

RAJKAMAL
SYNTHETICS LIMITED

CIN : L 17111 MH 1981 PLC 024344

33RD Annual Report
2013-2014

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.

AUDITOR

N. K. Jalan & Co.

2A, Mayur Apartment,
Dadabhai Cross Road No. 3,
Vile Parle (W), Mumbai - 400 056.

REGISTERED OFFICE

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

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

33rd Annual General Meeting
on 26th September, 2014
Friday, 10.30 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.

RAJKAMAL SYNTHETICS LIMITED NOTICE

NOTICE is hereby given that THE 33rd ANNUAL GENERAL MEETING of the Members of RAJKAMAL SYNTHETICS LIMITED will be held at Diamond Plaza, 5TH Floor, 391, Dr. D. B. Marg, Mumbai – 400 004 on Friday the 26th September, 2014 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, 2014 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 Rajendra R. Nangalia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Ashok H. Jakhotia who retires by rotation and being eligible offers himself for re-appointment and
4. To appoint Auditors and fix their remuneration.

401, Diamond Plaza,
391, Dr.D.B.Marg,
Mumbai – 400 004.
Dated : 30th May, 2014.

BY ORDER OF THE BOARD OF DIRECTORS
Sd/-
SHEODUTT B. 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 Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 20th September, 2014 till Friday, the 26th September, 2014 (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, 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.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking re - appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment.
9. Pursuant to Section 205A and 205 C of the Companies Act, 1956 and other Applicable provisions, if any, the Company has during the year, Transferred the Unpaid Debenture Amount of Rs. 3,52,860/- payable to 135 Debenture Holders to Investor Education and Protection Fund (IEPF), on 4/1/2014 as per Instructions and in consultation with Debenture Trustee-Canara Bank, Bengaluru.
10. Electronic Copy of the Annual Report for the year 2013 - 2014 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.
11. Electronic Copy of the Notice of the 33rd 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 33rd 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.
12. Members may also Note that the Notice of the 33rd Annual General Meeting and the Annual Report for the year 2013-14 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
13. 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 33rd 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.

RAJKAMAL SYNTHETICS LIMITED

RAJKAMAL SYNTHETICS LIMITED

Corporate Identity 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 • Website : www.rajkamalsynthetics.com

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

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 resolution set forth in the Notice convening the 33rd Annual General Meeting of the company to held on Friday, September 26, 2014 at 401, Diamond Plaza, 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004, Maharashtra at 10.30 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>

The E-voting particulars are set out as below :

EVS (E-voting sequence number)	User ID	PAN / PIN	DOB / PIN	Dividend Bank Details / PIN
140819024	Refer point iv of E-voting Instruction			

The E-voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
From 9:00 a. m. (Indian Standard Time) on Sunday, September 21, 2014	Upto 6:00 p. m. (Indian Standard Time) on Tuesday, September 23, 2014

The cut-off date for the purpose of sending this Notice is 22nd August, 2014 During the E-voting period, all the members of the company holding shares in dematerialised or physical form may cast their vote electronically.

Please read the instruction printed overleaf before exercising the vote. This communication is an integral part of the Notice dated 30th May, 2014 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>

E-voting Instructions

- i) Log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on "shareholders" tab.
- iii) Now select "RAJKAMAL SYNTHETICS LIMITED" from the drop down menu and click on "SUBMIT".
- 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 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.e-votingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. For the convenience of the members, we have generated the PIN and printed on "Process and manner for availing E-voting Facility"
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company record for the said demat account or folio in dd / mm / yyyy format.</p> <ul style="list-style-type: none"> Members who have not updated their DOB with the Company / Depository Participant are requested to enter 01 / 08 / 2014.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date i. e. August 22, 2014 or PIN prites on "Process and manner for availing E-voting Facility" in the Dividend Bank Details field.</p>

- viii) Members holding shares in demat form will now reach Password Change menu wherein they are required to mandatorily consisting of atleast one upper case (A-Z), one lower case (a-z) one numeric value (0-9) and a special character (@, #, \$ etc).
- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

RAJKAMAL SYNTHETICS LIMITED

- xii) Click on the EVSN for "RAJKAMAL SYNTHETICS LIMITED" on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xv) 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" accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "CLICK here to print" option on the Voting page.
- xviii) You can also update your mobile number and e-mail ID if in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Members forget the password and the same needs to be reset.

