

**JAIHIND SYNTHETICS LTD**  
**CIN: L17120MH1986PLC040093**

**Registered Address:** 103, Shreenath Sai Ddarshan, Datapada Road, Borivali (W), Mumbai- 400092  
Tel: +022-28676010 | E-mail: [jaihindltd@yahoo.com](mailto:jaihindltd@yahoo.com)

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**NOTICE**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the Members of **JAIHIND SYNTHETICS LTD** (CIN: L17120MH1986PLC040093) will be held on Monday, December 16, 2024, at 9:00 a.m. at 103, Shreenath Sai Ddarshan, Datapada Road, Borivali (W), Mumbai- 400092, to transact the following special business:

**Special Business:**

1. To approve Reduction of Share Capital of the Company.

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

**“RESOLVED THAT** in supersession to the earlier resolutions passed by the Company and pursuant to Section 66 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, and the relevant Rules made thereunder (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Article 54 of the Articles of Association of the Company and subject to the confirmation by the Hon'ble National Company Law Tribunal, Mumbai Bench (“NCLT”), and subject to approvals, if any, as may be required from the appropriate authorities, and subject to such terms, conditions or modifications if any, as may be prescribed by such authorities while granting such approvals and upon the recommendation made by Audit Committee and Independent Director, consents of the Members of the Company, the Scheme for Reduction of Issued, Subscribed and Paid-up Share Capital between the Company and its Shareholders (“the Scheme”) be and is hereby approved and consequently, 22,26,598 share warrants of Rs. 10/- each at 28.25 (including share premium of Rs. 18.25) converted inadvertently into equity shares, be and is hereby reduced by extinguishing right to all payments to be made to the Shareholders including but not limited to all outstanding dividends, share premiums, if any, and redemption amount or exit consideration (whether such consideration is the nominal value of the shares or higher) from the date of approval of NCLT and that such reduction be effected by reducing Rs. 2,22,65,980 (Rupees Two Crore Twenty Six Lakhs Fifty Five Thousand Only) from share capital and Rs. 4,06,35,414 (Rupees Four Crores Six Lakhs Thirty Five Thousand Four Hundred and Fourteen Only) from Share premium – Reserve and Surplus Note & Rs. 6,29,01,394 (Rupees Six Crores Twenty Nine Lakhs One Thousand Three Hundred and Ninety Four Only) will be credited to Capital Reduction Reserve of the Company.

**RESOLVED FURTHER THAT** no consideration nor payment whatsoever will be made to the Shareholders towards the extinguishment of all payments that were hitherto payable including but not limited towards outstanding dividends, share premiums, if any, and redemption amount or exit consideration (whether such consideration is the nominal value of the shares or higher).

**RESOLVED FURTHER THAT** effective from the date of the confirmation of the Hon'ble National Company Law Tribunal, Mumbai Bench (“the NCLT”) and approvals, if any, from any other appropriate authorities as may be required, the remaining paid-up share capital of the Company after the Reduction shall be as follows:

Share Capital	Amount.
Issued, subscribed and paid-up: 63,20,000 equity shares of Rs. 10/- each	6,32,00,000

Less: Calls in Arrears	-3,25,000
Total	6,28,75,000/-

**RESOLVED FURTHER THAT** subject to confirmation of the Shareholders and NCLT, and approvals, if any, from any other appropriate authorities, the Company be and is hereby not required to add the words “And Reduced” to its name subsequent to such Reduction of capital of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and as the Board may in its absolute discretion deem and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, (including but not limited to):

