

**RAJKAMAL**  
**SYNTHETICS LIMITED**

**CIN : L 17111 MH 1981 PLC 024344**

**33<sup>RD</sup> Annual Report**  
**2013-2014**

# RAJKAMAL SYNTHETICS LIMITED

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## BOARD OF DIRECTORS

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

## BANKERS

AXIS Bank Ltd.

## AUDITOR

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

## REGISTERED OFFICE

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

## REGISTRAR AND SHARE TRANSFER AGENT

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

33rd Annual General Meeting  
on 26th September, 2014  
Friday, 10.30 A. M. at  
**DIAMOND PLAZA**  
5th Floor, 391, Dr. D. B. Marg,  
Mumbai - 400 004.

Members are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting, as copies of the Report will not be distributed at the Meeting.

## RAJKAMAL SYNTHETICS LIMITED NOTICE

NOTICE is hereby given that THE 33<sup>rd</sup> ANNUAL GENERAL MEETING of the Members of RAJKAMAL SYNTHETICS LIMITED will be held at Diamond Plaza, 5<sup>TH</sup> Floor, 391, Dr. D. B. Marg, Mumbai – 400 004 on Friday the 26<sup>th</sup> September, 2014 at 10.30 a.m. to transact the following business :

### ORDINARY BUSINESS.

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date along with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajendra R. Nangalia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Ashok H. Jakhotia who retires by rotation and being eligible offers himself for re-appointment and
4. To appoint Auditors and fix their remuneration.

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

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

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies in order to be effective must be received by the Company at the Registered Office not less than 48 hours, before the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 20th September, 2014 till Friday, the 26th September, 2014 (Both days inclusive)
4. Members / Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company or the Registrars : M/s. Satellite Corporate Services Pvt. Ltd.
7. Members are requested to notify change in Address, if any immediately to the Company or the Registrars : M/s. **Satellite Corporate Services Pvt. Ltd.** B - 302, Sony Apartment, Opp. St. Jude's High School, Off Andheri Kurla Road, Jari Mari, Saki Naka, Mumbai - 400072.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking re - appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their re-appointment.
9. Pursuant to Section 205A and 205 C of the Companies Act, 1956 and other Applicable provisions, if any, the Company has during the year, Transferred the Unpaid Debenture Amount of Rs. 3,52,860/- payable to 135 Debenture Holders to Investor Education and Protection Fund (IEPF), on 4/1/2014 as per Instructions and in consultation with Debenture Trustee-Canara Bank, Bengaluru.
10. Electronic Copy of the Annual Report for the year 2013 - 2014 is being sent to all the Members whose email ID's are registered with the Registrars / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.
11. Electronic Copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the detailed process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all Members whose email ID's are registered with the Registrars/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. Members who have not registered their email address, physical copy of the Notices of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Forms is being sent in the permitted mode.
12. Members may also Note that the Notice of the 33rd Annual General Meeting and the Annual Report for the year 2013-14 will also be available on Company's website [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Investor email id [service@satellitecorporate.com](mailto:service@satellitecorporate.com)
13. Voting through Electronic Means :  
In Compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide Members facility to exercise their Right to vote at 33rd Annual General Meeting (AGM) by electronic means and the Business may be transacted through e-voting services provided by M/s. Satellite Corporate Services Pvt. Ltd.

# RAJKAMAL SYNTHETICS LIMITED

## RAJKAMAL SYNTHETICS LIMITED

Corporate Identity Number CIN : L17111 MH1981PLC024344

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

Tel. : +91 22 2386 1672 ● Fax : +91 22 2380 5870

E-mail ID : ashok@seantometal.com ● Website : www.rajkamalsynthetics.com

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

Dear Member,

### Sub. : Voting through Electronic means (E-Voting)

Pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 the Company is pleased to offer e-voting facility to members so as to cast vote electronically on all resolution set forth in the Notice convening the 33rd Annual General Meeting of the company to held on Friday, September 26, 2014 at 401, Diamond Plaza, 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004, Maharashtra at 10.30 a. m.

The Company has engaged the service of Central Depository Services (India) Ltd. ("CDSL") to provide E-voting facility. The E-voting facility is available at the link <https://www.evotingindia.com>

The E-voting particulars are set out as below :

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

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

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

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

Please read the instruction printed overleaf before exercising the vote. This communication is an integral part of the Notice dated 30th May, 2014 for convening the Annual General Meeting of the Company.

The Notice of Annual General Meeting is also available on the link mentioned below:

<http://www.rajkamalsynthetics.com>

### E-voting Instructions

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on "shareholders" tab.
- iii) Now select "RAJKAMAL SYNTHETICS LIMITED" from the drop down menu and click on "SUBMIT".
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in physical Form should enter Folio Number registered with Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.e-votingindia.com](http://www.e-votingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholder as well as physical shareholder)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.</li> <li>● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. For the convenience of the members, we have generated the PIN and printed on "Process and manner for availing E-voting Facility"</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the company record for the said demat account or folio in dd / mm / yyyy format.</p> <ul style="list-style-type: none"> <li>● Members who have not updated their DOB with the Company / Depository Participant are requested to enter 01 / 08 / 2014.</li> </ul>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date i. e. August 22, 2014 or PIN prites on "Process and manner for availing E-voting Facility" in the Dividend Bank Details field.</p>

- viii) Members holding shares in demat form will now reach Password Change menu wherein they are required to mandatorily consisting of atleast one upper case (A-Z), one lower case (a-z) one numeric value (0-9) and a special character (@, #, \$ etc).
- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

# RAJKAMAL SYNTHETICS LIMITED

- xii) Click on the EVSN for "RAJKAMAL SYNTHETICS LIMITED" on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "CLICK here to print" option on the Voting page.
- xviii) You can also update your mobile number and e-mail ID if in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Members forget the password and the same needs to be reset.

