

# KONARK SYNTHETIC LIMITED

CIN: L17200MH1984PLC033451

Reg. Off. Mittal Industrial Estate, Bldg. No 7, Ground Floor, Sakinaka, Andheri East, Mumbai 400059

Tel No. 022-40896300 Fax: 022-40896322 E mail: info@konarkgroup.co.in

7<sup>th</sup> September, 2021

To,  
The Manager (CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Dear Sir,

**Scrip code: 514128**

**Sub.:-** Notice of 37<sup>th</sup> Annual General Meeting ("AGM") of the Company

Pursuant to regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclosed the Notice of 37<sup>th</sup> AGM of Konark Synthetic Limited scheduled to be held on Thursday, 30<sup>th</sup> September 2021. This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Kindly take the information on your record.

Thanking you,

Yours faithfully,  
For Konark Synthetic Limited

  
R. B. Somany  
Chief Financial Officer



Encl.: As Above

**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)

**NOTICE**

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the members of **KONARK SYNTHETIC LIMITED** will be held on Thursday, 30<sup>th</sup> day of September, 2021 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:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of the Directors' and Auditors' thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the reports of Auditors' thereon and in this regard, if thought fit, pass the following resolution as an

**ORDINARY RESOLUTION:**

- (a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."
  - (b) **"RESOLVED THAT** the Consolidated Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Auditors' Report thereon be and are hereby received, considered and adopted."
2. To appoint a Director in place of Mr. Amitabh Kejriwal (DIN: 00005864), who retires by rotation and being eligible, offers himself for re-appointment.
  3. To consider the appointment of the statutory auditor of the Company.

To Consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants, Mumbai, Firm Registration No. 113675W, be and is hereby appointed as Statutory Auditors of the Company for a period of five consecutive years starting from Conclusion of 37<sup>th</sup> Annual General Meeting held in the year 2021, until the conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company to be held in year 2026 on such remuneration as may be mutually agreed upon between the Company and the Auditors, plus reimbursement of goods and service tax, travelling and out of pocket expenses."

**SPECIAL BUSINESS:**

4. **To Appoint Mr. Shonit Dalmia (DIN: 00059650) as Non Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re enactment thereof for the time being in force) Mr. Shonit Dalmia (DIN: 00059650) who was appointed as an Additional Director pursuant to Section 161 of the Companies Act, 2013 w.e.f 14.08.2021 and who holds such office upto the ensuing AGM be and is hereby appointed as a Non Executive Director of the Company w.e.f 14<sup>th</sup> August, 2021 liable to retire by rotation

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

5. **Approval for giving loan or guarantee or providing security in connection with loan availed by the Company to its Subsidiary, Associate or any other person specified under section 185 of the Companies Act, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Sections 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), substitution(s) or re-

enactment(s) thereof for the time being in force) Consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ("herein referred to as "the Board", which term shall deem to include, unless the context otherwise required, any committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt ("the Loan") and or give any guarantee(s), and or providing of security(ies) in connection with any loan taken or to be taken by the Company's holding or Associate or group entity of the Company or any other person in whom any of the Director of the Company is deemed to interested upto a sum of Rs. 1000 Crores (Rupees Thousand Crores Only) at any point of time, in its absolute discretion deem beneficial and in the best interest of the Company;

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary of the Company, be and is hereby authorized to negotiate, finalize, the terms and conditions of the aforesaid loans / guarantee(s)/ security(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

## 6. Approval of Material Related Party Transaction

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 Regulation 23 of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to such other approvals, consents, permissions and sanction of other authorities as may be necessary and pursuant to the Related Party Transaction Policy of the Company, approval of the members of the Company be and is hereby accorded to the Company to approve all contracts / transactions/ arrangements/ agreements (including any modifications, alterations, amendments, renewal thereto), within the definition of Companies Act, 2013 ("the ACT") and Listing Regulations, as more particularly enumerated in the explanatory statement to the notice on such terms and conditions as may be agreed between the Company and such related parties.

**RESOLVED FURTHER THAT** the Board (hereinafter referred to as "the Board" which term shall include any committee thereof) is hereby authorized to negotiate, finalize, vary, amend, renew and revise the terms and conditions of the transactions and enter into, sign, execute, renew, modify and amend all agreements, documents and letters thereof, from time to time."

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

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2021**

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

### 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.

In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") has vide its circular no. 20/2020 dated 5<sup>th</sup> May, 2020 read with circular no. 14/2020 dated 8<sup>th</sup> April, 2020, circular no. 17/2020 dated 13<sup>th</sup> April, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 has permitted Companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVMs"). However, considering the cost and the hassles in implementation of Audio Visual means and w.r.t the cost cutting measures undertaken by the Company, the management of the Company find it prudent to hold the 37<sup>th</sup> Annual General Meeting of the Company in physical attendance of the members by following proper social distancing measures and guidelines laid down by local authorities.

