AYM Syntex

THE STRENGTH WITHIN

14th February, 2019

To.

BSE Limited
Department of Corporate Services,
P. J. Towers, Dalal Street,
Mumbai – 400 001
(Scrip Code-508933)

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex, Bandra (E),Mumbai – 400 051
(Symbol : AYMSYNTEX)

Dear Madam/Sirs,

Sub: **Postal ballot Notice dated February 6, 2019**

With reference to our letter dated February 6, 2019 and pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated February 6, 2019 and the Postal Ballot Form as dispatched to the Members of the Company seeking approval of the Members of the Company for the following Special Resolutions as set out in the said Postal Ballot Notice:

The said Postal Ballot Notice, inter alia, is in connection with the proposal to obtain Members' (Shareholders') approval by way of Special Resolutions for continuation of directorships and re-appointment of Independent Directors of the Company.

It may be noted that the Company is offering to its Members the facility to cast their vote by electronic means through e-voting facility provided by National Securities Depository Limited. The voting through Postal Ballot Form and e-voting commences on Sunday, 17th February, 2019 (09:00 hours IST) and ends on Friday, 18th March, 2019 (17:00 hours IST).

The above referred documents are also uploaded on the website of the Company viz., www.aymsyntex.com.

Kindly note the same.

Thanking you,

For AYM Syntex Limited

AYM Syntex Limited MUMBAI

Ashitosh Sheth
Company Secretary
ACS 25997

AYM Syntex Limited.

(**Corporate Identification Number** – L99999DN1983PLC000045)
Reg. Office: Survey No. 394 (P), village Saily, Silvassa, (U. T.) Dadra & Nagar Haveli
Tel. No. +91-260-2640596/2640599, Fax No. + 91 260-2640597,
Corp. Office: Trade world, 'B' wing, 9th floor, Kamala city, Senapati Bapat Marg, Lower Parel (W), Mumbai– 400013
Email: investorrelations@aymgroup.com; website: www.aymsyntex.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable laws and regulations to transact the following Special Businesses by the Members of AYM Syntex Limited ("the Company") by passing the Resolutions appended below, through Postal Ballot which includes e-voting (voting by electronic means). The Explanatory Statement under Section 102(1) of the Act, setting out the material facts and reasons for the proposed Resolutions is also appended herewith and is being sent alongwith Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. A. L. Makhija, Company Secretary in whole time practice, Mumbai (COP No. 3410) as Scrutinizer for conducting the voting process through Postal Ballot / e-voting in accordance with the law and in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed form in the enclosed self-addressed postage prepaid business reply envelope (if posted in India) so as to reach the Scrutinizer on or before 5.00 p.m. Monday, 18th March, 2019, the last date for receipt of the completed Postal Ballot Forms, failing which, it will be strictly considered that no reply has been received from the Member. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self – addressed business reply envelope.

In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide an option to the Members to cast vote by way of e-voting instead of sending physical Postal Ballot Form. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities to the Members of the Company. The e-voting facility is available at the link www.evoting.nsdl.com till 5.00 p.m. on Monday, 18th March, 2019. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Notice. In case the Member has exercised the vote in physical as well as electronic mode, the vote by electronic mode will only be considered valid.

The Scrutinizer will submit his Report to the Chairman or any person duly authorized by him, who will counter sign the same, upon completion of scrutiny of Postal Ballot Forms and e-voting data provided by NSDL in a fair and transparent manner. The result of the Postal Ballot will be declared on Wednesday, 20th March, 2019 by 5.00 p.m. at the Registered Office of the Company and communicated to the National Stock Exchange of India Limited (NSE) and BSE Limited(BSE) and posted on the Company's website www.aymsyntex.com.

POSTAL BALLOT – SHAREHOLDERS' PROPOSED RESOLUTIONS:

1. Continuation of present tenure of directorship of Mr. Mohan Krishna Tandon, who is above 75 years of age, as an Independent Director.

   To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

   "RESOLVED THAT pursuant to prospective requirements under sub-regulation 1A of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time, including any statutory modifications or re-enactments thereof) inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and effective from 1st April, 2019, the consent of the Members of the Company be and is hereby accorded for continuance of office of Mr. Mohan Krishna Tandon (DIN: 00026460), aged 78 years, as an Independent Director of the Company with effect from 1st April 2019 till 28th May, 2019, the last date of his first term.

   "RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may benecessary, proper or expedient to give effect to this Resolution."

2. Re appointment of Mr. Mohan Krishna Tandon, who is above 75 years of age, as an Independent Director for the 2nd term of five years

   To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and Regulations 16 and 17 (1A) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mohan Krishna Tandon (DIN: 00026460) in respect of whom the company has received a notice from a member proposing his re-appointment, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 consecutive years with effect from 29th May, 2019 to 28th May, 2024."

"RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts and take all such steps as may benecessary, proper or expedient to give effect to this Resolution."

3. Re-appointment of Mr. Atul Desai as an Independent Director for the 2nd term of five years

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION** :

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company , Mr. Atul Desai (DIN: 00019443), who was appointed as an Independent Director and who holds office of Independent Director up to 28th May, 2019 and being eligible, and in respect of whom the Company has received a notice from a member proposing his re-appointment be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years with effect from 29th May, 2019 to 28th May, 2024."

"**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts and take all such steps as may benecessary, proper or expedient to give effect to this Resolution."

By order of Board of Directors

Place: Mumbai
Date: 06th February 2019

Ashitosh Sheth
Company Secretary
Membership No.: A25997

Notes:

(1) Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice;

(2) As required under Regulation 36 (3) of the Listing Regulations and Para1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment is given in the annexure to this Postal Ballot Notice;

(3) The Company has appointed Mr. A. L. Makhija, Company Secretary in whole time practice, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner;

(4) This Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial owners, received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on Friday,8th February, 2019 cut-off date (record date);

(5) The Company is pleased to provide e-voting facility as an alternate, to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically, instead of dispatching the Postal Ballot form. E-voting is optional;

(6) Members who have their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not intimated their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investor Relations' page on the website of the Company www.aymsyntex.com. The Members can also seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agent (RTA), M/s. Link Intime India Private Limited, Unit: AYM Syntex Limited, C101, 247 Park, LBS Marg, Vikhroli (W), Mumbai 400083.

(7) Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, then do not vote by Physical Ballot or vice-versa. However, in case Members cast their vote by Physical Ballot and e-voting both, then voting done by e-voting shall prevail and voting done through Physical Ballot will be treated as invalid.

(8) Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope (prepaid) to the Corporate office of the Company at B/9, Trade world, Kamala Mill compound, Lower Parel, Mumbai - 400013.

(9) The voting period begins on Sunday, 17th February, 2019 at 9.00 a.m. (IST) and ends Monday, 18th March, 2019 at 5.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 8th February, 2019 may cast their vote electronically. The voting period for e-voting module ends on Monday, 18th March, 2019. The e-voting module shall also be disabled by NSDL at 5.00 p.m. (IST) on the same day.

(10) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 8th February, 2019.

(11) The Scrutinizer's decision on the validity of the Postal Ballot and e-voting shall be final and binding.

(12) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Wednesday, 20th March, 2019. The result of the postal ballot shall be intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz www.aymsyntex.com.

(13) In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or the Company Secretary at the contact details given herein above or at investorrelations@aymgroup.com

(14) VOTING THROUGH ELECTRONIC MEANS

The businesses mentioned in this Notice may be transacted through electronic voting system; the process, manner and other related details are as under:

In compliance with provisions of Section 108 110 and other applicable provisions of the Actof the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company is pleased to provide members facility to exercise their right by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting facility is available at the link https://www.evoting.nsdl.com

Initial password shall be given in the following format of attendance slip:

EVEN (E-voting event number)	User ID	Password / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Sunday, 17th February, 2019	Monday, 18th March, 2019

Please read the instructions before exercising the vote.

These details and instructions form integral part of the Notice.

INSTRUCTIONS FOR E-VOTING

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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members' section.

3. 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**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 user ID is 101456001***

5. Your password details are given below:
   a. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b. 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 enter the 'initial password' and the system will force you to change your password.
   c. How to retrieve your 'initial password'?
      i) 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.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'.
      ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
   a) 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.
   b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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?

1. 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.
2. 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.
3. Select “EVEN” of company for which you wish to cast your vote.
4. 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.

5. Now you are ready for e-Voting as the Voting page opens.
6. 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.
7. Upon confirmation, the message "Vote cast successfully" will be displayed.
8. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
9. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1 Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company secretary/compliance officer by e-mail to allcompanysecretaryofaymsl@aymgroup.com with a copy marked to evoting@nsdl.co.in.

2. 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.in to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. Mr. A. L. Makhija, Company Secretary in whole time practice has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The result of voting shall be declared by the Chairman or any other person authorised by the Board. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.aymsyntex.com and will be communicated to the Stock Exchanges at which shares of the Company are listed.

