

**RAJASTHAN PETRO SYNTHETICS LTD.**  
**CIN: L17118RJ1983PLC002658**  
**ANNUAL REPORT 2014-15**

**BOARD OF DIRECTORS**

Shri B.R.Goyal  
Shri S.S.Shaktawat  
Shri Rishabh Goel  
Ms. Sunita Rana

Director  
Director  
Director  
Additional Director (w.e.f. 15.12.2014)

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**REGISTERED OFFICE**

8, Kushal Bagh,  
Road No.3, University Road,  
Udaipur-313001 (Rajasthan)

**BANKERS**

State Bank of Bikaner & Jaipur

**STATUTORY AUDITORS**

M.B.R & Co. Chartered Accountants,  
New Delhi

**INTERNAL AUDITOR**

M/s G.K.Rohra & Company  
A-26, Parjit Apartment,  
West Enclave,  
Pitampura,  
New Delhi-110034

**REGISTRAR & TRANSFER AGENTS**

M/s Skyline Financial Services Pvt. Ltd.  
D-153A, Ist Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020  
Ph. No: (011) 26812682-83  
Email id: [admin@skylinerta.com](mailto:admin@skylinerta.com)



**RAJASTHAN PETRO SYNTHETICS LTD.**

**CIN No.L17118RJ1983PLC002658**

**Regd.Office:**

**8, Kushal Bagh, Road No.3, University Road,**

**Udaipur-313001 (Rajasthan)**

**e-mail id: investors@rpsl.co.in. website: www.rpsl.co.in**

**NOTICE TO THE MEMBERS**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of Rajasthan Petro Synthetics Ltd. will be held on **Monday the 28<sup>th</sup> September 2015**, at 11.00 A.M at 8, Kushal Bagh, Road No.3, University Road, Udaipur-313001 (Rajasthan) to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rishabh Goel, who retires by rotation, and being eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that M/s M.B.R & Co. (Firm Regn. No. 021360N) Chartered Accountants, the retiring auditors, be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of the 33<sup>rd</sup> Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS**

4. **Appointment of Mr. B.R. Goyal as an Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Ac. 2013, Mr. B.R.Goyal (DIN 01659885) whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. B.R.Goyal as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years upto March 31, 2020, not liable to retire by rotation."

5. **Appointment of Ms. Sunita Rana (DIN: 01526248) as an Independent Woman Director**

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

**"RESOLVED THAT** pursuant to the provisions of section 149, 150, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of the Listing Agreement, amended up to the date, Ms. Sunita Rana (DIN: 01526248) as additional Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company in the Calendar Year 2020."

By Order of the Board

  
(B.R.Goyal)  
Director

PLACE: New Delhi  
DATE : 27.05.2015



## NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2, 4 & 5 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
  
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2015 to 28<sup>th</sup> September, 2015 (both days inclusive).
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
9. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
10. No dividend has been declared so no dividend has been transferred to the Investor Education and Protection Fund (IEPF) constituted under section 205 (C) of the Companies Act, 1956.
11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.  
  
The members are requested to get their shares dematerialized. The company's ISIN Code INE374C01017 (CDSL).
12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to e-mail id at: admin@skylinerta.com
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA.



14. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be collected from our RTA

