

RAJKAMAL SYNTHETICS LIMITED

CIN: L45100MH1981PLC024344

Regd. Off.: 411, Atlanta Estate Premises Co. Op. Soc. Ltd, G.M Link Road, Goregaon (East), Mumbai - 400063.
Email: rajkamalsynthetics@gmail.com Contact No. 022-48255368,46056970.

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September 18, 2024

To,

Department of Corporate Relationship

BSE Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street, Fort,

Mumbai - 400001

Dear Sir/Madam,

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: Scrip Code - 514028

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith a copy of Notice of Postal Ballot dated 18.09.2024, seeking approval of the members for Preferential allotment and Material Related Party Transactions, details of which are contained in the Notice of Postal Ballot.

In compliance with MCA Circulars, the Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, September 13, 2024 ("Cut-off date"). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has engaged the services of CDSL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

Remote E-voting details:

- | | | |
|---|--|---|
| 1 | Date and time of commencement of Remote e-voting | 9.00 a.m. (IST) on Thursday, 19 th September, 2024 |
| 2 | Date and time of conclusion of Remote e-voting | 5.00 p.m. (IST) on Friday, 18 th October, 2024 |

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The copy of the said Postal Ballot Notice is being made available on the website of the Company at www.rajkamalsynthetics.com

Thanking you,

Yours faithfully,

For Rajkamal Synthetics Limited

ANKUR

AJMERA

Ankur Ajmera

Managing Director & CEO

DIN: 07890715

Digitally signed by
ANKUR AJMERA
Date: 2024.09.18
15:00:19 +05'30'

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India)

Notice is hereby given to the members of Rajkamal Synthetics Limited (the “**Company**”) that pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re- enactment(s) thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company through postal ballot, only by means of remote electronic voting (“**remote e- voting**”).

The Ministry of Corporate Affairs, Government of India vide its General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 9/2023 dated September 25, 2023 (the “**MCA Circulars**”), has advised the companies to take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. Friday, 13th September, 2024.

The Scrutinizer will submit his report to the Managing Director & CEO of the Company after the completion of scrutiny of Postal Ballot e-voting process within the prescribed time from the date of conclusion of Postal Ballot e-voting process, and the result of Postal Ballot voting through electronic means will be announced within 2 working days from the date of completion of e-voting, at the Registered Office of the Company and also by placing the same on the Company’s website www.rajkamalsynthetics.com. The results will simultaneously be communicated to BSE and CDSL.

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and 110 of the Act and rules made thereunder and the MCA Circulars, the Company has extended the facility of remote e-voting for its members through Central Depository Services Limited (“**CDSL**”), to enable them to cast their votes electronically. Members whose names appear in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. 13th September, 2024 will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. The remote e- voting period commences on Thursday, 19th September, 2024, at 9:00 a.m. and ends on Friday, 18th October, 2024, at 5:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The instructions for e-voting are appended to this Notice. This Notice is also available on the Company’s website at www.rajkamalsynthetics.com, website of stock exchanges (BSE Limited) at www.bseindia.com and website of CDSL at www.evotingindia.com

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An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

The Board of Directors on September 16, 2024, has appointed Mr. Mehul Raval (CP No. 24170), Practicing Company Secretary, as scrutinizer (the “Scrutinizer”) to conduct the postal ballot e-voting process in a fair and transparent manner.

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer’s Report will be made available on the website of the Company at www.rajkamalsynthetics.com and website of CDSL at www.evotingindia.com and shall also be intimated to the stock exchange(s), where the shares of the Company are listed. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. 18th October, 2024. If a resolution is assented to by the requisite majority through postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

ITEMS OF SPECIAL BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER

Special Business:

1. Preferential Allotment of up to 87,75,000 Equity Shares to the Promoter Group and Non- Promoter Category.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer

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and allot, on a preferential basis, up to 87,75,000 (Eighty Seven Lacs Seventy Five Thousand only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each (“the Equity Shares”), to the ‘Promoter Group and Non-Promoter group, on preferential basis, in one or more tranches, at an issue price of Rs. 43.50/- (Rupees Fourty Three and Fifty paise Only) each, which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 38,17,12,500/- (Rupees Thirty-Eight Crores Seventeen Lacs Twelve Thousand Five Hundred only) for cash, on such further terms and conditions as detailed herein below to the below mentioned persons (“Proposed Allottees”):

