

BOARD OF DIRECTORS

Shri B.R. Gupta
Shri S.S. Srivastava
Shri Manoj Khatri
Director
Director
Director & Manager

COMPANY SECRETARY

Shri K. Sakumari

AUDITOR

M.R. & Co. Chartered Accountants
New Delhi

BANKERS

REGISTERED OFFICE

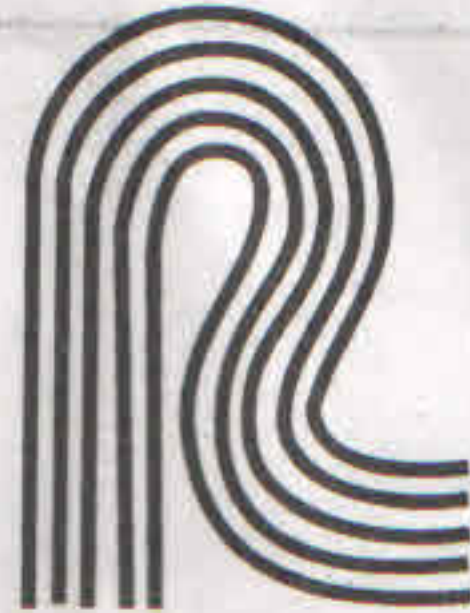
8, Kirti Nagar
Plot No. 3, Industrial Road
Mumbai-400017 (Maharashtra)

CORPORATE OFFICE

307, Surya Complex
21, Vastu Sarani
Bhopal
Vastu Sarani
New Delhi-110002

REGISTRAR & TRANSFER AGENTS

Skylark Financial Services Pvt. Ltd.
D-159A, 1st Floor
Chandra Industrial Area
Phase-I
New Delhi-110020



RAJASTHAN PETRO SYNTHETICS LTD.

ANNUAL REPORT 2012-2013

BOARD OF DIRECTORS

Shri B.R. Goyal

Director

Shri S.S. Shaktawat

Director

Shri Manoj Khemani

Director & Manager

COMPANY SECRETARY

Shri K. Sukumaran

AUDITORS

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

BANKERS

State Bank of Bikaner & Jaipur

REGISTERED OFFICE

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

CORPORATE OFFICE

307, Surya Complex,
21, Veer Sarvarkar Block,
Shakarpur,
Vikas Marg,
New Delhi-110 092.

REGISTRAR & TRANSFER AGENTS

Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor,
Okhla Industrial Area,
Phase-I,
New Delhi-110020

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Saturday the 28th September, 2013, at 11.00 A.M. at 8, Kushal Bagh, Road No 3, University Road, Udaipur-313 001 (Rajasthan). to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with reports of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. B.R.Goyal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. M.B.R. & Co., Chartered Accountants, as Auditors for the year 2013-14 and authorize the Board to fix their remuneration.

By Order of the Board
Rajasthan Petro Synthetics Ltd.

Place : New Delhi
Date : 30th May, 2013

(K. Sukumaran)
Company Secretary

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxy to attend and vote instead of himself. A proxy need not be member of the company. Proxies in order to be effective, must reach at the Registered Office not less than 48 hours before the annual general meeting
2. The Registers of Members and Shares Transfer Registers of the Company will remain closed from 21.09.2013 to 28.09.2013 (inclusive).
3. Members seeking any information about the Accounts are requested to write to the company at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready at the meeting.
4. Members are requested to quote their Folio number in all their correspondence.

DIRECTORS' REPORT

Dear Members,

Your Directors present their 31st Annual Report along with Audited Accounts for the year ended on 31st March, 2013.

Financial Results & Operations

During the year under review the Company had income of Rs. 124.41 Lacs from operations and the net profit of Rs.20.78 Lacs.

Dividend

In view of the negligible profit during the year under review, your Directors express their inability to recommend any dividend.

Deposits

During the year the Company has not accepted any deposits from Public under Section 58 A of the Companies Act, 1956.

Directors

There has been no change in the Board of Directors of the Company. Shri B. R. Goyal is liable to retire by rotation and being eligible offers himself for re- appointment.

Directors' Responsibility Statement

We report that :

- 1) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 2) the directors have selected such accounting policies so as to give a true and fair view of the state of affairs of the Company;
- 3) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company, and for preventing and detecting fraud and the other irregularities;
- 4) the directors have prepared the Annual Accounts for the year ended 31.3.2013 on a 'going concern basis'.