**14. Voting through electronic means.**

- a. In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on 21<sup>st</sup> August, 2015 (end of day) being the Record Date fixed for the purpose, to exercise their right to vote in respect of the resolutions to be passed at the 33<sup>rd</sup> Annual General Meeting. The company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period.
- b. **Instructions for e-voting are as under-**
- i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - ii. Click on Shareholder – Login
  - iii. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID+ CLIENT –ID)
  - iv. Click Login
  - v. Home page of ‘e-voting’ appears. Click on e-Voting-Active Voting Cycles
  - vi. Select E-Voting Event Number (EVEN) of Rajasthan Petro Synthetics Ltd for casting vote in favour or against the item (s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 27, 2015, whichever is earlier).
  - vii. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on and from Friday September 25, 2015 at 10.00 am and ends on Sunday, September 27, 2015 at 6.00 pm.
  - viii. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - ix. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - x. Institutional shareholders (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at [scrutinizer@rpsl.co.in](mailto:scrutinizer@rpsl.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- c. The Board of Directors have appointed Mr. Maneesh Gupta (FCS 4982) , Practicing Company Secretary, as the Scrutinizer for conducting the e-voting and in a fair and transparent manner.
- d. The e-voting period shall commence on Friday, 25<sup>th</sup> September, 2015 and end on Sunday, 27<sup>th</sup> September, 2015. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 21<sup>st</sup> August, 2015(cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
- e. The Scrutinizer will submit the report to the Chairman of the Company after the completion of scrutiny of the e-voting and Postal Ballot Forms on or before 1<sup>st</sup> October, 2015.
- f. The results of the e-voting, and Poll at the AGM venue, shall be announced by the Chairman on 1<sup>st</sup> October, 2015 after submission of the result by the Scrutinizer. The results declared along with the Scrutinizers Report shall be placed on the Company’s website [www.rpsl.co.in](http://www.rpsl.co.in) and on the website of the CDSL and communicated to the Stock Exchanges within two (2) days thereafter.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4 & 5.

### ITEM NO. 4

Mr. B.R.Goyal is a Director whose period of office is liable to retire by rotation. In terms of section 149 and other applicable provisions of the Companies Act 2013 Mr. B.R.Goyal being eligible offers himself for Appointment, is proposed to be appointed as an Independent Director for 5 consecutive years upto March 31, 2020. A notice has been received from a member proposing Mr. B.R.Goyal as a candidate for the office of Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail the services of Mr. B.R.Goyal as an Independent Director.

### ITEM NO.5

Ms. Sunita Rana (DIN: 01526248) was appointed as an additional Director in term of Article 81 of the Articles of Association of the Company by the Board of Directors of the Company in their meeting held on 15.12.2014 and holds office till the conclusion of the ensuing Annual General Meeting. The Company has received a proposal from a member in writing proposing the appointment of Ms. Sunita Rana (DIN: 01526248) as a Independent Director for a period of 5 years.

Ms. Sunita Rana is a Graduate and MBA and is not holding any shares in the Company.

None of the Directors or Key Managerial Personnel of the Company and their relative is concerned or interested to this resolution.

PLACE: New Delhi  
DATE: 27<sup>th</sup> May, 2015

By Order of the Board

  
(B.R.Goyal)  
Director



### ANNEXURE TO ITEMS 2 , 4 & 5 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. Rishabh Goel	Mr. B.R.Goyal	Ms. Sunita Rana
Director Identification Number (DIN)	06888389	01659885	01526248
Date of Birth	12.09.1992	20.08.1946	11.06.1969
Nationality	Indian	Indian	Indian
Date of Appointment on Board	28.06.2014	16.08.1999	15.12.2014
Qualification	Graduate	FCA	M.B.A
Shareholding in Rajasthan Petro Synthetics Ltd.	NIL	NIL	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	2	4	2

There are no inter-se relationships between the Board Members.



## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 33rd Annual Report and the Audit Financial Statements for the Financial Year ended March 31, 2015.

### **1. Operations:**

During the year under review, the Company undertook sub-contract work for a C&F Agent. The Company incurred a loss of Rs. 0.63 lacs against a profit of Rs. 28.03 lacs last year.

### **2. Change in the nature of business, if any**

There is no change in the nature of business during the year under review.

### **3. Dividend**

Since the Company incurred loss during the year, hence your Directors do not recommend any dividend.

### **4. Reserves**

No amount has been transferred to Reserves during the year as the Company incurred loss.

### **5. Directors and Key Managerial Personnel**

Mr. Rishab Goel, Director, retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Mr. B.R.Goyal retires by rotation & it is proposed to appoint him as an Independent Director for a period of 5 years ending on 31st March 2020.

Ms. Sunita Rana, who was appointed as an Additional Director on 15.12.2014 as Woman Director in Independent capacity hold office up to the ensuing Annual General Meeting and being eligible the Board recommends her appointment for a period of 5 years.

Mr. Manoj Kumar Khemani has vacated his office under section 167(1)(c) as Director of the Company w.e.f. 27.05.2015.

