

RAJKAMAL SYNTHETICS LIMITED

CIN No.: L45100MH1981PLC024344

Regd. Off.: 411 Atlanta Estate Premises CHSL, G.M Link Road, Goregaon (East),
Mumbai – 400063. Ph. 022-40238226, 40046011;

Email: rajkamalsynthetics@gmail.com

Date: January 10, 2023

To,
Department of Listing Operations
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Trading Symbol: **RAJKSYN**

Scrip code: **514028**

Sub.: Notice convening the Extra- Ordinary General Meeting

Dear Sir/ Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Notice of the Extra-Ordinary General Meeting (EOGM) of the Company.

The Schedule of EOGM of the company is as under:

Event	Date	Time (IST)
Cut-off date to determine eligible members for voting on EOGM Resolution(s)	Monday, January 30, 2023	NA
Commencement of E-Voting	Thursday, February 2, 2023	9.00 A.M.
End of E-voting	Sunday, February 5, 2023	5.00 P.M.
Extra-Ordinary General Meeting	Monday, February 6, 2023	2.00 P.M.

Please take the same in your record.

Thanking You,

Yours Faithfully,

For RAJKAMAL SYNTHETICS LIMITED

ANKUR AJMERA

Digitally signed by ANKUR
AJMERA
Date: 2023.01.10 16:49:08 +05'30'

ANKUR AJMERA
Managing Director
(DIN: 07890715)

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE RAJKAMAL SYNTHETICS LIMITED WILL BE HELD ON MONDAY, FEBRUARY 6, 2023 AT 2:00 P.M. THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO VIDEO MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS.

SPECIAL BUSINESS:

ITEM 01:

APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY OF THE COMPANY FOR THE FINANCIAL YEAR 2022-2023

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), approval of members be and are hereby accorded for appointment of ADV and Associates, Chartered Accountants (Firm Registration Number: 128045W) who are eligible to be appointed as Statutory Auditors of the Company and who have given their consent to act as Statutory Auditors of the Company as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting to be held in 2023 and that they shall conduct the Statutory Audit for the period ended March 31, 2023 on such remuneration as may be mutually agreed between the Board of Directors on recommendation of Audit Committee of the Company and the Auditors.

RESOLVED FURTHER THAT Mr. Ankur Ajmera, Managing Director of Company be and is hereby authorized to sign and file e-form with the concerned Registrar of the Companies and

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for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

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

Ankur Ajmera
Managing Director
DIN: 07890715

Date: January 5, 2023

Place: Mumbai

Registered Office:

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

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

NOTES:

1. Pursuant to circulars issued by Ministry of Corporate Affairs (MCA) read as General Circular No. 02/2022 dated May 5, 2022, (collectively “MCA Circulars”) GC No.10/22 dated December 28, 2022, GC No.11/22 dated December 28, 2022 and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively “SEBI Circulars”) and subsequent circulars in continuation permitted the holding of this Extra-Ordinary General Meeting (“EOGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) and the MCA and SEBI Circulars, the EOGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Statutory Auditor seeking appointment in casual vacancy at this EOGM is annexed.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members

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will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EOGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer, by email through its registered email address to csbansalandcompany@gmail.com with a copy marked to evoting@cdslindia.com
4. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Satellite Corporate Services Private Limited in case the shares are held by them in physical form.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
8. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on rajkamalsynthetics@gmail.com so as to enable the Company to keep the information ready.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EOGM along with the Explanatory statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of Extra-Ordinary General Meeting will also be available on the Company's website www.rajkamalsynthetics.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL : <https://www.evotingindia.com>

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10. Since the EOGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. Instructions for e-voting and joining the EOGM are as follows:
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 respectively, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by CDSL.
 - b. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and c. Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
 - c. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013
 - d. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Thursday, February 02, 2023 at 09.00 am. and ends on Sunday, February 05, 2023 at 5.00 pm. During this period shareholders of the Company, holding shares as on the cut-off date (record date) of Monday, January 30, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders" module.
 - (iv) Now enter your User ID

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- 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.

(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.evotingindia.com and voted on an earlier e-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:

	For shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10-Digit alpha numeric *PAN issued by Income tax Department (Applicable for both Demat Shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company / Depository Participant as requested to use the sequence number which is printed on Postal Ballot / Attendance slip indicated in the PAN filed.
Dividend bank details OR Date of Birth	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 as mentioned in instruction (v).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) 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.

(x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

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- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii. For Demat shareholders -, please provide Demat account details (CDSL- 16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- iii. The company/RTA shall co-ordinate with CDSL and provides the login credentials to the above-mentioned shareholders.

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

- i. Shareholder will be provided with a facility to attend the EOGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be

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available in shareholder/members login where the EVSN of Company will be displayed.

- ii. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EOGM ARE AS UNDER: -

- (i) The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting.
 - (ii) Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
 - (iii) If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
 - (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at rajkamalsynthetics@gmail.com. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number rajkamalsynthetics@gmail.com. These queries will be replied to by the company suitably by email.
 - (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - (vii) Note for Non – Individual Shareholders and Custodians
- 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 “Corporate” module.

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- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 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; csbansalandcompany@gmail.com 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to 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 1800225533.

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Other Instructions:

M/s. Bansal & Company (Entity ID: 88341) have been appointed as Scrutinizer to scrutinize the e-voting process as well as e-voting during the EOGM, in a fair and transparent manner. After the conclusion of the e-voting at the Meeting, the Scrutinizer will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, draft a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorized by the Chairman, who shall countersign the same. The Results shall be declared not later than 2 working days from conclusion of the Meeting. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.rajkamalsynthetics.com and on the website of Satellite Corporate Services Pvt. Ltd at <http://www.satellitecorporate.com/> immediately after the Results are declared and will simultaneously be submitted to BSE Limited where Company shares are listed. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e., February 06, 2023, subject to receipt of the requisite number of votes in favor of the Resolutions.

Registered Office:

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

Ankur Ajmera
Managing Director
DIN: 07890715

Date: January 5, 2023
Place: Mumbai

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT,
2013**

ITEM 01:

M/s. Harshil Shah & Company, Chartered Accountants have tendered their resignation from the position of Statutory Auditors on November 3, 2022 due to the reason as mentioned in their resignation letter which has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of the auditor can be filled by the shareholders in the General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended at its meeting held on November 7 2022, that, M/s ADV & Associates, Chartered Accountants, having FRN: 128045W be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Harshil Shah & Company, Chartered Accountants and have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested, in the proposed resolution.

For Rajkamal Synthetics Limited

Ankur Ajmera
Managing Director
DIN: 07890715

Date: January 5, 2023
Place: Mumbai