Sr. No	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted	Pre-preferential shareholding (No. of shares)	% of Pre-preferential shareholding	Post-preferential shareholding (No. of shares)	% of Post-preferential shareholding
1	NARESH AJMERA	PROMOTER	100,000	155084	2.39	255,084	1.67
2	JYOTI AJMERA	PROMOTER	100,000	151450	2.33	251,450	1.65
3	ANKUR AJMERA	PROMOTER	200,000	184158	2.83	384,158	2.51
4	ARPIT AJMERA	PROMOTER	100,000	30	0.00	100,000	0.65
5	MUMAL KANWAR	NON-PROMOTER	100,000	0	0.00	100,000	0.65
6	SUDHIR KUMAR MAHESHWARI	NON-PROMOTER	50,000	13000	0.20	63,000	0.41
7	MAHIMA KANWAR	NON-PROMOTER	100,000	0	0.00	100,000	0.65
8	DHEERAJ SINGH BHATI	NON-PROMOTER	100,000	0	0.00	100,000	0.65
9	MANASI RAVINDRA MORE	NON-PROMOTER	200,000	0	0.00	200,000	1.31
10	APOORVA MAHESHWARI	PROMOTER	100,000	0	0.00	100,000	0.65
11	LALLU LAL GUPTA	NON-PROMOTER	100,000	0	0.00	100,000	0.65
12	REKHA GUPTA	NON-PROMOTER	100,000	0	0.00	100,000	0.65
13	PURSHOTTAM AGARWAL	NON-PROMOTER	100,000	0	0.00	100,000	0.65
14	ASHA KANWAR	NON-PROMOTER	100,000	0	0.00	100,000	0.65
15	JEEVRAJ SINGH BHATI	NON-PROMOTER	100,000	0	0.00	100,000	0.65
16	MAHENDRA AGARWAL	NON-PROMOTER	100,000	0	0.00	100,000	0.65
17	MADHU KHANDELWAL	NON-PROMOTER	100,000	0	0.00	100,000	0.65
18	MADHURI DEEPAK BHANDARI	NON-PROMOTER	50,000	40173	0.62	90,173	0.59
19	BASANT MAHESHWARI	NON-PROMOTER	50,000	5775	0.09	55,775	0.36
20	NIRAV MAHENDRABHAI	NON-PROMOTER	100,000	2900	0.04	102,900	0.67

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	DHOLAKIYA						
21	HIREN DINESHBHAI TRIVEDI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
22	DOLLY HIREN TRIVEDI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
23	VIMAL PRATAPBHAI RATHOD	NON-PROMOTER	75,000	7500	0.12	82,500	0.54
24	SHILPA VIMAL RATHOD	NON-PROMOTER	75,000	0	0.00	75,000	0.49
25	BHAVISHA NIRAV DHOLAKIYA	NON-PROMOTER	100,000	0	0.00	100,000	0.65
26	DOSHI ALPABEN ALPESHBHAI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
27	KOMAL KAMLESH JAIN	NON-PROMOTER	50,000	0	0.00	50,000	0.33
28	KAMLESH JAIN	NON-PROMOTER	400,000	0	0.00	400,000	2.62
29	KARUNA JAIN	NON-PROMOTER	50,000	0	0.00	50,000	0.33
30	ADITYA KAMLESH KOTHARI	NON-PROMOTER	50,000	1	0.00	50,000	0.33
31	DIVYA KAMLESH KOTHARI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
32	SEEMA KAMLESH JI KOTHARI	NON-PROMOTER	50,000	136087	2.09	186,087	1.22
33	NIRAV MAHENDRABHAI DHOLAKIYA HUF	NON-PROMOTER	50,000	0	0.00	50,000	0.33
34	VASHITA JAIN	NON-PROMOTER	102,000	0	0.00	102,000	0.67
35	ARIHANT JAIN	NON-PROMOTER	349,000	42292	0.65	391,292	2.56
36	RAJESH GUPTA	NON-PROMOTER	318,000	0	0.00	318,000	2.08
37	ASHA JAIN	NON-PROMOTER	117,000	0	0.00	117,000	0.77
38	RAJENDRA KUMAR JAIN	NON-PROMOTER	107,000	0	0.00	107,000	0.70
39	PRAFULL JAIN	NON-PROMOTER	348,000	25411	0.39	373,411	2.44
40	AKASH KUMAWAT	NON-PROMOTER	129,000	0	0.00	129,000	0.84
41	KRISHNA KUMAR MISHRA	NON-PROMOTER	348,000	0	0.00	348,000	2.28
42	KRISHAN KUMAR	NON-PROMOTER	102,000	0	0.00	102,000	0.67
43	AVINASH SAINI	NON-PROMOTER	249000	0	0.00	249,000	1.63
44	ISHITA JAIN	NON-PROMOTER	101000	0	0.00	101,000	0.66
45	MERATWAL HIRAL VISHALBHAI	NON-PROMOTER	99000	0	0.00	99,000	0.65
46	SHUBHAM KHANDELWAL	NON-PROMOTER	347,000	0	0.00	347,000	2.27

