WEARIT GROUP | HIND SYNTEX LTD.

भारतीय मानक ब्यूरो IS / ISO 9001:2008
मानकः पथप्रदर्शकः
Bureau of Indian Standards
QMS

Date: August 31, 2017

To

The Corporate Relationship department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring, Dalal Street
P. J. Towers, Rotunda Building, Fort,
Mumbai – 400 001
Scrip Code: 503881

The Manager Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Id: HINDSYNTEX

Dear Sir/Madam,

Sub: Intimation of 36th Annual General Meeting of the Company, Book Closure, E-Voting and Cut off date.

Notice is hereby given that the 36th Annual General Meeting (AGM) of the Company is scheduled to be held on Saturday, 23rd September, 2017 at 11.30 A.M at its Registered Office at Plot No. 2, 3, 4 & 5, Sector-A, Industrial Growth Centre, Pillukhedi-465 667, District Rajgarh (M.P.)

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice convening the 36th AGM is enclosed herewith and also available on the website of the Company www.hindsyntexltd.com.

Further, we would like to inform you that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members & Share Transfer Books will remain closed from Monday, 18th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive) for the purpose of 36th AGM.

The members are provided with the facility to cast their vote electronically at the aforesaid AGM through e-voting services provided by the Central Depository Services (India) Ltd. (CDSL) on all the resolutions as set out in the Notice convening the AGM. The e-voting will commence on Wednesday, September 20, 2017 from 10.00 A.M. and will end on Friday, September 22, 2017 at 5.00 P.M. (both days inclusive). During the period, Members of the Company, holding shares either in physical or in electronic form as on 16 September, 2017 being the cut-off date fixed for the purpose of determining the Members may cast their vote by remote e-voting.

kindly take the same on record.

Thanking You,

Yours faithfully,

For Hind Syntex Limited

Nidhi Rathi

HIND SYNTEX LTD.

Nidhi Rathi
Company Secretary
Encl.: Copy of Notice of Annual General Meeting

Corporate Office : 5E & F, Crescent Tower, 229, A.J.C. Bose Road, Kolkata-700 020.
Ph : +91 33 4003 6164 / 6165. Fax : +91 33 4003 6158. Email : kolkata@wearitgroup.com
Indore Office : Sterling Tower, Office No. 214, 4th Floor, 2, M. G. Road, Indore–452 001. Madhya Pradesh
Ph : +91 731 4065347. Fax : +91 731 4064767. Email : indore@wearitgroup.com
Registered Office & Manufacturing Complex : Plot No. 2, 3, 4 & 5 Sector A, Industrial Growth Centre, Pillukhedi-465667, Dist : Rajgarh, Madhya Pradesh.
Ph : +91 7375 2444350; +91 93015 28698. Email : pillukhedi@wearitgroup.com
CIN : L17118MP1980PLC001697

Notice of Annual General Meeting

NOTICE is hereby given that 36th Annual General Meeting of the Members of HIND SYNTEX LIMITED (CIN No. L17118MP1980PLC001697) will be held on Saturday, the 23rd September, 2017 at the Registered Office of the Company, at Plot No. 2, 3, 4 & 5 Sector – A, Industrial Growth Centre, Pillukhedi - 465667 Madhya Pradesh at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017, together with the Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Manish Kumar (DIN 00121900), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors & to fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to recommendation of Audit Committee, M/s V. Singhi & Associates, Chartered Accountants (Firm Registration No. 311017E), be and are hereby re-appointed as Statutory Auditors of the Company for a period of 2 years to hold office from the conclusion of this Annual General Meeting until the conclusion of 38th Annual General Meeting of the Company at a remuneration to be fixed by Board of Directors of the Company in addition to the reimbursement of out of pocket expenses as may be incurred in connection with the audit of accounts of the Company and the said appointment be placed for ratification by the Members at the 37th Annual General Meeting of the Company."

SPECIAL BUSINESS:

4. To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, 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 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member(s) by the company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member(s) the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member(s) for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the member(s)."

   "**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

5. To appoint Mr. Hemant Vasant Ambekar (DIN- 07644396) as a Whole-time Director and in this regard 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded to the appointment of Mr. Hemant Vasant Ambekar (DIN- 07644396) as a Whole-time Director of the Company for a period of 5 years with effect from 10th November, 2016 to 9th November 2021 on the remuneration and on such terms and conditions as set out below as annexed to the notice convening this meeting, subject to the same not exceeding the limits specified under schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and with the liberty and authority given to the Board of Directors and/or the Remuneration Committee to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be approved by the Board of Directors and acceptable to Mr. Hemant Vasant Ambekar, provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force."

   RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year of the Company during the term of office of Mr. Ambekar as a Whole Time Director, the remuneration payable to him shall be paid as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modifications thereof and all circulars/ notifications for managerial remuneration issued in this regard from time to time, as may be agreed to by the Board and Mr. Ambekar.

   RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, desirable or expedient to give effect to this resolution."

Notice of Annual General Meeting - *Continued*

6. To appoint Mr. Nirmal Kumar Maheshwari (DIN- 07831337) as a Non-Executive Director and in this regard 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 152, 160 & 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, Mr. Nirmal Kumar Maheshwari (DIN-07831337), who was appointed as an Additional Director on 27th May, 2017 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to file relevant forms with the Registrar of Companies, Madhya Pradesh and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment ."

Date: 27th May, 2017
Place: Kolkata

By Order of the Board
For Hind Syntex Limitd

Registered Office:

Plot No. 2,3,4 & 5, Sector- A,
Industrial Growth Centre,
Pillukhedi - (M.P.) 465667

Sd/-
Nidhi Rathi
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to business under Item No. 4 to 6 set above in this Notice to be transacted at the AGM is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a Poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of 36th annual general meeting. Revenue stamp should be affixed.
3. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a Certified true copy of the resolution authorizing their representative to attend & vote on their behalf at the Meeting. Members holding equity shares in electronic form and proxies thereof, are requested to bring their DP ID and client ID for identification.
5. Members/Proxies/Authorized representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number. Duplicate Attendance Slip and/or Copies of the Annual report shall not be issued/ available at the venue of the meeting.
6. The Register of Members and Share Transfer Book shall remain closed from Monday 18th September, 2017 to Saturday 23rd September, 2017 (both days inclusive) for purpose of 36th AGM of the Company.
7. The shares of the Company are under compulsory Demat trading. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience purpose.
8. Brief profile and other relevant information about Directors seeking appointment/ reappointment at the Annual General Meeting in accordance with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are attached to this Notice forming part of this Annual Report.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with M/s Link Intime India Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
11. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details/e-mail address/mandates/nominations/ contact numbers etc., to Link Intime India Private Limited, C -101, 247 Park, L.B.S Marg, Vikhroli (W), Mumbai – 400 083, Tel : 022- 4918 6000.

Notice of Annual General Meeting - *Continued*

12. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/ bank account details/ e-mail address/mandates, nomination/contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar.
14. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with rules made there under, Soft copy of the Notice of AGM along with the copy of Annual Report has been sent to those shareholders who have registered their e-mail IDs with the company or whose e-mail IDs have been made available by the Depositories. The aforesaid documents can also be accessed on the Company's website: www.hindsyntexltd.com.
16. To support the "Green Initiative" and for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, company requests those members who have not yet registered their e-mail address, to register the same along with the contact numbers directly with their DP, in case shares are held in electronic form or with the company by sending details to compliance_hsl@wearitgroup.com or with Link Intime India Private Limited at Mumbai@linkintime.co.in or rnt.helpdesk@linkintime.co.in.

    For Members who have not registered their e-mail addresses, physical copies of the Annual Report along with the AGM Notice inter alia indicating, the process and manner of Remote e-Voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. Further, Shareholders who have registered their e-mail addresses and wish to avail physical copies of the Notice / Annual Report will be provided the same upon request.
17. E-Voting Facility:

    In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Service (India) Limited (CDSL).

    1. The Facility for voting, either through electronic voting system or ballot paper shall also be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through ballot paper.
    2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
    3. The remote e-voting period commences on Wednesday, 20th September, 2017 (10.00 A.M) and ends on Friday, 22nd September, 2017 at 5.00 (P.M.) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September, 16th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
    4. The procedure and instructions for members for remote e-voting are as under:
        i. Log on to the e-voting website www.evotingindia.com
        ii. Click on "Shareholders" tab.
        iii Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
        iv. Now Enter your User ID for Members holding shares in Demat Form:-
            a. For CDSL: 16 digits beneficiary ID,
            b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID &
            c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
        v. Next enter the Image Verification as displayed and Click on Login.
        vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you ar a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 the PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of 16th September, 2017.
6. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of notice of AGM and holds shares as of the cut-off date i.e. 16th September, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or at compliance_hsl@wearitgroup.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.india.com or contact CDSL at the following toll free no.: 1800-200-5533.

