

KAJAL SYNTHETICS AND SILK MILLS LIMITED

INFORMATION MEMORANDUM

NOVEMBER, 2022

Information Memorandum as provided in Schedule II to the Companies Act, 1956 to the extent applicable

Registered Office: 29, Bank Street, First Floor, Fort, Mumbai 400 001.

CIN: L17110MH1985PLC035204

Tel. No.: (022) 2200 0630, Mobile 95940 43658

Email: Kalajsyntheticsandsilk@gmail.com

Website: www.kajalsynthetics.co.in



INFORMATION MEMORANDUM FOR REVOCATION OF SUSPENSION OF
19,92,000 EQUITY SHARES OF RS 10 EACH

SR. NO.	PARTICULARS	REMARKS/INFORMATION
PART - I		
I	General information	
(a)	Name and address of registered office of the company	Kajal Synthetics and Silk Mills Limited Registered Office: 29, Bank Street, First Floor, Fort, Mumbai 400 001
II	Capital structure of the company	
(a)	Authorised Capital	Rs. 2,00,00,000/- (Comprising of 20,00,000 Equity Shares of Rs. 10/- each)
	Issued, subscribed and paid up Capital	Rs. 1,99,20,000/- (comprising of 19,92,000 Equity Shares of Rs. 10/- each)
III & IV	Terms of the present issue and particulars of the issue	NOT APPLICABLE
V	Company, management and project	
	a) History and main objects and present business of the company.	Kajal Synthetics and Silk Mills Limited (the Company) is Public Limited Company incorporated on 29/01/1985. Equity shares of the Company were listed on the Bombay Stock Exchange in 1986. The main business activities of the company comprises of making long term investment in shares, securities etc. and giving / taking loan from / to body corporate.
	b) Subsidiary (ies) of the company, if any (For financial data, refer to auditor's report in Part II)	NOT APPLICABLE



c) Promoters and their Background.

1) Mragya Finance & Investment Private Limited (Mragya)

Status:- Body Corporate

Mragya is a Private Limited Company incorporated on 29.07.1987 under the Companies Act, 1956. The Registered office of the Company situated at 29, Bank Street, First Floor, Fort, Mumbai 400 001 and Company is engaged in business of Investment and Trading activities.

2) Pick-Me-Quick Holdings Private Limited (Pick-Me)

Status:- Body Corporate

Pick-Me is a Private Limited Company incorporated on 26.05.1987 under the Companies Act, 1956. The Registered office of the Company is situated at 29, Bank Street, First Floor, Fort, Mumbai 400 001 and Company is engaged in business of Investment and Trading activities.

3) Peigeon Finance & Investment Private Limited (Peigeon)

Status:- Body Corporate

Peigeon is a Private Limited Company incorporated on 25.05.1987 under the Companies Act, 1956. The Registered office of the Company situated at 29, Bank Street, First Floor, Fort, Mumbai 400 001 and Company is engaged in business of Investment and Trading activities.



	<p>d) Names, addresses and occupation of manager, managing director and other directors including nominee-directors, whole- time Directors (giving their directorship in other companies).</p> <p>e) Location of project.</p> <p>f) Plant and machinery, technology, process, etc.</p> <p>g) Collaboration, any performance guarantee or assistance in marketing by the collaborators.</p> <p>h) Infrastructure facilities for raw materials and utilities like water electricity etc.</p> <p>i) Schedule of implementation of project and progress so far made.</p> <p>j) The Products:</p> <p>a) Nature of the products – Consumer/Industrial and end-users</p> <p>b) Approach to marketing and proposed marketing set up.</p> <p>c) Export possibilities and export obligations if any (in case of a company providing any 'service' particulars, as applicable be furnished).</p> <p>k) Future prospects- expected capacity utilization during first 3 years from the date of commencement of commercial production</p>	<p>Annexure - A</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
--	---	---