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47	SHUBHAM CHAURASIA	NON-PROMOTER	29,000	0	0.00	29,000	0.19
48	CHANDAN BALAJAIN	NON-PROMOTER	101,000	0	0.00	101,000	0.66
49	AJAY JANGID	NON-PROMOTER	199,000	0	0.00	199,000	1.30
50	ARIHANT DHADDA	NON-PROMOTER	150,000	0	0.00	150,000	0.98
51	TANISHA DHADDA	NON-PROMOTER	150,000	0	0.00	150,000	0.98
52	NEELAM JAIN	NON-PROMOTER	50,000	0	0.00	50,000	0.33
53	ANKUR JAIN	NON-PROMOTER	60,000	20000	0.31	60,000	0.39
54	ANKESH VASUDEV	NON-PROMOTER	50,000	0	0.00	50,000	0.33
55	KEDAR MAL BHALA	NON-PROMOTER	100,000	0	0.00	100,000	0.65
56	CHANDA DEVI BHALA	NON-PROMOTER	100,000	0	0.00	100,000	0.65
57	KALPANA SABOO	NON-PROMOTER	70,000	9745	0.15	70,000	0.46
58	SANJAY ASHOK JAIN	NON-PROMOTER	100,000	0	0.00	100,000	0.65
59	KIRAN MAHESHWARI	NON-PROMOTER	100,000	0	0.00	100,000	0.65
60	PRIYANKA MAHESHWARI	NON-PROMOTER	100,000	0	0.00	100,000	0.65
61	ANITA DHOOT	NON-PROMOTER	100,000	21248	0.33	100,000	0.65
62	CHANDRA PRAKASH DHOOT	NON-PROMOTER	100,000	3006	0.05	100,000	0.65
63	NAMAN BUTHRA	NON-PROMOTER	50,000	0	0.00	50,000	0.33
64	MUKESH TAKHATMAL BHAWAD	NON-PROMOTER	100,000	0	0.00	100,000	0.65
65	DINESH BUTHRA HUF	NON-PROMOTER	50,000	0	0.00	50,000	0.33
66	ASHOK KHANDELWAL	NON-PROMOTER	50,000	0	0.00	50,000	0.33
67	ASHISH KHANDELWAL HUF	NON-PROMOTER	50,000	0	0.00	50,000	0.33
68	SUCHISMITA DARAK	NON-PROMOTER	50,000	0	0.00	50,000	0.33
69	SHUBHA CHANDAK	NON-PROMOTER	50,000	0	0.00	50,000	0.33
70	MAHESH CHANDAK HUF	NON-PROMOTER	50,000	0	0.00	50,000	0.33
71	ZAVERI RINA SANDIPBHAI	NON-PROMOTER	50,000	1000	0.02	50,000	0.33
72	ZAVERI SANDIP DILIPBHAI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
73	PINKY DEEPAK JAIN	NON-PROMOTER	100,000	0	0.00	100,000	0.65
74	PRATEEK	NON-PROMOTER	50,000	0	0.00	50,000	0.33

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	MAHESHWARI	PROMOTER					
75	RAM CHANDRA VIJAVARGIA HUF	NON-PROMOTER	50,000	0	0.00	50,000	0.33
76	DINESH KUMAR BHATTAR	NON-PROMOTER	100,000	0	0.00	100,000	0.65
77	SUMAN BHATTAR	NON-PROMOTER	100,000	0	0.00	100,000	0.65
78	KOMAL MAHESHWARI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
79	PRADEEPKUMAR OMPRAKASH BHALA	NON-PROMOTER	200,000	1172	0.02	200,000	1.31
80	YASH MEHARCHANDANI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
81	PARAG POPATLAL SALIA	NON-PROMOTER	50,000	0	0.00	50,000	0.33
82	PARAG POPATLAL SALIA (HUF)	NON-PROMOTER	50,000	0	0.00	50,000	0.33

