

# 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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October 9, 2024

To,  
**Department of Corporate Relationship**  
**BSE Ltd.**  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,  
Mumbai - 400001

Dear Sir/Madam,

**Sub.: Corrigendum to the Notice of Postal Ballot dated September 18, 2024.**

**Ref.: Intimation of Notice of Postal Ballot on September 18, 2024**

This has reference to the Notice of Postal Ballot dated September 18, 2024, which was already emailed to all the shareholders of the Company on September 18, 2024.

The Company through this 2<sup>nd</sup> corrigendum ("Corrigendum") wishes to bring to the attention of the Shareholders, certain changes in Notice of Postal Ballot as detailed in Annexure A.

Kindly note that Shareholders who have already voted (EVSN 240916011) before the issue of this corrigendum, have the option to modify their assent or dissent by sending an e-mail to the Scrutinizer at email id: csmehulraval@gmail.com till 5:00 pm. (IST), Friday, October 18, 2024. In case no e-mails are received from such shareholders by the scrutinizer, the votes originally casted by them shall be treated as final and binding.

Except as detailed in the above corrigendum, all other terms and contents of the Postal Ballot Notice shall remain unchanged. This corrigendum will also be available on the website of the Company [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com). You are requested to take the same on your records.

Kindly take note of the above and oblige.

For Rajkamal Synthetics Limited

Ankur Ajmera  
Managing Director & CEO  
DIN: 07890715

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## Annexure A

### CORRIGENDUM TO THE POSTAL BALLOT NOTICE DATED SEPTEMBER 18, 2024

Rajkamal Synthetics Limited ("The Company") had issued a Postal Ballot Notice dated September 18, 2024 together with Explanatory Statement ("Notice") in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") thereto, for seeking approval of members of the Company by way of special resolution through postal ballot process. The Notice has already been circulated to all the shareholders of the Company in due compliance with the provisions the Act and Listing Regulations on September 18, 2024.

Kindly note that Shareholders who have already voted (EVSN 240916011) before the issue of this corrigendum, have the option to modify their assent or dissent by sending an e-mail to the Scrutinizer at email id: csmehulraval@gmail.com till 5:00 pm. (IST), Friday, October 18, 2024. In case no e-mails are received from such shareholders by the scrutinizer, the votes originally casted by them shall be treated as final and binding.

Except as detailed in the corrigendum, all other terms and contents of the Postal Ballot Notice shall remain unchanged. This corrigendum will also be available on the website of the Company [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com). You are requested to take the same on your records.

A Corrigendum is being issued to inform Members of the Company regarding modifications / alterations in the Special Resolution pertaining to Item No. 1 and its Explanatory Statement forming part of the Postal Ballot Notice dated September 18, 2024, as briefed hereunder:

**(i) Changes in the nature of securities to be allotted:** The Notice of Postal Ballot had mentioned preferential allotment of 87,75,000 equity shares. However, the same is being modified and there shall be preferential allotment of 87,75,000 convertible warrants instead of equity shares.

**(ii) Changes in the Explanatory Statement:** The following are the changes in Item No. 1 of the explanatory statement.

**Disclosure 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 16<sup>th</sup> 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) convertible warrants. The issue price would be Rs. 43.50/- (Rupees Fourty Three and Fifty paise Only) 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'.

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

In terms of SEBI ICDR Regulations, the preferential allotment of said warrants 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.

**Disclosure XVI. Lock in Period:**

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

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b) The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

c) 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.

## Disclosure XVIII. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Convertible Warrants will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Convertible Warrant balance exercise price equivalent to the 75% of the issue price shall be, at the option of the allottee, payable by the Proposed Allottee(s) at the time of exercising the Convertible Warrant. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

## Disclosure XIX. Undertakings: Third Para of the Undertaking shall be read as under:

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, 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 Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

### (iii) The post issue shareholding pattern is based on fully diluted basis.

For the sake of utmost clarity, better understanding of Members and to enable them to exercise their voting rights on an informed basis, the revised Special Resolution at item no.1 is reproduced hereunder after incorporating the above referred modifications / alterations:

#### 1. Preferential Allotment of up to 87,75,000 Convertible Warrants 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

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(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 and allot, on a preferential basis, up to 87,75,000 (Eighty Seven Lacs Seventy Five Thousand only) Convertible warrants convertible into 1 (One) Equity Share 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 Forty 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 DHOLAKIYA	NON-PROMOTER	100,000	2900	0.04	102,900	0.67

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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
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

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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 MAHESHWARI	NON-PROMOTER	50,000	0	0.00	50,000	0.33
75	RAM CHANDRA VIJAIVARGIA 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-	100,000	0	0.00	100,000	0.65

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		PROMOTER					
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 18<sup>th</sup> 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. 18<sup>th</sup> October, 2024.

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

- (a) The conversion of warrants into equity shares is to be done, in one or more tranches, before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- (b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- (c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- (d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (e) Warrants 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 warrants 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.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- (h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- (i) The Warrants itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares. In terms of Regulation 166 of the SEBI (ICDR) Regulations, the price of Warrants determined above and the number of Equity Shares to be

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allotted on exercise of the Warrants 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 Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

(j) The Resulting 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. Convertible Warrants shall not be listed.

**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 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.”

On and from the date hereof, this Corrigendum to the Notice form an integral part of the Notice which has already been circulated to shareholders of Company and shall always be read in conjunction with this Corrigendum which is also being uploaded on the website of the Company at [www.rajkamalsynthetics.com](http://www.rajkamalsynthetics.com), Central Depository Services Limited (“e-voting agency”) at [www.evotingindia.com](http://www.evotingindia.com) and Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com).

For Rajkamal Synthetics Limited

Ankur Ajmera  
Managing Director & CEO  
DIN: 07890715