By order of Board of Directors

Place: Mumbai
Date: 06th February 2019

Ashitosh Sheth
Company Secretary
Membership No.: A25997

Registered Office of the Company:
Plot no.1, Survey no.394 (P), Village Saily, Silvassa 396230,
U.T of Dadra & Nagar Haveli
Corporate Identity Number: L99999DN1983PLC000045
Phone: 91 260 2640596, Fax: 91 260 2640597,
E-mail: allcompanysecretaryofaymsl@aymgroup.com,
Website: www.aymsyntex.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item 1 & 2

Pursuant to the prospective requirements under sub-regulation 1A of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time including any statutory modifications or re-enactment thereof), as inserted vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from 1st April, 2019, a listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Members of the Company at its Annual General Meeting held on 24th September, 2014 approved the appointment of Mr. Mohan Krishna Tandon as an Independent Director of the Company for a period of 5 (five) years with effect from 29th May, 2014.Accordingly, for continuance of office of Mr. Mohan Krishna Tandon, aged 78 years as Independent Director of the Company for his remaining term valid upto 28th May, 2019, and reappointment for the 2nd term of 5 consecutive years, it is necessary to obtain Members approval by way of a special resolution.

Mr. Mohan Krishna Tandon aged 78 years and has experience in the field of Insurance, Management and Administration. He is a director of the Company since 31st January 2004. He was ex-chairman cum Managing director of National Insurance Company Limited and ex Managing director of General Insurance Company of India limited. He is also Director of Welspun Enterprises Limited. Mr. Mohan Krishna Tandon helps in bringing independent judgment during Board deliberations on strategy, performance and his overall contribution to our Board has been valuable.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Mohan Krishna Tandon, background & experience and contributions made by him, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members and for the second term of 5 consecutive years with effect from 29th May, 2019 to 28th May, 2024. On the basis of the recommendation of the NRC, the Board at its meeting held on 6th February, 2019, approved the continuance of office of Mr. Mohan Krishna Tandon and Re-appointment for 2nd term of 5 consecutive years as mentioned in the resolution set out under Item No. 1 & 2.

The Board has also opined that Mr. Mohan Krishna Tandon fulfils all conditions for re-appointment as an independent director specified in Companies Act 2013 particularly Section 149 (6) read with rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations.

Copy of the draft letter of appointment of Mr. Mohan Krishna Tandon as an Independent director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day, excluding Saturday.

The Board recommends the Special Resolution set out in Item No. 1 & 2 of the Notice for approval of the Members.

Disclosure as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings is given as Annexure to this explanatory statement.

Except Mr. Mohan Krishna Tandon, none of the other promoters, directors, key managerial personnel and their respective relatives is concerned or interested in the proposed resolution.

Item 3

The Members of the Company at its Annual General Meeting held on 24th September, 2014 approved the appointment of Mr. Atul Desai (DIN: 00019443) as an Independent Director of the Company for a period of 5 (five) years with effect from 29th May, 2014. Accordingly, his current tenure expire on 28th May 2019. As per provisions of the section 149 and any other applicable provisions of the Companies Act, 2013 for reappointment of Independent director for 2nd Tenure of five years, it is necessary to obtain Members approval by way of a special resolution.

Mr. Atul Desai, aged 69 years, is a partner of M/s. Kanga & Co., leading Law firm. Mr. Atul Desai has attended large number of matters relating to merger, amalgamation, litigations, arbitration involving commercial dispute etc. He is a director of the Company since 29th January 2002.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Atul Desai, background & experience and contributions made by him, it would be appropriate that he be reappointed for the second term of 5 years with effect from 29th May, 2019 to 28th May, 2024. On the basis of the recommendation of the NRC, the Board at its meeting held on 6th February, 2019, approved the reappointment of Mr. Atul Desai for 2nd term of 5 consecutive years as mentioned in the resolution set out under Item No. 3.

The Board recommends the Special Resolution set out in Item No. 3 of the Notice for approval of the Members.

The Board has also opined that Mr. Atul Desai fulfils all conditions for re-appointment as an independent director specified in Companies Act 2013 particularly Section 149 (6) read with rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations.

Copy of the draft letter of appointment of Mr. Atul Desai as an Independent director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day, excluding Saturday.

Disclosure as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings is given as Annexure to this explanatory statement.

Except Mr. Atul Desai, none of the other promoters, directors, key managerial personnel and their respective relatives is concerned or interested in the proposed resolution.

By order of Board of Directors

Place: Mumbai
Date: 06th February 2019

Ashitosh Sheth
Company Secretary
Membership No.: A25997

Registered Office of the Company:
Plot no.1, Survey no.394 (P), Village Saily, Silvassa 396230,
U.T of Dadra & Nagar Haveli
Corporate Identity Number: L99999DN1983PLC000045
Phone: 91 260 2640596, Fax: 91 260 2640597,
E-mail: allcompanysecretaryofaymsl@aymgroup.com,
Website: www.aymsyntex.com

Details of the Directors proposed to be re-appointed 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):

