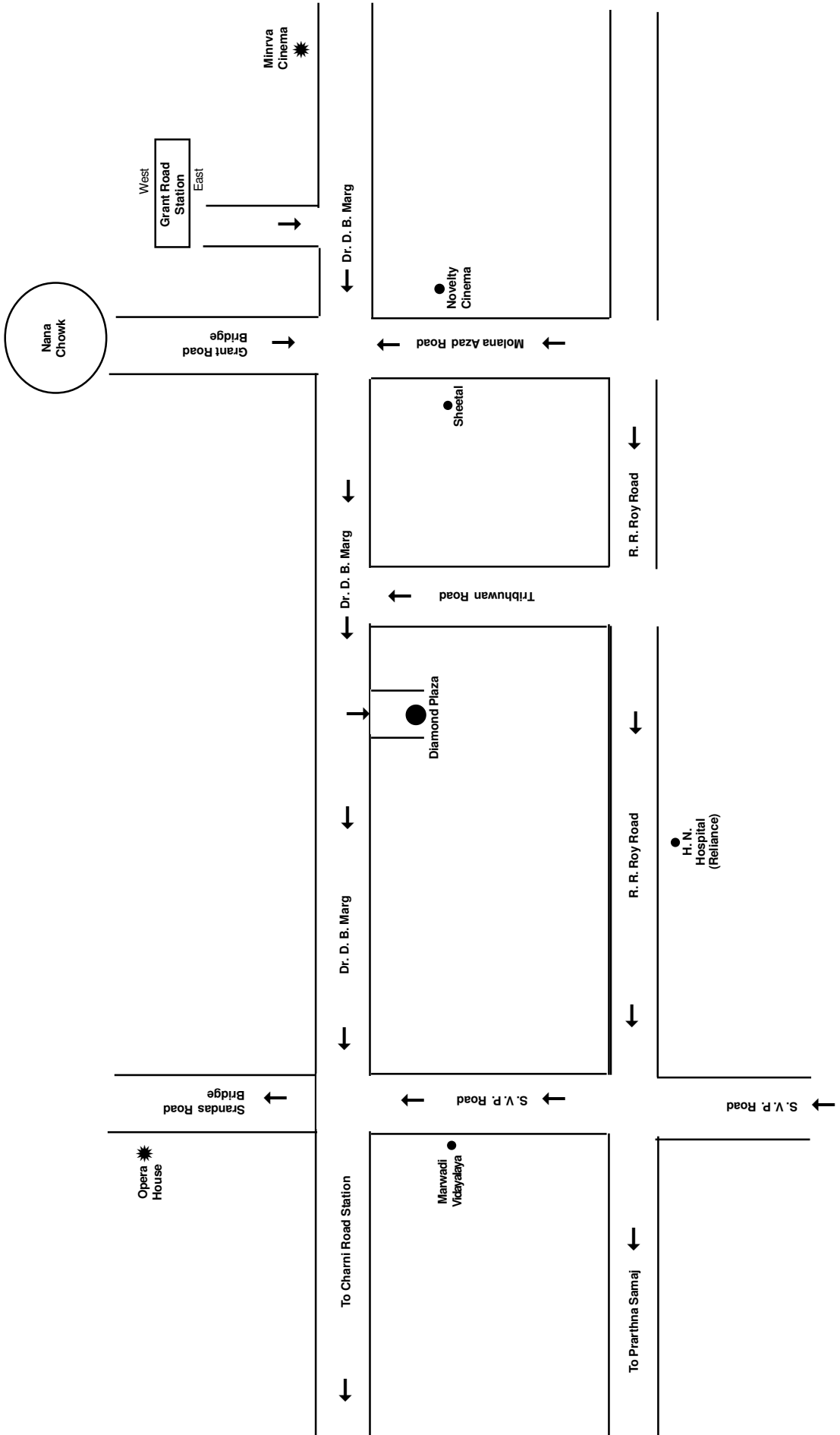


**RAJKAMAL  
SYNTHETICS LIMITED**

**CIN : L17111MH1981PLC024344**

**35<sup>TH</sup> Annual Report  
2015-2016**

# RAJKAMAL SYNTHETICS LIMITED



---

**BOARD OF DIRECTORS**

---

SHEODUTT SANGHAI	Chairman
SUSHIL SANGHAI	Director
RAJENDRA NANGALIA	Director
ASHOK JAKHOTIA	Director
JAGDISH LADHA	Director

---

---

**BANKERS**

AXIS Bank Ltd.

---

**REGISTERED OFFICE**

401, Diamond Plaza,  
391, Dr. D. B. Marg, Mumbai - 400 004.

---

**AUDITOR**

**N. K. Jalan & Co.**  
2A, Mayur Apartment,  
Dadabhai Cross Road No. 3,  
Vile Parle (W), Mumbai - 400 056.

---

**REGISTRAR AND SHARE TRANSFER AGENT**

**Satellite Corporate Services Pvt. Ltd.**  
B - 302, Sony Apartment,  
Opp. St. Jude's High School,  
Off Andheri Kurla Road, Jarimari, Sakinaka,  
Mumbai-400072. Tel. : 28520461 / 62

35th Annual General Meeting on 29th September, 2016 Friday, 11.00 A. M. at  
**DIAMOND PLAZA**  
5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.

Members are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting, as copies of the Report will not be distributed at the Meeting.



# 35TH ANNUAL REPORT 2015-2016

## RAJKAMAL SYNTHETICS LIMITED NOTICE

NOTICE is hereby given that THE 35<sup>th</sup> ANNUAL GENERAL MEETING of the Members of RAJKAMAL SYNTHETICS LIMITED will be held at Diamond Plaza, 5<sup>TH</sup> Floor , 391, Dr. D. B. Marg, Mumbai – 400 004 on Friday the 29<sup>th</sup> September, 2016 at 11.00 a.m. to transact the following business :

### ORDINARY BUSINESS.

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Profit and Loss Account for the year ended on that date along with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sheodutt B. Sanghai (DIN :00048733) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS.

#### 3. To Consider and if thought fit, to pass, with or without modification(s), the following resolution as on Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles Of Association of the Company and other applicable provisions of the Companies Act, 2013 if any, Ms. Sukwinder Kaur (holding DIN : 07298380) who was appointed as an Additional Director-Independent, at the Meeting of the Board of Directors of the Company held on 30th September, 2015 and who vacates office at the conclusion of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the Office of Director be and is hereby appointed as an Independent Director of the Company to hold Office for 5 consecutive years up to the conclusion of the 40th Annual General Meeting of the Company, to be held for the Financial Year ending on 31st March, 2021."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above Resolution."

#### 4. To Consider and if thought fit, to pass, with or without modification the following as on Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8); Section 140 and other applicable provisions of the Companies Act, 2013, if any, including any statutory modifications, amendments or re-enactments there of, consent of the Company be and is hereby accorded to appoint Mr.-Praveen Kumar Maheshwari of M/s. RAO & CO. Chartered Accountants (FRN : 015278C) as Statutory Auditors of the company who shall hold the office as Statutory Auditors from the Conclusion of Ensuing General Meeting for a period of 5 Financial Years commencing from end of 35th Annual General Meeting (1st April, 2016 till Conclusion of 40th Annual General Meeting of the Company, to be held for the Financial Year ending on 31st March, 2021." subject to ratification at every Annual General Meeting by the Members and on such remuneration as may be decided by the Board.

**RESOLVED FURTHER THAT** any Director of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above Resolution and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental and to file necessary E Forms with Registrar of Companies, Maharashtra."

401, Diamond Plaza,  
391, Dr.D.B.Marg,  
Mumbai – 400 004.  
Dated : 25th May, 2016.

BY ORDER OF THE BOARD OF DIRECTORS  
**SHEODUTT B. SANGHAI**  
(CHAIRMAN AND MANAGING DIRECTOR)  
(DIN-00048733)

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A Person can act as Proxy on behalf of not more than 50 Members and holding in aggregate not more than 10% of the Total Share Capital of the Company, provided a Member holding more than 10% of the Total Share Capital may appoint a Single person as Proxy and such person shall not act as Proxy for any other Shareholder. Proxies in order to be effective must be received by the Company at the Registered Office not less than 48 hours, before the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 24th September, 2016 till Thursday, the 29th September, 2016 (Both days inclusive)
4. Members / Proxies should bring the Attendance Slip attached herewith duly filled for attending the Meeting.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
6. 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 their depository participants with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrars : M/s. Satellite Corporate Services Pvt. Ltd.
7. Members are requested to notify change in Address, if any immediately to the Company or the Registrars : M/s. **Satellite Corporate Services Pvt. Ltd.** B - 302, Sony Apartment, Opp. St. Jude's High School, Off Andheri Kurla Road, Jari Mari, Saki Naka, Mumbai - 400072.

