

HELD AT _____ ON _____ TIME _____

Minutes of the 33rd Annual General Meeting of Rajkamal Synthetics Limited held on Friday the 26th day of September, 2014 at Diamond Plaza, 5th Floor 391, Dr. D. B. Marg, Mumbai- 400 004 at 10.30 am.

1. The following Directors were present :

- (i) Shri Sheodutt Sanghai
- (ii) Shri Sushil S Sanghai
- (iii) Shri Rajendra R Nangalia
- iv Shri Ashok Jakhota and
- (v) Shri Jagdish B Ladha.

35 Members were present in person and Proxy.

2. Shri Sheodutt Sanghai the Chairman welcomed the Members and the Directors on the Board. He further informed that the Register of Director's Shareholdings, Proxy Register and other Statutory Registers are open for inspection of the Members. He informed the Members that the Company had received 2 Proxy forms for 485 Equity Shares of the Company and representations for 1851724 Equity Shares of the Company. He declared that the Meeting is open and it is in order.

3. Shri A L Makhija, Scrutinizer appointed by the Company for e voting process was also present..

4. Notice convening the meeting and the Directors Report were, with the consent of the members present were taken as read.

5. Thereafter, the Chairman stated that under the new law, the Auditor's Report was only to be read when there were qualifications or adverse observations or comments in the Report. As there were no such qualifications, observations or comments, the Auditor's Report was not read out at the meeting, unlike in the previous years.

6. Shri Sheodutt Sanghai updated the members on the current working of company.

The Chairman then elaborated on the provisions of the companies Act, 2013 concerning voting inter alia stated the following.

*Companies Act, 1956 had been replaced by Companies Act, 2013 with effect from 1st April, 2014.

*Rules had also been framed in respect of many provisions, including in respect of conduct of General Meetings.

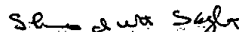
*Electronic voting had been introduced and accordingly the company had now provided facility to the shareholders to exercise votes on the items of business given in the Notice through electronic voting system.

Shri A L Makhija, a practicing company secretary was appointed by the Board of Directors of the Company as scrutinizer for scrutinizing the e voting process.

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For Rajkamal Synthetics Ltd.


Director



CHAIRMAN'S INITIALS

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The Chairman then summarized the report made by the scrutinizer of the votes cast in favour of or against the resolutions as stated below, based on the reports generated from the e voting system provided by the Central Depository Services Limited (CDSL) together with the votes, if any, cast in Physical Assent/Dissent Forms.

7. Adoption of Financial Statements for the year ended 31st March, 2014 and the Director/s Report and Auditor's Report thereon.

The Chairman Shri Sheodutt B Sanghai thereafter took up and presented the voting Result in respect of Item No 1 on the Agenda and proposed the following Resolution as an Ordinary Resolution:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against."	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast.
Ordinary	49.99%	3249563	0	100%	0

In light of the above, Chairman declared the following Resolution as unanimously passed as an Ordinary Resolution.

" Resolved that the Audited Balance Sheet as at 31st March, 2014 and Profit and Loss Account for the year ended on that date together with the Director's Report and Audited Report thereon be, and the same are hereby approved and adopted."

8. Re appointment of Shri Rajendra R Nangalia, who retires by Rotation.

The Chairman Shri Sheodutt B Sanghai thereafter took up and presented the voting Result in respect of Item No 2 on the Agenda and proposed the following Resolution as an Ordinary Resolution:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against."	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast.
Ordinary	49.99%	3249563	0	100%	0

In light of the above, Chairman declared the following Resolution as unanimously passed as an Ordinary Resolution.

" Resolved that Shri Rajendra R Nangalia (holding DIN 02118755) who is retiring by rotation and being eligible for reappointment be and is hereby re-appointed as a Director of the Company"

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For Rajkamal Synthetics Ltd.

Sd/- Sd/-

CHAIRMAN'S INITIALS

[Signature]
Director

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9.. Re appointment of Shri Ashok H Jakhotia, who retires by Rotation.

The Chairman Shri Sheodutt B Sanghai thereafter took up and presented the voting Result in respect of Item No 3 on the Agenda. and proposed the following Resolution as an Ordinary Resolution:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against."	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast.
Ordinary	49.99%	3249563	0	100%	0

In light of the above, Chairman declared the following Resolution as unanimously passed as an Ordinary Resolution.

" Resolved that Shri Ashok H Jakhotia (holding DIN 03359740) who is retiring by rotation and being eligible for reappointment be and is hereby re-appointed as a Director of the Company"

10. Appointment of M/s N K. Jalan & Co. - Chartered Accountants, as Auditors and fixing their remuneration.

The Chairman Shri Sheodutt B Sanghai thereafter took up and presented the voting Result in respect of Item No 4 on the Agenda and proposed the following Resolution as an Ordinary Resolution:

Type of Resolution	% of total votes cast to total paid up capital	No. of votes "in favour"	No. of votes "against."	% of votes "in favour" on valid votes cast	% of votes "against" on votes cast.
Ordinary	49.99%	3249563	0	100%	0

In light of the above, Chairman declared the following Resolution as unanimously passed as an Ordinary Resolution.

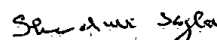
" Resolved that pursuant to the provisions of Sections, and other applicable provisions, if any, of the Companies Act, 2013 M/s N K. Jalan and Co. - Chartered Accountants (Regn No.104019 W) be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next three (3) Annual General Meetings after commencement of the Companies Act, subject to ratification by the Shareholders, at a remuneration to be decided by the Board of Directors in consultation with the Auditors "

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For Rajkamal Synthetics Ltd.



Director



CHAIRMAN'S INITIALS

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He added that the results declared along with the Scrutinizers Report were being placed on the Company's website :www.rajkamalsynthetics.com under the Investors Section and also being communicated to Mumbai Stock Exchange on which the Company's shares are listed.

The Chairman then invited queries and other connected matters from the shareholders.

There being no other business to transact the Meeting was concluded with a vote of thanks to the Chair.

Date: 29th September, 2014.

Shashank Sagar
Chairman

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For **Rajkamal Synthetics Ltd.**

[Signature]
Director