The Company has received declarations from all the independent directors of the Company confirming that they meet the criteria of independent in terms of the Companies Act 2015 and Clause 49 of the Listing Agreement.

Mr. K. K. Jha has been appointed as Chief Financial Officer of the Company with for a period of 3 years effect from 26.03.2015.

Mr. K. Sukumaran has resigned as Company Secretary cum Compliance Officer of the Company with effect from 31.12.2014.

### **6. Particulars of Employees:**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Statement of particulars of employees is annexed as **Annexure I**.



## **7. Meetings**

During the year Eight Board Meetings and 4 Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **8. Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

## **9. Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## **10. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company has no subsidiary or joint venture or associate company.

## **11. AUDITORS:**

The Auditors, M/s M.B.R & Co., Chartered Accountants, New Delhi, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of 1 year from the conclusion of this Annual General Meeting till the conclusion of next AGM.

## **12. AUDITORS' REPORT**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

## **13. Secretarial Audit Report**

In terms of Section 204 of the Act and Rules made there under, M/s. Mukesh Agarwal & Co, Practicing Company Secretary have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The minor short comings pointed out in the report has been rectified/ complied with.

## **14. Internal Audit & Controls**

The Company has appointed M/s G.K. Rohra & Co. as its Internal Auditors. During the year, the Company implemented their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

## **15. Vigil Mechanism :**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.rspl.co.in](http://www.rspl.co.in) under compliance of the listing agreement.

## **16. Risk management policy**

A policy indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, this in the opinion of the Board may threaten the existence of the company has been framed and is given on the company's website at [www.rspl.co.in](http://www.rspl.co.in) under Risk Management Committee link.

## **17. EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report is given as **ANNEXURE III**.



**18. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

There is no material changes and commitments affecting the financial position of the company between the end of the financial year of the company to which the financial statements relate and the date of the report.

**19. Deposits**

No deposits have been received by the Company under Chapter V of the Companies Act, 2013.

**20. Particulars of loans, guarantees or investments under section 186**

No loans, guarantees and investment has been granted by the Company during the financial year.

**21. Particulars of contracts or arrangements with related parties:**

There is no related party contracts or arrangement by the company during the reporting financial year.

**22. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March, 2015 is given in ANNEXURE IV.

**23. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to our Company as the no. of employee is below 10.

**24. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The Company has nothing to report under this heading as the Company is not presently involved in manufacturing or processing activities.

**Foreign exchange earnings and Outgo**

Foreign exchange earnings during the year- Nil

Foreign exchange spent during the year- Nil

**25. Human Resource**

Industrial Relation during the year under review, were cordial and peaceful.

**26. Directors' Responsibility Statement**

The Board of Directors pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**27. Transfer of Amounts to Investor Education and Protection Fund**

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).



**28. LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to BSE where the Company's Shares are listed.

**29. Acknowledgements**

The directors would like to express their appreciation for the continued confidence reposed in them by the share holders of the Company and Look forward to their continued support.

**For and on behalf of the Board of Directors**

**(S.S.Shaktawat)  
Director**

**(B.R.Goyal)  
Director**

**Place: New Delhi  
Date: 27.5.2015**



**Annexure - I**

**Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

<b><u>Sl. No.</u></b>	<b><u>N a m e</u></b>	<b><u>Designation/ Nature of Duties</u></b>	<b><u>Remuneration Received [Rs.]</u></b>	<b><u>Qualification</u></b>	<b><u>Experience in years</u></b>	<b><u>Age in years</u></b>	<b><u>Date of commencement of employment</u></b>	<b><u>Last employment held</u></b>
<b><u>1</u></b>	<b><u>2</u></b>	<b><u>3</u></b>	<b><u>4</u></b>	<b><u>5</u></b>	<b><u>6</u></b>	<b><u>7</u></b>	<b><u>8</u></b>	<b><u>9</u></b>
<b><u>1</u></b>	<b><u>G.S. Poddar</u></b>	<b><u>CFO</u></b>	<b><u>1,20,000</u></b>	<b><u>B.COM LLB</u></b>	<b><u>50</u></b>	<b><u>73</u></b>	<b><u>30.05.14</u></b>	<b><u>Nil</u></b>
<b><u>2</u></b>	<b><u>K.Sukumaran</u></b>	<b><u>CS</u></b>	<b><u>90,000</u></b>	<b><u>B.COM LLB FCS</u></b>	<b><u>45</u></b>	<b><u>70</u></b>	<b><u>30.05.14*</u></b>	<b><u>Company Secdretary, Bhartia Industries Ltd.</u></b>