# RAJKAMAL SYNTHETICS LIMITED

---

8. Pursuant to Regulation 38(3) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Details of Directors seeking Re-appointment at the ensuing Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment.
9. Electronic Copy of the Annual Report for the year 2015 - 2016 is being sent to all the Members whose email ID's are registered with the Registrars / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.
10. Electronic Copy of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the detailed process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all Members whose email ID's are registered with the Registrars/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. Members who have not registered their email address, physical copy of the Notices of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent in the permitted mode.
11. Members may also Note that the Notice of the 35th Annual General Meeting and the Annual Report for the year 2015-2016 will also be available on Company's website **www.rajkamalsynthetics.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Investor email id [service@satellitecorporate.com](mailto:service@satellitecorporate.com)
12. Voting through Electronic Means :  
In Compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide Members facility to exercise their Right to vote at 35th Annual General Meeting (AGM) by electronic means and the Business may be transacted through e-voting services provided by M/s. Satellite Corporate Services Pvt. Ltd.
13. Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 is given herein below.
14. The Company has appointed M/s. A. L. Makhija & Co. Company Secretaries, as Scrutinizers for conducting the e-voting Process for the Annual General Meeting in a fair and transparent manner.
15. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the Votes cast in favour or against, if any, forthwith to the Chairman of the Company.
16. The Results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be displayed on the Company's website [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com) and on the website of CDSL, within two (2) days of the passing of the Resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

## **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 Item no. 3**

Ms. Sukhwinder Kaur (holding DIN : 07298380) was appointed as an Additional Director-Independent Women Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 30th September, 2015 She holds office up to the conclusion of the ensuing Annual General Meeting and is eligible for appointment as a Director.

Ms. Sukhwinder Kaur is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director. The Company has received a Notice in writing from a Member proposing her candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the Conclusion of the 40th Annual General Meeting to be held for the Financial year ending on 31st March, 2021.

Accordingly, the Board recommends the passing of the resolution in relation to appointment of Ms. Sukhwinder Kaur as Independent Director. Except Ms. Sukhwinder Kaur, non of the Directors and key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, for the resolution set out at Item No. 3

## **ITEM NO. 4 :**

M/s. N. K. Jalan & Co. Chartered Accountants were appointed as Statutory Auditors by the Members till the end of Annual General Meeting for the financial year ending on 31st March, 2017, they have intimated to the Board of Directors of the Company that due to preoccupation their inability to continue as Statutory Auditors of the Company.

Hence, for the audit of accounts of the Company from the Financial Year 2016 -17, the Board proposed the name of M/s. RAO & COMPANY Chartered Accountants, Jaipur City, (FRN : 015278C) to be appointed as Statutory Auditors of the Company pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 for a period of 5 Financial Years commencing from end of 35th Annual General Meeting till the end of 40th Annual General Meeting ( 1st April, 2016 till 31st March, 2021) subject to ratification of their appointment at each Annual General Meeting by the Members of the Company. The Board of Directors of a Company cannot, except with the consent of Members in General Meeting by an ordinary resolution, appoint any person as an Auditor of the Company. The Directors therefore, move and recommend the Ordinary Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

# 35TH ANNUAL REPORT 2015-2016

## RAJKAMAL SYNTHETICS LIMITED

Corporate Identification Number (CIN) : L17111 MH1981PLC024344

Registered Office : 401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400 004.

Tel. : +91 22 2386 1672 ● Fax : +91 22 2380 5870

E-mail ID : [ashok@seantometal.com](mailto:ashok@seantometal.com) ● Website : [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com)

<b>Registered Folio No.</b>	:	
<b>Client ID No. / DP ID No.</b>	:	
<b>Name</b>	:	
<b>Address</b>	:	
<b>No. of shares held</b>	:	

Dear Member,

### Sub. : Voting through Electronic means (E-Voting)

PURSUANT TO THE PROVISION OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014 THE COMPANY IS PLEASED TO OFFER E-VOTING FACILITY TO MEMBERS SO AS TO CAST VOTE ELECTRONICALLY ON ALL RESOLUTIONS SET FORTH IN THE NOTICE CONVENING THE 35TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, SEPTEMBER 29, 2016 AT DIAMOND PLAZA, 5TH FLOOR, 391, DR. D. B. MARG, MUMBAI - 400 004, MAHARASHTRA AT 11.00 A. M.

THE COMPANY HAS ENGAGED THE SERVICE OF CENTRAL DEPOSITORY SERVICES (INDIA) LTD. ("CDSL") TO PROVIDE E-VOTING FACILITY. THE E-VOTING FACILITY IS AVAILABLE AT THE LINK [HTTPS://WWW.EVOTINGINDIA.COM](https://www.evotingindia.com)

THE E-VOTING PARTICULARS ARE SET OUT AS BELOW :

<b>EVSN (E-voting sequence number)</b>	<b>User ID</b>	<b>PAN / PIN</b>	<b>DOB / PIN</b>	<b>Dividend Bank Details / PIN</b>
160823054	Refer point <b>iv</b> of E-voting Instruction			

THE E-VOTING FACILITY WILL BE AVAILABLE DURING THE FOLLOWING VOTING PERIOD:

<b>Commencement of E-voting</b>	<b>End of E-voting</b>
From 9:00 a. m. (INDIAN STANDARD TIME) on MONDAY, SEPT. 26, 2016	Upto 5:00 p. m. (INDIAN STANDARD TIME) on WEDNESDAY, SEPT. 28, 2016

THE CUT-OFF DATE FOR THE PURPOSE OF SENDING THIS NOTICE IS 19<sup>TH</sup> SEPT.' 2016 DURING THE E-VOTING PERIOD, ALL THE MEMBERS OF THE COMPANY HOLDING SHARES IN DEMATERIALIZED OR PHYSICAL FORM MAY CASTE THEIR VOTE ELECTRONICALLY.

PLEASE READ THE INSTRUCTION PRINTED OVERLEAF BEFORE EXERCISING THE VOTE. THIS COMMUNICATION IS AN INTEGRAL PART OF THE NOTICE DATED 25TH MAY, 2016 FOR CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

THE NOTICE OF ANNUAL GENERAL MEETING IS ALSO AVAILABLE ON THE LINK MENTIONED BELOW :  
<http://www.rajkamalsynthetics.com>

# RAJKAMAL SYNTHETICS LIMITED

## THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER :

- (i) The voting period begins MONDAY - 26/09/2016 at 9.00 a.m. and ends on WEDNESDAY - 28 / 09 / 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday - 19/09/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter Your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are first time user follow the the steps given below.

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholder as well as physical shareholder)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their <b>PAN</b> with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</li> <li>● 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 <b>CAPITAL</b> letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details filed as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 resolution of any other company 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- RAJKAMAL SYNTHETICS LIMITED- 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 printout 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 User ID and the image verification code and click on forgot Password & enter details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. iPhone and windows Phone can download the app from the app store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Shareholders and Custodians**
  - Non-Individual shareholders (i. e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register them selves as Corporates.
  - 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 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.
- (xx) 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)



## 35TH ANNUAL REPORT 2015-2016

### ANNEXURE TO THE NOTICE

Details of the Directors seeking Re-appointment in Ensuing Annual General Meeting.

Name of the Director.	Mr. Sheodutt B. Sanghai
Age	81 years
Date of Appointment	10/04/1982
Expertise in Specific functional Areas	Sales and Marketing
Qualifications	Graduate
List of Companies in which Outside Directorship held as On 25th May, 2016 (Excluding Private Companies.)	Nil
Chairman/Member of the Committees of the Board of Directors of The Other Companies in which he is a Director as on 25th May, 2016	Nil

Name of the Director.	Ms. Sukhwinder Kaur
Age	61 years
Date of Appointment	30/09/2015
Expertise in Specific functional Areas	Banking and Finance
Qualifications	Post Graduate
List of Companies in which Outside Directorship held as On 25th May, 2016 (excluding Private Companies.)	Nil
Chairman/Member of the Committees of the Board of Directors of The Other Companies in which he is a Director as on 25th May, 2016	Nil

401, Diamond Plaza,  
391, Dr. D.B. Marg,  
Mumbai - 400 004.  
Dated : 25th May, 2016

BY ORDER OF THE BOARD OF DIRECTORS  
**(SHEODUTT B. SANGHAI)**  
CHAIRMAN AND MANAGING DIRECTOR  
(DIN-00048733)

# RAJKAMAL SYNTHETICS LIMITED

## DIRECTORS' REPORT

To  
The Members,

Your Directors are pleased to present the 35th ANNUAL REPORT of the Company together with Audited Statement of Accounts for the year ended on 31st March, 2016

### FINANCIAL RESULTS :

	<u>(Amount in Rs.)</u>	
	<u>Current</u>	<u>Previous</u>
	<u>Year</u>	<u>Year</u>
	<u>31-3-2016</u>	<u>31-3-2015</u>
Profit/ (Loss) for the Year	(7,54,092)	(6,73,396)
<b>Less</b> : Provision for Taxation	(7818)	---
<b>Add</b> : Surplus / (Deficit) on appropriation brought forward from previous year	(55,605,303)	(54,931,907)
Profit / (Losses) carried to Balance Sheet	<u>(56,376,213)</u>	<u>(55,605,303)</u>

### DIVIDEND :

In view of the Carried forward losses of Earlier Years, Your Directors regret their inability to recommend any Dividend for the year under Review.

### OPERATIONS:

Receipts during the year were of Rs.11.05 Lacs as against Rs. 1.22 Lacs during the previous year.

