

## **ERRATA.**

This is to inform you that due to printing errors in the Notice convening the Annual General Meeting of the Company, the Date of Annual General Meeting either wrongly mentioned and / or omitted. The Corrected Notice of the Annual General Meeting Scheduled to be held on Saturday the 29th September, 2012 at 10.30 a.m. at Diamond Plaza, 7th Floor, 391, Dr. D. B. Marg, Mumbai-400004, is being reproduced below and is being send to the Members of the Company by way of abundant caution and good Corporate Practice :

### **RAJKAMAL SYNTHETICS LIMITED NOTICE**

NOTICE is hereby given that the 31st ANNUAL GENERAL MEETING of the members of RAJKAMAL SYNTHETICS LIMITED will be held at Diamond Plaza, 7th Floor, 391, Dr. D. B. Marg, Mumbai – 400 004 on Saturday, the 29th September, 2012 at 10.30 a.m. to transact the following business :

#### **ORDINARY BUSINESS.**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit and Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajendra R. Nangalia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors Messers N. K. Jalan & Co. (Reg. No. 104019W) as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of Next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

#### **SPECIAL BUSINESS.**

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :  
“RESOLVED THAT in accordance with the provisions of Section 260 of the Companies Act, 1956 and any other applicable provisions, if any Shri Ashok Kumar H. Jakhotia who was appointed as an Additional Director of the Company by the Board of Directors on 25 / 01 / 2012 and who hold office under Section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under Section 257 of the Companies Act, 1956 from a member proposing the candidature of Mr. Ashok Kumar H. Jakhotia for the office of the Director, be and is hereby elected and appointed as a Director of the Company and who shall be subject to retire by rotation.”
5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :  
“RESOLVED THAT in accordance with the provisions of Section 260 of the Companies Act, 1956 and any other applicable provisions, if any Shri Jagdish B. Ladha who was appointed as an Additional Director of the Company by the Board of Directors on 25/01/2012 and who hold office under Section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing under of Section 257 of the Companies Act, 1956 from a member proposing the candidature of Mr. Jagdish B. Ladha for the office of the Director, be and is hereby elected and appointed as a Director of the Company and who shall be subject to retire by rotation.”

Diamond Plaza,  
391, Dr.D.B.Marg,  
Mumbai – 400 004.  
Dated : 7th August,2012.

BY ORDER OF THE BOARD OF DIRECTORS  
SD/-  
(SHEODUTT SANGHAI)  
CHAIRMAN AND MANAGING DIRECTOR

**BOOK POST**  
**PRINTED MATTER**

*If undelivered please return to :*

**SATELLITE CORPORATE SERVICES PVT. LTD.**

**(Unit - RAJKAMAL SYNTHETICS LTD.)**

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

**RAJKAMAL**  
**SYNTHETICS LIMITED**

**ISIN NO. INE 376L01013**

**31st Annual Report**  
**2011-2012**

# RAJKAMAL SYNTHETICS LIMITED

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## BOARD OF DIRECTORS

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

## BANKERS

Citi Bank N.A.

## AUDITOR

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

## REGISTERED OFFICE

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

## REGISTRAR AND SHARE TRANSFER AGENT

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

31st Annual General Meeting  
on 29th September, 2012  
Saturday, 10.30 A. M. at  
**DIAMOND PLAZA**  
7th 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.

## RAJKAMAL SYNTHETICS LIMITED NOTICE

NOTICE is hereby given that THE 31<sup>st</sup> ANNUAL GENERAL MEETING of the members of RAJKAMAL SYNTHETICS LIMITED will be held at Diamond Plaza, 7<sup>TH</sup> Floor, 391, Dr. D. B. Marg, Mumbai – 400 004 on the September, 2012 at 10.30 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, 2012 and Profit and Loss Account for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajendra R Nangalia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS.