\* Mr. K.Sukumaran has resigned from the post of CS and KMP on 30.12.2014

**Notes:**

- All appointments are / were non-contractual
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis
- None of the above employees is related to any Director of the Company.



**Annexure-II**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**RAJASTHAN PETRO SYNTHETICS LTD**  
8, KUSHAL BAGH,  
NEAR ST. GEORGE SCHOOL, UNIVERSITY ROAD  
UDAIPUR-RAJASTHAN-313001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rajasthan Petro Synthetics Ltd** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Rajasthan Petro Synthetics Ltd** its books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- 1). Companies Act, 2013 and the rules made thereunder, and The Companies Act, 1956 and rules made there under to the extent applicable.
- 2). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- 3). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- 4). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).

**Not Applicable**
- 5). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

**Not Applicable**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

**Not Applicable**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

**Not Applicable**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.



g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

**Not Applicable**

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

**Not Applicable**

We have also examined compliance with the applicable clauses of the following:

(i) The Listing Agreements entered into by the Company with Bombay Stock Exchange, National Stock Exchange, Delhi stock Exchange, Calcutta Stock Exchange, Ahmedabad and Jaipur Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following Observations:

**a) Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of Companies Act 2013 and rules made thereunder are as follows:**

- Mr. Manoj Khemani, Director of Company was appointed as manager but was not re-appointed as per the provisions of Companies Act, 2013.
- The office of CFO was vacated on 28<sup>th</sup> June, 2014 and another CFO was appointed after at the end of the year i.e. 26<sup>th</sup> March, 2015.
- The notice of AGM published in two newspapers did not refer to the e-voting facility. However, the Company's Notice of AGM placed on the Company's website has given the details..
- The Company has to appoint independent Director for the 5 years in the AGM or EGM or postal Ballot before 31.03.2015 as required under section 149 of the Companies Act, 2013.
- The Scrutinizer's report contained only results of electronic voting and not included result of Ballot Forms received at the AGM.

**We further report that :**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The Changes in the Composition of the Board of directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent to the Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that based on the information received and records maintained by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Delhi

Date : 27/05/2015

**for Mukesh Agarwal & Co.**

Mukesh Kumar Agarwal

M No-F5991

C P No.3851



**Annexure III**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2014**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L17118RJ1983PLC002658
2.	Registration Date	21/02/1983
3.	Name of the Company	RAJASTHAN PETRO SYNTHETICS LTD
4.	Category/Sub-category of the Company	Company limited by shares Indian Non-Govt. Company
5.	Address of the Registered office & contact details	8, KUSHAL BAGH, NEAR ST. GEORGE SCHOOL, UNIVERSITY ROAD, UDAIPUR, Rajasthan-313001
6.	Whether listed company	Listed Company
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D-153-A, Okhla Indl. Area, Ph-I, New Delhi-110020 PH.:011-26812682

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	C & F Sub-contract	NIL	100%
2			
3			

**III. Particular of holding/ Subsidiary/ Associate Company: NIL**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**  
**Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	5538865		5538865	34.21	5538865		5538865	34.21	Nil



b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	3796087		3796087	23.45	3796087		3796087	23.45	Nil
e) Banks / FI									
f) Any other									
<b>Total shareholding of Promoter (A)</b>	9334952		9334952	57.66	9334952		9334952	57.66	Nil
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	562872	286944	849816	5.25	562872	286944	849816	5.25	Nil
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	562872	286944	849816	5.25	562872	286944	849816	5.25	Nil
<b>2. Non-Institutions</b>									
a) Bodies Corp.	202300	775737	978037	6.04	200400	773737	974137	6.02	(0.02)
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	47959	3968689	4016648	24.81	94552	3915184	4009736	24.77	(0.04)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	58388	371222	429610	2.65	66200	4270272	4336472	2.70	0.05
c) Others (HUF)	0	578307	578307	3.57	2300	574707	574707	3.56	(0.01)
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members	200		200		4300		4300	0.03	0.03
Trusts	800		800		850		850	0.01	0.01