## ANNEXURE TO THE NOTICE

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

Name of the Director.	Mr. Rajendra R. Nangalia
Age	53 years
Date of Appointment	17/06/1997
Expertise in Specific functional Areas	Finance
Qualifications	B.Com.
List of Companies in which Outside Directorship held as On 30th May, 2014 (Excluding Private Companies.)	Nil
Chairman/Member of the Committees of the Board of Directors of the Other Companies in which he is a Director as on 30th May, 2014	Nil

Name of the Director.	Mr. Ashok H. Jakhotia
Age	54 years
Date of Appointment	25/01/2012
Expertise in Specific functional Areas	Finance
Qualifications	M. Com.
List of Companies in which Outside Directorship held as On 30th May, 2014 (excluding Private Companies.)	Nil
Chairman/Member of the Committees of the Board of Directors of the Other Companies in which he is a Director as on 30th May, 2014	Nil

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

Dated : 30th May, 2014

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

## DIRECTORS' REPORT

To  
The Members,

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

### FINANCIAL RESULTS :

	(Amount in Rs.)	
	Current Year 31-3-2014	Previous Year 31-3-2013
	Rs.	Rs.
Profit/ (Loss) for the Year	59,467/-	5,20,957/-
<b>Less</b> : Provision for Taxation	8,246/-	99,082/-
<b>Less</b> : Prior period adjustment	----	----
<b>Add</b> : Transfer from Investment Reserve	----	----
<b>Less</b> : Capital Receipts Remission on Debentures	----	(2,99,325)
<b>Add</b> : Surplus / (Deficit) on appropriation brought forward from previous year	(54,983,128)	(55,105,678)
Profit / (Losses) carried to Balance Sheet	(54,931,907)	(54,983,128)

### DIVIDEND :

In view of the Carried forward losses of Earlier Years, Your Directors regret their inability to recommend any Dividend for the year under Review.

### OPERATIONS:

Receipts during the year were of Rs.6.14 Lacs as against Rs. 10.57 Lacs during the previous year.

### FUTURE PLANS :

Your Directors are happy to inform you that due to consistent efforts put in by all involved in running of the Company there has been consistency in working of your Company which can be seen by the Members of the Company which is reflected in the profits earned by the Company during the Current Year, inspite of an Economically adverse year.

### DIRECTORS :

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

### FIXED DEPOSIT :

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

### AUDIT COMMITTEE :

The Audit Committee consists of 3 Independent Directors, namely Shri Ashok H. Jakhotia - Chairman, Shri Sheodutt B. Sanghai - Director, Shri Rajendra R. Nangalia - Director and Shri Jagdish B. Ladha - Director. The constitution of Audit Committee meets the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange.

### INVESTORS GRIEVANCE COMMITTEE :

The Investors Grievance Committee consists of 3 Independent Directors, namely Shri Sheodutt B. Sanghai - Chairman, Shri Ashok H. Jakhotia - Director, Shri Rajendra R. Nangalia - Director and Shri Jagdish B. Ladha - Director. The constitution of Investors Grievance Committee meets the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange.

### REMUNERATION COMMITTEE :

The Remuneration Committee consists of 3 Independent Directors, namely, Shri Jagdish B. Ladha - Chairman, Shri Ashok H. Jakhotia - Director, Shri Rajendra R. Nangalia - Director and Shri Sheodutt B. Sanghai - Director. The constitution of Remuneration Committee meets the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchange.

### CORPORATE GOVERNANCE :

Your Company's Philosophy is to enhance Stakeholders Value by adopting and implementing the best of Corporate Governance practices. A detailed Report on Corporate Governance Compliance duly certified by the Practising Company Secretary forms part of this Report.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

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

# RAJKAMAL SYNTHETICS LIMITED

## DIRECTORS RESPONSIBILITY STATEMENT :

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

- i. That in preparation of the Accounts for the financial year ended on 31st March, 2014, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for the year under review.
- iii. That the Directors have taken prior and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the accounts for the financial year ended on 31st March, 2014 on a going concern basis.

## ENVIRONMENT:

Information pursuant to the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of Board of Directors ) Rules 1988 are not given since there was no manufacturing activity during the year under review. Foreign exchange earning / outgo during the year and also during the previous year was Nil.

## RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION ADAPTATION AND INNOVATION :

As there is no Manufacturing activity hence information pertaining to Research & Development etc is not given.

## PARTICULARS OF EMPLOYEES :

No employee has drawn a remuneration of Rs. 24,00,000/- per annum nor Rs. 2,00,000/- per month during part of the year.

## AUDITORS :

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

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

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
Sd/-

Place : Mumbai

Dated : 30th May, 2014

(SHEODUTT B. SANGHAI)

CHAIRMAN AND MANAGING DIRECTOR

## CORPORATE GOVERNANCE REPORT – CLAUSE 49 OF THE LISTING AGREEMENT

### A. Company's Philosophy :

Rajkamal Synthetics Limited believes that for a Company to grow and maintain a Sustained level of Growth the Company must maintain Global Standards of Corporate conduct towards its Employees, Shareholders, Consumers, Investors and Society.

The Primary objective of the Company is to create and imbibe a Corporate culture of conscience and consciousness, transparency and openness towards them.

### B. Board of Directors:

#### i) Composition:

Details of Composition of the Existing Board of Directors as on 31<sup>st</sup> March, 2014 is given below:

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

Abbreviations:

P= Promoter, E= Executive Director, NE = Non Executive Director, I= Independent Non Executive Director.

S= Shareholder ,C= Chairman, M= Member, SI= Strategic Investor.

#### ii) Details of the Date of Board Meetings.

During the year 2013 -14, the Board of Directors met 7 times on the following dates:

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



## C. COMMITTEES OF THE BOARD.

The Committee constituted by the Board as on date are mentioned below:

### 1. AUDIT COMMITTEE.

The Audit Committee consists of the following 4 Directors of whom 3 are independent Directors as on 31-03-2014.

Mr. Ashok H. Jakhotia	- Chairman
Mr. Sheodutt B. Sanghai	- Director.
Mr. Rajendra R. Nangalia	- Director.
Mr. Jagdish B. Ladha	- Director.

The Compliance Officer of the Company Mr. M. S. Yadav also acts as a Secretary to the Committee.

#### Terms of reference

The terms of reference stipulated by the Board of Directors to the Audit Committee are as laid down under Clause 49 of the Listing Agreement.

Meetings of the Audit Committee of Board of Directors were held on 29/05/2013; 12/08/2013; 29/10/2013 and 30/01/2014.

The details of Attendance of Members of the audit Committee are as follows.

Sr. No.	Name of the Member	Designation	Number of Meetings Attended (1/4/2013 to 31/3/2014)
1.	Mr. Ashok H. Jakhotia	Chairman	4
2.	Mr. Sheodutt B. Sanghai	Director	4
3.	Mr. Rajendra R. Nangalia	Director	4
4.	Mr. Jagdish B. Ladha	Director	4

### 2. REMUNERATION COMMITTEE.

The Remuneration Committee consists of 4 Directors of whom 3 are Independent Directors as on 31-03-2014.

Mr. Jagdish B. Ladha	- Chairman
Mr. Sheodutt B. Sanghai	- Director.
Mr. Rajendra R. Nangalia	- Director.
Mr. Ashok H. Jakhotia	- Director.