Particulars	**Mr. Mohan Krishna Tandon**	**Mr. Atul Desai**
Age and date of birth	78 years; 28 -09-1941	69 Years; 27-01-1950
Date of first appointment	31-01-2004	29-01-2002
Brief Resume (including profile, qualification, experience and expertise in specific functional areas)	He has experience and expertise in the field of insurance, management and administration. He is a director of the Company since 31st January 2004. He was ex-chairman cum Managing director of National Insurance Company Limited and ex Managing director of General Insurance Company of India limited.	He is a partner of M/s. Kanga & Co., leading Law firm. Mr. Atul Desai has attended large number of matters relating to merger, amalgamation, litigations, arbitration involving commercial dispute etc
Shareholding in the Company (as on the date of the Postal Ballot Notice)	Nil	30
Relationship with other Director/Key Managerial Personnel of the Company	Nil	Nil
No. of Board Meetings attended	He has attended all the three board meetings held during the period from April 2018 to December 2018.	He has attended all the three board meetings held during the period from April 2018 to December 2018.
Directorships held in other companies (including the Company as on the date of the Postal Ballot Notice)	· Welspun Enterprises Limited · AYM Syntex Limited	· TCFC Finance Limited · RMG Alloy Steel Limited · Welspun Corp Limited · Welspun Investments and Commercials Limited · JSW Holdings Limited · Welspun Global Brands Limited · AYM Syntex Limited
Companies in which Director is Chairman / Member* of the Committee of the Board (as on the date of the Post al Ballot Notice) ***Note:** For the purpose of counting membership in Board Committee, Chairmanship/ Membership of the Audit Committee and the Stakeholders Relationship Committee alone are considered.	**Member of Audit Committee** · Welspun Enterprises Limited · AYM Syntex Limited **Chairman of Stakeholders Relationship committee** · Welspun Enterprises Limited	**Member of Audit committee** · TCFC Finance Limited · Welspun Global Brands Limited · Welspun Investments and Commercials Limited · Welspun Infra Developers Limited **Chairman of Audit committee** · AYM Syntex Limited; · RMG Alloy Steel Limited · JSW Holdings Limited **Chairman of Stakeholders Relationship Committee** · AYM Syntex Limited · RMG Alloy Steel Limited
Terms and conditions of re -appointment	As per the Draft Appointment Letter	As per the Draft Appointment Letter

AYM Syntex Ltd.

(**Corporate Identification Number** – L99999DN1983PLC000045)
Reg. Office: Survey No. 394 (P), village Saily, Silvassa, (U. T.) Dadra & Nagar Haveli
Tel. No. +91-260-2640596/2640599, Fax No. + 91 260-2640597,
Corp. Office: Trade world, 'B' wing, 9th floor, Kamala City, Senapati Bapat Marg, Lower Parel(W), Mumbai-13
Email: investorrelations@aymgroup.com; website: www.aymsyntex.com

POSTAL BALLOT FORM

Please read the instructions printed overleaf carefully before completing this form

Sr. No.:

1. Name(s) and Registered Address of the sole/ first named Member :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No./DP ID No. / Client ID No. *Applicable to Members holding shares in dematerialized form :

4. Number of shares held : :

I/We hereby exercise my/our votes in respect of the following Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 6th February 2019 issued by the Company by sending my/our assent or dissent to the said resolutions by placing the tick [✓] mark at the appropriate box below :

Item No.	Resolution	No. of Shares	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1	Continuation of Mr. Mohan Krishna Tandon (DIN: 00026460) as an Independent Director for the current tenure upto 28th May 2019			
2	Re-appointment Mr. Mohan Krishna Tandon (DIN: 00026460) as an Independent Director for 2nd Tenure of five consecutive years commencing from 29th May 2019 to 28th May, 2024			
3	Re-appointment of Mr. Atul Desai (DIN: 00026460) as an Independent Director for 2nd Tenure of five consecutive years commencing from 29th May 2019 to 28th May, 2024.			

Place: ……

Date: ……..

(Signature of the Member)

E-VOTING PARTICULARS:

EVEN (E-voting event number)	USER ID	Password/PIN

INSTRUCTIONS

1. A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed pre-paid postage Business Reply Envelope, so as to reach the Scrutinizer on or before Monday, 18th March 2019 (5.00 P.M.). The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
2. The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified in Sl. No.(1) above.
4. This Postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company/ Depository Participant.
5. Incomplete, unsigned and incorrect postal ballot form will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
6. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
7. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.
9. In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form. If the Power of Attorney has not been registered with the Company, the holders should enclose a certified copy of the Power of Attorney with the postal ballot.
10. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up equity shares held and registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, 08th February, 2019.**
12. The result of the Postal Ballot will be declared on or before Wednesday, 20th March, 2019 at the Registered Office of the Company.
13. The Postal Ballot shall not be exercised by a Proxy.

EVOTING FACILITY

The Company has also extended E-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. The procedure of e-voting is mentioned in the notes of the postal ballot notice dated 6th February 2019.