539	0	100.00	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1452583	245544	16.91	245544	0	100.00	0
Total		5808000	4600961	79.22	4600961	0	100.00	0

Invalid Votes: Public Non-Institutions -100

Result: The resolution is passed unanimously.





Resolution No.5:

Resolution Required: (Ordinary/Special)			Special Resolution for appointment Mr. Amitabh Kejriwal (DIN: 00005864), Whole Time Director of the Company as Managing Director of the Company for a period of 5 years w.e.f. 1 st April, 2017 and remuneration payable to him for a period of 3 years w.e.f. 1 st April, 2017.					
Whether promoter/promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of votes – in favour	No. of votes-against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	4355417	2118226*	48.63	2118226	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4355417	2118226	48.63	2118226	0	100.00	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1452583	245005	16.87	245005	0	100.00	0
	Poll		539	0.04	539	0	100.00	0
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	1452583	245544	16.91	245544	0	100.00	0
Total		5808000	2363770	40.70	2363770	0	100.00	0

*Voting by interested members excluded.

Invalid Votes: Public Non-Institutions -100

Result: The resolution is passed unanimously.





The Register, all other papers and relevant records relating to poll and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company Secretary for safe keeping.

Place: Thane
Date: 29th September, 2017



For **M Baldeva Associates**
Company Secretaries

CS Manish Baldeva
Proprietor

M. No. FCS 6180; C.P. No. 11062

Countersigned
For Konark Synthetic Limited

Chairman/Authorised Signatory