### FUTURE PLANS :

Your Directors would like to inform that due to downturn in business there has been Loss in Business for which your Directors are striving to wipe off and with the upturn in Economy your Directors are confident to post better Results Next Year.

### DIRECTORS :

Shri Sheodutt B. Sanghai, Director retires by rotation and being eligible offer himself for re-appointment. Members are requested to confirm his re-appointment. Ms. Sukhwinder Kaur was appointed as an Independent Women Director on 30th September, 2015 and as she is Additional Director her tenure as Additional Director will be till the ensuing Annual General Meeting. Members are requested to confirm her Appointment as Independent Director for a period of 5 Years commencing from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting for 31st March, 2021.

### FIXED DEPOSIT :

The Company has not accepted any fixed deposit from the Public during the year under review.

### BOARD MEETINGS :

The Board of Directors met 6 times during the Financial Year ended 31st March, 2016 in accordance with the Provisions of The Companies Act,2013 and Rules made there under and Securities and Exchange Board (Listing Obligations and Disclosure requirements) Regulations,2015. The Company does not have any employees hence No Internal Complaint Committee as required under Sexual Harassment of Women at workplace (Prevention, Prohibition,and Redressal) Act, 2013 has been formed.

### AUDIT COMMITTEE :

The Audit Committee consists of 4 Directors out of which 3 are Independent Directors, viz Shri Ashok Kumar H. Jakhotia - Chairman, Shri Sheodutt B. Sanghai - Director, Shri Rajendra R. Nangalia - Director and Shri Jagdish B. Ladha - Director. The constitution of Audit Committee meets the requirements of the Companies Act, 2013 and Rules made under Securities and Exchange Board Listing obligations and disclosure requirements with the Stock Exchange.

### INVESTORS GRIEVANCE COMMITTEE :

The Investors Grievance Committee consists of 4 Directors out of which 3 are Independent Directors, viz Shri Sheodutt B. Sanghai - Chairman, Shri Ashok Kumar H. Jakhotia - Director, Shri Rajendra R. Nangalia - Director and Shri Jagdish B. Ladha - Director. The constitution of Investors Grievance Committee meets the requirements of the Companies Act, 2013 and Rules made under Securities and Exchange Board Listing obligations and disclosure requirements with the Stock Exchange.

### REMUNERATION COMMITTEE :

The Remuneration Committee consists of 4 Directors out of which 3 are Independent Directors, viz, Shri Jagdish B. Ladha - Chairman, Shri Ashok H. Jakhotia - Director, Shri Rajendra R. Nangalia - Director and Shri Sheodutt B. Sanghai - Director. The constitution of Remuneration Committee meets the requirements of the Companies Act, 2013 and Rules made under Securities and Exchange Board Listing obligations and disclosure requirements with the Stock Exchange.

### CORPORATE GOVERNANCE :

Your Company's Philosophy is to enhance Stakeholders Value by adopting and implementing the best of Corporate Governance practices. A detailed Report on Corporate Governance Compliance duly certified by the Practising Company Secretary forms part of this Report.

## 35TH ANNUAL REPORT 2015-2016

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

As required by Rules made under Securities and Exchange Board Listing obligations and disclosure requirements with the Stock Exchange, a Management Discussion and Analysis Report is appended to the Annual Report, it also forms part of this Report of your Director.

### DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013, with respect to Directors Responsibility for the Statement, it is hereby confirmed.

- i. That in preparation of the Accounts for the financial year ended on 31st March, 2016, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii. That the Directors have taken prior and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the accounts for the financial year ended on 31st March, 2016 on a going concern basis.

### ENVIRONMENT:

Information pursuant to the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of Board of Directors ) Rules 1988 are not given since there was no manufacturing activity during the year under review. Foreign exchange earning / outgo during the year and also during the previous year was NIL.

### RESEARCH & DEVELOPEMENT, TECHNOLOGY ABSORPTION ADAPTATION AND INNOVATION :

As there is no Manufacturing activity hence information pertaining to Research & Development etc is not given.

### PARTICULARS OF EMPLOYEES :

No employee has drawn a remuneration of Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month during part of the year.

### CHANGE OF AUDITORS :

The Observations made in the Auditor's Reports are self explanatory and as such they do not require any explanation.

### TO APPOINT NEW AUDITORS :

The Appointment of Auditors M/s. N.K. Jalan & Co. approved by the member at the 33rd Annual General Meeting for a period of three years. They hold office as Statutory Auditors until the conclusion of 35th Annual General Meeting, Members are requested to fix their remuneration and re-appoint them for the financial year ending 31st March, 2016. They have due to preoccupation expressed their inability to Continue as Statutory Auditors. Your Directors request the Members to consider the Appointment of M/s. RAO & CO. as Statutory Auditors. They have expressed their willingness to act as Statutory Auditors and have informed the Company that they are eligible for Appointment as Statutory Auditors and if appointed their Appointment would be within Limits. Members are requested to consider their Appointment as Auditors from the Conclusion of 35th Annual General Meeting till Conclusion of 40th Annual General Meeting for a period of 5 Financial Years commencing from 1st April, 2016 till 31st March, 2021 and also fix their remuneration.

### SECRETARIAL AUDIT :

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. A. L. Makhija & Co.- Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year ended on 31/3/2016. The Secretarial Audit Report is Attached.

As reported by The Secretarial Auditor and as you are aware Your Company does not have any major revenue earning Business Activities. Therefore No Executive Director for the Company has been appointed. As regards Appointment of a Qualified Compliance Officer. Your Company is in Process of appointing a Qualified Compliance Officer in near future as the Company's Business improves.

Your Directors would like to acknowledge the co-operation and support received by the Company during the year from its Employees, and business partners.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**SHEODUTT B. SANGHAI**

CHAIRMAN AND MANAGING DIRECTOR

Place : Mumbai

Dated : 25th May, 2016

(DIN-00048733)

# RAJKAMAL SYNTHETICS LIMITED

---

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT : MACRO ECONOMIC OVERVIEW :

The Indian Textiles Industry is one of the Oldest Industries in Indian economy dating back to several Centuries. The Industry is second Largest employer after agriculture providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 percent to india's Gross Domestic product (GDP) and 14 percent to overall Index of Industrial Production (IIP). The Indian Textile Industry has the potential to reach US \$ 500 Billion in size. The growth implies domestic sales to rise to US \$ 315 billion and at the same time exports are implied to increase to US \$ 185 Billion.

The Textiles Sector has witnessed a spurt in investment during the Last Five years. The Industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US \$ 1.77 Billion up till September 2015.

Recent policy Reforms and improved bussiness confidence have given a fillip to Economic Activity. India's Growth Rate is expected to grow to 7.5 percent this year. India is the bright spot on Global Horizon.

The drastic fall in Global crude Prices is a big boost for Indian Economy as it has brought down the Company's Annual Oil Import Bill. This welcome development enhances disposable Income which will increase consumer demand for other goods and services, reduce input cost of businesses which will increase margins and help enthuse investment demand. This will also aid Government finances by reducing the energy subsidy burden.

### Industry Scenario and the Company's performance.

The Indian Government has come up with a Number of Export Promotion Policies for Textiles Sector. It has also allowed 100 percent FDI in the Indian Textiles Sector under the Automatic Route. The Government has implemented export promotion measures such as Focus Market Scheme, Focus Product Scheme and Market Linked Focus product Scheme for increasing share of India's Textiles Exports.

The Government has implemented Market Development Assistance (MDA) Scheme, whereby financial assistance is provided for a range of export promotion activities on focus countries and focus product countries. The future for Indian Textiles Industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise the retail sector has experienced a rapid growth in the past decade with entry of several international players into the Indian Market.

The company continues to remain a debt free Company since past 3 years. Rajkamal Synthetics Limited continued Trading in Textiles, Synthetics and allied Businesses. The Company has also been engaged during the current Year in Marketing of Textiles, Synthetics and Allied product.

### Opportunities, Threats and Challenges.

Reduction in Crude Oil prices, a strong and consistent impact on raw material and polyester prices will help in growth. Capacity additions by new and existing players may have a temporary effect on your Company's margins.

The Company is confident that with a better Mix of products and activities and with Infusion of capital and better working capital Management, the company would be able to generate better Cash flow and pay back to its Investors in very near future.

### Risk Management

The Company mitigates the impact of price rise on finished goods with the Company's reputation for quality, product differentiation and service to the customers with better marketing network. Capacity addition by New and Existing players may have a temporary effect on your Company's margins. The Company is exposed to risk from Market fluctuation of Foreign Exchange, Interest rates, Commodity prices. Bussiness risks, Compliance risks and people risks.

The Company's Risk mitigating initiatives is a result of its detailed risk managment framework that comprises prudent norms, structured reporting and control. The risk management approach conforms to the Company's strategic direction, in line with Shareholders desired returns and its desired risk appetite.

### Internal Control Systems and its adequacy

The Company has adequate internal Control procedures commensurate with the size of operations and the nature of business. These controls ensure efficient use and protection of Company's financial and non-financial resources. Regular internal Audit and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of internal control systems and suggest improvement for strengthening them, from time to time.