   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 the General Meeting through ballot paper. A person who is not a Member as on the cut-off date should treat this Notice as for information purpose only.
7. M/s. Neelesh Gupta & Co., Practicing Company Secretaries, has been appointed as the scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hindsyntexltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.
11. A member can opt for only one mode i.e. either through e-voting or voting at the annual general meeting. If a member casts votes by both modes, then voting done through e-voting shall prevail and the voting at annual general meeting shall be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item 3:

In terms of Section 139(1) of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm (including its affiliate firm) as auditor for more than two (2) terms of five (5) consecutive years. The Act also provided for additional transition period of three (3) years from the commencement of the Act, i.e. from April 1, 2014.

The Members are informed that M/s. V. Singhi & Associates, Chartered Accountants, having Registration No. 311017E, are Statutory Auditors of the Company since 2014. The Audit Committee and the Board of Directors in their respective meetings held on May 27, 2017, have recommended appointment of M/s V. Singhi & Associates, Chartered Accountants (Firm Registration No. 311017E), as the Statutory Auditors of the Company for a further period of 2 years from the conclusion of 36th Annual General Meeting until the conclusion of 38th Annual General Meeting of the Company, subject to ratification of their appointment by the Members at 37th Annual General Meeting.

Consent and certificates u/s 139 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been received from M/s V. Singhi & Associates, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

Item No. 4:

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Hemant Vasant Ambekar was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 10th November, 2016 to hold office upto the date of Annual General Meeting. He was also appointed as Whole-time Director of the Company for a period of 5 years w.e.f. 10th November, 2016, subject to the approval of the Members.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Hemant Vasant Ambekar as a Director of the Company.

Mr. Hemant Vasant Ambekar graduated as B.Text (Textile Technology) in the year 1991 from GCTI Kanpur, one of the oldest Textile Institutes of India. During the tenure of almost 25 years worked with reputed companies like Vardhman in Punjab for 5 years, STI India Ltd. MP for 5 years, Indocount Industries Kolhapur, Maharashtra for 4 years & Overseas assignment with Indorama Inc. Indonesia at Sri Lanka Plant for 7 years and finally for last 3 years with Hind Syntex Ltd. Pillukhedi. Now with Hind Syntex Ltd. he is working as Techno-commercial executive with overall responsibility for smooth functioning at all levels in the organization. Having vast experience in spinning of all kinds of fibres including Cotton, Polyester, Viscose, Tencel, Modal, Excel, Nylon, Para Amide, Meta Amide in single and double with different proportion blending. Also worked with Linen blend yarns at Hind Syntex Ltd.

The remuneration and other terms and conditions of Mr. Ambekar's appointment as Whole-Time Director are set out below:

I. Salary :: Rs. 12.30 lacs per annum which may be reviewed by the Board

The increment payable every year will be subject to performance of Mr. Ambekar, as recommended by Nomination & Remuneration Committee and decided by Board of Directors in its absolute discretion.

II. Perquisites :: Perquisites classified into categories A, B & C mentioned below restricted to Rs. 15.70 Lacs per annum.

CATEGORY 'A'

i) RESIDENTIAL ACCOMMODATION:

(a) Housing I :: The Expenditure by Company on hiring unfurnished accommodation will be subject to a ceiling of 40% of the salary.

OR

(b) Housing II :: In case the accommodation is owned by the Company, 20% of the salary of the appointee shall be deducted by the Company.

OR

(c) Housing III :: In case no accommodation is provided by the Company, the appointee shall be entitled to House Rent Allowance subject to ceiling laid down in Housing I.

ii) **MEDICAL REIMBURSEMENT:**

Reimbursement of medical expenses incurred by the appointee and his family will be as per rules of the Company.

iii) LEAVE TRAVEL EXPENSES:

For the appointee and his family once in a year incurred in accordance with the Company policy.

iv) BONUS:

Bonus for the financial year will be as per Rules of the Company.