Auditors

M/s. M.B.R & Co., Chartered Accountants, the retiring Auditors of the Company, have confirmed their eligibility and willingness to accept office, if re-appointed. The Company has received certificate from them to the effect that their re-appointment, if made, would be in conformity with the Section 224(1B) of the Companies Act, 1956.

Particulars of Employees

The Company has no employee in receipt of remuneration above the limit specified under section 217(2A) of the Companies Act, 1956.

Conservation of Energy, Technology Absorption

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

Foreign Exchange Earning and Outgo

Foreign Exchange Earning during the year - Nil
Foreign Exchange spent during the year - Nil

Corporate governance

The Company is committed to maintain highest standards of Corporate Governance. The Directors adhere to the requirement set out by the Securities and Exchange Board of India's Corporate Governance practices and having implemented the

stipulations prescribed. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

Acknowledgement

The Directors would like to express their appreciation for the continued confidence reposed in them by the shareholders of the Company and look forward to their continued support.

For and behalf of the Board of Directors

Place: New Delhi
Date : 30.05.13

(Manoj Khemani)
Director & Manager

(B.R. Goyal)
Director

MANAGEMENT DISCUSSION AND ANALYSIS.

Operations of the Company:

The Company undertook sub- contract work from a C&F agent for cement and had no other activity during the year.

Future Outlook:

The Company plans to expand the current activities of sub- contract work.

Opportunities and threats:

Stiff competition is expected from the other players in the industry.

Internal control systems and their adequacy:

The audit committee periodically reviews internal control system, which are designated to assure that the over head levels are reduced to the minimum.

Human resources/ industrial relations:

Industrial relations during the year under review were cordial and peaceful.

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED MARCH 31, 2013.

1. Company's Philosophy

The Company's philosophy on Code of Corporate Governance is based on the following principles:

- (i) The members of the Board are persons in whom the Shareholders have reposed their confidence and trust. Persons appointed to the Board are conscious of their corporate and social responsibilities and maintain higher standards of integrity.
- (ii) Highest standards of compliance, disclosure and transparency are maintained by the Company.

2. Board of Directors:

- (i) Mr.B.R. Goyal, aged 67 years is a Practicing Chartered Account, having more than 42 years of experience in Auditing and Finance.
- (ii) Mr. Manoj Khemani, aged 45 is a Commerce Graduate having more than 23 years of experience in family business.
- (iii) Mr. Sajjan Singh Shaktawat, aged 71, has Masters Degree in Arts and is also a Law Graduate, having more than 47 years of experience in Administration & Industrial Relations.

None of the Directors are holding any Shares in the Company.

Details of designation of directors, attendance of Board Meetings / AGM and other directorship and chairmanships/memberships of Committees

S. No.	Name of Director	Category of Directorship	Attendance of Meetings during 2012-13		No. of Directorships and Committee Memberships/Chairmanships (including this Company)		
			Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
1	Mr. B. R. Goyal	Non Executive	5	No	NIL	-	3
2	Mr. Manoj Khemani	Executive	4	No	NIL	1	-
3	Mr. Sajjan Singh Shaktawat	Non Executive	5 *	Yes	NIL	2	-

3. Meetings of the Board / Committees

Board Meetings

During the year ended 31st March, 2013, five (5) meeting of the Board of Directors were held on 14th May, 2012, 30th May, 2012, 13th August, 2012, 12th November, 2012 and 14th February, 2013.

Audit Committee

Audit Committee is comprised of Sh. B.R. Goyal as Chairman and Mr. Sajjan Singh Shaktawat as Member.

The powers and role of the Audit Committee are in accordance with the provision of clause 49 of the Listing Agreement related to the Corporate Governance.

During the year ended 31st March, 2013, four (4) meetings of the Audit Committee were held on 30th May, 2012, 13th August, 2012, 12th November, 2012 and 14th February, 2013.

Shareholders' Grievance Committee

The Shareholders' Grievance Committee is comprised of Mr. B. R. Goyal as Chairman and Mr. Manoj Khemani as Member.

During the year ended 31st March, 2013, one (1) meeting of the Shareholders' Grievance Committee was held on 12th November, 2012

Details of Pending Complaints:-

Complaints Received from	Nos. of Complaints Received	Nos. of Complaints pending
SEBI	NIL	NIL
Stock Exchange	NIL	NIL
Investors	NIL	NIL
Govt. Authorities	NIL	NIL

Remuneration Committee

The Remuneration Committee is comprised of Mr. B. R. Goyal as Chairman and Mr. Sajjan Singh Shaktawat as Member.