### Development of Human Resources

The Company endeavors to keep work place and working environment cheerful by having good HR practices, implementation of various welfare schemes, celebration of certain events by having active participation of all employees, developing leadership qualities amongst them etc. The Company aims to retain deserving employees who can also be nurtured to take leadership roles. The Company has been aiming to have behavioural as well as technology related training programs to improve the general attitude and also to upgrade the competency of the employees.

### Corporate Social Responsibility

The Company is flagship organization of Rajkamal Group of Companies. The Group is alive to and collectively undertake its Corporate Responsibility towards society. The Group has continued to carry out socially benefical causes.

### Cautionary Statements

Certain statements in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations estimates etc may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projection etc whether express or implied. Several factors could make significant difference to the Company's operation. These include climatic conditions, economics conditions affecting demand and supply, government regulations and taxation, natural calamities and other force majeure conditions etc. Over which the company has no control.

**Annexures to Directors Report  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31-3-2016**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS :**

1.	CIN	L17111MH1981PLC024344
2.	Registration Date	02 - 05 - 1981
3.	Name of the Company	<b>RAJKAMAL SYNTHETICS LIMITED.</b>
4.	Category/Sub-Category of the Company	—
5.	Address of the Registered office & contact details	401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400004. Tel. : 022 - 2386 1672
6.	Whether listed Company	Yes - Bombay Stock Exchange Ltd.
7.	Name Address & contact details of the registrar & Transfer Agent, if any.	<b>Satellite Corporate Services Pvt. Ltd.</b> B-302, Sony Apartment, Opp. St. Jude's High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai-400072.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the Company shall be stated)**

Sr. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1.	Trading in Textiles, Synthetics and Allied Business	6090	100 %
2.			
3.			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

All the business activities contributing 10% or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1.	NIL	NIL	NIL
2.			
3.			

# RAJKAMAL SYNTHETICS LIMITED

## IV. SHARE HOLDING PATTERN ( Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding.

Category of Share Holders	No. of Shares held at the beginning of the year ( As on 31 March, 2015)				No. of Shares held at the end of the year ( As on 31 March, 2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A) Promoters</b>									
<b>1. Indian</b>									
a) Individual / HUF	448276	0	448276	6.90	448276	0	448276	6.90	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	851724	0	851724	13.10	796224	0	796224	12.25	-0.85
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoters (A)</b>	<b>1300000</b>	<b>0</b>	<b>1300000</b>	<b>20</b>	<b>1244500</b>	<b>0</b>	<b>1244500</b>	<b>19.15</b>	<b>-0.85</b>
<b>B) Public shareholding</b>									
<b>1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	500	500	0.01	0	500	500	0.01	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B) (1) :-</b>	<b>0</b>	<b>500</b>	<b>500</b>	<b>0.01</b>	<b>0</b>	<b>500</b>	<b>500</b>	<b>0.01</b>	<b>0</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	1523683	27465	1551048	23.86	1507146	27715	1534861	23.61	-0.25
ii) Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individual</b>									
i) Individual share holders holding nominal share capital up to Rs. 1 lakh	633969	968097	1602066	24.65	630127	926438	1556565	23.95	-0.70
ii) Individual share holders holding nominal share capital in excess Rs. 1 lakh	1641839	0	1641839	25.26	1878703	0	1878703	28.90	3.64
<b>c) Others (Specify) HUF</b>									
	369695	8110	377805	5.81	272454	9619	282073	4.34	-1.47
Non Resident Indians	648	1750	2398	0.04	648	1750	2398	0.04	0.00

## 35TH ANNUAL REPORT 2015-2016

<b>Overseas Corporet Bodies</b>	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	24344	0	24344	0.37	400	0	400	0.01	-0.36
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B) (2) :-</b>	<b>4194178</b>	<b>1005322</b>	<b>5199500</b>	<b>79.99</b>	<b>4289478</b>	<b>965522</b>	<b>5255000</b>	<b>80.85</b>	<b>0.85</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	4194178	1005822	5200000	80	4289478	966022	5255500	80.85	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total [A+B+C]</b>	<b>5494178</b>	<b>1005822</b>	<b>6500000</b>	<b>100</b>	<b>5533978</b>	<b>966022</b>	<b>6500000</b>	<b>100</b>	

### B) Shareholding of Promoters

	Shareholding at the beginning of the year 01-04-2015			Shareholding at the end of the year 31-03-2016			% Change in shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	
1. Sheodutt Sanghai	179310	2.76	0	179310	2.76	0	0
2. Sushil Sanghai	268966	4.14	0	268966	4.14	0	0
3. Acolyte Infrastructure and Mining Ltd.	537931	8.28	0	497931	7.66	0	-0.62
4. Plaza Diamond Properties Pvt. Ltd.	313793	4.82	0	298293	4.59	0	-0.23
	1300000	20	0	1244500	19.15	0	-0.85

### C) Change in Promoters' Shareholding (Please specify, if there no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	1300000	20	1244500	19.15
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e. g. allotment / transfer / bonus /sweat equity etc.) 1) Acolyte Infrastructure and Mining Ltd. 6/11/2015 Market Sale 2) Plaza Diamond Properties Pvt.Ltd. 6/11/2015 Market Sales	0	0	-40000 -15500	-0.62 -0.23
	At the end of the year	1300000	20	1244500	19.15

### D) Shareholding Pattern of top ten Shareholders : (Other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For Each of the top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year				
	1. Decent Housing Pvt. Ltd.	520000	8.00	520000	8.00
	2. Gyaneshwar Infrastructure Pvt. Ltd.	480000	7.38	480000	7.38
	3. Kamal Kishore Somani	314033	4.84	212958	3.28
	4. Kishan Lal Meena	0	0	149081	2.29
	5. Edelweiss Broking Ltd.	218	0.00	112087	1.72
	6. Prabhat Financial Services Ltd.	20620	0.32	100299	1.54
	7. Natwarlal Ajmera	0	0.00	89674	1.38
	8. Jyoti Ajmera	59083	0.91	86775	1.34
	9. Indus Portfolio Pvt. Ltd.	662	0.01	85180	1.31
	10. Sarla Devi Ajmera	78798	1.21	78798	1.22
	At the end of the year	1473414	22.67	1914852	29.46

# RAJKAMAL SYNTHETICS LIMITED

## E) Shareholding of Directors and Key Managerial Personnel :

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	448276	6.90	448276	6.90
	1. Sheodutt B Sanghai - Director 2. Sushil S Sanghai - Director	179310 268966	2.76 4.14	179310 268966	2.76 4.14
	At the end of the year	448276	6.90	448276	6.90

## V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding / accrued but not due for Payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	NIL	NIL	NIL	NIL
i) Principal Amount NIL				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL

## VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

### A. Remuneration to Managing Director, Whole-time Director and / or Manager :

SN.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
		----	----	----	----	
1	<b>Gross salary</b>	NIL	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of provisions u/s 17(2) of the Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - as % of profit					
5	Other, please specify					
	Total (A)					
	Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL



**B.) REMUNERATION TO OTHER DIRECTORS -**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
<b>1</b>	<b>Independent Directors</b>					
	(a) Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	(b) Commission					
	(c) Others, please specify					
	Total (1)	NIL	NIL	NIL	NIL	NIL
<b>2</b>	<b>Other Non-Executive Directors</b>					
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify					
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B) = (1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD**

SN.	Particulars of Remuneration	Key Managerial Personnel			
		GEO	CS	CFO	Total
<b>1</b>	<b>Gross salary</b>	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of provisions u/s 17(2) of the Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
<b>2</b>	Stock Option				
<b>3</b>	Sweat Equity				
<b>4</b>	Commission - as % of profit other, specify				
<b>5</b>	Other, please specify				
	Total (C) = (1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES.**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/COURT)	Appeal made, if any (give Details)
------	------------------------------	-------------------	--	---------------------------	------------------------------------

**A. COMPANY**

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment		NIL			
Compounding		NIL			

**B. DIRECTORS**

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment		NIL			
Compounding		NIL			

**C. COMPANY**

Penalty	NIL	NIL	NIL	NIL	NIL
Punishment		NIL			
Compounding		NIL			

# RAJKAMAL SYNTHETICS LIMITED

## CORPORATE GOVERNANCE REPORT

### A. Company's Philosophy :

Rajkamal Synthetics Limited believes that for a Company to grow and maintain a Sustained level of Growth the Company must maintain Global Standards of Corporate conduct towards its Employees, Shareholders, Consumers, Investors and Society.

The Primary objective of the Company is to create and imbibe a Corporate culture of conscience and consciousness, transparency and openness towards them.