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT in accordance with the provisions of Section 260 of the Companies Act, 1956 and any other applicable provisions, if any Shri Ashok Kumar H. Jakhotia who was appointed as an Additional Director of the Company by the Board of Directors on 25/01/2012 and who hold office under Section 260 of the Companies Act, 1956 on up to the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing along with a Deposit of Rs. 500/- in terms of Section 257 of the Companies Act, 1956 from a member proposing the candidature of Shri Ashok Kumar H Jakhotia for the office of the Director, be and is hereby elected and appointed as a Director of the Company and who shall be subject to retire by rotation.
5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT in accordance with the provisions of Section 260 of the Companies Act, 1956 and any other applicable provisions, if any Shri Jagdish B. Ladha who was appointed as an Additional Director of the Company by the Board of Directors on 25/01/2012 and who hold office under Section 260 of the Companies Act, 1956 on up to the date of this Annual General Meeting and in respect of whom, the Company has received a Notice in writing along with a Deposit of Rs 500/- in terms of Section 257 of the Companies Act, 1956 from a member proposing the candidature of Shri Jagdish B Ladha for the office of the Director, be and is hereby elected and appointed as a Director of the Company and who shall be subject to retire by rotation.

Diamond Plaza,  
391, Dr.D.B.Marg,  
Mumbai – 400 004.  
Dated : August, 2012.

BY ORDER OF THE BOARD OF DIRECTORS  
SD/-  
(SHEODUTT SANGHAI)  
CHAIRMAN AND MANAGING DIRECTOR

### 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. Proxies in order to be effective must be received by the Company at the Registered Office not less than 48 hours before the meeting.
3. The Register of members and Share Transfer Books of the Company will remain closed from Monday the 24th September, 2012 to Saturday, the 29th September, 2012 (Both days inclusive)
4. Members / Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
6. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act is annexed herewith.
7. Members who wish to obtain information on the Company may send their queries at least 10 days before the Annual General Meeting to the Company at its Registered Office of the Company.
8. Members are requested to notify change in Address, if any immediately to the Company or its 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.
9. Pursuant to the requirements of the Listing Agreement of Stock Exchange on Corporate Governance, the information about the Directors proposed to be appointed / re-appointed is given in the Annexure to the Notice.
10. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for the appointment of the Directors / re - appointment of the Retiring Directors, a statement containing details of the Concerned Director is given below.
11. As per the provisions of Section 205 C and any other applicable provisions, if any of the Companies Act, 1956 the amount of Unclaimed Debenture payment of Rs. 3,37,680/- is lying unpaid or unclaimed. This to be transferred Investor Education and Protection Fund (IEPF). During the Current Financial Year, the Company will be required to transfer to IEPF, the unclaimed Debenture payment of 141 Debenture holders as on date to IEPF. Debenture Holders who have not claimed their Debenture dues are therefore requested to make their claims to Company within 6 months from the date of Final Notice to claim their dues.

# RAJKAMAL SYNTHETICS LIMITED

## ANNEXURE TO THE NOTICE

Details of the Directors seeking Appointment / Re-appointment in Forthcoming Annual General Meeting.

Name of the Director.	Mr. Rajendra R. Nangalia
Age	52 years
Date of Appointment	17/06/1997
Expertise in Specific functional Areas	Marketing
Qualifications	B. Com.
List of Companies in which Outside Directorship held as On 7th August, 2012 (Excluding Private Companies.)	Nil
Chairman/Member of the Committees of the Boards of	Nil
The Other Companies in which he is a Director as on 7th August, 2012	

Name of the Director.	Mr. Ashok Kumar Hukamichand Jakhotia
Age	52 years
Date of Appointment	25/01/2012
Expertise in Specific functional Areas	Accounts and Finance
Qualifications	M. Com.
List of Companies in which Outside Directorship held as On 7th August, 2012 (excluding Private Companies.)	Nil
Chairman/Member of the Committees of the Boards of	Nil
The Other Companies in which he is a Director as on 7th August, 2012	

Name of the Director.	Mr. Jagdish Bhagirath Ladha
Age	50 years
Date of Appointment	25/01/2012
Expertise in Specific functional Areas	Accounts and Finance
Qualifications	B. Com.
List of Companies in which Outside Directorship held as On 7th August, 2012 (excluding Private Companies.)	Nil
Chairman/Member of the Committees of the Boards of	Nil
The Other Companies in which he is a Director as on 7th August, 2012	

## ANNEXURE TO THE NOTICE

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT,1956.**

#### **ITEM NO.4.**

Shri Ashok Kumar H. Jakhotia was appointed as Additional Director of the Company w.e.f. 25/01/2012 and who holds the Office up to the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956.