- a) Finalizing, amending and settling the draft scheme, application / petition, and assent to such alterations, conditions and modifications, if any, or effect any other modification or amendment as the Board of Directors of the Company may consider necessary or desirable to give effect to the proposed reduction of share capital;
- b) Filing any affidavit, petition, pleading, application, form or reports before NCLT or any other statutory or regulatory authority including the concerned stock exchanges, SEBI, the Registrar of Companies, the Regional Director or such other authority as may be required in connection with the proposed reduction of capital or its sanction thereof and to do all such acts and deeds as they may deem necessary in connection therewith and incidental thereto;
- c) Making such alterations and changes in the scheme, application to be made to NCLT, as may be expedient or necessary or satisfying the conditions / requirement imposed by NCLT, SEBI and/or any other statutory /regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application.
- d) Signing all applications, petitions, affidavits, undertakings, documents, letters relating to the proposed reduction of capital and represent the Company before the NCLT and any other authorities in relation to any matter relating to the proposed reduction of capital or delegate such authority to any other person through a valid power of attorney;
- e) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 2013, and Rules made thereunder and other applicable laws/regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings and any nature whatsoever in relation to the above;
- f) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the proposed reduction of share capital, on such terms and conditions as they may deem fit, finalize fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and

deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favor of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard.

- g) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them.
- h) Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in this resolution.
- i) Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to concerned authorities on behalf of the Company.
- j) To file requisite forms with the Registrar of Companies in connection with the proposed reduction of share capital during and after the process of sanction thereof.
- k) Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid.
- l) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- m) To do all such acts and things and deal with all such matters and take all steps as may be necessary including any modification, if required, and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this Resolution.
- n) To give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the proposed reduction of capital and for matters connected therewith or incidental thereto.
- o) To delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer (s) of the Company.

By order of the Board of Directors  
for **Jaihind Synthetics Ltd**

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**Pramod Yadav**  
**Company Secretary & Compliance officer**  
**ACS: 29251**  
Place: Mumbai  
Date: November 22, 2024

**Registered Office:**  
**Flat No. B-1, Neela Apartment,**  
**Ground Floor Kiran Rashmi Neela CHS Ltd., S V Road,**  
**Borivali West, Mumbai- 400092**

## NOTES:

1. **A member entitled to attend and vote at the Extra Ordinary General Meeting (“EGM”) is entitled to appoint a proxy or proxies to attend and on a poll, to vote on his/her behalf and a proxy need not be a member. The instrument appointing the proxy, in order to be effective, must be deposited at the company’s registered office, duly completed and signed, not less than 48 (forty eight) hours before the EGM. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions or authority, as applicable.**

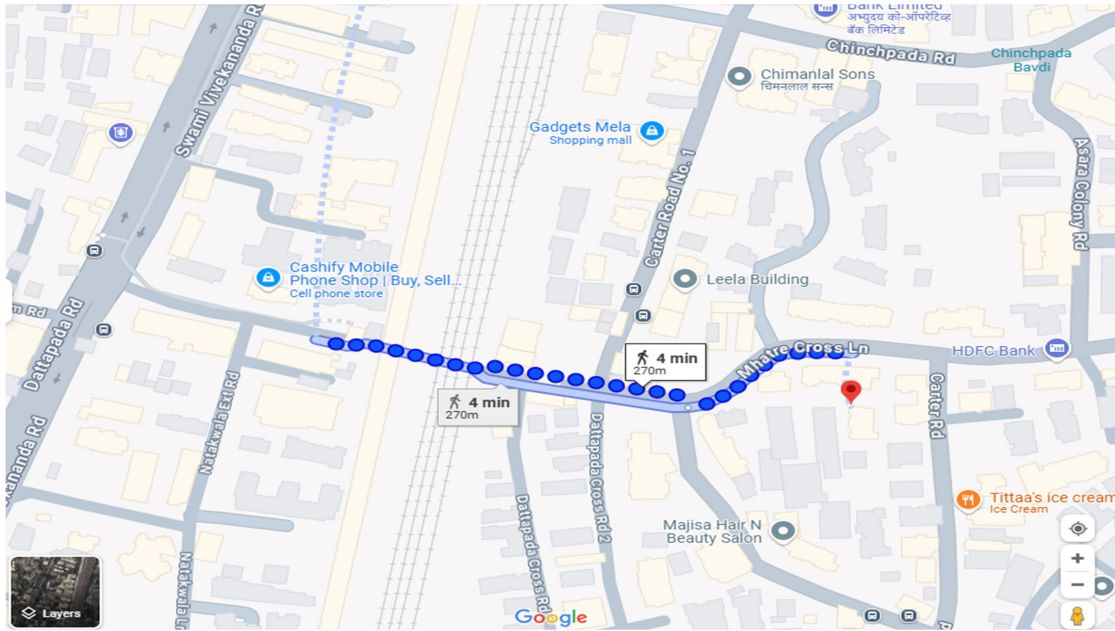
**A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.**