### B. Board of Directors:

#### i) Composition:

Details of Composition of the Existing Board of Directors as on 31<sup>st</sup> March, 2016 is given below :

Sr. No.	Name of Directors	Category	No. of Shares held	Attendance Particulars.		Directorship in other Company		Chairmanship/Member ship in other Public Ltd. Company
				Annual General Meeting	Board Meeting	Public Ltd.	Pvt.	
1.	Mr. Sheodutt B. Sanghai	P, NE, S, C	1,79,310	Yes	6	2	2	No
2.	Mr. Sushil S. Sanghai	P, NE, S	2,68,966	Yes	6	2	2	No
3.	Mr. Rajendra R. Nangalia	I	Nil	Yes	6	---	--	No
4.	Mr. Ashok H. Jakhotia	I	Nil	Yes	6	---	1	No
5.	Mr. Jagdish B. Ladha	I	Nil	Yes	6	---	--	No

Abbreviations:

P= Promoter, E= Executive Director, NE = Non Executive Director, I= Independent Non Executive Director.

S= Shareholder ,C= Chairman, M= Member, SI= Strategic Investor.

#### ii) Details of the Date of Board Meetings.

During the year 2015 -16, the Board of Directors met 6 times on the following dates:

29/05/2015; 23/06/2015; 12/08/2015; 30/09/2015; 07/11/2015 and 10/02/2016.

### C. COMMITTEES OF THE BOARD.

The Committee constituted by the Board as on date are mentioned below:

#### 1. AUDIT COMMITTEE.

The Audit Committee consists of the following 4 Directors of whom 3 are independent Directors as on 31-03-2015.

Mr. Ashok H. Jakhotia - Chairman  
Mr. Sheodutt B. Sanghai - Director.  
Mr. Rajendra R. Nangalia - Director.  
Mr. Jagdish B. Ladha - Director.

The Compliance Officer of the Company Mr. M. S. Yadav also acts as a Secretary to the Committee.

#### Terms of reference

The terms of reference stipulated by the Board of Directors to the Audit Committee are as laid down under Clause 49 of the Listing Agreement.

Meetings of the Audit Committee of Board of Directors were held on 29/05/2015; 12/08/2015; 07/11/2015 and 10/02/2016.

The details of Attendance of Members of the audit Committee are as follows.

Sr. No.	Name of the Member	Designation	Number of Meetings Attended (1/4/2015 to 31/3/2016)
1.	Mr. Ashok H. Jakhotia	Chairman	4
2.	Mr. Sheodutt B. Sanghai	Director	4
3.	Mr. Rajendra R. Nangalia	Director	4
4.	Mr. Jagdish B. Ladha	Director	4

#### 2. REMUNERATION COMMITTEE.

The Remuneration Committee consists of 4 Directors of whom 3 are Independent Directors as on 31-03-2016.

Mr. Jagdish B. Ladha - Chairman  
Mr. Sheodutt B. Sanghai - Director.  
Mr. Rajendra R. Nangalia - Director.  
Mr. Ashok H. Jakhotia - Director.

The Compliance Officer of the Company Mr. M. S. Yadav also acts as a Secretary to the Committee.

#### Terms of reference

To recommend payment of Remuneration to the Managing Director /Executive Director from time to time.

No Meetings of the Remuneration Committee of Board of Directors were held.

**No sitting Fees have been paid to Non Executive Directors and Independent Directors during the financial year 2015-16.**

### 3. SHARE TRANSFER AND INVESTORS GRIEVANCE COMMITTEE.

- a) The Share Transfer and Investors Grievance Committee focused on Shareholder's Grievances and strengthening of Investor relations. The functions of the Committee include specifically looking into redressal of Investors' grievances pertaining to Transfer of shares, Dematerialization of Shares, replacement of lost/ stolen/mutilated share certificates and other related issues.
- b) Composition and details of attendance of members of the Committee are as follows :

Sr. No.	Name of the Member	Designation	Number of Meetings Attended (1/4/2015 to 31/3/2016)
1.	Mr. Sheodutt B. Sanghai	Chairman	10
2.	Mr. Rajendra R. Nangalia	Director	10
3.	Mr. Jagdish B. Ladha	Director	10
4.	Mr. Ashok H. Jakhotia	Director	10

- c) Meeting of Share Transfer and Investors Grievance Committees 10 in all were held on 27/04/2015; 13/07/2015; 03/08/2015; 07/09/2015; 19/10/2015; 16/11/2015; 30/11/2015; 11/01/2016; 29/02/2016; and 28/03/2016.
- d) Number of Shareholders Complaints / requests received during the year : Nil  
During the year under review, Nil Investor's complaints / requests were received.  
All the requests received during the year under report were resolved within the time limit to the satisfaction of the Investors / Shareholders and no requests were pending as on 31st March 2016 for more than 15 days.

### 4. INDEPENDENT DIRECTORS MEETING.

The independent Directors of the Company held one Meeting on 31/03/2016 wherein all Independent Directors attended the Meeting.

### D. GENERAL BODY MEETINGS :

- (i) The details of General Meetings held in the last three years are given hereunder :

Date	Type of Meeting	Location	Time	No. of Special Resolutions
30/09/2013	Annual General Meeting	Diamond Plaza 7th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	10.30 AM	Nil
26/09/2014	Annual General Meeting	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	10.30 AM	Nil
30/09/2015	Annual General Meeting	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	11.00 AM	Nil

- (ii) Details of Special Resolutions passed in the last three years are given hereunder.

Date	Location	No. of Special Resolutions	Special Resolutions Passed
30/09/2013	Diamond Plaza 7th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	Nil	Nil
26/09/2014	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	Nil	Nil
30/09/2015	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	Nil	Nil

- (iii) During the year under report, no Resolution was passed through postal ballot.

### E. MANAGEMENT DISCUSSION AND ANALYSIS.

Management Discussion and Analysis of various businesses of the Company is separately given in the Annual Report.

### F. DISCLOSURES.

- i) There are no transactions with related parties during the year under review.
- ii) There was no non-compliance of any law or regulations (during the last three years) and hence no penalties / strictures.
- iii) Brief resume of Directors being appointed / reappointed :-

#### Mr. Sheodutt B. Sanghai

Age 81 Years  
Expertise in Specific Sales Marketing  
Qualifications Graduate  
Date of Appointment 10/04/1982.

# RAJKAMAL SYNTHETICS LIMITED

## Ms. Sukhwinder Kaur

Age 61 Years  
Expertise in Specific  
Functional areas Banking and Finance  
Qualifications Post Graduate  
Date of Appointment 30/09/2015.

## G. MEANS OF COMMUNICATION.

The Board of Directors of the Company approved and took on record the unaudited results for the quarter ended on 29-5-2015; 12-8-2015; 07-11-2015 and 10-02-2016 and forwarded the results to the Stock Exchange and published the same in The Free Press Journal ( English ) and Navshakti Mumbai edition (Hindi).

## H. GENERAL SHAREHOLDER INFORMATION.

The Next Annual General Meeting of the Company shall be held on :- Friday the 29th September, 2016.

- Venue: Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.
- Date of Book Closure :- From : Saturday, the 24th September, 2016. To : Thursday, the 29th September, 2016.
- Dividend Payment date : No dividend has been declared by the Company for the financial year 2015-16.
- Listing on Stock Exchanges and Codes  
The securities of the Company are listed on The Bombay Stock Exchange (Scrip Code - 514028.) Demat code - ISIN INE 376L01013.
- Market Price Data : High - Low Quotations on Bombay Stock Exchange Limited Mumbai, during each month from April 1, 2015 to March 31, 2016 is as follows:

Month	Market Price		Sensex	
	High Price	Low Price	High	Low
April - 2015	11.10	10.05	29094.61	26897.54
May - 2015	10.69	9.89	28071.16	26423.99
June - 2015	12.49	8.80	27968.75	26307.07
July - 2015	9.49	8.88	28578.33	27416.39
Aug - 2015	9.70	8.80	28417.59	25298.42
Sept - 2015	10.00	9.00	26471.82	24833.54
Oct - 2015	11.25	9.00	27618.14	26168.71
Nov - 2015	11.30	9.40	26824.30	25451.42
Dec - 2015	11.50	9.90	26256.42	24867.73
Jan - 2016	10.60	9.85	26197.27	23839.76
Feb - 2016	10.12	9.50	25002.32	22494.61
Mar - 2016	11.80	9.85	25479.62	23133.18

- The Transfers of the Company's shares are being done by **Satellite Corporate Services Pvt. Ltd.**, the R and T Agents, having their address at : B - 302, Sony Apartment, Opp. St. Jude's High School, Jari - Mari, Saki Naka, Mumbai - 400 072. Tel. : 022-2852 0461/2.

**Contact Person : Mr. Michael Monteiro – Director,**

- Distribution of Shareholding of Equity Shares as on 31<sup>st</sup> March, 2016 is as follows:

Shareholding of Nominal Value Rs.	Total Holders (In Nos)		No. of Shares In Rs.	% of Total
		% of Total		
1 - 5000	6078	98.21	1460596	22.47
5001 - 10000	34	0.55	252768	3.89
10001 - 20000	32	0.52	478773	7.37
20001 - 30000	10	0.16	265341	4.08
30001 - 40000	13	0.21	447840	6.89
40001 - 50000	03	0.04	135185	2.08
50001 -100000	09	0.15	640572	9.85
100001 and above.	10	0.16	2818925	43.37
Total	6289	100.00	6500000	100.00

- 5494178 Equity Shares constituting 84.53 % of the Share Capital are in dematerialized form as on 31/03/2016.

ix) **Address for Correspondence** : 401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400 004.

x) E-mail : ashok@seantometal.com • website : www.rajkamalsynthetics.com

## DECLARATION :

In terms of the requirements of the Part D of SEBI (Listing Obligations & Disclosure requirements) Regulations 2015, this is to confirm that all the Members of the Board of Directors have affirmed their compliance with the Code of Conduct of the Board of Directors for the year ended 31st March, 2016.

