

Rajkamal Synthetics Limited

**37TH ANNUAL REPORT
2017-2018**

COMPANY INFORMATION**Board of Directors**

- | | |
|----------------------------|--|
| • Mr. Ankur Ajmera | Managing Director |
| • Mr. Abhishek Somani | Executive Director |
| • Mr. Kamal Kishore Somani | Non-Executive Non-Independent Director |
| • Ms. Renu Ajmera | Non-Executive-Independent Director |
| • Mr. Bajrang Singh | Non-Executive-Independent Director |
| • Mr. Rohitash Mandhana | Non-Executive-Independent Director |

Key Managerial Personnel

- | | |
|------------------|-------------------------|
| • Mr. Ravi Birla | Chief Financial Officer |
|------------------|-------------------------|

Bankers

Axis Bank

Statutory Auditors

Gopal Sharma & Co. Chartered Accountants

Secretarial Auditors

R. M. Mimani & Associates LLP - Company Secretaries

REGISTRAR AND 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 ; Email:- service@satellitecorporate.com

Registered Office and Contact Details and Website

411 Atlanta Estate Premises Co. Op. Soc. Ltd.
G.M.Link Road, Goregaon (East) Mumbai - 400063;
Tel No. 022-23861672; Email: - rajkamalsynthetics@gmail.com
Website:-www.rajkamalsynthetics.com
CIN: L17111MH1981PLC024344

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 37th ANNUAL GENERAL MEETING of the Members of the **Rajkamal Synthetics Limited** will be held at The Number One Party Hall, Sumer Nagar Building No. 1, Swami Vivekanand Road, Shastri Nagar, Sumer Nagar, Borivali West, Mumbai 400 092 on September 28, 2018 at 12.00 noon. to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2018 including audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhishek Somani (DIN: 03014107), who retires by rotation and being eligible, offered himself for re-appointment.
3. ***To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:***
“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Board of Directors, appointment of Gopal Sharma & Co., Chartered Accountants (Firm Registration No. 002803C), as the Statutory Auditor of the Company, be and is hereby ratified to hold office from conclusion of this meeting till the conclusion of the AGM of the Company to be held in the year 2022 on a remuneration to be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. ***To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution;***
“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modifications or re-enactment(s) thereof, for the time being in force, Mr. Rohitash Mandhana (DIN 02479750), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from February 14, 2018, and who holds office upto the date of this Annual General Meeting of the Company, in terms of section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a period of 5 years with effect from February 14, 2018;
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”
5. ***To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution;***
“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modifications or re-enactment(s) thereof, for the time being in force, Ms. Renu Ajmera (DIN 08048546), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from January 11, 2018, and who holds office upto the date of this Annual General Meeting of the Company, in terms of section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a period of 5 years with effect from January 11, 2018;
RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”
6. ***To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:***
“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 1000 Crores (Rupees One Thousand Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company;
RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”
7. ***To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:***
“**RESOLVED THAT** in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be

authorized by the Board in this regard (hereinafter referred to as “the Board”) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company;

RESOLVED FURTHER THAT in connection with afore-stated resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board of Directors
Rajkamal Synthetics Limited

Sd/-

Ankur Ajmera
Managing Director
DIN: 07890715

Dated: August 13, 2018

Place: Mumbai

Registered Office:

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

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board of Directors resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
- Electronic copy of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- The Register of Members and the Share Transfer books of the Company will remain closed from September 21, 2018 to September 28, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
- This notice is being sent to all the members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on August 24, 2018.
- Notice of the 37th Annual General Meeting and the Annual Report for the financial year 2017-18 will also be made available on the Company's website i.e. www.rajkamalsynthetics.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication free of cost in physical form, upon making a request for the same by post. For any communication, the shareholders may also send requests to the Company's investor email id: rajkamalsynthetics@gmail.com.
- In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer Remote e-voting facility which will enable the members to cast their votes electronically on all the resolutions set out in the notice. The Board of Directors has appointed Mr. Manoj Mimani Partner of R M Mimani & Associates, Company Secretaries (ACS 17083, CP 11601) as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- E-voting Facility: (i) the e-voting period commences on Tuesday, September 25, 2018 (9.00 a.m.) and ends on Thursday, September 27, 2018 (5.00 p.m.). The Remote e-voting module shall be disabled for voting thereafter. (ii) The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer Remote e-voting facility to all its members to enable them to cast their vote electronically.