Foreign Bodies - D R									
<b>Sub-total (B)(2):-</b>	310547	5696955	6004502	37.01	370602	5633900	6004502	37.09	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	873419	5980899	6854318	42.34	933474	5920844	6854318	42.34	Nil
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	10208371	5980899	16189270	100.00	10268426	5920844	16189270	100.00	Nil

**B) Shareholding of Promoter-**

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vidhika Poddar	1920	0.01		202140	1.25		1.24
2	Uddhav Poddar	2002220	1.24		0	0		(1.24)
3	Gauri Shankar Poddar	78220	4.83		78220	4.83		
4	Vedant Poddar	750000	4.63		750000	4.63		
5	Shiven Poddar	750000	4.63		750000	4.63		
6	Vijay Laxmi Poddar	3054505	18.87		3054505	18.87		
7	Anubhav Minerals P. Ltd.	469677	2.90		469677	2.90		
8	Uddhav Properties Ltd.	1380600	8.53		1380600	8.53		
9	KFL Infra and Logistics Pvt. Ltd.	1945810	12.02		1945810	12.02		
		<b>9334952</b>	<b>57.66</b>		<b>9334952</b>	<b>57.66</b>		

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	9334952	57.66	9334952	57.66
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	9334952	57.66	9334952	57.66

Shri Uddhav Poddar transferred his holding of 200220 shares to Mrs. Vidhika Poddar on 12.09.2014.

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year	Cumulative Shareholding during the year
----	-------------------------------------	---	---



		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>	1830705	11.31		
	<b>Date wise Increase / Decrease in Top 10 Shareholders Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>				
	<b>At the end of the year</b>	1830705	11.31	1802805	11.14

Statement of Changes in the Top 10 Shareholders.

			Purchase	Sale
Sl.No	Name of the Buyers (Seller)	Date of Transaction	(No. of Shares)	(No. of Shares)
1	Mr. Paras Chandra Kant Shah	06.02.2015	27000	
		13.02.2015	3400	
2	Mr. Kanishka Jain	02.05.2014		58388
		09.05.2014	58388	
		21.11.2014		5000
		19.12.2014		20000
		31.12.2014		25000
		02.01.2015		8388
		20.02.2015	88	

For rest of the top 10 share holder's there was no movement in shares.

E) Shareholding of Directors and Key Managerial Personnel: NIL

F) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.: NIL

#### XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

B. Remuneration to other directors: NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN :  
MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	90000	120000	210000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	90000	120000	210000



	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	NIL	NIL	NIL	NIL
	<b>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961</b>	NIL	NIL	NIL	NIL
2	<b>Stock Option</b>	NIL	NIL	NIL	NIL
3	<b>Sweat Equity</b>	NIL	NIL	NIL	NIL
4	<b>Commission</b>	NIL	NIL	NIL	NIL
	<b>- as % of profit</b>	NIL	NIL	NIL	NIL
	<b>others, specify...</b>	NIL	NIL	NIL	NIL
5	<b>Others, please specify</b>	NIL	NIL	NIL	NIL
	<b>Total</b>	NIL	90000	120000	210000

**XII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:NIL**



## Corporate Governance Report for the year ended on 31<sup>st</sup> March 2015

### 1 Company's Philosophy:

We believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is a listed company on the BSE. The Company has complied with in all material respect with the features of corporate governance as specified in the Listing Agreement.

### 2 Board of Directors:

Category	No. of directors
Non-Executive & Independent Directors including the Chairman	2
Other Non-Executive Directors	2
<b>Total</b>	<b>4</b>

The Chairman of the Board is an Independent Director.