Notice U/s. 257 of the said Act, has been received from Member signifying his intention to propose the Name of Shri Ashok Kumar H. Jakhotia for appointment as a Director of the Company. Shri Ashok Kumar H. Jakhotia has already filed his consent to Act, as a Director with the Company.

Your Directors recommend the approval of Proposed Resolution by the Members.

None of the Directors of the Company are interested in the Resolution.

#### **ITEM NO.5.**

Shri Jagdish B. Ladha was appointed as Additional Director of the Company w.e.f. 25/01/2012 and holds the Office up to the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956.

Notice U/s. 257 of the said Act, has been received from Member signifying his intention to propose the Name of Shri Jagdish B. Ladha for appointment as a Director of the Company. Shri Jagdish B. Ladha has already filed his consent to Act, as a Director with the Company.

Your Directors recommend the approval of Proposed Resolution by the Members.

None of the Directors of the Company are interested in the Resolution.

Diamond Plaza,  
391, Dr. D.B. Marg,  
Mumbai - 400 004.  
Dated : 7th August, 2012

BY ORDER OF THE BOARD OF DIRECTORS

(SHEODUTT SANGHAI)  
CHAIRMAN AND MANAGING DIRECTOR

# 31st ANNUAL REPORT 2011-2012

## DIRECTORS' REPORT

To  
The Members,

Your Directors hereby present the 31st ANNUAL REPORT of the Company together with Audited Statement of Accounts for the year ended on 31st March, 2012.

### FINANCIAL RESULTS :

	(Amount in Rs.)	
	Current Year 31-3-2012 Rs.	Previous Year 31-3-2011 Rs.
Profit/ (Loss) for the Year	2,40,651/-	2,42,686/-
<b>Less :</b> Provision for Taxation	73,440/-	46,770/-
<b>Less :</b> Prior period adjustment	2,980/-	23,570/-
<b>Add :</b> Transfer from Investment Reserve	---	369,390/-
<b>Less :</b> Capital Receipts Remission on Debentures	(11,48,915)	1,35,708/-
<b>Add :</b> Surplus / (Deficit) on appropriation appropriation account brought forward from previous year	(54,120,994)	(54,798,438)
Profit / (Losses) carried to balance sheet	(55,105,678)	(54,120,994)

### DIVIDEND :

In view of 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.8.96 Lacs as against Rs.138.97 Lacs during the previous year.

### FUTURE PLANS :

Your Directors are happy to inform you that due to consistent efforts put in by all involved in reviving of the Company for the Second consecutive year. Company has been able to post Profits of Rs. 2.41 Lakhs as compared to the profits of Rs. 2.43 lakhs (L. Y.). The Company so as to tide over its present position is considering to engage in Markrting and Manufacturing of Textiles, Synthetics and allied products. The Company is confident that with a better Mix of products and Activities and with present infusion of Capital the Company can achieve good Results in near future.

### DIRECTORS :

Shri Rajendra R. Nangalia, Director retires by rotation and being eligible offers himself for re-appointment.

Mr. Ashok Kumar H. Jakhotia and Mr. Jagdish B. Ladha were appointed as Additional Directors w.e.f. 25/01/2012. They hold office up to the date of ensuing Annual General Meeting. Notices have been received in writing from the Members proposing their Appointments as Directors. The Company has also received their consent to act as Directors of the Company.

### FIXED DEPOSIT :

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

### AUDIT COMMITTEE :

The Audit Committee consist 4 Directors out of whom 3 are Independent Directors, namely 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 Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchange.

### INVESTORS GRIEVANCE COMMITTEE :

The Investors Grievance Committee consists of 4 Directors out of whom 3 are Independent Directors. Committee consists of Shri Sheodutt B. Sanghi - 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 Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchange.

### REMUNERATION COMMITTEE :

The Remuneration Committee consists of 4 Directors out of whom 3 are Independent Directors, namely, Shri Jagdish B. Ladha - Chairman, Shri Ashok Kumar H. Jakhotia - Director, Shri Rajendra R. Nangalia - Director and Shri Sheodutt B. Sanghi - Director. The constitution of Remuneration Committee meets the requirements of Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with 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 Practicing Company Secretary forms part of this Report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

As required by Clause 49 of the Listing Agreement with Stock Exchange, a Management Discussion and Analysis Report is appended to the Annual Report, it also forms part of this Report of your Directors.

### DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed.

- That in preparation of the Accounts for the financial year ended 31st March, 2012, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.