VI.	<p>Following particulars in regard to the company and other listed companies under the same management within the meaning of section 370(IB) which made any capital issue during the last three years:</p> <p>Name of the company:</p> <p>Year of issue</p> <p>Type of issue (Public/rights/composite)</p> <p>Amount of issue</p> <p>Date of closure of issue</p> <p>Date of completion of delivery of share/debenture certificates</p> <p>Date of completion of the project, where object of the issue was financing of a project</p> <p>Rate of dividend paid</p>	<p>NOT APPLICABLE</p> <p>NOT APPLICABLE</p>
VII.	<p>Outstanding litigation pertaining to-</p> <p>a) (i) matters likely to affect operation and finances of the company including disputed tax liabilities of any nature; and</p> <p>(ii) criminal prosecution launched against the company and the directors for alleged offences under the enactments specified in paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956.</p>	<p>There are no litigation which are likely to affect operations and finance of the Company.</p> <p>There is no criminal prosecution against the Company and Directors.</p>



b)	Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits, and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges).	NOT APPLICABLE
c)	Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company.	No material development arose which will have impact/performance of the Company.
VIII.	Management perception of risk factors (i.e., sensitivity to foreign exchange rate fluctuations, difficulty in availability of raw materials or in marketing of products, cost/time overrun, etc.)	NOT APPLICABLE



PART – II

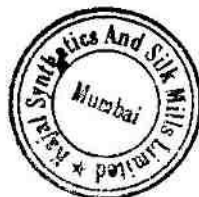
<p>A.</p> <p>3</p>	<p>General information</p> <p>Change, if any, in directors and auditors during the last three years, and reasons thereof.</p>	<p>I) Director:- At 32nd Annual General Meeting held on Wednesday, 30th September, 2020 Mr. Seetha Ramaiya Krishnamurthy Vellore was re-appointed as Managing Director up to 30th September, 2023</p> <p>II) Auditor:- M/s K. K. Khadaria & Co., Chartered Accountants, Mumbai, (Firm Registration No.105013W), were appointed at 29th Annual General Meeting held on 27th September, 2017 to hold office for the period of 5 consecutive year the conclusion of 34th Annual General Meeting.</p> <p>At 34th Annual General Meeting held on Thursday, 11th August, 2022 M/s S. S. Rathi & Co. Chartered Accountants (FRN – 108726) was appointed for 5 consecutive year till the conclusion of 39th Annual General Meeting.</p>
<p>B.</p> <p>1.</p>	<p>Financial Information</p> <p>A report by the auditors of the company with respect to-</p> <p>a) profits and losses and assets and liabilities, in accordance with sub-clause (2) or (3) of this clause, as the case may require and</p> <p>b) the rates of the dividends, if any, paid by the company in respect of each class of shares in the company for each of the five financial years immediately preceding the issue of the prospectus, giving particulars of each class of shares on which such dividends have been paid and particulars of the cases in which no</p>	<p style="text-align: center;">Annexure – B</p> <p style="text-align: center;">NOT APPLICABLE</p>



	<p>dividends have been paid in respect of any class of shares for any of those years, and, if no accounts have been made up in respect of any part of the period of five years ending on a date three months before the issue of the prospectus, containing a statement of that fact (and accompanied by a statement of the accounts of the company in respect of that part of the said period up to a date not earlier than six months of the date of issue of the prospectus indicating the profit or loss for that period and the assets and liabilities position as at the end of that period together with a certificate from the auditors that such accounts have been examined and found correct by them. The said statement may indicate the nature of provision or adjustments made or are yet to made).</p>	
2.	<p>If the company has no subsidiaries, the report shall-</p> <p>a) so far as regards profits and losses, deal with the profits or losses of the company (distinguishing items of a nonrecurring nature) for each of the five financial years immediately preceding the issue of the prospectus; and</p> <p>b) so far as regards assets and liabilities, deal with the assets and liabilities of the company at the last date to which the accounts of the Company were made up.</p>	NOT APPLICABLE
3.	<p>If the company has subsidiaries, the report shall -</p> <p>a) so far as regards profits and losses, deal separately with the company's profits or losses as provided by sub-clause (2) and in addition deal either -</p> <p>i) as a whole with the combined profits or losses of its subsidiaries so far as they concern members of the company; or</p> <p>ii) individually with the profits or</p>	