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is 18th September, 2024 i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. 18th October, 2024.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- Equity Shares, being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations
- Equity Shares shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee(s).
- In terms of Regulation 166 of the SEBI (ICDR) Regulations, the price of shares determined above and the number of Equity Shares to be allotted shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.
- The Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.
- The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further

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consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company or to any person, individual or firm as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

2. TO APPROVE MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED BY THE COMPANY FOR PERIOD OCTOBER 21, 2024 TILL OCTOBER 20, 2025.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), the consent of the members of the Company be and is hereby accorded to avail loan and pay interest thereon as stated in the below table from Mr. Ankur Ajmera, related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on arm’s length basis and in the ordinary course of business and on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value as stated in the table for the period October 21, 2024 till October 20, 2025.

Sr. No.	Names of related parties for which omnibus approval is sought	Relation	Nature of Transactions	Approval to be obtained for FY 2024 – 2025 (Amount in Rs)
1.	Mr. Ankur Ajmera	Promoter	Loan and Interest	10,00,00,000

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

By the Order of Board of Directors
For Rajkamal Synthetics Limited

Ankur Ajmera
Managing Director & CEO

Place: Mumbai

Date: 18/09/2024

Registered Office:

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Notes:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 13th September, 2024 (the “Cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, (“RTA”). Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.rajkamalsynthetics.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. (Bombay Stock Exchange Ltd.) at www.bseindia.com, and on the website of CDSL at www.evotingindia.com
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Central Depository Services Limited (CDSL), the agency to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.
5. All documents referred to in this notice will also be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting. Members seeking to inspect such documents can send an email to rajkamalsynthetics@gmail.com.
6. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e. on 13th September, 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
7. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 19th September 2024, and ends at 5.00 p.m. (IST) on Friday, 18th October, 2024. During this period, Members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., 13th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 18th October, 2024 (5:00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
8. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., 18th October, 2024.

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10. The Scrutinizer will submit his report to the Chairman/Managing Director & CEO of the Company, or any person authorized by him, after completion of the scrutiny of the Postal Ballots. The result of the Postal Ballot through remote e-voting process shall be announced not later than two working days from the conclusion of the remote e-voting and the resolution will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.
11. The voting results along with Scrutinizer's report would be published on the website of the Company i.e. www.rajkamalsynthetics.com and will be communicated to the Stock Exchanges where the Company's shares are listed i.e. BSE.
12. Members are requested to intimate about change in their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/S Satellite Corporate Services Pvt. Ltd., Address: A 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safed Pool Sakinaka, Mumbai - 400072. India, Email: info@satellitecorporate.com in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
13. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to csmehulraval@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

PROCEDURE FOR REMOTE E-VOTING

- a. The e-voting period commences from 9.00 a.m. (IST) on Thursday, 19th September, 2024, and ends at 5.00 p.m. (IST) on Friday, 18th October, 2024. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of 13th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
- b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide e- voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- c. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- d. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The e-voting period begins on 19th September, 2024 at 09.00 AM and ends on 18th October, 2024 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After

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	successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.

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5) 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.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none">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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company name: Rajkamal Synthetics Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csmehulraval@gmail.com or rajkamalsynthetics@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 rajkamalsynthetics@gmail.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

By the Order of Board of Directors
For Rajkamal Synthetics Limited

Ankur Ajmera
Managing Director & CEO

Place: Mumbai

Date: 18/09/2024

Registered Office:

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

G.M Link Road, Goregaon (East),

Mumbai – 400063

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No: 1

The Special Resolution contained in Item No.1 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 87,75,000 (Eighty Seven Lacs Seventy Five Thousand only) Equity Share of face value of Rs. 10/- each per share, to persons belonging to Promoter Group and Non- Promoter on preferential basis at an issue price of Rs. 43.50/- (Rupees Fourty Three and Fifty paise Only) each which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 38,17,12,500/- (Rupees Thirty-Eight Crores Seventeen Lacs Twelve Thousand Five Hundred only) for cash. The proposed Preferential Issue is to be issued to the “Promoter Group and Non-Promoter, as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 16th September, 2024. The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018 for Item No. 1 of the Notice. The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Circulars issued from time to time, if any, and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. **Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price.**