As required under Section 149(3) of the Companies Act, 2013, & Clause 49 of Listing Agreement, Ms Sunita Rana, a Independent Director, has been appointed as a Woman Director on the Board.

Other Relevant details of Directors:

Name of Director	Date of Appointment	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position	
				Member	Chairman
B.R.Goyal	16.08.1999	Non-Executive Independent Director	0	0	4
Sunita Rana	15.12.2014	Non-Executive Independent & Woman Director	2	4	0
S.S.Shaktawat	25.02.2011	Non-Executive Director	2	4	0
Rishabh Goel	28.06.2014	Non-Executive Director	0	2	0

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
30.05.14	3	2
28.06.14	3	2
13.08.14	3	2
30.09.14	4	3
07.11.14	4	3
15.12.14	5	3
12.02.15	5	4
26.03.15	5	4



Name of Director	Attendance at the Board Meetings held on								Attendance at the AGM held on 30th Sep'2014
	30.05.14	28.06.14	13.08.14	30.09.14	07.11.14	15.12.14	12.02.15	26.03.15	
B.R.Goyal	Y	Y	Y	Y	Y	Y	Y	Y	Y
Sunita Rana						Y	Y	Y	
S.S.Shaktawat	Y	Y	Y	Y	Y	Y	Y	Y	Y
Rishabh Goel				Y	Y		Y	Y	

### 3 COMMITTEES OF THE BOARD.

#### (a) Audit Committee

The Audit Committee continued working under Chairmanship of Shri B.R.Goyal with Shri S.S.Shaktawat and Ms. Sunita Rana as co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

The composition of the Audit Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Committee Meetings held on					
		30.05.14	13.08.14	07.11.14	12.02.15		
B.R.Goyal	Non-Executive Independent Director	Y	Y	Y	Y		
Sunita Rana	Non-Executive Independent & Woman Director				Y		
S.S.Shaktawat	Non-Executive Director	Y	Y	Y	Y		

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.



- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors to get their inputs on significant matters relating to their area of audit.

#### **(b) Remuneration Committee**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Nomination and Remuneration Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on					
		15.12.14	30.12.14	20.03.15			
B.R.Goyal	Non-Executive Independent Director	Y	Y	Y			
Sunita Rana	Non-Executive Independent & Woman Director			Y			
S.S.Shaktawat	Non-Executive Director	Y	Y	Y			

#### **(c) Risk Management Committee**

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Evaluation and Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;



- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

The composition of the Risk Evaluation Management Committee as at March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Risk Management Committee meeting held on 31.12.14
B.R.Goyal	Non-Executive Independent Director	Y
Sunita Rana	Non-Executive Independent & Woman Director	Y
S.S.Shaktawat	Non-Executive Director	Y
Rishabh Goel	Non-Executive Director	Y

#### (d) Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

The composition of the Stakeholders' Relationship Committee consists of Shri B.R.Goyal, Shri S.S. Shaktawat, Shri Rishabh Goel, and Ms. Sunita Rana as at March 31, 2015 The Committee held its meeting on 31.12.2014 which was attended by all the members.



During the year, 4 complaints were received from shareholders, and all the 4 complaints have been attended/resolved. As on March 31, 2015, no investor grievance has remained unattended/ pending.

#### **(e) Independent Directors' Meeting**

During the year under review, the Independent Directors met on 31<sup>st</sup> December, 2014, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

#### **(f) Performance Evolution**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

#### **Disclosures:**

##### **(a) Materially Significant related party transactions**

**There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.**

##### **(b) Details of non compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.**

**There was no instance of levy of any penalties during the last three years.**

#### **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

#### **CEO & MD / CFO Certification**

The CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.



## **Prevention of Insider Trading**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Director of the Company is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the code.

### **4 Means of Communication**

<b>i. Yearly report sent to each shareholders registered address</b>	
<b>ii. In which newspapers quarterly results were normally published</b>	Financial Express & Dainik Lokmat
<b>iii. Any Website where results or official news are displayed</b>	www.rpsl.com

No presentation made to institutional investors or to the analysts. Management Discussion & Analysis are a part of Annual Report.