Place : Mumbai  
Dated : 25th May, 2016

**SHEODUTT B. SANGHAI**  
CHAIRMAN AND MANAGING DIRECTOR  
(DIN-00048733)

# 35TH ANNUAL REPORT 2015-2016

## Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31-03-2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
RAJKAMAL SYNTHETICS LIMITED  
Mumbai.

I have conducted the Secretarial Audit of the Compliance of Applicable Statutory Provision and the adherence to Good Corporate Practices by RAJKAMAL SYNTHETICS LIMITED, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate conducts / Statutory Compliance and expressing my opinion thereon.

Based on my verification of Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit period covering the Financial year ended on 31st March, 2016 complied with the Statutory Provisions listed hereunder and also that the Company has proper Board processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial year ended on 31st March, 2016 according to the Provisions of :

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) **The following Regulation and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-**
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) **Other laws applicable specifically to the Company are as per Annexure A.**

I have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board (LODR) Regulations, 2015, entered into by the Company with BSE Ltd.;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations.

The Company did not have during the year under Review :

- A) An Executive Director and CEO for the Company for the Financial Year ended 31/03/2016 and
- B) A Qualified Compliance Officer for the Company during for the Financial Year ended 31/03/2016.

**I further report that :**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least Seven days in Advance, and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting Members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws rules, regulations and guidelines.

**I further report that** during the audit period the Company has not undertaken any :

- i. Public/Right/Preferential issue of shares/debentures/sweat equity, etc. during the year under review.
- ii. Redemption/buy-back of securities during the year under review.
- iii. Major decisions taken by the Company as per powers given to them by Members in pursuance to section 180 of the Companies Act, 2013 are within the Limits laid down and are complied as per Rules and Regulations laid down under the Companies Act, 2013.
- iv. No Merger/amalgamation/reconstruction, etc have been undertaken during the year under review.
- v. There has been No Foreign technical collaboration during the year under review.

For **A. L. Makhija & Co-Company Secretaries,**  
**A. L. Makhija Proprietor**  
ACS No. 5087  
C.P. No. 3410

Place : Mumbai  
Dated : 25th May, 2016

# RAJKAMAL SYNTHETICS LIMITED

---

## ANNEXURE A :

The other laws applicable specifically to the Company are as follows :

- a) Bombay Industrial Relations Act, 1946;
- b) Industrial Employment (Standing Orders) Act, 1946;
- c) Weekly Holidays Act, 1942;
- d) Employment Exchanges ( Compulsory Notification of Vacancies) Act, 1959;
- e) Employment Exchange ( Compulsory Notification of Vacancies) Act, 1976;
- f) Income Tax Act, 1961;
- g) Indian Penal Code;
- h) Indian Stamp Act, 1899 read along with State Stamps Act,;
- i) Limitation Act, 1963;
- j) Negotiable Instrument Act,1881;
- k) Prevention of Money Laundering Act, 2002;
- l) Reserve Bank of India Act 1934 and
- m) Shops and Establishments Act,

For **A. L. Makhija & Co-Company Secretaries,**  
**A. L. Makhija Proprietor**

ACS No. 5087  
C.P. No. 3410

Place : Mumbai

Dated : 25th May, 2016

---

## Certificate on Compliance of Conditions of Corporate Governance.

TO THE MEMBERS OF RAJKAMAL SYNTHETICS LIMITED.

We have examined the compliance of conditions of Corporate Governance by Rajkamal Synthetics Limited, for the year ended on 31st March, 2016.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation there of, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations as given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 27 of the above mentioned Listing Regulation.

We state that in respect of investor's grievance received during the year ended ended on 31st March, 2016, the Registrar and Share Transfer Agents of the Company have certified that as at 31st March, 2016, there were no investor's grievances remaining unattended / pending for more than 15 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **A. L. Makhija & Co.-Company Secretaries**

**A. L. Makhija**

Practising Company Secretary,  
Membership No. 5087  
C.P. No. 3410,

Place : Mumbai

Dated : 25th May, 2016

# 35TH ANNUAL REPORT 2015-2016

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF M/S. RAJKAMAL SYNTHETICS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of M/S. RAJKAMAL SYNTHETICS LIMITED, ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation presentation of the financial statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material mis-statements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that, the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016 and its loss and its cash flows for the year ended on that date.

### Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 and on the basis of such checks of the books and record of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure 1", a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by the Section 143(3) of the Act, we report that :
  - (a) We have sought and obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the Books of Account.
  - (d) In our opinion, the aforesaid financial Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us.
    - i. The Company does not have any pending litigation which would impact its financial position.
    - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For N. K. JALAN & CO.**  
Chartered Accountants  
Firm Reg. No. : 104019 W  
**CA N K JALAN**  
PROPRIETOR  
Mem. No. 011878

Place : Mumbai  
Date : 25th May, 2016

# RAJKAMAL SYNTHETICS LIMITED

## ANNEXURE 1 TO THE INDEPENDENT AUDITORS'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its Fixed Assets :  
The Company is not having any fixed assets. Therefore provisions of sub-clause (a), (b) and (c) of clause (i) of paragraph 3 of the order are not applicable to the Company.
- (ii) In respect of its Inventories :  
The Company is not carrying on any manufacturing or trading activity. Therefore provisions of clause (ii) of paragraph 3 of the order are not applicable to the Company.
- (iii) As informed the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act, Therefore, provisions of sub clause (a), (b) and (c) of clause (iii) of paragraph 3 of the order are not applicable to the Company.
- (iv) As per the information and explanations given to us in respect of loans, investments and securities, the Company has complied with the provisions of Section 185 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Section 73 to 76 of the Act and the rules framed there under. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) As per the information and explanations given to us, in respect of the class of industry in which Company falls, the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not application to the Company.
- (vii) In respect of statutory dues :  
(a) The company is regular in depositing with appropriate authority undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of above dues were in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no dues of income-tax, or sales tax, or or service tax, or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has not taken loan from any financial institution, bank and government or has no dues to debenture holders. Therefore, the provisions of clause (viii) of paragraph 3 of the Order are not applicable to the Company.
- (ix) The company has neither raised money by way of public issue offer nor has obtained any term loans. Therefore, provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) The company has not paid/provided managerial remuneration. Therefore question of obtaining approvals mandated by the provision of section 197 read with schedule V to the Act does not arise.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) As per the information and explanation given to us, the company has not entered into any transaction with the related parties. Therefore question of compliance with Section 177 and 188 of Act and their disclosure does not arise.
- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.
- (xv) The company has not entered into any non-cash transaction with directors or persons connected with him. Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) As per the information and explanation given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For N. K. JALAN & CO.**

Chartered Accountants

Firm Reg. No. : 104019 W

**CA N K JALAN**

PROPRIETOR

Mem. No. 011878

Place : Mumbai

Date : 25th May, 2016



## ANNEXURE 2 TO THE INDEPENDENT AUDITORS'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited internal financial controls of RAJKAMAL SYNTHETICS LIMITED ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

**For N. K. JALAN & CO.**

Chartered Accountants

Firm Reg. No. : 104019 W

**CA N K JALAN**

PROPRIETOR

Mem. No. 011878

Place : Mumbai

Date : 25th May, 2016

# RAJKAMAL SYNTHETICS LIMITED

## RAJKAMAL SYNTHETICS LIMITED Balance Sheet as at 31st March, 2016

Particulars	NOTE NO.	As at 31st March, 2016	As at 31st March, 2015
		₹	₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	2	65,000,000	65,000,000
(b) Reserves and Surplus	3	(56,376,213)	(55,605,303)
<b>2 Non-current liabilities</b>			
(a) Long - Term Borrowings		---	---
<b>3 Current Liabilities</b>			
(a) Other Current Liabilities	4	851,777	182,279
(b) Short - Term Provisions	5	----	107,328
<b>TOTAL</b>		<b>9,484,564</b>	<b>9,684,304</b>
<b>B ASSETS</b>			
<b>Non current assets</b>			
(a) Fixed assets			
(i) Tangible assets		---	---
(ii) Intangible assets		---	---
(b) Non-current investment	6	9,167,002	7,744,000
<b>Current Assets</b>			
(a) Current Investment	7	---	1,705,527
(b) Cash and Bank Balances	8	294,966	96,982
(c) Short Term Loans & Advances	9	22,596	137,795
<b>Notes To Balance Sheet and Statement of Profit and Loss</b>	<b>1 to 18</b>		
<b>TOTAL</b>		<b>9,484,564</b>	<b>9,684,304</b>

As per our report of Even Date

**For N. K. JALAN & CO.**

Chartered Accountants

Firm Reg. No. : 104019 W

**CA N K JALAN**

PROPRIETOR

Mem. No. 011878

Place : Mumbai

Date : 25th May, 2016

**For RAJKAMAL SYNTHETICS LIMITED**

**Sheodutt Sanghai**

Director

(DIN-00048733)