During the year ended 31st March, 2013, one (1) meeting of the Remuneration Committee was held on 12th November, 2012.

CEO/CFO Certification

A certificate from the Manager & Director on the financial Statements of the Company in terms of Clause 49 of Listing Agreement was placed before the Board ; who took the same on record.

4. Annual General Meeting

The details of last three Annual General Meetings are as mentioned below :

Year	2009-10	2010-11	2011-12
Date and Time	September 30, 2010 at 10.00 A.M.	September 30, 2011 at 10.00 A.M.	August 22, 2012 at 10.00 AM
Venue	F-210-223, RIICO Industrial Area, Udyog Vihar, Sukher, Udaipur-313004	F-210-223, RIICO Industrial Area, Udyog Vihar, Sukher, Udaipur-313004	8, Kushal Bagh, Road No. 3, University Road, Udaipur - 313001.
Details of Special Resolution	Re-appointment of Mr. G.S. Poddar as Managing Director	Appointment of Mr. S.S. Shaktawat as Director	NIL

5. Extra Ordinary General Meeting(s) (EGMs)

During the year, no Extra Ordinary General Meeting of the Members of the Company was held.

6. Compliance

There has been no non-compliance of the provisions/requirements of Stock Exchanges/SEBI. No Penalties/strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter relating to Capital Market.

7. Disclosures on materially significant related party transactions

None of the transactions with any of the related parties were in conflict with the interest of the Company.

8. Means of Communication

The Company has its website and the Financial Results are being posted on the Company's website i.e. www.rpsl.co.in. The Company also have exclusive e-mail ID i.e. investors@rpsl.co.in for investors to contact the Company in case of any information and grievances. The Financial Results are also published in National Daily Newspapers in terms of Listing Agreement.

9. General Shareholder Information

Company Registration Details

The Company is registered in the State of Rajasthan, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L17118RJ1983 PLC 002658.

Annual General Meeting (AGM):

Day & Date	Saturday, 28th September, 2013
Time	11:00 AM
Venue	House No. 8, Kushal Bagh, Road No.3, University Road, Udaipur-313 001 (Rajasthan)
Date of Book Closure	21st September, 2013 to 28th September, 2013(both days inclusive)

Listing on Stock Exchanges, Payment of Listing Fee, Stock Codes etc.

Stock Exchange	No. of Shares Listed	Trading ISIN
BSE Ltd.	1,61,89,270	INE374 CO1017
National Stock Exchange of India Ltd.	1,61,89,270	NIL
Delhi Stock Exchange Association Ltd.	1,61,89,270	NIL
Ahmedabad Stock Exchange Ltd.	1,61,89,270	NIL
Jaipur Stock Exchange Ltd.	1,61,89,270	NIL
Calcutta Stock Exchange Association Ltd.	1,61,89,270	NIL

Stock Market Stock Market Data

Trading of Equity Shares of the Company commenced on BSE Ltd. w.e.f. 27th August, 2012. Trading of Shares on other Stock Exchanges remains suspended due to non-payment of listing fees.

Share Transfer System

The Company has appointed M/s. Skyline Financial Services Pvt. Ltd., 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020 as Registrar & Transfer Agents. Shares transfers are registered and returned within a period of fifteen (15) days from the date of receipt, if the documents are in order in all respects.

Dematerialization of Shares

The Company has an agreement with Central Depository Services (India) Limited (CDSL) so that shareholders of the Company could avail the benefits of depository system. Upto March, 31, 2013, 53,74,325 shares representing 33.20% of the total share capital are under demat which has resulted in reducing the physical delivery related problem to a large extent.

Pattern of Shareholding as on 31st March, 2013

S. No.	Category	Shares					
		Electronic Form		Physical Form		Total	
		No. of shares	%age of Total Capital	No. of shares	%age of Total Capital	No. of shares	%age of Total Capital
1	Promoters	5363605	33.14	3798247	23.45	9161852	56.59
2	Bodies Corporate	-	-	1044357	6.45	1044357	6.45
3	Individuals	10720	0.06	4538088	28.03	4548808	28.09
4	NRIs	-	-	584437	3.61	584437	3.61
5	Mutual Funds, Banks, FIs, Trusts	-	-	849816	5.26	849816	5.26
	TOTAL	5374325	33.20	10814945	66.80	16189270	100.00