The Compliance Officer of the Company Mr. M. S. Yadav also acts as a Secretary to the Committee.

#### Terms of reference

To recommend payment of Remuneration to the Managing Director /Executive Director from time to time.

No Meetings of the Remuneration Committee of Board of Directors were held.

**No sitting Fees have been paid to Non Executive Directors and Independent Directors during the financial year 2013-14.**

### 3. SHARE TRANSFER AND INVESTORS GRIEVANCE COMMITTEE.

a) The Share Transfer and Investors Grievance Committee focused on Shareholder's Grievances and strengthening of Investor relations. The functions of the Committee include specifically looking into redressal of Investors' grievances pertaining to Transfer of shares, Dematerialization of Shares, replacement of lost/ stolen/mutilated share certificates and other related issues.

b) Composition and details of attendance of members of the Committee are as follows :

Sr. No.	Name of the Member	Designation	Number of Meetings Attended (1/4/2013 to 31/3/2014)
1.	Mr. Sheodutt B. Sanghai	Chairman	26
2.	Mr. Rajendra R. Nangalia	Director	25
3.	Mr. Jagdish B. Ladha	Director	24
4.	Mr. Ashok H. Jakhotia	Director	26

c) Meeting of Share Transfer and Investors Grievance Committees 26 in all were held on 8/04/2013; 15/04/2013; 22/04/2013; 13/05/2013; 20/05/2013; 27/05/2013; 10/06/2013; 28/06/2013; 15/07/2013; 12/08/2013; 23/09/2013; 07/10/2013; 21/10/2013; 28/10/2013; 1/11/2013; 23/12/2013; 31/12/2013; 13/01/2014; 20/01/2014; 27/01/2014; 3/02/2014; 17/02/2014; 24/02/2014; 10/03/2014; 18/03/2014 and 28/03/2014.

d) Number of Shareholders Complaints / requests received during the year.:

During the year under review, Nil Investor's complaints / requests were received.

All the requests received during the year under report were resolved within the time limit to the satisfaction of the Investors / Shareholders and no requests were pending as on 31st March 2014 for more than 15 days.

## RAJKAMAL SYNTHETICS LIMITED

Date	Type of Meeting	Location	Time	No. of Special Resolutions
30/05/2011	Annual General Meeting	Diamond Plaza 7th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	10.30 AM	1
30/08/2011	Extra Ordinary General Meeting	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	11.00 AM	1
29/09/2012	Annual General Meeting	Diamond Plaza 7th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	10.30 AM	2
30/09/2013	Annual General Meeting	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	10.30 AM	---

(ii) Details of Special Resolutions passed in the last three years are given hereunder.

Date	Location	No. of Special Resolutions	Special Resolutions Passed
30/05/2011	Diamond Plaza 7th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	One	Modified Resolution for raising of funds under Section 81 (1A) and other applicable provisions of the Companies Act, 1956 up to Rs. 4.75 Crores.
30/08/2011	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	One	Modified Resolution for raising of funds under Section 81 (1A) and other applicable provisions of the Companies Act, 1956 up to Rs. 4.75 Crores.
29/09/2012	Diamond Plaza 7th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	Two ( Special Business )	1) Re-appointment of Additional Director as Director 2) Re-appointment of Additional Director as Director
30/09/2013	Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.	NIL	NIL

(iii) During the year under report, no Resolution was passed through postal ballot.

### E. MANAGEMENT DISCUSSION AND ANALYSIS.

Management Discussion and Analysis of the Company is separately given in the Annual Report.

### F. DISCLOSURES.

- There are no transactions with related parties during the year under review.
- There was no non-compliance of any law or regulations (during the last three years) and hence no penalties / strictures.
- Certification by CEO/CFO – Certificate obtained from Managing Directors on the financial statements of the Company in terms of Clause 49 of the Listing Agreement was placed before the Board Meeting, who took the same on record.
- Brief resume of Directors being reappointed :-

#### Mr. Rajendra R. Nangalia

Age 53 Years  
 Expertise in Specific  
 Functional areas Finance  
 Qualifications B. Com.  
 Date of Appointment 17/06/1997.

#### Mr. Ashok Jakhotia

Age 54 Years  
 Expertise in Specific  
 Functional areas Finance  
 Qualifications M. Com.  
 Date of Appointment 25/01/2012.

### G. MEANS OF COMMUNICATION.

The Board of Directors of the Company approved and took on record the unaudited results for the quarter ended on 29-5-2013; 12-8-2013; 29-10-2013 and 30-01-2014 and forwarded the results to the Stock Exchange and published the same in The Free Press Journal ( English ) and Navshakti Mumbai edition (Hindi).

## 33rd ANNUAL REPORT 2013-2014

### H. GENERAL SHAREHOLDER INFORMATION.

The Next Annual General Meeting of the Company shall be held at :-

- i) Venue: Diamond Plaza 5th Floor, 391, Dr. D. B. Marg, Mumbai - 400 004.
- ii) Date of Book Closure :- From : Saturday, the 20th September, 2014. To : Friday, the 26th September, 2014
- iii) Dividend Payment date : No dividend has been declared by the Company for the financial year 2013-14.
- iv) Listing on Stock Exchanges and Codes

The securities of the Company are listed on The Bombay Stock Exchange (Scrip Code - 514028.) Demat code - ISIN INE 376L01013.

- v) Market Price Data : High - Low Quotations on Bombay Stock Exchange Limited Mumbai, during each month from April 1, 2013 to March 31, 2014 is as follows:

Month	Market Price		Sensex	
	High Price	Low Price	High	Low
April - 2013	24.85	21.75	19622.86	18144.22
May - 2013	25.10	18.80	20443.62	19451.26
June - 2013	21.00	14.10	19680.19	18467.16
July - 2013	17.70	11.00	20351.06	19126.82
Aug - 2013	12.95	8.11	19569.20	17488.71
Sept - 2013	13.00	8.13	20739.69	18166.17
Oct - 2013	11.76	10.45	21205.44	19264.72
Nov - 2013	12.70	11.05	21321.53	20137.63
Dec - 2013	21.84	11.01	21483.74	20568.70
Jan - 2014	28.35	22.25	21409.66	20343.78
Feb - 2014	27.20	20.45	21140.51	19963.12
Mar - 2014	22.20	18.00	22467.21	20920.88

- vi) The Transfers of the Company's shares are being done by **Satellite Corporate Services Pvt. Ltd.**, the R and T Agents, having their address at : B - 302, Sony Apartment, Opp. St. Jude's High School, Jari - Mari, Saki Naka, Mumbai - 400 072. Tel. : 022-2852 0461/2.