ANNEXURE TO THE NOTICE

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

Name of the Director.	Mr. Rajendra R. Nangalia
Age	53 years
Date of Appointment	17/06/1997
Expertise in Specific functional Areas	Finance
Qualifications	B.Com.
List of Companies in which Outside Directorship held as On 30th May, 2014 (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 30th May, 2014	Nil

Name of the Director.	Mr. Ashok H. Jakhotia
Age	54 years
Date of Appointment	25/01/2012
Expertise in Specific functional Areas	Finance
Qualifications	M. Com.
List of Companies in which Outside Directorship held as On 30th May, 2014 (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 30th May, 2014	Nil

401, Diamond Plaza,
391, Dr. D.B. Marg,
Mumbai - 400 004.
Dated : 30th May, 2014

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

33rd ANNUAL REPORT 2013-2014

DIRECTORS' REPORT

To
The Members,

Your Directors hereby present the 33rd ANNUAL REPORT of the Company together with Audited Statement of Accounts for the year ended on 31st March, 2014.

FINANCIAL RESULTS :

	(Amount in Rs.)	
	Current Year 31-3-2014 Rs.	Previous Year 31-3-2013 Rs.
Profit/ (Loss) for the Year	59,467/-	5,20,957/-
Less : Provision for Taxation	8,246/-	99,082/-
Less : Prior period adjustment	----	----
Add : Transfer from Investment Reserve	----	----
Less : Capital Receipts Remission on Debentures	----	(2,99,325)
Add : Surplus / (Deficit) on appropriation brought forward from previous year	(54,983,128)	(55,105,678)
Profit / (Losses) carried to Balance Sheet	<u>(54,931,907)</u>	<u>(54,983,128)</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.6.14 Lacs as against Rs. 10.57 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 running of the Company there has been consistency in working of your Company which can be seen by the Members of the Company which is reflected in the profits earned by the Company during the Current Year, inspite of an Economically adverse year.

DIRECTORS :

Shri Rajendra R. Nangalia and Shri Ashok H. Jakhotia, Directors retire by rotation and being eligible offer themselves for Re-appointment.

FIXED DEPOSIT :

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

AUDIT COMMITTEE :

The Audit Committee consists of 3 Independent Directors, namely Shri Ashok 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 Clause 49 of the Listing Agreement with the Stock Exchange.

INVESTORS GRIEVANCE COMMITTEE :

The Investors Grievance Committee consists of 3 Independent Directors, namely Shri Sheodutt B. Sanghai - Chairman, Shri Ashok 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 Clause 49 of the Listing Agreement with the Stock Exchange.

REMUNERATION COMMITTEE :

The Remuneration Committee consists of 3 Independent Directors, namely, 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 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 Practising 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.

RAJKAMAL SYNTHETICS LIMITED

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 on 31st March, 2014, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- 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.
- 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.
- That the Directors have prepared the accounts for the financial year ended on 31st March, 2014 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 & DEVELOPMENT, 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 nor Rs. 2,00,000/- per month during part of the year.

AUDITORS :

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

The Auditors M/s. N.K. Jalan & Co., Chartered Accountants will retire at the conclusion of the ensuing Annual General Meeting. They have given their consent to act as Auditors of the Company if re-appointed, Members are requested to re-appoint them and fix their remuneration.

Your Directors would like to acknowledge the co-operation and support received by the Company during the year from its employees, financial institution and business partner.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

(SHEODUTT B. SANGHAI)

CHAIRMAN AND MANAGING DIRECTOR

Place : Mumbai

Dated : 30th May, 2014

CORPORATE GOVERNANCE REPORT – CLAUSE 49 OF THE LISTING AGREEMENT

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 31st March, 2014 is given below:

Sr. No.	Name of Directors	Category	No. of Shares held	Attendance		Particulars	Directorship in other Public Ltd. Company	Chairmanship/Member ship in other Public Ltd. Company
				Annual General Meeting	Board Meeting			
1.	Mr. Sheodutt B. Sanghai	C,P, NE, S	1,79,310	Yes	7		No.	No.
2.	Mr. Sushil S. Sanghai	P, NE, S	2,68,966	Yes	7		No.	No.
3.	Mr. Rajendra R. Nangalia	I	Nil	Yes	7		No.	No.
4.	Mr. Ashok H. Jakhotia	I,S.	Nil	Yes	7		No.	No.
5.	Mr. Jagdish B. Ladha	I	Nil	Yes	7		No.	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 2013 -14, the Board of Directors met 7 times on the following dates:

23/04/2013; 29/05/2013; 12/08/2013; 29/10/2013; 27/11/2013; 10/01/2014 and 30/01/2014.