Distribution of Shareholding as on 31st March, 2013

S. No.	Category	Share holders		No. of Shares			
		No	%age of Total Shareholders	Physical Form	Demat Form	Total	%age of Total Capital
1	Upto -5000	9099	79.61	2159206	3360	2162566	13.36
2	5000-10000	1605	14.06	1171450	2360	1173810	7.25
3	10001-20000	520	4.55	74962	0	74962	4.63
4	20001-30000	85	0.74	202810	5000	207810	1.28
5	30001-40000	33	0.29	114848	0	114848	0.71
7	40001-500000	26	0.23	117120	0	117120	0.72
8	50001 - 100000	21	0.18	164350	0	164350	1.02
9	100001 and above	41	0.36	6135399	5363605	11499004	71.03
	Total	11430	100	10814945	53743250	16189270	100

The Shares are in physical form

Address for Correspondence:

307, Surya Complex,
21, Veer Sarvarkar Block,
Shakarpur,
Vikas Marg,
New Delhi-110 092.

8. Compliance Certificate of the Auditors

Certificate from the Auditors of the Company, M/s M.B.R & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is annexed to the Directors' Report forming part of the Annual Report.

9. Adoption of Requirements of Clause 49

The Company has complied with all the mandatory requirements of Clause 49.

For and on behalf of the Board

Place: Delhi
Dated: 30.05.13

(Manoj Khemani)
Director & Manager

(B.R.Goyal)
Director

CEO/CFO Certification

Board of Directors
Rajasthan Petro Synthetics Limited

I, Manoj Khemani, Director & Manager, responsible for the finance certify that:

- (a) I have reviewed the financial statements and the cash flow statement for the year ended March 31, 2013 and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (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) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2013 are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
 - i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in accounting policies during the year except as laid down in Accounting Standard (AS) 15 (revised 2005) on Employee Benefits, requiring disclosure in the notes to the financial statements; and
 - iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

New Delhi,
30.05. 2013

Manoj Khemani
Director & Manager

AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENTS

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 31st March, 2013, 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: 30.05.2013

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
RAJASTHAN PETRO SYNTHETICS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **RAJASTHAN PETRO SYNTHETICS LTD. ("the Company")**, which comprise the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design the audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (ii) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- (iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2003, ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order, to the extent applicable to the Company.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of accounts as required by the law have been kept by the Company, so far as appears from our examination of those books ;

- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the Directors as on 31st March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

PLACE : NEW DELHI
DATE : 30th May, 2013

FOR M B R & CO.
CHARTERED ACCOUNTANTS

(CA. MUKESH SHARMA)
PARTNER
M.NO. 511275
FRN 021360N

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT
Re: RAJASTHAN PETRO SYNTHETICS LTD

Referred to in paragraph 3 of our report of even date on the accounts of the Company for the year ended 31st March 2013.

1. (a) The Company has now Office equipments as fixed assets at the close of year, the fixed Asset Register of which is being prepared.
- (b) The Company has physically verified the Office equipments during the year which in our opinion is reasonable having regard to size of the company and the nature of the assets.
- (c) The Company has not disposed off major fixed assets during the year.
2. The Company does not have any Inventory therefore this clause is not applicable.
3. The Company has neither granted nor taken any loans, secured or unsecured to/from Companies, firm or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and with regard to income from Billing Agency for C&F operations.
5. The Company has not entered in to any transactions with any Company covered in the register maintained under section 301 of the Companies Act, 1956, and accordingly clause (v) of Para-4 of the Order is not applicable to it.
6. The company has not accepted and deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under.
7. A firm of Chartered Accountants has conducted the internal audit of the Company for the year under audit. On the basis of the reports submitted by the internal auditors to the management, in our opinion the internal audit is system commensurate with the size of the Company and nature of its business.
8. The Central Government has not prescribed maintenance of cost records for the type of services in which the Company is engaged.
9. According to the information and explanation given to us in respect of statutory and other dues.
 - (a) During the year no deduction were made towards Provident Fund and Employee's State Insurance. The Company was regular in depositing with appropriate authorities Income Tax, and other statutory dues deducted by it during the year.

Undisputed Statutory dues amounting to Rs. 1.48 Lacs in respect of Provident Fund, Rs. 21.39 Lacs in respect of ESI, Rs. 8.59 Lacs in respect of Sales Tax, Rs. 0.10 Lacs in respect of Cenvat payable, Rs. 4.87 Lacs in respect of Textile Committee cess and Rs. 0.13 Lacs in respect of TDS were

outstanding as at 31st March, 2013 for the period of more than 6 month from the date they became payable.