Contact Person : Mr. Michael Monteiro – Director,

- vii) Distribution of Shareholding of Equity Shares as on 31<sup>st</sup> March, 2014 is as follows:

Shareholding of Nominal Value Rs.	Total Holders		No. of Shares In Rs.	% of Total
	(In Nos)	% of Total		
1 - 5000	5721	91.74	8476520	13.04
5001 - 10000	244	3.91	2021890	3.11
10001 - 20000	85	1.36	1313550	2.02
20001 - 30000	34	0.55	916460	1.41
30001 - 40000	17	0.27	610620	0.94
40001 - 50000	20	0.32	957810	1.47
50001 -100000	34	0.55	2687730	4.14
100001 and above.	81	1.30	48015420	73.87
Total	6236	100.00	65000000	100.00

- viii) 5461418 Equity Shares constituting 84.02 % of the Share Capital are in dematerialized form as on 31/03/2014.

- ix) **Address for Correspondence** : 401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400 004.

- x) E-mail : ashok@seantometal.com • website : www.rajkamalsynthetics.com

#### DECLARATION :

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, it is hereby declared that all the Board Members of the Company have affirmed their compliance with the Code of Conduct for the year ended 31st March, 2014.

Place : Mumbai  
Dated : 30th May, 2014

Sd/  
**(SHEODUTT B. SANGHAI)**  
CHAIRMAN AND MANAGING DIRECTOR

# RAJKAMAL SYNTHETICS LIMITED

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Clause 49 (IV) (F) of the Listing Agreement, your Directors report as follows :

### MACRO ECONOMIC OVERVIEW :

The Global economy continued to witness yet another sluggish year during the Financial Year 2013-14. Despite global activity picking up the global economy registered a growth of 3% compared to 3.1% in earlier Financial year. Emerging economies which account for the bulk of global growth, also witnessed a decline in growth from 4.9% to 4%.

The Indian economy is expected to rebound in 2014-2015, boosted by lower inflation and Interest rate cuts from the Reserve Bank of India. Some temporary factors like easing of commodity prices will help to keep inflation in check.

The Indian Economy is approaching an inflection point with GDP growth having bottomed out and Corporate Earnings having stabilized, it is expected that Economic momentum and Earnings will improve from Current Levels.

### Industry Scenario and the Company's performance.

The year was characterized by global slowdown, weak Retail Demand at home, rising input cost coupled with lower growth in industrial production continuing high rate of inflation and alarming depreciation of rupee.

The Company became a debt free Company last year. Rajkamal Synthetics continued Trading in Textiles, Synthetics and allied Businesses. The Company has also been engaged during the Current Year in Marketing of Textiles, Synthetics and allied products.

The Company has during the current Year earned Net Profit of Rs. 0.60 Lakhs during the Current year. Thus as it would be observed that the Company has been consistent in earning Profit during the last three years and the Company is confident over a period of time it will be able to turn corner in very near future, with increase in Volumes and Profits.

### Opportunities, Threats and Challenges.

Large fluctuations in Crude Oil prices, Appreciation in rupee and consequent impact on raw material and polyester prices will aid growth. Capacity addition by new and existing players may have a temporary effect on your Company's margins.

The Company perceives threat from imports and consequent pressure on domestic prices, apart from increase in Raw materials and other inputs due to fluctuations in crude oil prices.

The Company is facing challenge in terms of higher acquisition costs due to increase in cost of production because of high power costs and other inputs. The Company is confident that with a better Mix of products and activities and with Infusion of Capital and better working capital management, the Company would be able to generate better Cash flows and pay back to its Investors in very near future.

### Risk Management

The Company mitigates the impact of price rise on finished goods with the Company's reputation for quality, product differentiation and service to the customers with better marketing network. Capacity addition by New and Existing players may have a temporary effect on your Company's margins.

The Company is exposed to risk from Market fluctuation of Foreign Exchange, Interest rates, Commodity prices, Business risks, Compliance risks and People risks.

The Company's Risk mitigating initiatives is a result of its detailed risk management framework that comprises prudent norms, structured reporting and control. The risk management approach **conforms to the Company's strategic direction, in line with Shareholders desired returns and its desired risk appetite.**

### Internal Control Systems and its adequacy

The Company has adequate internal Control procedures commensurate with the size of operations and the nature of business. These controls ensure efficient use and protection of Company's financial and non-financial resources. Regular Internal Audit and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of internal control systems and suggest improvement for strengthening them, from time to time.

### Development of Human Resources

The Company endeavors to keep work place and working environment cheerful by having good HR practices, implementation of various welfare schemes, celebration of certain events by having active participation of all employees, developing leadership qualities amongst them etc. The Company aims to retain deserving employees who can also be nurtured to take leadership roles. The Company has been aiming to have behavioral as well as technology related training programs to improve the general attitude and also to upgrade the competency of the employees.

## Corporate Social Responsibility

The Company is flagship organization of Rajkamal Group of Companies. The Group is alive to and collectively undertake its Corporate Responsibility towards society. The Group has continued to carry out socially beneficial activities.

## Cautionary Statements

Certain statements in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations estimates etc may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections etc whether express or implied. Several factors could make significant difference to the Company's operations. These include climatic conditions, economic conditions affecting demand and supply, government regulations and taxation, natural calamities and other force majeure conditions etc. over which the company has no control.

## CEO/CFO CERTIFICATE :

I, Sheodutt B. Sanghai, CEO of Rajkamal Synthetics Limited hereby certify that :

- a) We have received Financial Statements, and the Cash Flow statement for the year ended 31st March, 2014 and that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that may be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept the responsibility for establishing and maintaining Internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial statement and we have disclosed to the Auditors and the Audit committee deficiencies in the design or operation or such internal controls, if any of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee.
  - (i) Significant changes in the internal control over financial reporting during the year.
  - (ii) Significant changes in the accounting policies during the year and that the same have been disclosed in the notes to financial statements; and
  - (iii) There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Mumbai  
Dated : 30th May, 2014

Sd/-  
**(SHEODUTT B. SANGHAI)**  
(CEO and Managing Director)

## Certificate on Compliance of Conditions of Corporate Governance under Clause 49 of the Listing Agreement.

TO THE MEMBERS OF RAJKAMAL SYNTHETICS LIMITED.