Note:

1. For the purpose of Category 'A' 'Family' means the spouse, the dependent children and dependent parents of the appointee.
2. The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

CATEGORY 'B'

i) **Contribution to Provident and Superannuation Funds:**

Company's contribution towards Provident Fund, Superannuation Fund or Annuity Fund will be as per rules of the Company and will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

ii) **Encashment of leave :**

Encashment of leave at the end of the tenure shall be paid in accordance with rules of the Company and will not be included in the computation of the ceiling on perquisites.

iii) **Gratuity:**

Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

CATEGORY 'C'

I **CAR:**

Facility of Car with driver for official purpose.

ii) TELEPHONE:

Reimbursement of Telephone expenses incurred for official purpose.

iii) REIMBURSEMENT OF EXPENSES:

Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred for the business of the Company subject, however, to a reasonable ceiling as may be fixed by the Board of Directors.

Mr. Ambekar is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Hemant Vasant Ambekar are, in any way, concerned or interested in the said resolution.

The Resolution as set out in item no. 5 of this Notice is recommended for your approval.

Item No. 6:

The Board at its meeting held on May 27, 2017, appointed Mr. Nirmal Kumar Maheshwari as additional director with immediate effect pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing Annual General Meeting. The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Company has also received notice under section 160 of the Companies Act, 2013 from a member proposing candidature of Mr. Nirmal Kumar Maheshwari as a Non-Executive Director of the Company in ensuing Annual general meeting of the Company.

Mr. Nirmal Kumar Maheswari, a textile graduate, possesses a rich experience of 39 years in textile spinning industry, both in India and abroad. He was associated with Aditya Birla Group as President, Indo Thai Synthetics, Thailand and has worked in Philippines, Indonesia and Thailand. He was also associated as Director with Thai Carbon Black, Thailand.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his service as Director. Accordingly, the Board recommends the resolution No. 6, in relation to the appointment of Mr. Nirmal Kumar Maheshwari as Non-Executive Director, for the approval by the shareholders of the Company.

Date: 27th May, 2017
Place: Kolkata

By Order of the Board
For Hind Syntex Limitd

Registered Office:

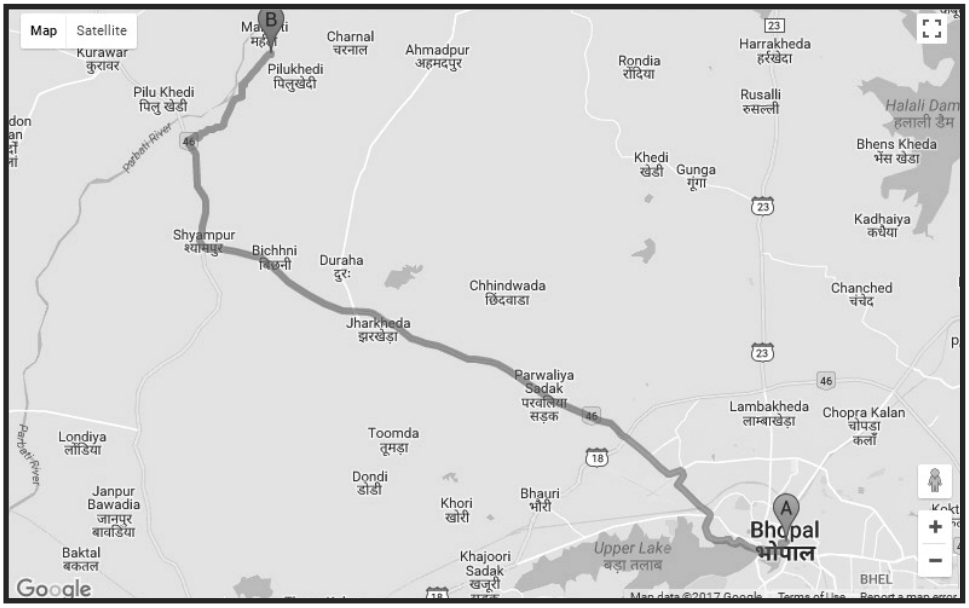
Plot No. 2,3,4 & 5, Sector-A,
Industrial Growth Centre,
Pillukhedi - (M.P.) 465667

Sd/-
Nidhi Rathi
Company Secretary

INFORMATION PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015, REGARDING THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE MEETING.