2. The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Item No. 1 of the accompanying Notice are annexed to this Notice.
3. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution authorizing their Representative to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EGM.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2022. 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 dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents for assistance in this regard.
6. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
8. The notice of EGM is being sent to those members/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, November 15, 2024.
9. The copy of notice of Extra Ordinary General Meeting, notice of e-voting etc. are being sent to the members through e-mail who have registered their e-mail ids with the Company/Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA), which will be used for the purpose of future communications.

- 10.** The documents referred in the Notice are open for inspection, during the business hours, at the registered office of the Company up to and including the date of Extra Ordinary General Meeting.
- 11.** The register of Members and Share Transfer books of the Company shall remain closed during the Book Closure period i.e. December 07, 2024 to December 16, 2024, both days inclusive.
- 12.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 13.** The members holding shares in the same name of same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
- 14.** Shareholder seeking any information with regard to the accounts is requested to write to the Company at an early date but not later than 10 days before the scheduled date of holding of Extra Ordinary General Meeting.
- 15.** In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 16.** To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
- 17.** The notice of the Extra Ordinary General Meeting of the Company is also been uploaded on the website of the Company i.e., [www.jaihindltd.co.in](http://www.jaihindltd.co.in)
- 18.** In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
- 19.** In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the EGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
- 20.** The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
- 21.** A Route map showing directions to reach the venue of Extra Ordinary General Meeting is given at the end of the this Notice as per requirement of the Secretarial Standard – 2 on "General Meeting" as prescribed by the Institute of Company Secretaries of India, as mandated by the provisions of Section 118(10) of the Ac

**ROAD MAP TO THE EXTRA ORDINARY GENERAL MEETING VENUE:**

103, Shreenath Sai Ddarshan, Datapada Road, Borivali (W), Mumbai- 400092



## VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE EGM

In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, December 06, 2024, only shall be entitled to avail the facility of remote e voting/evoting at the EGM. CDSL will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 9.00 A.M. (IST) on Thursday, December 12, 2024 to 5.00 P.M. (IST) on Sunday, December 15, 2024. At the end of remote e-voting period, the facility shall forthwith be blocked.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 9.00 A.M. (IST) on Thursday, December 12, 2024 to 5.00 P.M. (IST) on Sunday, December 15, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 06, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</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, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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.</li>   <li>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></li>   <li>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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>

**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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 e-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:
- 7)

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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</li> </ul>

	or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <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.</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 relevant <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [jaihindltd@yahoo.com](mailto:jaihindltd@yahoo.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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 **Company/RTA email id**.

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 & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

### **GENERAL INFORMATION**

- (i) 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 to reset the password.
- (ii) The Board of Directors of the Company has appointed Mr. Rinkesh Gala, proprietor of M/s. Rinkesh Gala & Associates, Practicing Company Secretaries (Membership No. A42486 & CP No.- 20128), to act as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
- (iii) The Scrutiniser will submit her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e- voting) not later than 48 hours from the conclusion of EGM.
- (iv) The results of the electronic voting shall be declared to the Stock Exchanges where shares of the Company are listed after the conclusion of EGM. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company.