We have examined the compliance of conditions of Corporate Governance by Rajkamal Synthetics Limited, for the year ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation there of, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations as given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor's grievance received during the year ended ended on 31st March, 2014, the Registrar and Share Transfer Agents of the Company have certified that as at 31st March, 2014, there were no investor's grievances remaining unattended / pending for more than 15 days.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai  
Dated : 30th May, 2014

Sd/-  
**A. L. Makhija**  
Practising Company Secretary,  
Membership No. 5087  
C.P. No. 3410,

# RAJKAMAL SYNTHETICS LIMITED

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF M/S. RAJKAMAL SYNTHETICS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of M/S. RAJKAMAL SYNTHETICS LIMITED, ( the \*Company\* ), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss and also the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### Management Responsibility for the Financial Statement's

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 of India ( "the Act" ) and in accordance with the accounting principles generally accepted in India. These responsibilities includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of financial statements that gives a true and fair view and are free from material misstatements, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedure selected depend on the auditors' judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair representation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimate made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that, the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2014.
- (b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date. and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on other Legal and Regulatory Requirments

1. As required by 'the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amended) Order , 2004, issued by the Central Government of India in terms of sub-section ( 4A ) section 227 of the Companies Act, 1956 ( hereinafter referred as to the "order" ), and on the basis of such checks of the books and record of the Company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the order.
2. As required by the Section 227 (3) of the Act, we report that :
  - (a) We have obtained all the information and explanation which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
  - (b) In our opinion, proper Books of Accounts as required by the law have been kept by the Company so far as appers from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the Books of Account.
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act,
  - (e) On the basis of written representations received from the directors, as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as a director in terms of clause (g) of Sub-section (1) of section 274 of the Companies Act, 1956:

PLACE : MUMBAI.  
Dated : 30th May, 2014

**FOR N. K. JALAN & CO.,**  
CHARTERED ACCOUNTANTS.  
FIRM NO. 104019W  
Sd/-  
(N.K. JALAN) PROPRIETOR  
Membership No. 011878

## ANNEXURE TO THE INDEPENDENT AUDITORS'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements section of our report of even date)

(i) In respect of it's Fixed Assets :

The Company is not having any fixed assets. Therefore, provisions of sub-clause (a), (b) and (c) of clause (i) of paragraph 4 of the order are not applicable to the Company.

(ii) In respect of it's Inventories :

During the year, the company has not carried out any trading or manufacturing activity. Therefore, the provisions of sub clause (a), (b) and (c) of clause (ii) of paragraph 4 of the order are not applicable to the Company.

(iii) In respect of loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

(a) The company has not granted loan to any party covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of sub clause (a), (b) and (c) of clause (iii) of the order are not applicable to the Company.

(b) The company has taken loan form one party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs 3,55,000 / - and the year-end balance of loan taken from such parties was NIL.

(c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken are not, prima facie, prejudicial to the interest of the company. The loan taken is interest free.

(d) The company is regular in repayment of principle amount.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

(v) In our opinion and according to the information and explanations given to us, no transactions have been made in pursuance of contracts or arrangements to which section 297 or section 299 of the Companies Act, 1956 applies. Therefore, the provisions of sub clause (a), & (b) of clause (v) of paragraph 4 of the Order are not applicable to the Company.

(vi) The company has not accepted any deposits from the public of the nature which attract the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules made there under. Therefore, the provisions of clause (vi) of paragraph 4 of the Order are not applicable to the Company.

(vii) There is no internal audit done by external auditor. However the company is maintaining adequate internal control commensurate with it size & nature of business.

(viii) As per the information and explanations given to us, in respect of the class of industry in which Company falls, the maintenance of cost records has not been prescribed by the Central Government under section 209(1) (d) of the Companies Act, 1956. Therefore, the provisions of clause (viii) paragraph 4 of the Order are not application to the

## RAJKAMAL SYNTHETICS LIMITED

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- (ix) In respect of statutory dues :
- (a) The company is regular in depositing with appropriate authority undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, and other statutory dues applicable to it. Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, were in arrears, as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of sales tax, custom duty, income tax, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- (x) In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has not incurred cash losses during the financial year under review and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to Banks or Financial Institutions or Debenture holders and therefore the provision of clause (xi) of paragraph 4 of the Order are not applicable.
- (xii) The company has not granted any advances in the nature of loans on the basis of security by way of pledge of shares or other securities. Therefore, provision of Clause (xii) paragraph 4 of the Order are not applicable.
- (xiii) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of sub clause (a), (b), (c) and (d) of clause 4(xiii) of paragraph 4 of the Order are not applicable to this company.
- (xiv) According to the information and explanation given to us and evaluation of the related internal controls, the Company has maintained proper records of transaction and contracts in respect of its dealing in shares, securities and other investments and timely entries have been made therein. All the investments are held in the name of the company.
- (xv) According to the information and explanation given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions. Hence, the provision of clause (xv) of paragraph 4 of the Order is not applicable to the company.
- (xvi) The company has not availed any term loan during the year. Therefore, the provision of Clause (xvi) of paragraph 4 of the Order are not applicable to the Company.
- (xvii) According to the informations and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis that have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the registered maintained under section 301 of the companies Act, 1956. Therefore, the provision of Clause (xvi) of paragraph 4 of the Order is not applicable to the Company.
- (xix) The company has not issued any debentures during the year. Therefore, the provision of Clause (xix) of paragraph 4 of the Order are not applicable to the Company.
- (xx) The Company has not raised any money through public issue during the year. Therefore, the provision of Clause (xx) of paragraph 4 of the Order are not applicable to the Company.
- (xxi) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

PLACE : MUMBAI.  
Dated : 30th May, 2014

**FOR N. K. JALAN & CO.,**  
CHARTERED ACCOUNTANTS.  
FIRM NO. 104019W  
Sd/-  
(N.K. JALAN) PROPRIETOR  
Membership No. 11878



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### M/s. RAJKAMAL SYNTHETICS LIMITED Balance Sheet as at 31st March, 2014

Particulars	NOTE NO.	As at 31st March, 2014	As at 31st March, 2013
		₹	₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	2	65,000,000	65,000,000
(b) Reserves and Surplus	3	(54,931,907)	(54,983,128)
<b>2 Non-current liabilities</b>			
(a) Long - Term Borrowings	4	-----	358,538
<b>3 Current Liabilities</b>			
(a) Trade payables	5	-----	-----
(b) Other Currant Liabilities	6	72,037	58,444
(c) Short - Term Provisions	7	133,328	108,582
<b>TOTAL</b>		<b>10,273,458</b>	<b>10,542,436</b>
<b>B ASSETS</b>			
<b>Non current assets</b>			
(a) Fixed assets			
(i) Tangible assets		---	---
(ii) Intangible assets		---	---
(b) Non-current investment	8	7,744,000	10,103,500
<b>Current Assets</b>			
(a) Cash and Bank Balances	9	99,834	317,018
(b) Current Investment	10	2,300,000	---
(c) Short Term Loans & Advances	11	129,624	121,918
<b>Notes To Balance Sheet and Statement of Profit and Loss</b>	<b>1 to 20</b>		
<b>TOTAL</b>		<b>10,273,458</b>	<b>10,542,436</b>