Name of the Director	Mr. Manish Kumar	Mr. Hemant Vasant Ambekar	Mr. Nirmal Kumar Maheshwari
DIN	00121900	07644396	07831337
Date of Birth	17.06.1969	29.08.1969	15.11.1956
Date of Appointment	23.03.2013	10.11.2016	27.05.2017
Qualification	Bachelors degree in Commerce & Diploma in Business Management from Harvard University, U.S.A.	Bachelors in Textile Technology.	Textile graduate
Expertise	Industrialist having rich experience in Finance and Management	Having vast experience in spinning of all kinds of fibres	Rich experience of 39 years in textile spinning industry
No. of equity shares held in HSL	956456	None	None
Directorship held in other Companies as on 31.03.2017	• Wearit Global Ltd • Ritspin Synthetics Ltd • SPBP Tea (India) Ltd • SPBP Investments Pvt. Ltd • SPBP Holdings Pvt. Ltd. • Kolony Tea Estate Pvt. Ltd. • Fresco Earth products Pvt. Ltd. • Dhanterash Sale Pvt. Ltd. • Textile Sector Skill Council	None	Wearit Global Limited
Membership/Chairmanship of Committees of other Public Companies	Member of Audit Committee & Nomination & Remuneration Committee of SPBP Tea (India) Limited	None	None
Relationship with other Directors	None	None	None

Route Map to the Venue of AGM :



Venue :

HIND SYNTEX LIMITED
CIN : L17118MP1980PLC001697
Registered Office: Plot No. 2, 3, 4 & 5 Sector A, Industrial Growth Centre
Pillukhedi - 465667, Dist : Rajgarh, Madhya Pradesh Ph : +91 7375 2444350; +91 93015 28698
Email: pillukhedi@wearitgroup.com Website: www.hindsyntexltd.com

Date : September 23, 2017
Time : 11.30 AM

HIND SYNTEX LIMITED
CIN : L17118MP1980PLC001697
Registered Office: Plot No. 2, 3, 4 & 5 Sector A, Industrial Growth Centre
Pillukhedi - 465667, Dist : Rajgarh, Madhya Pradesh Ph : +91 7375 2444350; +91 93015 28698
Email: pillukhedi@wearitgroup.com Website: www.hindsyntexltd.com

FORM NO MGT-11 (PROXY FORM)

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E mail id	
Folio no./ Client ID	
DP ID	
No. of shares held	

I/We, being the member (s) of the above named Company, hereby appoint

1. Name: _____ Address: _____
   E-mail Id: _____ Signature: _____ or failing him;
2. Name: _____ Address: _____
   E-mail Id: _____ Signature: _____ or failing him;
3. Name: _____ Address: _____
   E-mail Id: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company to be held on Saturday, the 23rd September, 2017 at 11.30 A.M. at registered office of the Company at Plot No. 2, 3, 4 & 5, Sector-A, Industrial Growth Centre, Pillukhedi-465667, Madhya Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (*Optional)	
	Ordinary Business	**For**	**Against**
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of Directors' and Auditors' thereon.		
2.	Appointment of Mr. Manish Kumar (DIN:00121900) as a Director of the the Company, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s. V. Singhi & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 2 years & fixing their remuneration.		
	Special Business		
4.	Determining the fees for delivery of any document through a particular mode of delivery to a member u/s 20 of the Companies Act, 2013.		
5.	Appointment of Mr. Hemant Vasant Ambekar as Whole-time Director of the Company.		
6.	Appointment of Mr. Nirmal Kumar Maheshwari as a Non-Executive Director.		

Signed this …… Day of …….. September 2017.

Affix Rs One Revenue Stamp here

_____ Signature of Shareholder

_____ Signature of Proxy holder

Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 36th AGM.
3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

HIND SYNTEX LIMITED
CIN : L17118MP1980PLC001697
Registered Office: Plot No. 2, 3, 4 & 5 Sector A, Industrial Growth Centre
Pillukhedi - 465667, Dist : Rajgarh, Madhya Pradesh Ph : +91 7375 2444350; +91 93015 28698
Email: pillukhedi@wearitgroup.com Website: www.hindsyntexltd.com

ATTENDANCE SLIP

36th Annual General Meeting, Saturday, September 23rd 2017 at 11.30 A.M.

Please fill Attendance Slip and hand it over at the entrance of the Meeting Hall.

Folio No./DP ID/ Client ID #
No. of Equity Shares Held

I/We hereby record my / our presence at the 36th Annual General Meeting of the Company being held at the Registered Office .of the Company at Plot no. 2, 3, 4 & 5 Sector-A, Industrial growth Centre, Pillukhedi-654667.

Name of Shareholder (In Block letter)
Name of proxy/ Authorized Representatives attending* (In Block letter)

* Strike out whichever is not applicable
#Applicable for Shareholders holding Shares in Dematerialized Form.

……..……..

Signature of the attending Shareholder/
Proxy/Authorized Representative *

Note: Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.