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9. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date i.e. Friday, September 21, 2018. The Scrutinizer, after scrutinizing the votes cast at the 37th Annual General Meeting, and through remote e-voting will, not later than three days of the conclusion of the 37th Annual General Meeting, make a consolidated report and submit the same to the Chairman/Managing Director. The results along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL within three days from the conclusion of the 37th Annual General Meeting. The results shall simultaneously be communicated to the Stock Exchange.
10. The Voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
11. The equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE376L01013.
12. Members / Proxies are requested to bring attendance-slip along with their copy of Annual Report to the Meeting.
13. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below.
 - a. The shareholders should log on to the e-voting website: www.evotingindia.com
 - b. Click on Shareholders/ Members Tab.
 - c. Enter your User ID:
 - i. For CDSL: [16 digits beneficiary ID];
 - ii. For NSDL: [8 Character DP ID followed by 8 Digits Client ID];
 - iii. Members holding shares in physical form should enter folio number registered with the Company.
 - d. Enter the image verification as displayed and click on login.
 - e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - f. If you are a first-time user, follow the steps given below and fill the appropriate boxes: for members holding shares in demat form and physical form: PAN* enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - g. 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 sequence number in the PAN Field.
 - h. In case the sequence 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. i.e. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # please enters the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction
 - i. After entering these details appropriately, click on "SUBMIT" tab.
 - j. Members holding shares in physical form will then directly reach the EVSN 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 resolutions of any other company on 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.
 - k. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - l. Click on the relevant EVSN for Rajkamal Synthetics Limited on which you choose to vote.
 - m. 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.
 - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - o. 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.
 - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page
 - r. If demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

t. 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 and register themselves as Corporate.
- A scanned copy of the registration form bearing the stamp and signature of the entity should be emailed to 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 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.

- u. 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, under help section or write an email to helpdesk e-voting @ cdsindia.com.

14. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

15. As required by SEBI (Listing Obligation and disclosure requirements) Regulations, the particulars of Directors who are proposed to be appointed or re-appointed are annexed hereto after explanatory statement.

EXPLANATORY STATEMENT

The following Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 4 & 5 of the accompanying Notice of the Annual General Meeting.

Item No. 4

Mr. Rohitash Mandhana (DIN 02479750) was appointed as an Additional Director on the Board of the Company with effect from February 14, 2018 to hold office up to the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rohitash Mandhana as a Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a Member signifying his intention to propose the appointment of Mr. Rohitash Mandhana as a Director of the Company.

Mr. Rohitash Mandhana is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Rohitash Mandhana and his relatives are, in any way, concerned or interested in the said resolutions.

Accordingly, the Board recommends the resolutions set out as item no.4 of the notice of AGM as ordinary resolutions for the approval by the shareholders of the Company.

Item No. 5

Ms. Renu Ajmera (DIN 08048546) was appointed as an Additional Director on the Board of the Company with effect from January 11, 2018 to hold office up to the date of the Annual General Meeting.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rohitash Mandhana as a Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a Member signifying his intention to propose the appointment of Mr. Rohitash Mandhana as a Director of the Company.

Ms. Renu Ajmera is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Ms. Renu Ajmera and her relatives are, in any way, concerned or interested in the said resolutions.

Accordingly, the Board recommends the resolutions set out as item no.5 of the notice of AGM as ordinary resolutions for the approval by the shareholders of the Company.

Item No. 6 & 7

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No.4 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

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Approval of members is being sought to borrow money upto Rs. 1000 Crores (Rupees one thousand crores only) in excess of the aggregate of the paid up share capital and free reserves of the Company and create mortgage or otherwise deal with the assets of the Company for the purpose to borrow funds.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is in any way concerned or interested in the aforesaid special resolutions set out at Item No. 4 & 5 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said resolution.