The Board of Directors at its meeting held on 16th September 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 87,75,000 (Eighty-Seven Lacs Seventy Five Thousand only) Equity Shares. The issue price would be Rs. 43.50/- (Rupees Fourty Three and Fifty paise Only) per share for an aggregate amount of up to Rs. 38,17,12,500/- (Rupees Thirty-Eight Crores Seventeen Lacs Twelve Thousand Five Hundred only) for cash, by way of a preferential issue to Promoter Group’ and ‘Non- Promoter Category’.

II. **Basis on which the price has been arrived at and justification for the price (including premium, if any);**

The Equity Shares of the Company are listed only on BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares in preferential issues has to be calculated as:

- (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date;
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a

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recognized stock exchange preceding the relevant date; whichever is higher.

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the shares may be issued computes to Rs. 43.28/- each. Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis. As the proposed allotment is more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Bhavin Patel, Registered Valuer (IBBI/RV/5/2019/11668), i.e., Rs. 43.28/- per share. The said report is available on the website of the Company at <https://www.rajkamalsynthetics.com>.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 43.50/- (Rupees Forty Three and Fifty paise Only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

III. **Amount which the company intends to raise by way of such securities.**

Aggregate amount of up to Rs. 38,17,12,500/- (Rupees Thirty-Eight Crores Seventeen Lacs Twelve Thousand Five Hundred only) for cash.

IV. **Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the shares proposed to be allotted to the above mentioned allottees is 18th September, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of e-voting i.e. 18th October, 2024).

V. **Objects of the Preferential Issue/Utilization of Issue Proceeds**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. **Expansion of business** - Expansion of business
2. **Strategic Investment and acquisition** - For undertaking strategic investments for the purposes of strengthening the existing business.
3. **Working Capital for existing business** - Issue Proceeds will be utilised for the working capital of the Company.
4. **General Corporate Purpose** - The Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

The Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by

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the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

VI. Monitoring of Utilization of Funds

Since the proceeds from the Issue are less than ₹100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 there is no need to appoint SEBI registered external credit rating agency as Monitoring Agency to monitor the use of proceeds of this preferential issue.

VII. Name and address of valuer who performed valuation.

Mr. Bhavin Patel, Registered Valuer (IBBI/RV/5/2019/11668), Add: 79, Nirman Park, B/h Pramukh Prasad Society, Manjalpur, Vadodara, Gujarat - 390011.

VIII. Principal terms of Assets charged as securities: Not Applicable.

IX. Material terms of raising such securities

The same has been disclosed in the respective resolution.

X. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

XI. Valuation for consideration other than cash: Not Applicable

XII. The intent of the promoters, directors or key management personnel or senior management of the issuer to subscribe to the offer:

Promoter/Promoter Group of the Company are subscribing to the issue to the extent of number of shares proposed to be issued, written against their names, as detailed in the following table:

Sr. No.	Proposed Allottees	Category	No. of Shares
1	NARESH AJMERA	Promoter	100000
2	JYOTI AJMERA	Promoter	100000
3	ANKUR AJMERA	Promoter/Managing Director	200000
4	ARPIT AJMERA	Promoter	100000
5	APOORVA MAHESHWARI	Promoter	100000
6	ARIHANT JAIN	CFO/Director	349000
7	MUMAL KANWAR	Executive Director	100000

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Except these shares, promoter/promoter group are not subscribing any other Securities in the proposed issue. All other proposed allottees belongs to 'Non-Promoter Category'.

XIII. **The Shareholding Pattern of the issuer before and after the preferential issue.**

The Shareholding Pattern of the issuer before and after the preferential issue is attached as **Annexure-A**.

XIV. **Proposed time limit within which the allotment shall be completed:**

In terms of SEBI ICDR Regulations, the preferential allotment of said shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock exchange(s) or other concerned authorities.

XV. **Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

No new preferential issue was proposed during the financial year.

XVI. **Lock-in Period:**

a) The equity shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XVII. **Pending Preferential Issue**

Presently there has been no preferential issue pending or in process except as proposed in this notice.