As per our report of Even Date

**For N. K. JALAN & CO.**  
Firm Reg. No. : 104019 W  
Chartered Accountants  
Sd/-

**CA N K JALAN**  
PROPRIETOR  
Mem. No. 11878  
Place : Mumbai  
Date : 30th May, 2014

**For RAJKAMAL SYNTHETICS LIMITED**

sd/-  
**Sheodutt Sanghai**  
Director

**Sushil Sanghai**  
Director

sd/-      sd/-  
**Rajendra Nangalia**  
Director

# RAJKAMAL SYNTHETICS LIMITED

## RAJKAMAL SYNTHETICS LIMITED Statement of Profit & Loss for the year ended on 31st March, 2014

Particulars		NOTE NO.	For the year ended 31st March 2014 ₹	For the year ended 31st March 2013 ₹
<b>A</b>	<b>CONTINUING OPERATIONS</b>			
	1 Revenue from operations (gross)	12	--	--
	Less : Excise Duty		--	--
	Revenue from operations (net)		--	--
	2 Other Income	13	613,587	1,057,184
	<b>3 Total Revenue (1+2)</b>		<b>613,587</b>	<b>1,057,184</b>
	<b>4 Expenses</b>			
	(a) Purchases of stock-in-trade		---	---
	(b) Cost of Materials Consumed		---	---
	(c) Change in inventories of Finished Goods, WIP and stock-in-trade	---	---	---
	(d) Employee benefits expenses	14	179,669	163,095
	(e) Finance Cost		---	---
	(f) Depreciation and amortisation expense		---	---
	(g) Other Expenses	15	374,451	373,132
	<b>Total Expenses</b>		<b>554,120</b>	<b>536,227</b>
	<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3-4)</b>		<b>59,467</b>	<b>520,957</b>
	<b>6 Tax Expense:</b>			
	(a) Current Tax		8,246	99,082
	(b) Tax Adjustment relating to prior year		---	---
	<b>7 Profit / (Loss) from continuing operations</b>		<b>51,221</b>	<b>421,875</b>
	<b>8 Profit / (Loss) from discontinuing operations</b>		<b>---</b>	<b>---</b>
	<b>9 Profit / (Loss) for the year</b>		<b>51,221</b>	<b>421,875</b>
	<b>Notes to Balance Sheet and Statement of Profit and Loss</b>	<b>1 to 20</b>		
Particulars		NOTE NO.	For the year ended 31st March 2014 ₹	For the year ended 31st March 2013 ₹
<b>10.i</b>	<b>Earning per share (of ₹ 10/- each):</b>			
	(a) Basic			
	(i) Continuing operations	17	0.01	0.06
	(ii) Total Operations		0.01	0.06
	(b) Diluted	17		
	(i) Continuing operations		0.01	0.06
	(ii) Total Operations		0.01	0.06
<b>10.ii</b>	<b>Earnings per share (excluding extraordinary items) (of ₹ 10/- each):</b>			
	(a) Basic	17		
	(i) Continuing operations		0.01	0.06
	(ii) Total operations		0.01	0.06
	(b) Diluted	17		
	(i) Continuing operations		0.01	0.06
	(ii) Total operations		0.01	0.06
As per our report of Even Date				
<b>For N. K. JALAN &amp; CO.</b>		<b>For RAJKAMAL SYNTHETICS LIMITED</b>		
Firm Reg. No. : 104019 W				
Chartered Accountants				
Sd/-				
<b>CA N K JALAN</b>				
PROPRIETOR				
Mem. No. 11878				
Place : Mumbai				
Date :30th May, 2014				
		sd/-	sd/-	sd/-
		<b>Sheodutt Sanghai</b>	<b>Sushil Sanghai</b>	<b>Rajendra Nangalia</b>
		Director	Director	Director

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## RAJKAMAL SYNTHETICS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	For the year ended 31st March 2014 ₹	For the year ended 31st March 2013 ₹
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	59,467	520,957
Adjustments for	---	---
Depreciation and amortisation expense	---	---
Interest	---	(1,057,184)
Dividend	(16,588)	---
Profit on Sale of Investments	(596,999)	---
Operating Profit before Working Capital Changes	(554,120)	(536,227)
Changes in Assets and Liabilities	---	---
Trade Payables	---	(47,304)
Other Current Liabilities	13,593	---
Short Term Provisions	16,500	---
Short Term Loans and Advance	(7,706)	---
<b>Cash Generated From Operations</b>	(531,733)	(583,531)
Income taxes paid	----	---
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	(531,733)	(583,531)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Sale of Investment	2,956,499	---
Purchase of Investment	(2,300,000)	---
Interest	----	1,057,184
Dividend received	16,588	---
<b>NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES</b>	673,087	1,057,184
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Unsecured Loan Repaid	---	---
Payment received against loan	---	97,525
Increase in Capital	---	---
Loan received from director	---	70,000
Payment to Debenture Holders	(2,88,538)	(51,030)
Loan Repaid to Director	(70,000)	---
Capital Receipts Remission on Debentures	---	(297,437)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	(358,538)	(180,942)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(217,184)	292,711
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	317,018	24,307
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>	99,834	317,018

As per our report of Even Date

**For N. K. JALAN & CO.**  
Firm Reg. No. : 104019 W  
Chartered Accountants

Sd/-  
**CA N K JALAN**  
PROPRIETOR  
Mem. No. 11878

Place : Mumbai  
Date : 30th May, 2014

**For RAJKAMAL SYNTHETICS LIMITED**

sd/-  
**Sheodutt Sanghai**  
Director

sd/-  
**Sushil Sanghai**  
Director

sd/-  
**Rajendra Nangalia**  
Director

# RAJKAMAL SYNTHETICS LIMITED

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## M/S. RAJKAMAL SYNTHETICS LIMITED

### Accompanying notes to the financial statements for the year ended on March 31st, 2014

#### Note 1 : Significant Accounting Policies :

##### A. Basis of Accounting :

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory Accounting standards as prescribed by the Companies (Accounting Standard) Rules 2006 the provisions of the Companies Act, 1956 and guide lines issued by the securities and Exchange Board of India ( SEBI ) Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### B. Use of Estimates :

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumption to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

##### C. Revenue Recognition :

The principal source of revenue for the company is from sale of Fabrics and other sources are dividend and interest income which are recognized as follows :

- i) Sales are recognized as and when the significant risk & rewards in respect of goods is transferred to the buyer.
- ii) Interest income is recognized on time proportion basis.
- iii) Dividends are recognized when actually received.

