

Rajkamal Synthetics Limited

38TH ANNUAL REPORT
2018-2019

COMPANY INFORMATION**Board of Directors**

- | | |
|----------------------------|--|
| • Mr. Ankur Ajmera | Managing 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 Limited

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.**

Unit No. 49, Bldg No. 13-A 3, 2nd Floor,
Samhita Commercial Co. - Op. Soc. Ltd,
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. 022-40238226; 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 38th Annual General Meeting of the Members of the **Rajkamal Synthetics Limited** will be held on Monday, September 30, 2019 at 12.00 noon at The Number One Party Hall, Sumer Nagar Building No. 1, Swami Vivekanand Road, Shastri Nagar, Sumer Nagar, Borivali West, Mumbai 400 092 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, 2019 including audited Balance Sheet as at March 31, 2019 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. Kamal Kishore Somani (DIN: 07915474), who retires by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made there-under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the alterations of the main object in the existing Object Clause of the Memorandum of Association (the "MOA") of the Company by addition/ inserting the following new sub-clauses in Clause III (A) and after addition/insertion sub-clauses of Clause III (A) will be renumbered and replaced in the following manner:-

III (A): THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To manufacture, produce, process, dye, print, calender, bleach, import, export and otherwise deal in textiles, cotton, silk, rayon, man - made fabrics, fibres, synthetic, woollen, yarn, threads, garments made - up hosiery, canvas, and fabrics coated and treated with any chemicals or any other preparation.
2. To undertake and carry on the business to conceive, plan, survey, design, study and evaluate all steps, process, techniques and methods for setting up of all types of Infrastructure Projects, facilities or works, and to build, construct, install, erect, undertake, lay down, commission, establish, own, operate, manage, control, and administer, lease, transfer, all Infrastructure Projects, facilities or works including Industrial/ Agricultural Parks, Gardens, Roads, Bridges, Fly-overs, Highways, Wells, Water-Courses, Dams, Canals, Reservoirs, Urban and Rural Water Supply System, Sewerage and Underground drainage systems, Rapid Transport and Telecommunication Systems, Irrigation Projects, Water-Ways, Environmental based projects and Equipments, Gas pipeline projects and other pipeline projects, and to render all services in connection thereto as planners, Designers, Consultants, Constructors, Builders, Developers, Architects, Engineers, Storage Services, Erectors, Installers, Commissioning Agents, Management Consultants, and to act and to carry on the business as Manufactures, Suppliers, Dealers, Representatives, Stockists, Dealers, Assigners of patents & Trade Marks, Franchisers, Distributors of all types of plants, Machinery, Equipments, Tools, Raw-materials, Intermediaries and other related products and consumables in connection with the aforesaid activities;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

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

Sd/-

**Ankur Ajmera
Managing Director
DIN: 07890715**

Dated: August 14, 2019
Place: Jaipur

Registered Office:

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

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
2. **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.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. 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.
5. Electronic copy of the Notice of the 38th 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 Participant(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 38th 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.
6. 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 30, 2019.
7. Notice of the 38th Annual General Meeting and the Annual Report for the financial year 2018-19 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.
8. 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 R M Mimani & Associates LLP, Company Secretaries (Firm Registration No. I200IMH250300) as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
9. E-voting Facility: (i) the e-voting period commences on Friday, September 27, 2019 (9.00 a.m.) and ends on Sunday, September 29, 2019 (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.
10. 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. Tuesday, September 24, 2019. The Scrutinizer, after scrutinizing the votes cast at the 38th Annual General Meeting, and through remote e-voting will, not later than 48 hours of the conclusion of the 38th 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 forty- eight hours from the conclusion of the 38th Annual General Meeting. The results shall simultaneously be communicated to the Stock Exchange.
11. The Voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
12. 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.
13. Members / Proxies are requested to bring attendance-slip along with their copy of Annual Report to the Meeting.
14. 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.evoting@cdslindia.com or call 1800225533.
15. 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.

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. 3 of the accompanying Notice of the Annual General Meeting.

Item No. 3

The Board of Directors of the Company in its meeting held on August 14, 2019 has recommend , subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the Memorandum of Association (MOA) of the Company in the manner as set out in the Special Resolution at Item no.3 of this Notice. The Board is of the view that this would enable the Company to diversify its business activities and to explore the new business opportunities. The Board has also approved to streamline and align the existing Object Clause of the MOA of the Company.

The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's entry into new business areas as defined therein. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently.

Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

Copy of the existing MOA, copy indicating the proposed amendments and other Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Head Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of the Annual General Meeting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 3 for approval of the members as a Special Resolution.