- (b) According to the records of the Company, the dues of customs, service tax, excise duty, income tax, which have not been deposited on account of disputes and the forum where the dispute are pending, are as under:

Sl. No	Status	Nature of Taxes	Amount Involved (Rs. In Lacs)	Forum where dispute is Pending
1.	Central Excise Act, 1944	Excise Duty	169.23	Supreme Court
2.	Central Excise Act, 1944	Excise Duty	4.67	C.E.S.T. Delhi
3	Central Excise Act, 1944	Excise Duty	3.23	Dy. Commissioner of Excise (Appeals) Jaipur
4	Sales Tax Department	Sales Tax	63.46	Rajasthan Tax Board
5	Central Excise Act, 1944	Excise Duty	2.33	Central Excise & Gold Appellate Tribunal
6	Central Excise Act, 1944	Service Tax	1.11	Asst. Commissioner of Central Excise & Customs.
7	Income Tax Act, 1961	Income Tax (For AY 08-09)	1584.66	ITAT Delhi

10. There are accumulated losses of Rs. 3,119.83 lacs as on 31st March 2013 which is more than 50% its networth. The company has not incurred cash losses in the current year and in the immediately preceding year.
11. There are no loans from any Financial Institution or banks. Hence, clause (xi) of paragraph 4 of the order is not applicable.
12. According to the information and explanation given to us, the company has not granted loans and advances on the basis of the security by way of pledge of shares, debenture and other securities, hence, clause (xii) of order is not applicable.
13. Clause (xiii) of the Order is not applicable to the Company as the company is not a Chit Fund Company or Nidhi/ mutual benefit fund/ society.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debenture, and other investments. Accordingly, the provisions of clauses 4 (xiv) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company. However, all investments have been held by it in its own name or nominees.
15. According to the information and explanations given to us, Company has not given any guarantees for loans taken by others from bank or financial institutions.
16. According to the information and explanations given to us, no term loans were raised during the years.
17. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.
19. During the year covered by our audit report the Company has not issued secured debentures.
20. The Company has not raised any money by public issue during the year covered by our report.
21. Based upon the audit procedures performed and as per the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For M B R & Co.
Chartered Accountants

(CA. MUKESH SHARMA)
Partner
M. No. 511275
ICAI'S FRN 021360N

Place : New Delhi
Date : 30th May, 2013

BALANCE SHEET AS AT 31.3.2013

PARTICULARS	Note No	As at	As at
		31.3.2013	31.3.2012
		Amount (Rs. in Lacs)	Amount (Rs. in Lacs)
EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,679.77	1,679.77
(b) Reserves and Surplus	3	(1,823.18)	(1,843.96)
(2) Current Liabilities			
(a) Trade payables	4	0.12	0.14
(b) Other current liabilities	5	164.85	199.68
(c) Short-term provisions	6	7.06	2.17
Total		28.62	37.79
Assets			
(1) Non-current assets			
(a) Fixed assets	7		
Tangible assets		0.41	0.48
(b) Non-current investments	8	0.08	0.08
(c) Long term loans and advances	9	3.94	3.94
(2) Current assets			
(a) Trade receivables	10	2.34	5.51
(b) Cash and Bank Balances	11	0.82	6.71
(c) Short-term loans and advances	12	21.03	21.07
Total		28.62	37.79

Summary of significant accounting policies 1

The accompanying notes are integral part of the financial statements

IN TERMS OF OUR REPORT OF EVEN DATE.

FOR M.B.R. & CO.
CHARTERED ACCOUNTANTS
Firm Registration Number: 021360N

For and on behalf of the Board

MUKESH SHARMA
PARTNER
M. NO.0511275

(K.Sukumaran)
Company Secretary

(Manoj Khemani)
Director & Manager

(B.R Goyal)
Director

NEW DELHI
DATE : 30th May'2013

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2013

PARTICULARS	Note No	for the Year ended 31st March 2013 (Rs. in Lacs)	For the year ended 31st March 2012 (Rs. in Lacs)
REVENUE			
Revenue from operations	13	124.41	245.19
Other Income	14	-	7.86
Total Revenue		124.41	253.05
EXPENSES			
Operating Expenses	15	29.53	156.43
Employee benefit expense	16	16.35	19.02
Financial costs	17	8.60	1.48
Depreciation and amortization expense	7	0.07	0.11
Other expenses	18	25.21	47.60
Total Expenses		79.76	224.65
Profit/(loss) before exceptional and tax		44.65	28.40
Exceptional Items (Refer Note No 26)		18.98	17.02
Profit before tax		25.67	11.39
Tax expense:			
- Current tax (Refer Note No 20)		4.89	2.17
Profit/(Loss) for the period		20.78	9.22
Earning per equity share:			
- Basic		0.13	0.06
- Diluted		0.13	0.06

Summary of significant accounting policies

The accompanying notes are integral part of the financial statements

IN TERMS OF OUR REPORT OF EVEN DATE.