**Sushil Sanghai**

Director

(DIN-00048872)

**Rajendra Nangalia**

Director

(DIN-02118755)

# 35TH ANNUAL REPORT 2015-2016

## RAJKAMAL SYNTHETICS LIMITED Statement of Profit & Loss for the year ended on 31st March, 2016

			For the year ended 31st March 2016 ₹	For the year ended 31st March 2015 ₹
<b>A CONTINUING OPERATIONS</b>				
1 Revenue from operations (gross)			--	--
Less : Excise Duty			--	--
Revenue from operations (net)			--	--
2 Other Income	10		1,104,764	122,374
<b>3 Total Revenue (1+2)</b>			<b>1,104,764</b>	<b>122,374</b>
<b>4 Expenses</b>				
(a) Purchases of stock-in-trade			---	---
(b) Cost of Materials Consumed			---	---
(c) Change in inventories of Finished Goods, WIP and Stock-in-trade			---	---
(d) Employee benefits expenses	11		182,730	178,972
(e) Finance Cost			---	---
(f) Depreciation and amortisation expense			---	---
(g) Other Expenses	12		1,676,126	616,798
<b>Total Expenses</b>			<b>1,858,856</b>	<b>795,770</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3-4)</b>			(754,092)	(673,396)
<b>6 Exceptional items</b>			---	---
<b>7 Profit / (Loss) before exceptional extraordinary items and tax (5-6)</b>			(754,092)	(673,396)
<b>8 Extraordinary items</b>			---	---
<b>9 Profit Before Tax (7-8)</b>			(754,092)	(673,396)
<b>10 Tax Expense:</b>				
(a) Current Tax			----	---
(b) Deferred tax liability/ (asset)			----	---
<b>11 Profit / (Loss) from continuing operations</b>			(754,092)	(673,396)
<b>12 Profit / (Loss) from discontinuing operations</b>			---	---
<b>13 Profit / (Loss) for the year</b>			<b>(754,092)</b>	<b>(673,396)</b>
<b>Notes to Balance Sheet and Statement of Profit and Loss</b>	<b>1 to 18</b>			
			<b>For the year ended 31st March 2016 ₹</b>	<b>For the year ended 31st March 2015 ₹</b>
<b>14 Earning per share (of ` 10/- each):</b>	<b>14</b>			
(a) Basic				
(i) Continuing operations			(0.12)	(0.10)
(ii) Total Operations			(0.12)	(0.10)
(b) Diluted				
(i) Continuing operations			(0.12)	(0.10)
(ii) Total Operations			(0.12)	(0.10)

As per our report of Even Date

**For N. K. JALAN & CO.**

Chartered Accountants

Firm Reg. No. : 104019 W

**CA N K JALAN**

PROPRIETOR

Mem. No. 011878

Place : Mumbai

Date : 25th May, 2016

**For RAJKAMAL SYNTHETICS LIMITED**

**Sheodutt Sanghai**

Director  
(DIN-00048733)

**Sushil Sanghai**

Director  
(DIN-00048872)

**Rajendra Nangalia**

Director  
(DIN-02118755)

# RAJKAMAL SYNTHETICS LIMITED

## RAJKAMAL SYNTHETICS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	For the year ended 31st March 2016 ₹	For the year ended 31st March 2015 ₹
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	(754,092)	(673,396)
Adjustments for	---	---
Depreciation and amortisation expense	---	---
Interest	---	---
Speculation Profit	(10,350)	---
Long Term Capital Gain	(812,606)	---
Short Term Capital Gain	811,823	---
Dividend	(3,980)	(89,600)
Profit on Sale of Investments	(277,828)	(30,527)
Operating Profit before Working Capital Changes	(1,047,033)	(793,523)
<b>Changes in Assets and Liabilities</b>	---	---
Increase / (Decrease) in Trade Payables	---	---
Increase / (Decrease) in Other Current Liabilities	669,498	84,242
Increase / (Decrease) in Short Term Loans & Advance	(6,397)	---
<b>Cash Generated From Operations</b>	(383,932)	(709,281)
Income taxes paid	(6,450)	(8,171)
<b>NET CASH FLOW FROM (USED IN) OPERATING ACTIVITIES</b>	(377,482)	(717,452)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Sale of Investment	9,074,374	625,000
Purchase of Investment	(8,502,888)	---
Interest and dividend received	3,980	89,600
<b>NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES</b>	575,466	714,600
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Unsecured Loan Repaid	----	----
Increase in Capital	----	----
Payment to Debenture Holders	----	----
Loan Repaid to Director	----	----
Capital Receipts Remission on Debentures	----	----
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	----	----
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	197,985	(2,852)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	96,982	99,834
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	294,966	96,982

As per our report of Even Date

**For N. K. JALAN & CO.**

Chartered Accountants

Firm Reg. No. : 104019 W

**CA N K JALAN**

PROPRIETOR

Mem. No. 011878

Place : Mumbai

Date : 25th May, 2016

**For RAJKAMAL SYNTHETICS LIMITED**

**Sheodutt Sanghai**

Director  
(DIN-00048733)

**Sushil Sanghai**

Director  
(DIN-00048872)

**Rajendra Nangalia**

Director  
(DIN-02118755)

## RAJKAMAL SYNTHETICS LIMITED

### Accompanying notes to the financial statements for the year ended on 31st March, 2016

#### 1. SIGNIFICANT ACCOUNTING POLICIES :

##### (i) Basis of Preparation of financial Statements :

The financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards notified under 133 of the Companies Act, 2013 read together with Rules 7 of the Companies (Accounts) Rules, 2014, the provisions of the Companies Act, 2013 and guide lines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use or different accounting policy is required by status.

##### (ii) Use of Estimates :

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumption to be made. That affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized.

##### (iii) Revenue Recognition :

Sales are recognized, net of returns and trade discounts, on dispatch of goods to Customers.

Interest income is recognized on time proportion basis. Dividend income is recognized on receipt basis.

##### (iv) Investments :

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investments and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

##### (v) Taxes on Income :

a) Provision for current tax, if any is computed in accordance with the relevant tax regulations.

b) Deferred tax is recognized for all timing differences between accounting income and taxable income and is quantified using enacted/substantially enacted tax rates as at the balance sheet date.

##### (vi) Foreign Exchange Transaction :

Transactions entered into and concluded during the year in foreign currency are recorded at the actual exchange rates prevailing at the time of conclusion of transactions. In respect of transaction covered by forward exchange contracts, the difference between the forward rate and the exchange rate on the date of transaction recognized as income or expenses over the life of the contracts. Outstanding assets and liabilities at the year end are converted into Indian rupees as per FEDAI rate of exchange prevalent on the said date. Exchange rate Difference arising out of subsequent settlements is dealt in the Profit & Loss Accounts.

##### (vii) Employee Retirement Benefits :

There is no defined contribution scheme prevailing in the Company.

##### (viii) Provisions and Contingent Liabilities :

a. Provisions are recognized in terms of Accounting Standard 29-"Provisions, Contingent Liabilities and Contingent Assets issued by The Institute of Chartered Accountants of India (ICAI), when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

b. Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

c. Contingent Liabilities are disclosed by way of notes.

# RAJKAMAL SYNTHETICS LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2016

### NOTE 2 : - Share Capital

Particulars	As at 31st March 2016		As at 31st March 2015	
	Number of Shares	₹	Number of Shares	₹
(a) Authorised Equity Shares of ₹ 10 each	7,000,000	70,000,000	7,000,000	70,000,000
(b) Issued Equity shares of ₹ 10 each	6,500,000	65,000,000	6,500,000	65,000,000
(c) Subscribed and fully paid up Equity Shares of ₹ 10 each	6,500,000	65,000,000	6,500,000	65,000,000
<b>Total</b>	<b>6,500,000</b>	<b>65,000,000</b>	<b>6,500,000</b>	<b>65,000,000</b>

Details of shares held by each shareholder holding more than 5% shares.

Class of Shares / Name of Shareholder	As at 31st March 2016		As at 31st March 2015	
	Number of Shares held	% holding in that class of shares	Number of Shares held	% holding in that class of shares
Acolyte Infrastructure & Mining Ltd.	497,931	7.66	537,931	8.28
Plaza Diamond Properties P. Ltd.	298,293	4.59	313,793	4.83
Gyaneshwar Infrastructure P. Ltd.	480,000	7.38	480,000	7.38
Decent Housing Pvt. Ltd.	520,000	8.00	520,000	8.00

The company has only one class of shares referred to as Equity shares having a par value of ₹ 10/- each and holder of equity share is entitled to one vote per share.

