

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of the **Rajkamal Synthetics Limited** will be held on Wednesday, December 30, 2020 at 4.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business;

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2020 including audited Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. ***To appoint M/s. Harshil Shah & Company., Chartered Accountants (ICAI Firm Registration No 141179W) as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors i.e. M/s. Gopal Sharma & Co., Chartered Accountants, (Firm Registration No. 002803C) and to fix their remuneration and, if thought fit, to pass the following resolution as an ordinary resolution;***

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. Harshil Shah & Company., Chartered Accountants (ICAI Firm Registration No 141179W) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors i.e. M/s. Gopal Sharma & Co., Chartered Accountants, (Firm Registration No. 002803C) to hold office from the conclusion of the 39<sup>th</sup> Annual General Meeting until the conclusion of the 44<sup>th</sup> Annual General Meeting at remuneration as may be determined and recommended by the Board in consultation with the Auditors and duly approved by the Managing Director of the Company."

### **SPECIAL BUSINESS:**

3. ***To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution;***

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Ms. Shilpi Mandhana (DIN:03131387), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there-under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is here by appointed as Independent Director of the Company for a term of five years commencing February 13, 2020 to February 12, 2025, not liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**By Order of the Board of Directors  
Rajkamal Synthetics Limited**

Sd/-

**Ankur Ajmera  
Managing Director  
DIN: 07890715**

Dated: December 01, 2020

Place: Jaipur

### **Registered Office:**

411 Atlanta Estate Premises Co. Op. Soc. Ltd.

G.M.Link Road, Goregaon (East), Mumbai - 400063

### **NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") had vide their circulars issued from time to time in this regard, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [rmimani@csrma.in](mailto:rmimani@csrma.in)/[mmimani@csrma.in](mailto:mmimani@csrma.in) with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
5. The Register of Members and the Share Transfer books of the Company will remain closed from December 24, 2020 to December 30, 2020 (both days inclusive) for the purpose of Annual General Meeting of the Company.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
9. In case of joint holders, 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 at the AGM.
10. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on [rajkamalsynthetics@gmail.com](mailto:rajkamalsynthetics@gmail.com) so as to enable the Company to keep the information ready.
11. In compliance with the aforesaid MCA and SEBI circulars issued from time to time in this regard, Notice of the AGM along with the Annual Report 2019- 20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL : <https://www.evotingindia.com>
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. Instructions for e-voting and joining the AGM are as follows:
  - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA circulars issued in this regard from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - (b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - (c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013
  - (d) The instructions for shareholders voting electronically are as under:
    - (i) The voting period begins on Saturday, December 26, 2020 at 10.00 a.m. and ends on Tuesday, December 29, 2020 at 5.00 pm. During this period shareholders of the Company, holding shares as on the cut-off date (record date) of Thursday, December 24, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Shareholders who have already voted prior to the meeting date would not be entitled
    - (iii) but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
      - (i) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
      - (ii) Note for Non – Individual Shareholders and Custodians
        - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporate" module.
        - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 PDF format in the system for the scrutinizer to verify the same
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rmimani@csrma.in](mailto:rmimani@csrma.in)/[mmimani@csrma.in](mailto:mmimani@csrma.in); [rajkamalsynthetics@gmail.com](mailto:rajkamalsynthetics@gmail.com); if they have voted from individual tab & not uploaded same in the CDSL e-voting 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

#### Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com) and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the share of the Company is listed.

#### **EXPLANATORY STATEMENT**

The following Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 2 & 3 of the accompanying Notice of the Annual General Meeting.

##### **Item No.2**

M/s. Gopal Sharma & Co., Chartered Accountants, (Firm Registration No. 002803C), who were appointed as the Statutory Auditors of the Company for a period of five years from the conclusion of the 36<sup>th</sup> AGM till the conclusion of the 41<sup>st</sup> AGM of the Company, have expressed their desire to discontinue from the position of the Statutory Auditors of the Company from the conclusion of the 39<sup>th</sup> AGM of the Company due to pre occupation resulting in a casual vacancy in terms of Section 139(8) of the Companies Act, 2013.