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(B.R Goyal)
Director

NEW DELHI
DATE : 30th May'2013

	AS AT 31ST MARCH, 2013 (Rs. In Lacs)	AS AT 31ST MARCH, 2012 (Rs. In Lacs)
2.1 SHARE CAPITAL		
Authorized		
2,00,00,000 Equity Shares of Rs.10/- each (Previous Year 2,00,00,000 Equity Shares of Rs.10/- each)	2,000.00	2,000.00
Issued		
1,74,06,254 Equity Shares of Rs 10/- each (P/Y :1,74,06,254 Equity Shares of Rs 10/- each)	1,740.63	1,740.63
Subscribed		
17377971 Equity Shares of Rs. 10/- each (P/Y :1,7377971 Equity Shares of Rs 10/- each)	1,737.80	1,737.80
Paid up		
1,61,89,270 Equity Shares of Rs 10/- each fully paid up (P/Y :1,61,89,270 Equity Shares of Rs 10/- each fully paid up)	1,618.93	1,618.93
Add: Equity share forfeited (paid up)	60.84	60.84
	1,679.77	1,679.77

Note:-

- 2.1 The Company has only one class of shares referred to as equity shares having par value of Rs 10/- Each holder of equity shares is entitled to one vote per share.
- 2.2 Shares in respect of each class in the company held by its holding company rights ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate : NIL
- 2.3 Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts : NIL
- 2.4 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts.
However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- 2.5 The details of shareholders holding more than 5% shares as at 31st March, 2013 and 31st March 2012 is set out below:

Name of the shareholder	As At 31st March, 2013		At 31st March, 2012	
	No of shares	% held	No of shares	% held
Smt. Vijay Lakshmi Poddar	3,064,505	18.93%	4,564,505	28.19%
Uddhav Properties Ltd.	1,380,600	8.53%	1,380,600	8.53%
KFL Infra & Logistics Ltd	1,945,810	12.02%	1,945,810	12.02%

- 2.6 The reconciliation of the number of shares outstanding as at 31st March, 2013 and 31st March, 2012 is set out below:

Particular	As At 31st March, 2012		As At 31st March, 2011	
	No of shares	Rs in Lacs	No of shares	Rs in Lacs
Numbers of shares at the beginning	16,189,270	1,618.93	16,189,270	1,618.93
Add/Less: Addition/ Deletion during the year	-	-	-	-
Numbers of shares at the end	16,189,270	1,618.93	16,189,270	1,618.93

RAJASTHAN PETRO SYNTHETICS LTD.

	AS AT 31ST MARCH,2013 (Rs. In Lacs)	AS AT 31ST MARCH,2012 (Rs. In Lacs)
3 RESERVE AND SURPLUS		
Capital Reserve		
Opening balance	30.00	30.00
Securities Premium Account		
Opening balance	1,266.65	1,266.65
Surplus / (Deficit)		
Opening balance	(3,140.61)	(3,149.83)
Add: Profit / (Loss) for the year	20.78	9.22
	(3,119.83)	(3,140.61)
	(1,823.18)	(1,843.96)
CURRENT LIABILITIES		
4 Trade payables		
Trade payables-due to micro,small and medium enterprises under MSMED Act,2006 (Refer Note No 2.24)		
Trade payables	0.12	0.14
	0.14	1.79
5 Other current liabilities		
Income received in advance/unearned revenue	44.77	77.90
Trade deposits (Refer Note No 2.22)		9.50
Accrued Salaries & Benefits	5.22	5.60
Statutory Dues	38.88	38.60
Other payables	75.98	68.08
	164.85	199.68
6 Short-term provisions		
Provision for taxation	7.06	2.17
	7.06	2.17