All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on [jaihindltd@yahoo.com](mailto:jaihindltd@yahoo.com)

## Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 ('Act')

### Item: I

The Company had issued 95,03,000 warrants convertible into equity shares to the promoters and non-promoters on preferential basis at a price of Rs. 28.25 per share on 05/07/2011 and received 25% of total value i.e. Rs. 6,71,14,938 and the balance 75% of value were paid by the holders of the 15,20,000 warrants only. Thereafter, the Company in its meeting held on January 16, 2013, allotted 37,46,598 equity shares wherein 15,20,000 shares allotted to the warrant holders who have paid 100% consideration and 22,26,598 shares allotted inadvertently on a proportionate basis against receipt of minimum 25% of value for 79,83,000 warrants held. However, the Company was required to forfeit the amount and warrants as holders of the 79,83,000 warrants didn't paid entire amount.

on November 23, 2022, the BSE approved listing of 15,20,000 equity shares and due to delay in receiving listing approval from BSE with respect to warrant holders who have paid 100%, the Company couldn't correct the register of Member and capital structure for 22,26,598 shares which were allotted inadvertently.

Please find below the details of 22,26,598 shares which were allotted inadvertently:

Name	Promoter/ Public	Warrant allotted	25% amount received	Equity allotted upon conversion of warrants	Total amount received	Actual amount to be received at time converted	% of subscri ption
Jaysukh.J.Doshi	Public	18,50,000	1,30,65,625	4,62,500	1,30,65,625	52262500	25%
Mr. Ajit .V. Vasani	Promoter	7,27,667	51,39,149	4,12,766	1,16,60,649	20556592.75	56.95 %
Meghal .A.Vasani	Promoter	7,27,667	51,39,127	1,81,916	51,39,127	20556592.75	25%
Jagruti .A.Vasani	Promoter	7,27,666	51,39,127	1,81,916	51,39,127	20556564.5	25%
Nirmala.M.Bhala ni	Public	7,00,000	49,43,750	1,75,000	49,43,750	19775000	25%
Pirmal.B.Gandhi	Public	19,00,000	1,34,18,750	4,75,000	1,34,18,750	53675000	25%
Balkrishna.k.Ma vi	Public	9,00,000	63,56,250	2,25,000	63,56,250	25425000	25%
Rakesh.j.Kothari	Public	4,50,000	31,78,125	1,12,500	31,78,125	12712500	25%
<b>Total (A)</b>		<b>79,83,000</b>	<b>5,63,79,903</b>	<b>22,26,598</b>	<b>6,29,01,403</b>	<b>22,55,19,750</b>	

Thereafter, the Company had applied with BSE (Stock Exchange) in order to take Inprinciple approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations). BSE vide its letter dated 21.10.2024 issued No Objection Letters to the proposal of afore-said Reduction of Capital for the aforesaid inadvertent allotment. The Company had also taken fairness opinion from Kunvarji Finstock Private Limited, SEBI Authorized Merchant Banker, on proposed Reduction of Capital.

An electronic copy of the No Objection Letters from BSE along with fairness opinion is available for inspection. For inspection, the Members are requested to send a request through an email on [cs@stampedecap.com](mailto:cs@stampedecap.com) in with Depository participant ID and Client ID or Folio number.

Section 66 of the Companies Act, 2013 states that a Company, may, by a special resolution, the Board of Directors hereby authorised to reduce the issued, subscribed and paid-up capital of the Company from 85,46,598 equity shares be reduced to 63,20,000 equity shares, the amount by which the equity capital is so reduced being inadvertently allotted and that such reduction be effected by cancelling and extinguishing 22,26,598 issued and subscribed equity shares.

It shall not entail any discharge of consideration by the Company in form of cash, shares or otherwise to the shareholders as against the proposed reduction of share capital. Hence, the interest of the equity shareholders is not adversely affected.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. In light of the above facts, the approval of the Members is sought through remote e-voting via Postal Ballot for effecting the reduction of Equity Share Capital of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members.

By order of the Board of Directors  
for **Jaihind Synthetics Ltd**

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**Pramod Yadav**  
**Company Secretary & Compliance officer**  
**ACS: 29251**

Place: Mumbai  
Date: November 22, 2024

**Registered Office:**  
**Flat No. B-1, Neela Apartment,**  
**Ground Floor Kiran Rashmi Neela CHS Ltd., S V Road,**  
**Borivali West, Mumbai- 40092**