

## **NOTICE**

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of AYM Syntex Limited will be held through Video Conferencing, on Tuesday, 29<sup>th</sup> September 2020 at 12.00 Noon to transact the following business.

The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot no.1, Survey no.394 (P), Village Saily, Silvassa, U.T Dadra & Nagar Haveli-396230.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2020 and the Audited Profit and Loss Account for the year ended on that date.
2. To appoint a Director in place of Mr. Rajesh R Mandawewala, who retires by rotation, and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **Ratification of remuneration payable to the Cost Auditor**

3. 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 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), payment of remuneration of Rs. 1,10,000/- to M/s. Kiran J Mehta & Co., the Cost Accountant (Registration Number: 000025) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2021, be and is hereby ratified and approved.

Place : Mumbai  
Date: June 12, 2020

By order of the Board  
**Ashitosh Sheth**  
Company Secretary  
ACS:25997

### **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 3 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular

No. 17/2020 dated 13<sup>th</sup> April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 37<sup>th</sup> AGM of the Company shall be conducted through VC / OAVM.

National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No.7 below and is also available on the website of the Company at [www.aymsyntex.com](http://www.aymsyntex.com).

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

### **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT**

4. In accordance with, the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode only to Members whose e-mail address is registered with the Company or the Depository Participant(s).
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investorrelations@aymgroup.com](mailto:investorrelations@aymgroup.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write at [investorrelations@aymgroup.com](mailto:investorrelations@aymgroup.com) or to the Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd. ('Link Intime') at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

6. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.aymsyntex.com](http://www.aymsyntex.com) and on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**

7. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials.

The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

8. For convenience of the Members and proper conduct of AGM, Members can login and join at least 20 (Twenty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
9. Members who need assistance before or during the AGM with use of technology can:
- Send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800-222-990; or
  - Contact Mr. Pratik Bhatt, representative of NSDL at the designated email ID: [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone number +91-022-24994738; or
  - Contact Ms. Sarita Mote, representative of NSDL at the designated email ID: [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) or at telephone number +91-022-24994890.
10. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

12. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at : [investorrelations@aymgroup.com](mailto:investorrelations@aymgroup.com).

Questions / queries received by the Company till 5.00 p.m. on Saturday, 26<sup>th</sup> September 2020 shall only be considered and responded during the AGM.

13. Members who would like to register themselves as a speaker by visiting the link <https://www.evoting.nsdl.com> between 9.00 a.m. on Monday, 21st September and 5.00 p.m. on Saturday, 26<sup>th</sup> September 2020.
14. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.
16. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 22<sup>nd</sup> September, 2020, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
17. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Saturday, 26<sup>th</sup> September 2020 and will end at 5.00 p.m. on Monday, 28<sup>th</sup> September 2020.
18. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility <https://www.evoting.nsdl.com>.

#### **INSTRUCTIONS FOR E-VOTING**

19. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### **Step 1 : Log-in to NSDL e-Voting system at**

<https://www.evoting.nsdl.com/>

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

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

**How to Log-in to NSDL e-voting website?**

- (a) Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com>.
- (b) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(d) Your User ID details are given below :

**Manner of holding shares Your User ID is:**

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: if folio number is 001*** and EVEN is 101456 then your User ID is 101456001***.

(e) Your password details are given below

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password';

- If your email ID is not registered, please follow steps mentioned in Note No. 5 above.
- (f) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
    - i. Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - (g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box;
  - (h) Now, you will have to click on "Login" button;
  - (i) After you click on the "Login" button, Home page of e-Voting will open.

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

**How to cast your vote electronically on NSDL e-Voting system?**

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of company for which you wish to cast your vote.
- d) Members may participate in AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at AGM.
- 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 only shall be entitled to avail the facility of remote E-voting as well as voting at AGM.
- f) Now you are ready for e-Voting as the Voting page opens.
- g) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- h) Upon confirmation, the message "Vote cast successfully" will be displayed.
- i) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- j) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **GENERAL INFORMATION:**

20. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
21. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in);
22. The voting rights shall be as per the number of equity shares held by the Member(s) as on Tuesday, 22<sup>nd</sup> September 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
23. The Company has appointed Mr. Hitesh Gupta, Company Secretary in whole time practice (ACS-No. 33684; CP No. 12722) as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer [cshitesh.gupta@gmail.com](mailto:cshitesh.gupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
25. The result of voting shall be declared by the Chairman of the meeting or by any other person authorised on or after AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.aymsyntex.com](http://www.aymsyntex.com) and will be communicated to the Stock Exchanges where the shares of the Company are listed.

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

26. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on [investorrelations@aymgroup.com](mailto:investorrelations@aymgroup.com).
27. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available electronically for inspection. Members seeking to inspect such documents can request the Company by sending an e-mail to [investorrelations@aymgroup.com](mailto:investorrelations@aymgroup.com).