XVIII. **Payment of Consideration:**

The proposed allottees/Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.

XIX. **Undertakings:**

- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The Company shall re-compute the price of the of Equity Shares to be allotted in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the equity shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

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- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower.

None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

- XX. **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottees	Post Status of Proposed Allottees
1	NARESH AJMERA	PROMOTER	PROMOTER
2	JYOTI AJMERA	PROMOTER	PROMOTER
3	ANKUR AJMERA	PROMOTER	PROMOTER
4	ARPIT AJMERA	PROMOTER	PROMOTER
5	MUMAL KANWAR	NON-PROMOTER	NON-PROMOTER
6	SUDHIR KUMAR MAHESHWARI	NON-PROMOTER	NON-PROMOTER
7	MAHIMA KANWAR	NON-PROMOTER	NON-PROMOTER
8	DHEERAJ SINGH BHATI	NON-PROMOTER	NON-PROMOTER
9	MANASI RAVINDRA MORE	NON-PROMOTER	NON-PROMOTER
10	APOORVA MAHESHWARI	PROMOTER	PROMOTER
11	LALLU LAL GUPTA	NON-PROMOTER	NON-PROMOTER
12	REKHA GUPTA	NON-PROMOTER	NON-PROMOTER
13	PURUSHOTTAM AGARWAL	NON-PROMOTER	NON-PROMOTER
14	ASHA KANWAR	NON-PROMOTER	NON-PROMOTER
15	JEEVRAJ SINGH BHATI	NON-PROMOTER	NON-PROMOTER
16	MAHENDRA AGARWAL	NON-PROMOTER	NON-PROMOTER
17	MADHU KHANDELWAL	NON-PROMOTER	NON-PROMOTER
18	MADHURI DEEPAK BHANDARI	NON-PROMOTER	NON-PROMOTER
19	BASANT MAHESHWARI	NON-PROMOTER	NON-PROMOTER

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20	NIRAV MAHENDRABHAI DHOLAKIYA	NON-PROMOTER	NON-PROMOTER
21	HIREN DINESHBHAI TRIVEDI	NON-PROMOTER	NON-PROMOTER
22	DOLLY HIREN TRIVEDI	NON-PROMOTER	NON-PROMOTER
23	VIMAL PRATAPBHAI RATHOD	NON-PROMOTER	NON-PROMOTER
24	SHILPA VIMAL RATHOD	NON-PROMOTER	NON-PROMOTER
25	BHAVISHA NIRAV DHOLAKIYA	NON-PROMOTER	NON-PROMOTER
26	DOSHI ALPABEN ALPESHBHAI	NON-PROMOTER	NON-PROMOTER
27	KOMAL KAMLESH JAIN	NON-PROMOTER	NON-PROMOTER
28	KAMLESH JAIN	NON-PROMOTER	NON-PROMOTER
29	KARUNA JAIN	NON-PROMOTER	NON-PROMOTER
30	ADITYA KAMLESH KOTHARI	NON-PROMOTER	NON-PROMOTER
31	DIVYA KAMLESH KOTHARI	NON-PROMOTER	NON-PROMOTER
32	SEEMA KAMLESH JI KOTHARI	NON-PROMOTER	NON-PROMOTER
33	NIRAV MAHENDRABHAI DHOLAKIYA HUF	NON-PROMOTER	NON-PROMOTER
34	VASHITA JAIN	NON-PROMOTER	NON-PROMOTER
35	ARIHANT JAIN	NON-PROMOTER	NON-PROMOTER
36	RAJESH GUPTA	NON-PROMOTER	NON-PROMOTER
37	ASHA JAIN	NON-PROMOTER	NON-PROMOTER
38	RAJENDRA KUMAR JAIN	NON-PROMOTER	NON-PROMOTER
39	PRAFULL JAIN	NON-PROMOTER	NON-PROMOTER
40	AKASH KUMAWAT	NON-PROMOTER	NON-PROMOTER
41	KRISHNA KUMAR MISHRA	NON-PROMOTER	NON-PROMOTER
42	KRISHAN KUMAR	NON-PROMOTER	NON-PROMOTER
43	AVINASH SAINI	NON-PROMOTER	NON-PROMOTER
44	ISHITA JAIN	NON-PROMOTER	NON-PROMOTER
45	MERATWAL HIRAL VISHALBHAI	NON-PROMOTER	NON-PROMOTER
46	SHUBHAM KHANDELWAL	NON-PROMOTER	NON-PROMOTER
47	SHUBHAM CHAURASIA	NON-PROMOTER	NON-PROMOTER
48	CHANDAN BALA JAIN	NON-PROMOTER	NON-PROMOTER
49	AJAY JANGID	NON-PROMOTER	NON-PROMOTER
50	ARIHANT DHADDA	NON-PROMOTER	NON-PROMOTER
51	TANISHA DHADDA	NON-PROMOTER	NON-PROMOTER
52	NEELAM JAIN	NON-PROMOTER	NON-PROMOTER
53	ANKUR JAIN	NON-PROMOTER	NON-PROMOTER
54	ANKESH VASUDEV	NON-PROMOTER	NON-PROMOTER
55	KEDAR MAL BHALA	NON-PROMOTER	NON-PROMOTER
56	CHANDA DEVI BHALA	NON-PROMOTER	NON-PROMOTER