2. Members/Proxies are requested to bring duly filled in Attendance slip along with the Annual Report at the Annual 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 Annual General Meeting (including through e-voting).
4. 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 37<sup>th</sup> Annual General Meeting is annexed to the notice.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (both days inclusive).
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 Annual General Meeting and will be open for inspection during the Annual 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 accounts and operations of the Company are requested to address their queries to the Company Secretary & Compliance 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. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule, 2014, the Company is required to update its database by incorporating some additional details of the members.

Members are thus requested to kindly submit their e-mail IDs and other details vide the e-mail updation form annexed to this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.

The e-mail IDs provided shall be updated subject to successful verification of their signatures as per record available with the RTA of the Company.

17. The Notice of the 37<sup>th</sup> Annual 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.
18. Route Map for the venue of the 37<sup>th</sup> Annual General Meeting of the Company is appearing at the end of the Annual Report.
19. 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 37<sup>th</sup> Annual General Meeting to be held on Thursday, 30<sup>th</sup> September, 2021. 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 37<sup>th</sup> Annual 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, 27<sup>th</sup> September, 2021 (10.00 A.M.) and ends on Wednesday, 29<sup>th</sup> September, 2021 (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, 23<sup>rd</sup> September, 2021, 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, 23<sup>rd</sup> September, 2021.
- (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, 23<sup>rd</sup> September, 2021 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, M/s KRS AND CO., Company Secretaries, Mumbai, 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, 23<sup>rd</sup> September, 2021, 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 existing 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 Annual 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 Annual 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 Annual 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 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 Annual General Meeting i.e. Thursday, 30<sup>th</sup> September, 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 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	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.
	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. 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.
	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>
	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 & 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.
Individual Shareholders holding securities in demat mode with NSDL	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.
	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>
	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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

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 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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Type of shareholders	Login Method
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:

**For Shareholders holding shares in Demat Form other than individual and Physical Form**

PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</li> <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>
Dividend Bank Details OR Date of Birth (DOB)	<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. Explanation to ordinary business set out under Item No. 3 is provided as required under Regulation 36(5) Listing Regulations.

**Item 3**

The Members of the Company through postal ballot dated 13<sup>th</sup> November, 2020 had elected M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants, Mumbai, Firm Registration No. 113675W due to casual vacancy created by resignation of M/s Pansari & Dalmia, Chartered Accountants, Mumbai and pursuant to Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 the term of Auditor will end at the conclusion of 37<sup>th</sup> Annual General Meeting.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants, Mumbai, Firm Registration No. 113675W, as Statutory Auditors of the Company for a period of 5 (five) consecutive years, to hold office from the conclusion of the 37<sup>th</sup> Annual General Meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants, Mumbai, Firm Registration No. 113675W, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Jhunjhunwala Jain & Associates LLP, Chartered Accountants, Mumbai, Firm Registration No. 113675W, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Based on the recommendation of the Audit Committee, it is proposed to pay remuneration of ₹ 3,00,000 to the Statutory Auditors excluding applicable taxes and reimbursement of out of pocket expenses, on actual, incurred by them in connection with the audit of the accounts of the Company for the financial year 2021-22 and for such years thereafter until revised. Further, the Board of Directors, on recommendation of the Audit Committee may alter and vary the terms and conditions of the appointment etc. including by reason of necessity on account of conditions as may be stipulated by any statutory authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their relatives, are in any way, concerned or interested in this Resolution.

The Directors recommend the Ordinary Resolution as set out in Item No. 3 of this Notice for the approval of the Members.



**Item 4**

At the Board Meeting of the Company held on 14<sup>th</sup> August, 2021, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Shonit Dalmia (DIN: 00059650) as an Additional Director pursuant to the provisions of section 161 of the Act and holds office up to the date of the ensuing AGM. Mr. Shonit Dalmia is eligible for appointment as Director of the Company.

The Company has received a notice under section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Shonit Dalmia as a Director of the Company.

The Company has received from Mr. Shonit Dalmia:

- i. Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- ii. Intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Act.

A brief profile of Mr. Shonit Dalmia is given below:-

Mr. Shonit Dalmia aged 37 years is commerce Graduate from Mumbai University and has a master degree from UK. He has over 13 years of experience in Accounts and Finance.

Details relating to the appointment of Mr. Shonit Dalmia as required by the Act, the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of the Institute of Company Secretaries of India (ICSI) are provided in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives, are in any way interested or concerned financially or otherwise in the resolution at item no. 4 of the notice.

The Board of Directors recommend the Ordinary Resolution as set out at item no. 4 of the Notice of the AGM for approval of the Members.