#### **OTHERS:**

28. In terms of Section 152 of the Act, Mr. Rajesh Mandawewala is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
29. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment at the AGM is provided at end of this notice. Requisite declarations have been received from the Director seeking re-appointment.
30. The Register of Members and Transfer Books of the Company will remain closed from Saturday, 26<sup>th</sup> September, 2020 to Tuesday, 29<sup>th</sup> September, 2020 (both days inclusive).
31. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or its RTA, M/s. Link Intime India Private Limited ('Link Intime') for the same.
32. The Securities and Exchange Board of India (SEBI) vide its circular dated 20<sup>th</sup> April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through email at [investorrelations@aymgroup.com](mailto:investorrelations@aymgroup.com) or members can send the foresaid documents to Link Intime at C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai - 400083. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank.
33. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant (DPs) with whom they maintain their demat accounts.
34. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to

transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

35. The Company has unpaid/unclaimed dividend on preference shares since 2014. Hence, the Company urges all the preference shareholders to encash / claim their respective dividend on Preference shares during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company are available on the website of the Company at [www.aymsyntex.com](http://www.aymsyntex.com).
36. Members are requested to contact Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Relations' page on the website of the Company at [www.aymsyntex.com](http://www.aymsyntex.com).

Place: Mumbai  
Date: June 12, 2020

By order of the Board  
**Ashitosh Sheth**  
Company Secretary  
ACS:25997

**Registered Office of the Company:**

Plot no.1, Survey no.394 (P),  
Village Saily, Silvassa 396230,  
U.T of Dadra & Nagar Haveli  
CIN: L99999DN1983PLC000045  
Phone:+ 91-022-61637000/7001  
E-mail: [investorrelations@aymgroup.com](mailto:investorrelations@aymgroup.com)  
Website: [www.aymsyntex.com](http://www.aymsyntex.com)

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

**Ratification of remuneration payable to the Cost Auditor**

The Company being in a textile industry has to appoint cost auditor pursuant to notification dated 31<sup>st</sup> December, 2014 issued by the Ministry. The Board, on the recommendation of the Audit Committee, has appointed M/s. Kiran J Mehta & Co., Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2021.

Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No.3 of the Notice for ratification of the remuneration payable to M/s. Kiran J Mehta & Co., Cost Auditors for the financial year ending March 31, 2021.

None of the Key Managerial Personnel or Directors of the Company or their relatives have any interest or concern in the proposed resolution.

Place: Mumbai  
Date: June 12, 2020

By order of the Board  
**Ashitosh Sheth**  
Company Secretary  
ACS:25997

## Details of the Directors proposed to be re-appointed at the AGM

(Pursuant to Regulation 26 (4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2))

<b>Particulars</b>	<b>Mr. Rajesh R Mandawewala</b>
<b>Age and date of birth</b>	58 years, 5 <sup>th</sup> May 1962
<b>Date of first appointment</b>	16 <sup>th</sup> July 1991
<b>Brief Resume (including profile, qualification, experience and expertise in specific functional areas)</b>	He is a qualified Chartered Accountant. Under his guidance and supervision, the operations have reached highest efficiency level as well as economy of operations, which has contributed to a great extent to the profitability of the Company. Under his able leadership, the Company achieved handsome performance, especially in exports and development of marketing network world over.
<b>Shareholding in the Company (as on the date of the Notice of AGM)</b>	Nil
<b>Relationship with other Director/ Key Managerial Personnel of the Company</b>	Yes, Mr. Abhishek Mandawewala, Managing Director & CEO and Mrs. Khushboo Mandawewala, Whole time Director
<b>No. of Board Meetings attended</b>	He has attended all the four meetings held during the year.
<b>Directorships held in other companies (including the Company as on the date of the Notice of AGM)</b>	<ul style="list-style-type: none"> <li>• Welspun India Limited</li> <li>• Welspun Corp Limited</li> <li>• Welspun Steel Limited</li> <li>• Mandawewala Enterprises Limited</li> <li>• Angel Power and Steel Private Limited</li> <li>• Welspun Enterprises Limited</li> <li>• Welspun Global Brands Limited</li> <li>• Connective Infrastructure Private Limited</li> <li>• RRM Realty Trader Private Limited</li> <li>• Welspun Advanced Materials Limited</li> <li>• Rank Marketing LLP</li> <li>• RRM Enterprises Private Limited</li> </ul>
<b>Companies in which Director is Chairman/Member* of the Committee of the Board (as on the date of the Notice of AGM)</b>  *Note: For the purpose of counting membership in Board Committee, Chairmanship/ Membership of the Audit Committee and the Stakeholders Relationship Committee alone are considered.	Chairmanship – Nil <b>Member of Audit committee:</b> <ul style="list-style-type: none"> <li>• Welspun India Limited</li> <li>• Welspun Enterprises Limited</li> </ul> <b>Member of Stakeholders Relationship Committee</b> <ul style="list-style-type: none"> <li>• Welspun Corp Limited</li> <li>• Welspun India Limited</li> </ul>
<b>Terms and conditions of re-appointment</b>	-