##### D. Investments :

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term. Investment are carried at cost less any provision for permanent diminution in value. Investment other than long term investments being current investments are valued at cost or fair value whichever is lower.

##### E. Accounting for Taxes of Income :

###### Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

###### Deferred Taxes :

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax Assets are reviewed as at each Balance Sheet date.

##### F. Provisions and Contingent Liabilities :

- i) Provision are recognized in terms of Accounting Standard 29 - "Provisions, Contingent Liabilities and Contingent Assets" issued by The Institute of Chartered Accountants of India (ICAI ), when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- ii) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- iii) Contingent Liabilities are disclosed by way of notes.

## 33rd ANNUAL REPORT 2013-2014

### NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2014

#### NOTE 2 : - Share Capital

Particulars	As at 31st March 2014		As at 31st March 2013	
	Number of Shares	₹	Number of Shares	₹
(a) Authorised Equity Shares of ₹ 10 each	7,000,000	70,000,000	7,000,000	70,000,000
(b) Issued Equity shares of ₹ 10 each	6,500,000	65,000,000	6,500,000	65,000,000
(c) Subscribed and fully paid up Equity Shares of ₹ 10 each	6,500,000	65,000,000	6,500,000	65,000,000
<b>Total</b>	<b>6,500,000</b>	<b>65,000,000</b>	<b>6,500,000</b>	<b>65,000,000</b>

Details of shares held by each shareholder holding more than 5% shares.

Class of Shares / Name of Shareholder	As at 31st March 2014		As at 31st March 2013	
	Number of Shares held	% holding in that class of shares	Number of Shares held	% holding in that class of shares
Acolyte Infrastructure & Mining Ltd.	537,931	8.28	537,931	8.28
Plaza Diamond Properties P. Ltd.	313,793	4.83	340,000	5.23
Gyaneshwar Infrastructure P. Ltd.	480,000	7.38	480,000	7.38
Decent Housing Pvt. Ltd.	520,000	8.00	520,000	8.00

The company has only one class of shares referred to as Equity shares having a par value of ` 10/- each and holder of equity share is entitled to one vote per share.

#### Note 3 : Reserve and Surplus

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	(54,983,128)	(55,105,678)
Add: Profit / (Loss) for the year	51,221	421,875
Amounts transferred from Investment Reserve	---	---
Less : Capital Receipts Remission on Debentures	---	(299,325)
Closing Balance	<b>(54,931,907)</b>	<b>(54,983,128)</b>
<b>Total</b>	<b>(54,931,907)</b>	<b>(54,983,128)</b>

#### Note 4 : Long Term Borrowings

Particulars	As at 31 March 2013	As at 31 March 2012
	₹	₹
(a) Debentures Unsecured	---	288,538
(b) Loans and Advances from related parties Unsecured	---	---
Loan from Directors	---	70,000
from Others	---	---
<b>Total</b>	<b>---</b>	<b>358,538</b>

#### Note 5 : Trade payables

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Trade payables:		
Acceptances	--	--
Other than Acceptances	--	--
<b>Total</b>	<b>--</b>	<b>--</b>

Balance of Creditors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

# RAJKAMAL SYNTHETICS LIMITED

## Note 6 : Other Current Liabilities

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
	₹	₹
A. L. Makhija & Co.	11,500	4,000
Kahan Advertising	9,975	---
N. K. Jalan & Co.	50,562	44,944
Attaly Solutions	---	9,500
<b>Total</b>	<b>72,037</b>	<b>58,444</b>

Balance of Creditors are subject to confirmation and/or Reconciliation/consequential adjustments if any.

## Note 7 : Short Term Provisions

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
	₹	₹
Provision for Tax	107,328	99,082
Provision for Employee Benefits		
(i) Mahendra S. Yadav	14,000	9,500
(ii) Rajesh Sharma	12,000	---
<b>Total</b>	<b>133,328</b>	<b>108,582</b>

## Note 8 : Non current Investment

Particulars	As at 31st March 2014			As at 31st March 2013		
	Quoted ₹	Unquoted ₹	Total ₹	Quoted ₹	Unquoted ₹	Total ₹
Investment in equity instrument						
(i) Investment in other companies						
Agrawal Industrial Corporation Limited (64,000 (83,500) shares of Rs. 10 each, fully paid)	7,744,000	---	7,744,000	10,103,500	---	10,103,500
<b>Total</b>	<b>7,744,000</b>	<b>---</b>	<b>7,744,000</b>	<b>10,103,500</b>	<b>---</b>	<b>10,103,500</b>

The Market Value of the aforesaid share is 136.15 per share as on 31/3/2014.

## Note 9 : Cash and Bank Balance

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
(a) Cash and Cash equivalents		
(i) Cash in hand	2,977	912
(b) Balances with banks		
(i) In current accounts	96,857	316,106
<b>Total</b>	<b>99,834</b>	<b>317,018</b>

## Note 10 : Current Investments

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Axis Liquid Funds	2,300,000	---
	---	---
<b>Total</b>	<b>2,300,000</b>	<b>---</b>

## Note 11 : Short Term Loans & Advances

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Advance Tax	129,624	121,918
	---	---
<b>Total</b>	<b>129,624</b>	<b>121,918</b>

## 33rd ANNUAL REPORT 2013-2014

### Note 12 : Revenue from Operations

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
	₹	₹
Sales	--	---
<b>Total</b>	<b>--</b>	<b>---</b>

### Note 13 : Other Income

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
	₹	₹
Interest	---	1,057,184
Dividend	16,588	---
Long Term Capital Gain on Quoted Shares	596,999	---
<b>Total</b>	<b>613,587</b>	<b>1,057,184</b>

### Note 14 : Employee benefit expenses

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
	₹	₹
Bonus & Leave Salary	26,000	9,500
Salary	153,433	152,408
Staff Welfare	236	1,187
<b>Total</b>	<b>179,669</b>	<b>163,095</b>