Accordingly, the Board recommends the resolutions set out as item no.6 & 7 of the notice of AGM as special resolutions for the approval by the shareholders of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT AS REQUIRED UNDER SEBI LISTING REGULATIONS;

ANNEXURE TO THE NOTICE

Details of the Directors seeking Re-appointment at the forthcoming Annual General Meeting.

Name of the Director	Mr. Abhishek Somani
DIN	03014107
Age	29 Years
Date of Appointment	24/08/2017
Qualification	MBA Marketing
List of Companies in which Outside Directorship held as On August 13, 2018 (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 August 13, 2018	Nil

Name of the Director	Mr. Rohitash Mandhana
DIN	02479750
Age	34 Years
Date of Appointment	14/02/2018
Qualification	Management Graduate
List of Companies in which Outside Directorship held as On August 13, 2018(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 August 13, 2018	Nil

Name of the Director	Ms. Renu Ajmera
DIN	08048546
Age	43 Years
Date of Appointment	11/01/2018
Qualification	Graduate Finance
List of Companies in which Outside Directorship held as On August 13, 2018 (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 August 13, 2018	Nil

By Order of the Board of Directors
Rajkamal Synthetics Limited

Sd/-

Ankur Ajmera
Managing Director
DIN: 07890715

Dated: August 13, 2018
Place: Mumbai

DIRECTORS' REPORT**The Members****Rajkamal Synthetic Limited**

Mumbai

The Directors are pleased to present the 37th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial performance for the year ended March 31, 2018 is summarised below:

Particulars	Financial year Ended on March 31, 2018 (in ₹)	Financial year Ended on March 31, 2017(In ₹)
Revenue from operation	3,377,744	-
Profit/(Loss) for the year	1,092,874	636,048
Less: Provision for the Taxation	(200,000)	(210,000)
Add: Surplus/(Deficit) on Appropriation brought Forward from Previous Year	(55,941,165)	(56,367,213)
Profit/(Losses) carried to Balance Sheet	(54,990,279)	(55,941,165)

2. DIVIDEND AND RESERVES

After considering the financial results for the financial year 2017-18, your Directors are of the opinion that it is prudent that no dividend be declared for the year under review so that the profits earned in the financial year can be ploughed back and utilized towards various growth and other expansion plans.

3. SHARE CAPITAL

The paid-up equity share capital as at March 31, 2018 stood at Rs. 6,50,00,000 (Rupees Six Crores Fifty lacs only). There is no change in the share capital of the company during the financial year.

4. RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

Revenue from operation during the financial year ended on March 31, 2018 was at Rs. 33.74 lakhs as against Rs. Nil in the previous year. During the financial year ended on March 31, 2018, the Company earned a Profit before Tax of Rs. 10.93 lakhs as against Rs. 6.36 lakhs in the previous year.

5. SUBSIDIARY AND ASSOCIATES COMPANIES

As on March 31, 2018, the Company has no Subsidiary or Associate or Joint Venture Company. There are no companies which have become or ceased to be the Subsidiary or Associates or Joint Venture of the Company during the financial year ended on March 31, 2018.

6. BOARD MEETINGS

During the financial year ended on March 31, 2018, 06 (Six) Board Meetings and 05 (five) Audit Committee Meetings convened and held in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings. The details are given in the Corporate Governance Report. The intervening gap between the meetings was with the period prescribed under the law.

A meeting of the Independent Directors of Company convened and held in compliance with the requirements of Schedule IV of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. CORPORATE GOVERNANCE

A Report on Corporate Governance, as required in terms of the provisions of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the Auditor's Certificate thereon is annexed herewith.

8. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return as on March 31, 2018 as prescribed under Section 92(3) of the Companies Act, 2013, read with relevant rules is attached as "Annexure I" and forms part of this Report.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- In terms of the provision of section 152 of the Companies Act, 2013 and of Articles of Association of the Company, Mr. Abhishek Somani, Director (DIN: 03014107) of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.
- Mr. Aditya Purohit (DIN 08048528) who was appointed as an additional Director on January 11, 2018 has resigned from the office of the director on February 14, 2018.