		AS AT 31ST MARCH,2013 (Rs. In Lacs)	AS AT 31ST MARCH,2012 (Rs. In Lacs)
NON-CURRENT ASSETS			
8 Non-current investments			
Investment in equity instruments(fully paid up equity shares)			
	(Valued at cost) No of Shares (C/y)	No of Shares (P/y)	
	JCT Ltd	130	0.13
	J K Cement Ltd.	100*	0.08
			0.21
	Less: Allowances for Diminution in value of investment		0.13
			0.08
	Aggregate amount of quoted investments		0.21
	Aggregate Market Value of quoted investments		0.01
*J K Synthetics Ltd has been merged with J K Cement Ltd and 10 shares of J K Cement Ltd has been allotted in lien of 100 shares held in J K Synthetics Ltd current value @ Rs. 149 per equity shares			
9 Long term loans and advances			
	Security deposits (unsecured, considered good)	2.89	2.89
	Balances with excise authorities	1.05	1.05
		3.94	3.94
CURRENT ASSETS			
10 Trade receivables			
Unsecured,considered good unless stated otherwise			
Outstanding for period exceeding six months from the date they are due for payment			
	Unsecured,considered good	2.34	2.36
Other receivables			
	Unsecured,considered good	-	3.15
TOTAL		2.34	5.51

11 Cash and Bank Balances

Cash and cash equivalents

Cash on hand	0.04	3.14
Balances with bank:		
-In Current Accounts	0.78	3.57
	<u>0.82</u>	<u>6.71</u>

12 Short-term loans and advances

Advance payment of income tax (including TDS)	16.55	12.22
Advance recoverable in cash & kind (unsecured, considered good)	1.37	0.60
Other short term loans and advances (unsecured, considered good)	3.10	8.25
	<u>21.03</u>	<u>21.07</u>

	for the year ended 31 ST MARCH,2013 (Rs. In Lacs)	for the year ended 31 ST MARCH,2012 (Rs. In Lacs)
13 Revenue from operations		
sale of Services		
- Freight Received	11.21	155.70
- Fees for Billing agency for C & F Operation/C & F Income	111.92	82.37
- Commission on cement transportation	-	7.12
- Office Management Income	1.28	-
	<u>124.41</u>	<u>245.19</u>
14 Other Income		
Other Non Operating Income		
Liabilities / provisions no longer required written back	-	7.86
	<u>-</u>	<u>7.86</u>
15 Operating Expenses		
Freight & Handling Charges	10.78	156.43
Office Operation Expenses	6.75	-
Reconciliation & Billing Expenses	12.00	-
	<u>29.53</u>	<u>156.43</u>
16 Employee benefit expense		
Salaries, Wages, Allowances, Gratuity, etc.	15.52	18.37
Contribution to Provident & Other Funds	0.02	0.17
Staff Welfare Expenses	0.81	0.48
	<u>16.35</u>	<u>19.02</u>
17 Finance costs		
Interest expense	8.60	1.48
	<u>8.60</u>	<u>1.48</u>

18. Other expenses

Rent	6.33	2.81
Repairs Maintenance	-	0.09
Rates & Taxes	0.76	0.18
Communication	0.93	1.74
Travelling and conveyance	4.99	8.83
Advertisement & Business Promotion Expenses	1.34	0.64
Printing and Stationery	0.36	0.43
Office Maintenance	0.03	8.98
Water & Electricity Charges	1.15	1.10
Auditors Remuneration		
- As Audit Fees	0.40	0.40
- For Tax Audit	0.07	0.07
Legal, professional & consultancy charges	6.96	6.63
Bank Charges	0.03	0.13
Bad Debts	-	15.09
Sundry Balances W/off	1.23	-
Miscellaneous Expenses	0.63	0.47
	25.21	47.60

2.6 FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As on 01.04.12 (Rs.in Lacs)	Addition during the year (Rs.in Lacs)	Deductions/ Adjustment (Rs.in Lacs)	As on 31.03.13 (Rs.in Lacs)	For the year (Rs.in Lacs)	Adj. on Sales (Rs.in Lacs)	As at 31.03.13 (Rs.in Lacs)	As on 31.03.12 (Rs.in Lacs)
Plant & Machinery	13.45	-	-	13.45	-	-	13.45	-
Office Equipments	1.31	-	-	1.31	0.07	-	0.90	0.48
TOTALS	14.76	-	-	14.76	0.07	-	14.35	0.48
Previous Year	14.76	-	-	14.76	0.11	0.32	14.28	0.59

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Corporate Information

Rajasthan Petro Synthetics Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on BSE, Ahmadabad, Delhi, Kolkata, Jaipur and National Stock Exchanges. However, trading of shares is permitted on BSE Ltd. only. Trading of shares on other stock Exchange is suspended due to non-payment of Listing Fees. The Company is presently engaged in Billing Agency for C&F operations.