### Note 15 : Other expenses

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
	₹	₹
Audit Fees	28,090	22,472
Advertisement & Publicity	50,018	54,436
Printing and Stationery	58,594	33,264
Postage & Telegram	42,834	70,441
Travelling & Conveyance	1,980	2,849
General Expenses	12,932	4,115
Legal & Professional Fees	42,000	45,238
Listing Fees	28,090	28,090
Depository Charges	33,708	26,967
AGM expenses	4,321	4,260
Bank charges	2,277	2,327
Rates & Taxes	1,440	1,620
Filing fees	1,000	10,000
TDS filing fees	70	124
Web Designing & Maintenance charges	8,110	11,236
Share transfer maintenance Charges	54,966	55,693
Demat Charges	4,021	---
<b>Total</b>	<b>374,451</b>	<b>373,132</b>

# RAJKAMAL SYNTHETICS LIMITED

Notes : (i)

Particulars	For the year ended on 31 March 2014	For the year ended on 31 March 2013
	₹	₹
(i) Payment to the auditors comprises (Net of service tax input credit, where applicable): As auditors - Statutory Audit	28,090	22,472
<b>Total</b>	<b>28,090</b>	<b>22,472</b>

**Note 16 : Related Party Transaction**

**a) List of Related Parties :**

**Key Management Personnel (KMP)**

Mr. Sushil Sanghai Director  
Mr. Sheodutt Sanghai Director  
Mr. Rajendra Nangalia Director  
Mr. Ashok Jakhotia Additional Director  
Mr. Jagdish Prasad Ladha Additional Director

**Other Related Party (Enterprise Owned or significantly Influenced by Key Management Personnel)**

(1) Provincial Housing & Property Ltd. (2) Cipolin Investments Pvt. Ltd. (3) Elitex Pvt. Ltd. (4) Goenka & Sanghai International Education LLP  
(5) Vishnuhari Export (6) R. B. Overseas Pvt Ltd. (7) Acolyte Infrastructure & Mining Ltd. (8) Plaza Diamond Properties Pvt. Ltd. (9) Seanto Mineral Energy Ltd.  
(10) Rajendra Enterprises (prop.) (11) Shivbalaji Management Pvt. Ltd.

**b) Related Party Transaction**

Transaction	(KMP)		Other Related Party		Amount in Grand Total
<b>Loans Taken</b>					
Mr. Sheodutt Sanghai	<b>285,000</b> <i>3,349,000</i>		---		<b>285,000</b> <i>3,349,000</i>
			---		
			---		
<b>Loans Repaid</b>					
Mr. Sheodutt Sanghai	<b>355,000</b> <i>3,279,000</i>		---		<b>285,000</b> <i>3,349,000</i>
			---		
			---		

( Figures in Italics are in respect of the previous year)

**Note 17 : Earning Per Share :**

Particulars	Amount in ₹ 2013 - 14	Amount in ₹ 2012 - 13
Profit / (Loss) available after tax and adjustment	51,221	421,875
No. of equity shares	6,500,000	6,500,000
Earning per share	0.01	0.06

**Note 18 : Foreign Currency :**

Expenses in foreign currency NIL (P. Y. NIL)  
Earning in foreign currency NIL (P. Y. NIL)

**Note 19 : The company has no outstanding dues to small scale industries undertaking as on 31st March, 2014.**

**Note 20 : Previous year's figures have been regrouped / rearranged wherever necessary, so as to make them comparable with those of the current year.**

As per our report of Even Date

**For N. K. JALAN & CO.**  
Firm Reg. No. : 104019 W  
Chartered Accountants  
Sd/-

**CA N K JALAN**  
PROPRIETOR  
Mem. No. 11878  
Place : Mumbai  
Date : 30th May, 2014

**For RAJKAMAL SYNTHETICS LIMITED**

sd/-  
**Sheodutt Sanghai**  
Director

sd/-  
**Sushil Sanghai**  
Director

sd/-  
**Rajendra Nangalia**  
Director



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**RAJKAMAL SYNTHETICS LIMITED**

**CIN : L17111 MH1981PLC024344**

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

**ATTENDANCE SLIP**

To be handed over at the Entrance of the Meeting Hall.

Name of the attending Member (In Block Letters)	Member's Registered Folio Number
--	-------------------------------------

---

Name of Proxy (in Block Letters)  
(To be filled in by the Proxy who attends instead of the Member)

No. of Shares held \_\_\_\_\_

I hereby record my presence at the 33rd Annual General Meeting at 401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai - 400 004 on Friday, 26th September, 2014 at 10.30 a. m.

\_\_\_\_\_  
( Member's / Proxy's Signature )

(To be signed at the time of handing over his / her slip)

**RAJKAMAL SYNTHETICS LIMITED**

**CIN : L17111 MH1981PLC024344**

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

Website : www.rajkamalsynthetics.com

**PROXY FORM**

**Form No MGT - II**

Name of the Member	:	
Registered. Address	:	
E-mail ID	:	
Folio / DP ID-Client ID No.	:	

I/We being the Member (s) of \_\_\_\_\_ Shares of the above named Company hereby appoint :

(1) Name \_\_\_\_\_ Address \_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

(2) Name \_\_\_\_\_ Address \_\_\_\_\_

Email ID \_\_\_\_\_ Signature \_\_\_\_\_

As my / our Proxy to attend for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company to be held on Friday the 26th September, 2014 at 10.30 a.m. at 5th floor, 401, Diamond Plaza, 391, Dr. D. B. Marg, Mumbai-400004 and at any adjournment thereof in respect of such resolution as are indicated below :-

Res. No.	Resolution	FOR	AGAINST
1.	Adoption of Financial Statements for the Year Ended 31st March, 2014.		
2.	Re-appointment of Shri Rajendra R Nangalia who retires by rotation.		
3.	Re-appointment of Shri Ashok H Jakhotia who retires by rotation.		
4.	Appointment of M/s. N. K. Jalan & Co. Chartered Accountants as Auditors and fixing their remuneration		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature of Shareholder \_\_\_\_\_

Signature of Proxyholder \_\_\_\_\_

**Note :**

1. This form of Proxy in Order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the Meeting.
2. For the Resolutions and Notes, please refer to the Notice of the 33rd Annual General Meeting.
3. It is optional to put a 'X' in the appropriate Column against any or all Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he or she thinks appropriate.
4. Please complete all the details including details of the Member(s) in above Box before submission.



PRINTED MATTER

*If undelivered please return to :*

**SATELLITE CORPORATE SERVICES PVT. LTD.  
(Unit - RAJKAMAL SYNTHETICS LTD.)**

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