In accordance with the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014, it is proposed to appoint M/s. Harshil Shah & Company., Chartered Accountants (ICAI Firm Registration No 141179W ) as Statutory Auditors of the Company at the ensuing 39<sup>th</sup> AGM to fill the casual vacancy caused due to resignation of existing Statutory Auditors M/s. Gopal Sharma & Co., Chartered Accountants, (Firm Registration No. 002803C) for a term of 5 years as referred in the resolution.

M/s. Harshil Shah & Company., Chartered Accountants is a well-reputed Chartered Accountants firm serving companies across various sectors in different areas. M/s. Harshil Shah & Company., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Sections 139(1), 141(2) and 141(3) of the Companies Act, 2013 read with the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors considered various parameters like capability to serve the complex business structure covering tie-up and leased units, audit experience, market standing of the firm, clientele served, technical knowledge etc. and found M/s. Harshil Shah & Company., Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the Audit of the financial statements of the Company and have considered and recommended the appointment of M/s. Harshil Shah & Company., Chartered Accountants, as Statutory Auditors of the Company as referred in the resolution

The Board recommends the Ordinary Resolution set out at Item No. 2 for the approval of the Members. None of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Above explanatory statement is given for understanding and information purpose although same is not required as per the provisions of Section 102 of the Companies Act, 2013

##### **Item No. 3**

The Board of Directors of the Company ('the Board') at the meeting February 13, 2020 on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Shilpi Mandhana (DIN: 03131387) as Independent Directors of the Company with effect from February 13, 2020 to February 12, 2025 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to her appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Ms. Shilpi Mandhana, her association would benefit the Company. Declarations have been received from Ms. Shilpi Mandhana that she meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board Ms. Shilpi Mandhana fulfils the conditions specified in the Act, the Rules there-under and the Listing Regulations 2015 for the appointment as Independent Directors and she is independent of the management of the Company. Consent of the Members by way of Ordinary Resolution is required for the appointment of Ms. Shilpi Mandhana, in terms of Section 149 of the Act.

Requisite Notices under Section 160 of the Act proposing the appointment of Ms. Shilpi Mandhana have been received by the Company, and consents have been filed by Ms. Shilpi Mandhana pursuant to Section 152 of the Act.

Additional information in respect of Ms. Shilpi Mandhana pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure and forming the part of this Report. Ms. Shilpi Mandhana does not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person.

Ms. Shilpi Mandhana and her relatives are interested in the ordinary resolution relating to her appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in the said ordinary resolution.

The Board of Directors recommends the Item No. 3 to be passed by the members of the Company as an ordinary resolution.

**By Order of the Board of Directors**  
**Rajkamal Synthetics Limited**

**Sd/-**  
**Ankur Ajmera**  
**Managing Director**  
**DIN: 07890715**

Dated: December 01, 2020  
Place: Jaipur

**Registered Office:**  
411 Atlanta Estate Premises Co. Op. Soc. Ltd.  
G.M.Link Road, Goregaon (East), Mumbai - 400063

**ANNEXURE TO EXPLANATORY STATEMENT TO THE NOTICE**

Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on December 30, 2020, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Details of the Directors seeking Appointment at the forthcoming Annual General Meeting.

Name of the Director	Ms. Shilpi Mandhana
DIN	03131387
Date of Birth/ Age	02/04/1978
Nationality	Indian
Date of Appointment	13/02/2020
Qualification	
Expertise in specific functional Areas	
No. of Shares held in the company	Nil
List of other Directorships held in the listed Entities	Nil
Chairman/Member of the Committees of the Board of Directors of the Other Companies in which he is a Director	Nil
Relationship with other Directors	Nil

**By Order of the Board of Directors  
Rajkamal Synthetics Limited**

**Sd/-**

**Ankur Ajmera  
Managing Director  
DIN: 07890715**

Dated: December 01, 2020  
Place: Jaipur