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

Sd/-

**Ankur Ajmera
Managing Director
DIN: 07890715**

Dated: August 14, 2019

Place: Jaipur

Registered Office:

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

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

ANNEXURE TO EXPLANATORY STATEMENT TO THE NOTICE

Details of directors seeking appointment/ re-appointment at the ensuing Annual General Meeting fixed on September 30, 2019, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

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

Name of the Director	Mr. Kamal Kishore Somani
DIN	07915474
Date of Birth/ Age	27/02/1969
Nationality	Indian
Date of Appointment	24/08/2017
Qualification	B. Com.
Expertise in specific functional Areas	Finance
No. of Shares held in the company	692,857
List of other Directorships held in the listed Entities	Nil
Chairman/Member of the Committees of the Board of Directors of the Other Companies in which he is a Director	Nil
Relationship with other Directors	Nil

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

Sd/-

**Ankur Ajmera
Managing Director
DIN: 07890715**

Dated: August 14, 2019

Place: Jaipur

RAJKAMAL SYNTHETICS LIMITED

DIRECTORS' REPORT

To,
The Members,
Rajkamal Synthetic Limited
Mumbai

The Directors are pleased to present the 38th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The Company's financial performance for the year ended March 31, 2019 is summarised below:

Particulars	Financial year Ended on March 31, 2019 (in ₹)	Financial year Ended on March 31, 2018 (in ₹)
Revenue from operation	844,603	3,377,744
Profit/(Loss) for the year	(3,410,064)	1,092,874
Less: Provision for the Taxation	(61,291)	(200,000)
Profit/(Losses) carried to Balance Sheet	(58,339,052)	(54,990,279)

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

During the year, the Company continued to support new and existing customer growth plans, enhancing its product offerings, focusing on operating efficiencies, expanding sales and marketing efforts.

The Company generated operating revenue of Rs.8.45 lakh in financial year 2018-19 as compared to Rs. 33.78 lakh in financial year 2017-18. The Company incurred a Loss of Rs. 34.10 Lakh for the year ended March 31, 2019 as against profit of Rs. 10.93 lakh for the year ended March 31, 2018.

3. DIVIDEND AND RESERVES

After considering the financial results for the financial year 2018-19, your Directors are of the opinion that it is prudent that no dividend be declared for the year under review.

4. SHARE CAPITAL

The paid-up equity share capital as at March 31, 2019 is Rs. 6,50,00,000 (Rupees Six Crore Fifty lakh only). There is no change in the share capital of the company during the financial year.

5. SUBSIDIARY AND ASSOCIATES COMPANIES

As on March 31, 2019, 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, 2019.

6. CONSOLIDATED FINANCIAL STATEMENT

The Company is not required to consolidate its financial statements in terms of provisions of Companies Act, 2013 and rules made there-under.

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

The extract of the Annual Return in form MGT-9, is annexed herewith as 'Annexure I'.

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. Kamal Kishore Somani, Director (DIN: 07915474) of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.
- During the financial year, Mr. Abhishek Somani (DIN 03014107) has resigned from the office of the Director with effect from March 25, 2019.
- All Independent Directors have 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.

The process followed by the Company for induction and training to Board members has been explained in the Corporate Governance Report.

11. **BOARD MEETINGS**

During the financial year ended on March 31, 2019, 05 (Five) Board Meetings and 04 (Four) Audit Committee Meetings were 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.

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

During the financial year ended on March 31, 2019, 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.

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. **PREVENTION OF SEXUAL HARASSMENT POLICY**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2018-2019, no complaint was received by the Company related to Sexual Harassment.

15. **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: 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. Date(s) of approval by the Board	NA
f. Amount paid as advances, if any,	NA

16. 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.

17. 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, 2019, 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, 2019 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..

18. STATUTORY AUDIT

Gopal Sharma & Co., Chartered Accountants (Firm Registration No. 002803C), is the Statutory Auditors of the Company appointed 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.

There is no audit qualification, reservation or adverse remark for the financial year under review.

19. 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.

20. 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.

21. INTERNAL AUDIT

As per Section 138 of the Companies Act, 2013, the Company has appointed **P. Agarwal & Associates**, Chartered Accountants (FRN 008093C), 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.

22. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. 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. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

23. RISK MANAGEMENT

Your Company has a Risk Management Policy adopted by the Board. Periodical in-house risk audits were conducted to detect and mitigate the risks in a timely and effective manner.

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.

24. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provision of Schedule VII of the Companies Act, 2013 read with Companies Corporate Social Responsibility Policy Rules, 2014 are not applicable to the Company during the year under review.

25. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

The Company is committed to continuously take further steps to provide a safe and healthy environment.

26. STATUTORY INFORMATION

- The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company during the financial year under review.
- The information required under section 197 of the Companies Act, 2013 read with Rule 5(1), (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are not applicable to the Company during the financial year ended on March 31, 2019, as there is no employee other than Directors.
- The Company has not accepted or renewed any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.
- The Business Responsibility Reporting as required under SEBI (LODR), 2015 and is not applicable to your Company for the financial year under review.
- Disclosure as required under para F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company during the financial year.

27. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR), Regulations, 2015 is presented in a separate section forming part of this Annual Report for the financial year ended March 31, 2019.

28. CAUTIONARY STATEMENT

Statements in this Report, Management Discussion and Analysis, Corporate Governance, Notice to the Shareholders or elsewhere in this Annual Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statement' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the Market conditions and circumstances.

29. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

30. STATEMENT PURSUANT TO SEBI LISTING REGULATIONS

The Company's shares are listed with BSE Ltd. Your Company has paid the annual listing fees and there are no arrears.

31. ACKNOWLEDGEMENT AND APPRECIATION

Your Directors wish to thank all the stakeholders who have contributed to the success of your Company. Your Directors wish to place on record their appreciation, for the contribution made by the employees at all levels. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

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

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

**Sd/-
Kamal Kishore Somani
Director
DIN: 07915474**

Place: Jaipur
Dated: August 14, 2019