

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Rajasthan Petro Synthetics Ltd. will be held on Monday, the 25th September 2017, 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 Financial Statements of the Company for the financial year ended on 31st March 2017 and the Reports of the Board of 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 pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, M/s. Saluja & Associates, Chartered Accountants, (Firm Registration No. 000148N) be and are hereby appointed as Statutory Auditors of the Company in place of M/s MBR & Co., Chartered Accountants for a term of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company to be held in the calendar year 2022, subject to their annual ratification by members at every subsequent Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company.”

By Order of the Board
For Rajasthan Petro Synthetics Limited

PLACE: New Delhi
DATE : 19.08.2017

Sd/-
(B.R.Goyal)

Chairman
DIN: 01659885

NOTES

1. 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 deposited at the registered office of the Company not less 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.
2. 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2017 to 25th September, 2017 (both days inclusive).
4. A. Members holding shares in physical form are requested to notify/send the following to the Registrar & Transfer Agent (RTA) of the Company Skyline Financial Services Pvt Ltd. D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
 - their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically.
 - any change in their address/e-mail id/ECS mandate/bank details,
 - Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:
 - i) their email id.
 - ii) all changes with respect to their address/e-mail id/ECS mandate/bank details.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. 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.
7. Relevant documents referred to in the accompanying Notice 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.
8. 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.
9. No dividend was declared for more than 10 years. Hence no dividend required to be transferred to the Investor Education and Protection Fund (IEPF) constituted as per the provisions of Companies Act, 2013.

10. 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 pursuant to change in face value.

11. 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.

The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. 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 Company.
13. 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. The Register of Directors and key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act,2013,the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act,2013,will be available for inspection at the Annual General Meeting.

15. 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,as substituted by the Companies (Management and Administration)Amendment, Rules 2015, and Regulation 44 of the SEBI Listing Obligations & Disclosure Requirements) Regulations,2015 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 18th September,2017 (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 35th Annual General Meeting.

b. Instructions for e-voting are as under-

(a) In case of Members receiving an e-mail from National Security Depository Limited:

- 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 24, 2017, whichever is earlier).
- vii. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on Friday, September 22, 2017 at 09.00 am and end on Sunday, September 24, 2017 at 5.00 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 kumarrishi8@gmail.com with a copy marked to evoting@nsdl.co.in

(b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip

- (i) Initial password is provided at the bottom of the Attendance Slip in the following format:

USER ID	PASSWORD
-	-

- c. The Board of Directors have appointed M/s Kumar Rishi & Associates, a firm of Company Secretaries, as the Scrutinizer for conducting the e-voting and in a fair and transparent manner.

- d. The e-voting period shall commence on September 22, 2017 and end on 24th September, 2017. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 18th September, 2017 (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. 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.
- f. 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 27th September, 2017.
- g. The results of the e-voting, and Poll at the AGM venue, shall be announced by the Chairman on 27th September, 2017 after the 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 and on the website of the CDSL, NSDL within two (2) days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.

By Order of the Board
For Rajasthan Petro Synthetics Limited

PLACE: New Delhi
DATE: 19th August,2017

Sd/-
(B.R.Goyal)
Chairman
DIN:01659885

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 35th Annual General Meeting of the company, to be held on Monday the 25th day of September 2017 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.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2017 and the Reports of the Board of 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.	Change of Statutory Auditors, appointment of M/s. Saluja & Associates, Chartered Accountants in place of M/s MBR &Co, Chartered Accountants, for a period of 5 years as Statutory Auditors & fixing their remuneration as may be decided by the Board.		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 2017

Signature of Shareholder Signature of Proxy holder

Signature of
the shareholder
across Revenue
Stamp

Affix
Revenue
Stamps

NOTES:

- 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)

35th Annual General Meeting on Monday day the 25th September, 2017

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 35th Annual General Meeting of the Rajasthan Petro Synthetics Ltd. , Address, : 8, Kushal Bagh, University Road, Udaipur-313001 (Rajasthan) on Monday, the 25th September,2017

(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 this form of proxy will not preclude such member from attending in person and voting at the meeting.