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57	KALPANA SABOO	NON-PROMOTER	NON-PROMOTER
58	SANJAY ASHOK JAIN	NON-PROMOTER	NON-PROMOTER
59	KIRAN MAHESHWARI	NON-PROMOTER	NON-PROMOTER
60	PRIYANKA MAHESHWARI	NON-PROMOTER	NON-PROMOTER
61	ANITA DHOOT	NON-PROMOTER	NON-PROMOTER
62	CHANDRA PRAKASH DHOOT	NON-PROMOTER	NON-PROMOTER
63	NAMAN BUTHRA	NON-PROMOTER	NON-PROMOTER
64	MUKESH TAKHATMAL BHAWAD	NON-PROMOTER	NON-PROMOTER
65	DINESH BUTHRA HUF	NON-PROMOTER	NON-PROMOTER
66	ASHOK KHANDELWAL	NON-PROMOTER	NON-PROMOTER
67	ASHISH KHANDELWAL HUF	NON-PROMOTER	NON-PROMOTER
68	SUCHISMITA DARAK	NON-PROMOTER	NON-PROMOTER
69	SHUBHA CHANDAK	NON-PROMOTER	NON-PROMOTER
70	MAHESH CHANDAK HUF	NON-PROMOTER	NON-PROMOTER
71	ZAVERI RINA SANDIPBHAI	NON-PROMOTER	NON-PROMOTER
72	ZAVERI SANDIP DILIPBHAI	NON-PROMOTER	NON-PROMOTER
73	PINKY DEEPAK JAIN	NON-PROMOTER	NON-PROMOTER
74	PRATEEK MAHESHWARI	NON-PROMOTER	NON-PROMOTER
75	RAM CHANDRA VIJAIVARGIA HUF	NON-PROMOTER	NON-PROMOTER
76	DINESH KUMAR BHATTAR	NON-PROMOTER	NON-PROMOTER
77	SUMAN BHATTAR	NON-PROMOTER	NON-PROMOTER
78	KOMAL MAHESHWARI	NON-PROMOTER	NON-PROMOTER
79	PRADEEPKUMAR OMPRAKASH BHALA	NON-PROMOTER	NON-PROMOTER
80	YASH MEHARCHANDANI	NON-PROMOTER	NON-PROMOTER
81	PARAG POPATLAL SALIA	NON-PROMOTER	NON-PROMOTER
82	PARAG POPATLAL SALIA (HUF)	NON-PROMOTER	NON-PROMOTER

XXI. Practicing Company Secretary's Certificate:

The certificate from Mr. Mehul Raval (COP: 24170), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.rajkamalsynthetics.com.

XXII. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

XXIII. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Equity Shares, there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The above preferential allotment is proposed for Promoter/Promoter Group and Non-Promoter, Public Category. The Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, concerned or interested, financially or otherwise to the extent of shares to be allotted to them, in the resolution set out at Item no. 1 of this Notice and to the extent of their respective shareholding in the Company, if any. In accordance with the provisions of Sections 42 and 62 of the Act read

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with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of Equity Shares to persons belonging to the Promoter/Promoter Group and Non-Promoter Category, Directors / KMPs is being sought by way of a “Special Resolution” as set out in the said item no. 1 of the Notice. The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

XXIV. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.**

All the proposed allottees are individuals and hence this clause is not applicable.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

Except the Directors/Key Managerial Personnel, as mentioned above in the Notice, and their relatives to the extent of their shareholding and the number of securities proposed to be allotted to them, none of the other Directors or Key Managerial Personnel of the Company, including their relatives are in, anyway, concerned or interested, in the above resolution.