**Item 5**

The Company needs to render support for the business requirements of its Subsidiary, Associate or group entity or any person in whom any of the Directors of the Company is interested from time to time. Section 185(1) of the Companies Act, 2013 contains some restrictive provisions which debar the Company from giving loans or guarantee or providing security in connection with loan availed directly or indirectly by (a) any director of Company, or of a company which is its holding company or any partner or relative of any such director or (b) any firm in which any such director or relative is a partner. However pursuant to Section 185(2) a company may advance any loan, or give guarantee or providing security in connection to any loan taken by a person in whom any of the directors of the Company is interested, subject to the condition that – (a) a special resolution is passed by the Company (b) the loans are utilized by the borrowing company for its principal business activities. Further “a person in whom any of the director is interested” means (a) any private company of which any such director is a director or member (b) any body corporate at a general meeting of which not less than twenty-five per cent. of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or (c) any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

Thus, the Board of Directors seeks approval of the members by way of special resolution pursuant to Section 185(2) of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017 for making loans or guarantee or providing security in connection with loan taken or to be taken by the Company's Associate Company or any other person specified under section 185 of the Companies Act, 2013 for capital expenditure and or working capital requirements as may be required from time to time for the expansion of business activities and other matters connected and incidental thereto for their principal business activities.

The members may note that the Board after carefully evaluating the proposal may grant such loans or give guarantee or provide security in connection with loan taken or to be taken by persons in whom the director is interested.

Except for Mr. Shonit Dalmia (and his relatives), who is appointed as an additional director w.e.f. 14<sup>th</sup> August, 2021 and whose appointment as Non Executive Director of the Company is being regularized at this AGM, and Mr. Satish Deshmukh by virtue of their directorship being interested, none of the Directors, Key Managerial Personnel or their relatives, are in any way interested or concerned financially or otherwise in the resolution at item no. 5 of the notice except to the extent of their shareholding.

The Board of Directors recommend the Special Resolution as set out at item no. 5 of the Notice of the AGM for approval of the Members.

**Item 6**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the financial year ended on March 31, 2021 and subsequent financial years and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of Ordinary Resolution.

Approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the said parties subject to the limits mentioned in the table below:

Name of the Related Party	India Denim Limited	Konark Infratech Private Limited	Konark Gujarat PV Private Limited
Name of the Director or KMP who is related	1. Mr. Amitabh Kejriwal 2. Mr. R.B. Somany 3. Mr. Satish Deshmukh 4. Ms. Suvriti Gupta	1. Mr. Amitabh Kejriwal 2. Mr. R.B. Somany	1.Mr. Shonit Dalmia 2. Mr. Satish Deshmukh
Nature of Relationship	Subsidiary Company	Associate Company	Subsidiary of Associate Company
Nature of Contract	Giving Loans and Advances, providing guarantee and security	Giving Loans and Advances, providing guarantee and security	Giving Loans and Advances, providing guarantee and security
Terms and Monetary value (Rs. In Crore)			
F.Y. 2021-22	200.00	200.00	200.00
F.Y. 2022-23	200.00	200.00	200.00
F.Y. 2023-24	200.00	200.00	200.00

None of the Directors, Key Managerial Personnel or their relatives, are in any way interested or concerned financially or otherwise in the resolution at item no. 6 of the notice except for the directors mentioned above.

The Board of Directors recommend the Ordinary Resolution as set out at item no. 6 of the Notice of the AGM 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 Annual General Meeting are as follows:**

Name of Director	Mr. Amitabh Kejriwal	Mr. Shonit Dalmia
Date of birth	20/11/1965	30/03/1984
Date of appointment as director	01/04/2017 (As Managing Director)	14/08/2021 (As Additional Director)
Qualification	Bachelor of Commerce	Master Degree (UK)
Experience/Expertise in specific functional area/Brief Resume	He has over 25 years of experience in textile industry.	He has over 13 years of experience in Accounts and finance)
Shareholding in the Company (Equity shares of Rs. 10/- each)	68200 Equity Shares	1126475 Equity Shares
List of Directorship in other entities	1. Konark Infratech Private Limited. 2. Kayo Investments and Finance Private Limited. 3. Trade Bazaar Retail Private Limited	1. Konark Natural Foods Private Limited. 2. Anline Construction Company Private Limited 3. Konark Gujarat PV Private Limited. 4. Konark wind projects Private Limited. 5. Konark PV Private Limited. 6. Fillmore Trading and Investment Pvt. Ltd. 7. Aniline Properties Private Limited. 8. Konark Realty Private Limited.

Membership/Chairmanship of Committees  
of other listed entities (includes only  
Audit Committee and Stakeholder's  
Relationship Committee)

Nil

NIL

No. of Board Meetings attended during the year

6

N.A.

Terms and Conditions of re-appointment

He is appointed for a period of 5 years.

Refer Item No. 4 of the Notice and  
Explanatory Statement

Remuneration to be paid (if applicable)

Rs. 8.50 Lakhs p.a. plus perquisites.

NIL

Relationship with any Director (s) of the Company

Not related

Not Related

Justification for appointing as an Independent  
Director

Not Applicable

Not applicable

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

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2021**

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

**Registered office:**

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