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- Mr. Rohitash Mandhana (DIN 02479750) who was appointed as additional Director on February 14, 2018 and could holds office upto the date of ensuing Annual General Meeting and being eligible, recommended for appointment as Independent Director of the Company.
- Ms. Renu Ajmera (DIN 08048546) who was appointed as additional Director on January 11, 2018 and could holds office upto the date of ensuing Annual General Meeting and being eligible, recommended for appointment as Independent Director.
- All Independent Directors had furnished to the Company a declaration under Section 149(7) of the Companies Act, 2013 stating that they meet criteria of Independence as provided under section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations.

10. **BOARD EVALUATION, INDUCTION AND TRAINING OF BOARD MEMBERS**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as evaluation of the working of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

11. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY**

During the financial year ended on March 31, 2018, the Company has not given any loan or guarantee or provided security, or made investment pursuant to the provisions of section 186 of the Companies Act, 2013

12. **WHISTLE BLOWER POLICY**

The Company has a whistle blower policy to report genuine concerns or grievances. The Whistle Blower policy has been posted on the website of the Company (www.rajkamalsynthetics.com).

13. **REMUNERATION AND NOMINATION POLICY**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The remuneration and nomination policy has been posted on the website of the Company (www.rajkamalsynthetics.com).

14. **RELATED PARTY TRANSACTIONS AND POLICY**

The Company has developed a related party transactions framework through standard operating procedures for the purpose of identification and monitoring of transactions with the related parties.

The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-d-vis the Company.

The details of transactions entered into with the related parties are given here-in-below in form AOC-2 in terms of the provision of section 188(1) including certain arm's length transactions:

A. Details of contract or arrangement or transactions not at arms' length basis; Nil

a. Name(s) of the related party and nature of relationship	NA
b. Nature of contract /arrangements/transaction	NA
c. Duration of contract /arrangements/transaction	NA
d. Salient terms of contract /arrangements/transaction including the value, if any,	NA
e. Justification for entering into such contract / arrangements/ transaction	NA
f. Date(s) of approval by the Board	NA
g. Amount paid as advances, if any,	NA
h. Date on which special resolution was passed in general meeting as required under first proviso to section 188	NA

B. Details of contract or arrangement or transactions at arms' length basis:

a. Name(s) of the related party and nature of relationship	NA
b. Nature of contract /arrangements/transaction	NA
c. Duration of contract /arrangements/transaction	NA
d. Salient terms of contract/arrangements/transaction including the value, if any,	NA
e. Date(s) of approval by the Board	NA
f. Amount paid as advances, if any,	NA

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(5) of the Companies Act, 2013, the Directors confirm that;

- i. in the preparation of the Annual Accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts have been prepared on a "going concern" basis;
- v. proper internal financial controls are laid down and such internal financial controls are adequate and operating effectively;
- vi. proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

17. STATUTORY AUDIT

Gopal Sharma & Co., Chartered Accountants (Firm Registration No. 002803C), who were appointed as the Statutory Auditors of the Company at the 36th Annual General Meeting held in the year 2017 for a period of five years till the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM).

In view of Companies Amendment Act, 2017 the requirement of ratification of auditor by the members at every Annual General Meeting is now not required.

The Board accordingly, recommends ratification at the ensuing Annual General Meeting by shareholders of the Company till the conclusion of the AGM of the Company to be held in the year 2022.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

18. COST AUDIT

Provision of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company during the financial year under review.

19. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed R M Mimani & Associates LLP, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure – "II" and forms an integral part of this report.

20. INTERNAL AUDIT

As per Section 138 of the Companies Act, 2013, the Company has appointed P. Agarwal & Associates, Chartered Accountants, as an internal auditor for the year 2018-19 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

21. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Your Company has policies, procedures and effective internal controls for ensuring orderly and efficient conduct of the business, safeguard of its assets, prevention and detection of fraud and errors, accuracy and completeness of the accounting record, timely preparation of financial statements and proper disclosure.

During the financial year, such controls were tested and no reportable material weakness in the design or operation was observed.

The internal and operational audit is conducted on regular basis. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

22. RISK MANAGEMENT

During the financial year under review, the Company has identified and evaluates elements of business risk. Consequently a Business Risk Management framework is in place. The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business.