Item No: 2

The Company shall avail Loan and pay interest thereon as stated in the below table from Mr. Ankur Ajmera a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) on arm’s length basis and in ordinary course of business.

Sr. No.	Names of related parties for which omnibus approval is sought	Relation	Nature of Transactions	Approval to be obtained for FY 2024 – 2025 (Amount in Rs)
1.	Mr. Ankur Ajmera	Promoter	Loan and Interest	10,00,00,000

“Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crore or 10% of the annual consolidated turnover of a company as per its last audited financial statements of the Company, whichever is lower. The annual turnover of the Company for the financial year 2022-23 was Rs. 37,06,371. Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 3,70,637.1 (10% of the Company’s annual turnover) shall be considered as material related party transaction and hence, the approval of the Members will be required for the same. On recommendation of Audit Committee of the Board at their meeting held on September 16, 2024 the Board of Directors approved omnibus approval as stated above in the table for a period of 1 year w.e.f October 21, 2024 till October 20, 2025

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms’ length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

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Shareholder approval by an ordinary resolution is to be sought for the aforesaid transaction for the period of 1 year w.e.f October 21, 2024 till October 20, 2025. All related parties shall abstain from voting on such resolution.

Except, Mr. Ankur Ajmera none of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution as set out at Item No. 2 of the notice as an Ordinary Resolution.

By the Order of Board of Directors
For Rajkamal Synthetics Limited

Ankur Ajmera
Managing Director & CEO

Place: Mumbai

Date: 18/09/2024

Registered Office:

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

G.M Link Road, Goregaon (East),

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Annexure - A

The shareholding pattern of the Company before the proposed issue and after the proposed issue of equity shares as follows:

Sr No.	Category of Shareholder(s)	Pre-Issue		Post- Issue (Assuming full allotment of equity shares)	
		No. of shares held	% of share holding	No. of shares held	% of share holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
	Individuals/ Hindu Undivided Family	1701712	26.18	2301712	15.07
(b)	Central Government/ State Government(s)	--	--	--	--
(c)	Bodies Corporate	--	--	--	--
(d)	Financial Institutions/ Banks	--	--	--	--
(e)	Any Others	--	--	--	--
	Sub Total(A)(1)	1701712	26.18	2301712	15.07
2	Foreign				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	--	--	--	--
(b)	Bodies Corporate	--	--	--	--
(c)	Institutions	--	--	--	--
(d)	Any Others	--	--	--	--
	Sub Total(A)(2)	--	--	--	--
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1701712	26.18	2301712	15.07
(B)	Public shareholding				
1	Institutions				
(a)	Alternate Investment Funds	--	--	--	--
(b)	Financial Institutions / Banks	500	0.01	500	0.00
(c)	Central Government/ State Government(s)	--	--	--	--
(d)	Venture Capital Funds	--	--	--	--
(e)	Insurance Companies	--	--	--	--
(f)	Foreign Institutional Investors	--	--	--	--
(g)	Foreign Venture Capital Investors	--	--	--	--

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(h)	Any Other	--	--	--	--
	Sub-Total (B)(1)	500	0.01	500	0.00
2	Non-institutions				
(a)	Bodies Corporate	1503416	23.13	1503416	9.84
(b)	Individuals				
I	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	1899236	29.22	1835137	12.01
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1237207	19.03	9476306	62.04
(c)	Any Other (NRI, Firm, HUF, New Beneficiary Code)	157929	2.43	157929	1.03
	Sub-Total (B)(2)	4797788	73.81	12972788	84.93
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4798288	73.81	12973288	84.93
	TOTAL (A)+(B)	6500000	100	15275000	100
(C)	Shares held by Custodians and against which DRs have been issued	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	6500000	100	15275000	100

By the Order of Board of Directors
For Rajkamal Synthetics Limited

Ankur Ajmera
Managing Director & CEO

Place: Mumbai

Date: 18/09/2024

Registered Office:

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

G.M Link Road, Goregaon (East),

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