

**RAJKAMAL SYNTHETICS
LIMITED 41ST ANNUAL
REPORT FINANCIAL YEAR
2021-2022
CIN: L45100MH1981PLC024344**

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COMPANY INFORMATION

Board Of Directors

- Mr. Ankur Ajmera (07890715) : Managing Director
- Ms. Shilpi Mandhana (03131387) : Non- Executive-Independent Director
- Mr. Bajrang Singh (07915490) : Non-Executive-Independent Director

Key Managerial Personnel

Mr. Ravi Birla

Chief Financial Officer

Bankers

(a) Canara Bank- Vaishali Nagar, Jaipur -302021

(b) Axis Bank – Diamond Plaza 391 DR D B Marg, Mumbai-400004

Statutory Auditors

M/s Harshil Shah & Company

(ICAI Firm Registration No

141179W) 113, Dimple Arcade,

Thakur Complex, Kandivali East,

Mumbai 400101

Internal Auditors

Sukhwai and Associates – Chartered

Accountants(ICAI Firm Registration No

154467W)

34/5B MMRD Complex Durga Nagar JVLR,

Andheri East, Mumbai – 400093 Mob no.:

9529455744;

Email: Rahul.sukhwai64@gmail.com

Registrar and Transfer Agent

Satellite Corporate Services Pvt.

Ltd. Office No. 106 & 107,

Dattani Plaza,

East West Compound, Andheri Kurla Road,

Safedpul, 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: L45100MH1981PLC024344

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting of the Members of the RAJKAMAL SYNTHETICS LIMITED will be held on Friday, September 30, 2022 at 2.00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business;

ORDINARY BUSINESS:

- To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2022 including audited Balance Sheet as at March 31, 2022 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.
- To appoint a Director in place of Mr. Ankur Ajmera (DIN:07890715) who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible offers himself for re-appointment as a Managing Director of the Company.

SPECIAL BUSINESS:

ITEM NO. 3

To appoint Mr. Yogesh Chandak (DIN: 09719724) as an Executive Director and Chief Financial Officer of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment), 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), amendment(s) and re - enactment(s) thereof and any rules thereunder for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and in supersession of earlier resolution passed in this regards, the consent of the members of the Company be and is hereby accorded to pay managerial remuneration up to Rs. 6,00,000/- (Rupees Six lacs only) per annum payable monthly by the Company to Mr. Yogesh Chandak, Executive Director for a period **from April 01, 2022 to March 31, 2025.**

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby severally authorised to sign, seal, deliver & execute various applications, forms, agreements, information documents and other relevant papers & documents on behalf of the Company and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby authorized to sign and forward a copy of this resolution to such authorities/persons/entities as may be deemed necessary from time to time.”

By Order of the Board of Directors
Rajkamal Synthetics Limited

Ankur Ajmera
Managing Director
DIN: 07890715

Dated: August 30, 2022
Place: Mumbai

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

Date: August 30, 2022
Place: Mumbai

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

NOTES

- In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 05, 2020 read together with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively "SEBI Circulars") and subsequent circulars in continuation permitted the holding of this Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and the MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer, by email through its registered email address to csivpa@gmail.com with a copy marked to <https://www.evotingindia.com>
- The Register of Members and the Share Transfer books of the Company will remain closed from September 23, 2022 to September 29, 2022 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account

Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Satellite Corporate Services Private Limited in case the shares are held by them in physical form.

- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- Members desiring any clarification on accounts are requested to write to the Company at an early date through email on rajkamalsynthetics@gmail.com so as to enable the Company to keep the information ready.
- In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021- 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.rajkamalsynthetics.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL: <https://www.evotingindia.com>
- At the 39th AGM held on December 31, 2020 the Members approved appointment of M/s Harshil Shah & Company, Chartered Accountants (Firm Registration No. 114179W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 44th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Member at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the fortieth AGM.
- Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- Instructions for e-voting and joining the AGM are as follows:
 - (a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 respectively, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting

through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013
- (d) The instructions for shareholders voting electronically are as under:
1. The voting period begins on Tuesday, September 27, 2022 at 09.00 am. and ends on Thursday, September 29, 2022 at 5.00 pm. During this period shareholders of the Company, holding shares as on the cut-off date (record date) of Friday, September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 3. The shareholders should log on to the e-voting website www.evotingindia.com.
 4. Click on "Shareholders" module.
 5. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 6. Next enter the Image Verification as displayed and click on Login.
 7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 8. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>(i) If both 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 (v).</p>

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
11. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
13. 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.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

For Demat shareholders -please provide Demat account details (CDSL- 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

The Company/RTA shall co-ordinate with CDSL and provides the login credentials to the above-mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i Shareholder will be provided with a facility to attend the 41st AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 41st AGM ARE AS UNDER:-