	<p>losses of each subsidiary, so far as they concern members of the company ; or, instead of dealing separately with the company's profits or losses, deal as a whole with the profits or losses of the company, and, so far as they concern members of the company, with the combined profits or losses of its subsidiaries; and</p> <p>b) so far as regards assets and liabilities, deal separately with the Company's assets and liabilities as provided by sub- clause (2) and in addition, deal either</p> <p>i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the company's assets and liabilities; or</p> <p>ii) Individually with the assets and liabilities of each subsidiaries; and shall indicate as respects the assets and liabilities of the subsidiaries, the allowance to be made for persons other than members of the company.</p>	<p>NOT APPLICABLE</p>
6.	<p>Principal terms of loan and assets charged as security.</p>	<p>NOT APPLICABLE</p> <p>The Company currently does not have any loan availed from the banks or financial institutions and as such there is no charge in whatsoever nature, created on the assets of the Company.</p>



11.

i) Details of directors, proposed directors, whole-time directors, their remuneration, appointment and, remuneration of managing directors, interests of directors, their borrowing powers and qualification shares.

Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter or officer and consideration for payment of giving of the benefit.

ii) The dates, parties to, and general nature of –

a) every contract appointing or fixing remuneration of a managing director or manager whenever entered into, that is to say, whether within or more than, two years before the date of the prospectus;

b) every other material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company or a contract entered into more than two years before the date of the prospectus.

A reasonable time and place at which any such contract or a copy thereof may be inspected.

iii) Full particulars of the nature and extent of the interest, if any, of every director or promoter –

a) in the promotion of the company; or
b) in any property acquired by the company within two years of the date of the prospectus or proposed to be acquired by it.

Where the interest of such a director or promoter consists in being a member of a firm or company, the nature and extent of

NOT APPLICABLE

NOT APPLICABLE



	the interest of the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director or otherwise for services rendered by him or by the firm or company in connection with promotion or formation of the company.	
12.	Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares.	AT PAR Process of modification – by consent of $\frac{3}{4}$ voting right holders of such shares or by Special Resolution
13.	Restrictions, if any, on transfer and transmission of shares/debentures and on their consolidation/splitting.	NONE
14.	Revaluation of assets, if any (during last five years).	NIL
15.	Material contracts and inspection of documents, e.g A. Material Contracts B. Documents C. Time and place at which the contracts together with document will be available for inspection from the date of prospectus until the date of closing of subscription list.	As on date, the company does not have any material contracts in hand.



PART- III		
PROVISIONS APPLYING TO PARTS I AND II OF THE SCHEDULE		
16.	<p>Every person shall, for the purpose of this Schedule, be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase or for any option of purchase, of any property to be acquired by the company, in any case where –</p> <ul style="list-style-type: none"> (a) the purchase money is not fully paid at the date of the issue of the prospectus ; (b) the purchase money is to be paid or satisfied, wholly or in part, out of the proceeds of the issue offered for subscription by the prospectus; (c) the contract depends for its validity or fulfillment on the result of that issue. 	NOT APPLICABLE
17.	Where any property to be acquired by the company is to be taken on lease, this Schedule shall have effect as if the expression "vendor" included the lessor, the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.	NOT APPLICABLE
18	If in the case of a company which has been carrying on business, or of a business which has been carried on for less than five financial years, the accounts of the company or business have only been made up in respect of four such years, three such years, two such years or one such year, Part II of this Schedule shall have effect as if references to four financial years, three financial years, two financial years or one financial year, as the case may be, were substituted for references to five financial years.	NOT APPLICABLE
19	Where the five financial years immediately preceding the issue of the prospectus which are referred to in Part II of this Schedule or in this Part cover a period of less than five years, references to the said five financial years in either Part shall have effect as if references to a number of financial years the aggregate period covered by which is not less than five years immediately preceding the issue of the prospectus were substituted for references to the five financial years aforesaid.	NOT APPLICABLE



20	<p>Any report required by Part II of this Schedule shall either-</p> <p>(a) indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report necessary ; or</p> <p>(b) make those adjustments and indicate that adjustments have been made.</p>	NOT APPLICABLE
21	<p>Any report by accountants required by Part II of this Schedule –</p> <p>(a) shall be made by accountants qualified under this Act for appointment as auditors of the company; and</p> <p>(b) shall not be made by any accountant who is an officer or servant ; or a partner or in the employment of an officer or servant, of the company or of the company's subsidiary or holding company or of a subsidiary of the company's holding company.</p> <p>For the purposes of this clause, the expression "officer" shall include a proposed director but not an auditor.</p>	NOT APPLICABLE
22.	<p>Inspection of documents; Reasonable time and place at which copies of all balance sheets and profit and loss accounts, if any, on which the report of the auditors is based, and material contracts and other documents may be inspected.</p> <p>Note: Term "year" wherever used herein earlier, means financial year.</p>	All statutory records are available at the Registered office of the Company.