### **5 General Shareholder Information**

#### **Market Information**

##### **Listing on Stock Exchanges**

The Company's shares are listed on the BSE and the Listing Fee for the FY 2015-16 has already been paid to the Exchange:

<b>Name &amp; Address of the Stock Exchanges</b>	<b>Stock Code/Scrip Code</b>	<b>ISIN Number for CDSL (Dematerialised share)</b>
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	506978	INE374C01017

#### **Market Price Data:**

##### **High, Low during each month in Financial Year 2014-15**

<b>Month</b>	<b>High</b>	<b>Low</b>
April, 14	NA	NA
May, 14	NA	NA
June, 14	NA	NA
July, 14	NA	NA
Aug. 14	NA	NA
Sept. 14	8.75	8.75
Oct. 14	9.15	7.08
Nov. 14	7.42	5.70
Dec. 14	5.42	2.42
Jan. 15	2.70	2.21
Feb. 15	2.80	2.33
Mar 15	3.37	2.79

The Company's shares are not linked to Sensex/Index



**Pattern of Shareholding as on 31<sup>st</sup> March, 2015**

Particulars	No. of shareholders	% of Shareholders	No. of shares	% of Shareholding
Domestic Companies (Promoters)	3	0.03	3796087	23.45
Resident individuals (promoters)	5	0.04	5538865	34.22
Resident Individuals (other than promoters)	10473	91.74	4446208	27.46
Domestic Companies (other than promoters)	124	1.09	974137	6.02
NRIs	785	6.89	577007	3.56
Mutual Funds/ FIS	19	0.16	849816	5.25
Others	7	0.05	7150	0.04
<b>Total</b>	<b>11416</b>	<b>100</b>	<b>16189270</b>	<b>100</b>

**Distribution of shareholding as on 31.03.15.**

No. of equity shares held	No. of shareholders	% of Shareholders	No. of shares	% of Shareholding
1-500	9097	79.69	2158150	13.33
501-1000	1592	13.95	1163424	7.19
1001-2000	520	4.56	750922	4.64
2001-3000	84	0.74	204370	1.26
3001-4000	33	0.29	115878	0.72
4001-5000	28	0.25	126620	0.78
5001-10000	22	0.19	172650	1.07
10001 & above	40	0.35	11497256	71.02
<b>Total</b>	<b>11416</b>	<b>100</b>	<b>16189270</b>	<b>100</b>

**SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTERS****Share transfers**

The Company has appointed Skyline Financial Services Pvt. Ltd. as Registrar and Transfer Agent for looking into the share transfer process and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

**Nomination facility for shareholding**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form our Registrar and Transfer Agent. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

**Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

**v. Dividend:**

The Board has not proposed any dividend during the year

**vi. Pending Investors' Grievances**

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Director at the Registered Office with a copy of the earlier correspondence.

Statement of status of complaints from investors/various authorities are given below:



S. No.	Nature of Queries/Complaint	Pending as on April 1,2015	Received during the year	Redressed during the year	Pending as on March 31, 2015
1	Transfer/Transmission of Duplicate Share Certificate		4	4	0
2	Non-receipt of Dividend	0	-	-	-
3	Dematerialisation/Rematerialisation of Shares	-	-	-	-
4	Complaints received from:	-	-	-	-
	SEBI	-	-	-	-
	Stock Exchanges/NSDL/CDSL	-	-	-	-
	ROC/MCA/Others	-	-	-	-
	Advocates	-	-	-	-
	Consumer Forum/Court Case	-	-	-	-
5	Others	-	-	-	-
	Grand Total	0	4	4	0

#### vii. Reconciliation of Share Capital Audit

The Auditors' Certificate in this regard is submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before the Board of Directors.

#### Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	5920844	36.57
Demat Segment		
CDSL	10268426	63.43
Total	16189270	100.00

#### General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
30 <sup>th</sup>	2012	At the Registered Office	20.08.2012	10.00 a.m.	0
31 <sup>st</sup>	2013		28.09.2013	11.00 a.m.	0
32 <sup>nd</sup>	2014		30.09.2014	11.00 a.m.	Yes

#### Extraordinary General Meeting (EGM)

There was no EGM conducted during the year.