### Note 3 : Reserves and Surplus

Particulars	As at 31st March 2016	As at 31st March 2016
	₹	₹
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	(55,605,303)	(54,931,907)
Add : Profit / (Loss) for the year	(754,092)	(673,396)
Add (Less) : Tax adjustments relating to prior years	(7,818)	---
Closing Balance	<b>(56,367,213)</b>	<b>(55,605,303)</b>
<b>Total</b>	<b>(56,367,213)</b>	<b>(55,605,303)</b>

### Note 4 : Other Current Liabilities :

Particulars	As at 31 March 2016	As at 31 March 2015
	₹	₹
(i) Duties & Taxes	3,544	12,726
(ii) Creditors for Expenses	176,516	169,553
(iii) Other Payables	671,717	---
<b>Total</b>	<b>851,777</b>	<b>182,279</b>

### Note 5 : Short Term Provisions

Particulars	As at 31 March 2016	As at 31 March 2015
	₹	₹
Provision for Tax :		
F. Y. 12-13	---	99,082
F. Y. 13-14	---	8,246
<b>Total</b>	<b>---</b>	<b>107,328</b>

### Note 6 : Non current Investment

Particulars	As at 31st March 2016			As at 31st March 2015		
	Quoted ₹	Unquoted ₹	Total ₹	Quoted ₹	Unquoted ₹	Total ₹
Investment in equity instrument						
(i) Investment in other companies						
Agarwal Industrial Corporation Limited (64,880 (P. Y. 64,000) shares of Rs. 10 each, fully paid)	8,285,632	---	8,285,632	7,744,000	---	7,744,000
Man Intraconstruction Ltd. (2,000 (P. Y. 0) shares of Rs. 2 each, fully paid)	92,322	---	92,322	---	---	---
Patidar Buildcon Limited. (44,125 (P. Y. 0) shares of Rs. 10 each, fully paid)	789,048	---	789,048	---	---	---
<b>Total</b>	<b>9,167,002</b>	<b>---</b>	<b>9,167,002</b>	<b>7,744,000</b>	<b>---</b>	<b>7,744,000</b>

The Market Value of the aforesaid investment is Rs. 8,949,612/- as on 31/03/2016.

### Note 7 : Current Investments

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Investment in mutual fund		
(i) Axis Liquid Funds (NIL (P. Y. 1053.042 units)	---	1,705,527
<b>Total</b>	<b>---</b>	<b>1,705,527</b>

## 35TH ANNUAL REPORT 2015-2016

### Note 8 : Cash and Bank Balances :

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(a) Cash and Cash equivalents (i) Cash in Hand	13,891	2,548
(b) Balances with Banks (i) In current accounts	281,075	94,434
<b>Total</b>	<b>294,966</b>	<b>96,982</b>

### Note 9 : Short Term Loans & Advances

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(i) Advance Recoverable in cash or in kind or for value to be received	6,397	----
(ii) Payment of Taxes	16,199	137,795
<b>Total</b>	<b>22,596</b>	<b>137,795</b>

### Note 10 : Other Income

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Dividend	3,980	89,600
Income from Axis Liquid Fund	277,828	30,527
Long Term Capital Gain	812,606	---
Speculation Profit	10,350	---
Misc. Income	---	2,247
<b>Total</b>	<b>1,104,764</b>	<b>122,374</b>

### Note 11 : Employee benefit expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Bonus & Leave Salary	26,000	26,000
Salary	156,000	151,123
Staff Welfare	730	1,849
<b>Total</b>	<b>182,730</b>	<b>178,972</b>

### Note 12 : Other expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Audit Fees	34,350	33,708
Advertisement & Publicity	43,901	51,961
Printing and Stationery	72,280	61,472
Postage & Courier	157,880	118,188
Misc. Expenses	49,690	7,450
Legal & Professional Fees	120,980	68,000
Listing Fees	224,720	112,360
Depository Charges	51,526	33,708
Rates & Taxes	2,500	16,440
Filing fees	9,835	10,974
Short Term Capital Loss	811,823	---
Web Designing & Maintenance charges	8,877	3,315
Share Record Maintenance Charges	82,064	84,170
E-Voting Charges	5,700	15,052
<b>Total</b>	<b>1,676,126</b>	<b>616,798</b>

### Notes : (i)

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(i) Payment to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - Statutory Audit	28,625	28,090
For other matters	5,725	5,618
<b>Total</b>	<b>34,350</b>	<b>33,708</b>

# RAJKAMAL SYNTHETICS LIMITED

## Note 13 : Related Party Transactions

### a) List of Related Parties :

#### Key Management Personnel (KMP)

Mr. Sushil Sanghai Director  
Mr. Sheodutt Sanghai Director  
Mr. Rajendra Nangalia Director

#### Other Related Party (Enterprise Owned or significantly Influenced by Key Management Personnel)

1. Provincial Housing & Property Ltd.
2. Cipolin Investments Pvt. Ltd.
3. Elitex Pvt. Ltd.
4. Goenka & Sanghai International Education LLP
5. Vishnuhari Export
6. R. B. Overseas Pvt Ltd.
7. Acolyte Infrastructure & Mining Ltd.
8. Plaza Diamond Properties Pvt. Ltd.
9. Rajendra Enterprises (prop.)
10. Brejeshwari Trading & Investment Limited
11. Fresh India Orgenics LLP

## Note 14 : Earning Per Share :

Particulars	Amount in ₹ 2015 - 16	Amount in ₹ 2014- 15
Profit / (Loss) available after tax and adjustment	(754,092)	(673,396)
No. of equity shares	6,500,000	6,500,000
Earning per share	(0.12)	(0.10)

## Note 15 : Foreign Currency :

Expenses in foreign currency NIL (P. Y. NIL)  
Earning in foreign currency NIL (P. Y. NIL)

**Note 16 : The company has no outstanding dues to small scale industrial undertakings as on 31st March, 2016.**

**Note 17 : During the year, the company has not carried on more than one activity. Therefore Segment Reporting as per AS 17 is not applicable to the company.**

**Note 18 : Previous year's figures have been regrouped / rearranged wherever necessary, so as to make them comparable with those of the current year.**

As per our report of Even Date

**For N. K. JALAN & CO.**

Chartered Accountants  
Firm Reg. No. : 104019 W

**CAN K JALAN**

PROPRIETOR  
Mem. No. 011878

Place : Mumbai

Date : 25th May, 2016

**For RAJKAMAL SYNTHETICS LIMITED**

**Sheodutt Sanghai**  
Director  
(DIN-00048733)

**Sushil Sanghai**  
Director  
(DIN-00048872)

**Rajendra Nangalia**  
Director  
(DIN-02118755)



**RAJKAMAL SYNTHETICS LIMITED**

**CIN : L17111MH1981PLC024344**

Regd. Office : 401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400 004.

**ATTENDANCE SLIP**

To be handed over at the Entrance of the Meeting Hall.

Name of the attending Member (In Block Letters)	Member's Registered Folio Number
--	-------------------------------------

---

Name of Proxy (in Block Letters)  
(To be filled in by the Proxy who attends instead of the Member)

No. of Shares held \_\_\_\_\_

I hereby record my presence at the 35th Annual General Meeting at Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400 004 on Thursday , 29 September, 2016 at 11.00 a. m.

\_\_\_\_\_  
( Member's / Proxy's Signature )

(To be signed at the time of handing over his / her slip)

**RAJKAMAL SYNTHETICS LIMITED**

**CIN : L17111MH1981PLC024344**

Regd. Office : 401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400 004.

Website : www.rajkamalsynthetics.com

**PROXY FORM**

**Form No MGT - II**

Name of the Member	:	
Registered. Address	:	
E-mail ID	:	
Folio / DP ID-Client ID No.	:	

I/We being the Member (s) of \_\_\_\_\_ Shares of the above named Company hereby appoint :

(1) Name \_\_\_\_\_ Address \_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

(2) Name \_\_\_\_\_ Address \_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_

Cut Here

As my / our Proxy to attend for me / us and on my / our behalf at the 35th Annual General Meeting of the Company to be held on Thursday the 29th September, 2016 at 11.00 a.m. at 5th floor, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai-400004 and at any adjournment thereof in respect of such resolution as are indicated below :-

Res. No.	Resolution	FOR	AGAINST
1.	Adoption of Financial Statements for the Year Ended 31st March, 2016.		
2.	Re-appointment of Shri Sheodutt B. Sanghai retires by rotation.		
3.	Appointment of Additional Director Ms. Sukhwinder Kaur as Independent Women Director.		
4.	<b>Change of Auditors and Appointment of M/s. Rao &amp; Co., Chartered Accountants as Statutory Auditors for a period of 5 years commencing from 1st April 2016 till 31st March 2021 subject to Ractification of their appointment at each Annual General Meeting as Auditors and fixing their remuneration</b>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

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 (Forty Eight) hours before the commencement of the Meeting.
2. For the Resolutions and Notes, please refer to the Notice of the 35th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate Column against any or all Resolutions indicated in the Box. If you leave the "For" of "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he or she thinks appropriate.
4. Please complete all the details including details of the Member(s) in above Box before submission.

PRINTED MATTER

*If undelivered please return to :*

**SATELLITE CORPORATE SERVICES PVT. LTD.  
(Unit - RAJKAMAL SYNTHETICS LTD.)**

B-302, Sony Apartment, Opp. St. Jude's High School,  
Off Andheri Kurla Road, Jarimari, Sakinaka,  
Mumbai-400072. Tel. : 28520461/62