Declaration

That all the relevant provisions of the Companies Act, 2013, and the guidelines issued by the Government or the guidelines issued by the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in prospectus is contrary to the provisions of the Companies Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be

Yours faithfully,

For KAJAL SYNTHETICS AND SILK MILLS LIMITED


Seetha Ramaniya K. Vellore
Director
DIN - 08216198



Date:- 28th December, 2022

Place:- Mumbai

Note:

1. Kindly note that the below clauses are not applicable to the company seeking revocation.

Part I – Ib, Ic, Id, Ie, If, Ig, Ih, Ii, Ij, Ik, Il, Iib, Iic, III, IV, VI, Vk.

Part II – A1, A2, A4, A5, A6, B4, B5, B6, C1, C2, C3, C4, C5, C6, C7, C8, C9, C10.



Annexure :- A

Names, addresses and occupation of manager, managing director and other directors including nominee-directors, whole- time Directors (giving their directorship in other companies).

Sr. No.	Name	Address	Occupation	Other Directorships
1	Seetha Ramaiya Krishnamurthy Vellore	C-101, Sudhanshu CHS Ltd Tondon Cross Road, Ram Nagar, Opp Thakur Hall, Dombivali East, Thane 421 201	Service	Nil
2	Gangaprasad MurlidharLoyalka, Director	14, Ratnakar Narayan Dhabolkar Road, Walkeshwar Mumbai 400006.	Business	1) Aditya Birla Health Services Limited 2) Aakarshak Synthetics Limited 3) Naman Finance And Investment Pvt Ltd 4) Rutgers Investment And Trading Company Private Limited 5) Mragya Finance & Investment Private Limited 6) Pick-Me Quick Holdings Private Limited 7) Peigeon Finance & Investment Private Limited 8) G.D.Birla Medical Research And Education Foundation 9) Park Avenue Engineering Limited 10) Sushree Trading Limited 11) Nilkanth Engineering Limited 12) Jatayu Textiles & Industries Limited 13) Vaibhav Holdings Private Limited 14) Continuous Stationery Private

				Limited 15) Vikram Holdings Private Limited
3	Giriraj Maheshwari, Director	8 th Floor, Flat – A.89, Dr. Meghnad Saha Sarani, Kolkatta, West Bengal - 700029	Business	1) Essel Mining & Industries Limited 2) Creative Products Private Limited 3) Pilani Investment and Industries Corporation Limited 4) Creative Investments and Finance Private Limited 5) Umang Commercial Co. Private Limited 6) Binod Real Estates Private Limited
4	Rajshree Tapuriah, Director	4-A, II Palazlo Little Gibbs Road Malabar Hill Mumbai 400006.	Business	1) Rajratna Holdings Private Limited 2) Nilkanth Engineering Limited 3) Aditya Birla Ahura Centre Management Private Limited 4) Rajshree Trade & Development Private Limited 5) Verite Software Private Limited 6) Alperton Developers and Contractors Private Limited 7) Yuvak Ventures Private Limited

ANNEXURE - B

(Rs. in Lakh)