❖ Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
1 <sup>st</sup> Quarter	13.08.2014
2 <sup>nd</sup> Quarter	07.11.2014
3 <sup>rd</sup> Quarter	12.02.2015
4 <sup>th</sup> Quarter	27.05.2015
Annual	27.05.2015



**E-Voting Facility to members**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

**FINANCIAL CALENDAR 2015:**

<b>AGM – Date, time and venue</b>	Monday, 28th September, 2015 at 11.00 A.M
<b>Financial Year</b>	2014-15
<b>Book Closure Date</b>	22 <sup>nd</sup> September to 28 <sup>th</sup> September, 2015
<b>Listing of Eq. shares on stock exchanges.</b>	BSE
<b>Stock Code</b>	506975
<b>Demat ISIN in CDSL</b>	INE374C01017
<b>Market Price Data and other related informations</b>	Not available
<b>Registrar &amp; Transfer Agents</b>	Skyline Financial Services Pvt. Ltd. D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
<b>Board Meeting for consideration of Accounts for the financial year ended March 31, 2015 and recommendation of dividend</b>	27.05.2015
<b>Posting of Annual Reports</b>	03.09.2015
<b>Last date for receipt of Proxy Forms</b>	26.09.2015
<b>Probable date of despatch of warrants</b>	NA
<b>Board Meeting for consideration of unaudited quarterly results for the financial year ended March 31, 2015</b>	27.05.2015
<b>Audited results for the current financial year ending March 31, 2015</b>	27.05.2015

For and on behalf of the Board

(S.S.Shaktawat)  
Director

(B.R.Goyal)  
Chairman

Place: New Delhi  
Date: 27.05.2015



## Compliance with Code of Business Conduct and Ethics

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended December 31, 2015.

For Rajasthan Petro Synthetics Limited



(K.K.Jha)

Chief Financial Officer

Date: 27.5.2015

Place: New Delhi



**AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENT**

**TO THE MEMBERS OF RAJASTHAN PETRO SYNTHETICS LTD.**


We have examined the Compliance of conditions of Corporate Governance by Rajasthan Petro Synthetics Ltd for the year ended 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination carried out in accordance with the Guidance Note issued by the Instituted of Chartered Accountants of India, on Corporate Governance and was limited to procedure and implementation thereof, adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

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

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

For M.B.R & COMPANY  
CHARATERED ACCOUNTANTS



(CA. MUKESH SHARMA)  
PARTNER

Membership No. 511275  
ICAI'S FRN NO. 021360N



Place : New Delhi  
Dated: 27.05.15



CERTIFICATION BY CFO UNDER CLAUSE 49 V OF THE LISTING AGREEMENT

The Board of Directors,  
Rajasthan Petro Synthetics Ltd.

We have reviewed the financial statements and the cash flow statement of Rajasthan Petro Synthetics Ltd. for the year ended March 31, 2015 and to the best of our knowledge and belief:

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



(K.K.Jha)  
Chief Financial Officer

Place: New Delhi  
Date: 27.5.2015



**Form No. MGT-11**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the company, to be held on Monday the 28<sup>th</sup> day of September 2015 at 11.00 a.m. at 8, Kushal Bagh, Road No.3, University Road, Udaipur-313001 (Rajasthan)and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2	Re-appointment of Mr. Rishabh Goel as Director eligible for appointment by rotation		
3.	Re-appointment of M/s. MBR &Co, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4	Appointment of Mr. B.R.Goyal as Independent Director for 5 years		
5	Appointment of Ms. Sunita Rana as Independent Director for 5 years		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Affix  
Revenue  
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

**Note:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company



**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

**33<sup>rd</sup> Annual General Meeting on Monday the 28<sup>th</sup> September, 2015**

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of the Rajasthan Petro Synthetics Ltd. ,

Address, : 8, Kushal Bagh, University Road, Udaipur-313001 (Rajasthan) on Monday, the 28<sup>th</sup> September, 2015.

(Member's /Proxy's Signature)

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of form of proxy will not preclude such member from attending in person and voting at the meeting.