Statement of Assets and Liabilities

Sr. No.	Particulars	31 March 2022	31 March 2021	31 March 2020	31 March 2019	31 March 2018
I	ASSETS					
1.	Financial Assets					
	a) Cash and Cash Equivalent	24.03	41.61	103.46	8.38	32.5
	b) Loans	6.24	1,982.96	1,878.76	3,022.57	6,096.4
	c) Investments	5,820.19	6,437.54	5,716.24	15,042.07	12,773.6
	d) Other Financial Assets	0.57	166.90	404.55	466.77	276.5
	Total Financial Assets	5,851.03	8,629.01	8,103.01	18,539.79	19,179.1
2.	Non-Financial Assets					
	a) Current Tax Assets (Net)	21.67	16.08	99.01	102.32	70.5
	Total Assets	5,872.70	8,645.09	8,202.02	18,642.11	19,249.6
II	LIABILITIES & ASSETS					
3	Financial Liabilities					
	a) Borrowings	2,910.00	4,630.00	4,600.00	5,700.00	8,300.0
	b) Other Financial Liabilities	216.18	143.00	-	-	-
	Total Financial Liabilities	3,126.18	4,773.00	4,600.00	5,700.00	8,300.0
4	Non-Financial Liabilities					
	a) Other Non-Financial Liabilities	28.46	19.79	143.38	3.03	2.7
	Total Non-Financial Liabilities	28.46	19.79	143.38	3.03	2.7
5	Equity					
	a) Equity Share Capital	199.20	199.20	199.20	199.20	199.2
	b) Other Equity	2,518.86	3,653.10	3,259.44	12,739.88	10,747.7
	Total Equity	2,718.06	3,852.30	3,458.64	12,939.08	10,946.9
	Total Liabilities and Equity	5,872.70	8,645.09	8,202.02	18,642.11	19,249.6



ANNEXURE - B

(Rupees in Lakh)

Statement of Profit and Loss

Sr. No.	Particulars	31 March 2022	31 March 2021	31 March 2020	31 March 2019	31 March 2018
1	Income from Operations	57.14	185.84	454.75	522.09	482.71
	Net Sales / Income from operations	57.14	185.84	454.75	522.09	482.71
2	Expenditure:					
	a) Cost of materials Consumed	-	-	-	-	-
	b) Purchase of stock-in-trade goods and work in progress (Net of excise duty)	-	-	-	-	-
	d) Employee benefits expenses	24.76	20.96	21.30	14.44	6.02
	e) Depreciation and amortisation expenses	-	-	-	-	-
	f) Other Expenses	6.18	7.65	838.01	39.20	11.96
	Total expenses	30.94	28.61	859.31	53.64	17.98
3	Profit / (Loss) from operations before other income, finance costs (1-2)	26.20	157.23	-404.56	468.45	464.73
4	Other Income (+)	0.14	5.31	4.62	1.81	4.47
5	Profit / (Loss) before finance costs (3+4)	26.34	162.54	-399.94	470.26	469.20
6	Finance Costs (-)	383.56	523.17	725.75	746.86	597.30
7	Profit / (Loss) from ordinary activities before tax (5-6)	-357.22	-360.63	-1,125.69	-276.60	-128.10
8	Tax Expense					
	a) Current Tax	-	-	-	-	0.35
	b) Deffered Tax Liability / Asset	-	-	-	-	-
9	Net Profit / (Loss) from ordinary activities after tax (7-8)	-357.22	-360.6300	-1,125.69	-276.60	-127.75
10	Extraordinary Items (net of expenses Rs. Lakhs)	-	-	-	-	-
11	Net Profit / (Loss) for the period (9(+/-)10)	-357.22	-360.6300	-1,125.69	-276.60	-127.75
12	Comprehensive Income for the year	-777.02	754.27	-8,354.74	2268.77	Not Applicable
13	Total Income for the year	-1,133.24	754.27	-9,480.43	1992.17	-127.75





kajal Synthetics <kajalsyntheticsandsilk@gmail.com>

ANNEXURE - D

Annual Listing Fees for FY 2022-23

kajal Synthetics <kajalsyntheticsandsilk@gmail.com>

Tue, May 10, 2022 at 5:24 PM

To: unified.commercial@bseindia.com, Sonali Kurhade <Sonali.Kurhade@bseindia.com>, Arpita Joshi <arpita.joshi@bseindia.com>


Dear Sir / Madam

Today we have send the Cheque No. 000769 dated 09.05.2022 drawn on UCO Bank of Rs. 3,24,000/- (Listing Fees Rs. 3,54,000 Less TDS Rs. 30,000) towards Annual Listing Fees for the Financial year 2022-23.

Copy of BSE Inward section of 10.05.2022 is attached herewith.
Kindly take the payment on record and issue us the Tax Invoice.

Regards

Seetha Ramaiya K. Vellore
Managing Director

 Kajal - ALF 2022-23.pdf
217K