1.2 Basis of Preparation and Presentation of Financial Statements

- i. These accounts are prepared on historical cost basis and on the Accounting principles of going concern. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.
- ii. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except to the extent stated otherwise.
- iii. The expenses are shown net of recovery wherever there is any recovery against respective expenses.
- iv. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

1.3 Fixed Assets and Depreciation & Amortization

- i. Fixed assets are stated at cost of acquisition including freight, taxes, duties and other incidental expenses related to acquisition and installation.
- ii. Depreciation on Fixed Assets has been provided at written down value method as per the rates specified in schedule XIV to the Companies Act, 1956 on the cost of assets as referred to above.

1.4 Revenue Recognition

The Company has recognized revenue from Services namely Sub agency for transportation and Clearing & Forwarding as and when becomes due and on accrual basis.

1.5 Investments

Long term investments are stated at cost, unless the loss is other than temporary in nature.

1.6 Current Tax

Current tax expense is based on the provisions of Income Tax Act, 1961 and judicial interpretations thereof as at the Balance Sheet date and takes into consideration various deductions and exemptions to which the Company is entitled to as well as the reliance placed by the Company on the legal advices received by it. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

1.7 Retirement benefits

Gratuity and leave encashment are accounted for on cash basis.

NOTES TO ACCOUNTS

19 Contingent liabilities to the extend not provided for:

Claims against Company not acknowledged as debt:

(Rs. in Lacs)

	Current Year	Previous Year
1. Customs & Excise demands in dispute/ Under appeal as per order of CEGAT New Delhi for admission of appeals.	178.24	178.24
2. Sales Tax and other demands in dispute/ Under appeal.	82.77	82.77
3. Damages claim by Provident Fund Authorities	19.17	19.17
4. Income Tax demands under appeal for AY 2008-09	1584.66	1584.66

20 Current Tax denotes Minimum Alternate Tax u/s 115 JB of the Income Tax Act 1961.

21 Income Tax assessments of the Company have been completed up to assessment year 2010-11.

22 The company has made refund of the interest free Security deposit amounting to Rs. 9.50 lacs during the current year (taken in Previous Year Rs. 9.50 lacs).

23 The Company has no liability towards leave encashment, gratuity and bonus payable for the year under consideration.

24 The Company has no suppliers covered under "Micro, Small & Medium Enterprises Development Act, 2006". This has been relied upon by the auditors.

25 The Company will review the various credit balances appearing in the ledger for a considerable period of time and necessary adjustment, if any, shall be carried out upon the completion of review.

26 Exceptional Item relates to payments made for revocation of suspension of trading in Equity Shares of the Company on the Bombay Stock Exchange.

27 Related Party Disclosures in accordance with the Accounting Standard- 18, Related Party Disclosures" issued by the Institute of Chartered Accountants of India.

(a) Sl. No.	Name of Related Party	Relationship
1)	Sh. Manoj Khemani	:Manager under the Companies Act, 1956

(b) Nature of Transaction	2012-13 Rs. (Rupees in lacs)	2011-12 Rs. (Rupees in lacs)
Managerial Remuneration	0.60	0.60

29 Deferred taxation

The Company has adopted Accounting Standard 22 "Accounting for Taxation on Income" issued by the Institute of Chartered Accountants of India with effect from 1st April 2001. As on the date of Balance Sheet, the Company has significant unabsorbed depreciation and carry forward losses. In view of the absence of virtual certainty of realization of unabsorbed depreciation and carry forward losses, no deferred tax assets have been recognized

30 Earning per shares (basic & diluted) has been computed as under:

	2012-13 Rs. Lacs	2011-12 Rs. Lacs
a) Profit/ (Loss) after tax	20.78	9.22
b) Number of equity shares outstanding during the year.	16189270	16189270
c) The Nominal Value per Equity Share	Rs. 10/-	Rs. 10/-
d) Earning per share (Basic)	Rs. 0.13	Rs. 0.06

Previous year's figures have been regrouped /rearranged wherever considered necessary to confirm to this year classification in view of the revised Schedule VI.

In terms of our report of even date.

For M.B.R. & CO,
Chartered Accountants
ICAI FRN 021360N

(Mukesh Sharma)
Partner

Membership No. 0511275

PLACE : NEW DELHI

DATE : 30th May'2013

(K.Sukumaran)
Company Secretary

(Manoj Khemani)
Director & Manager

(B.R.Goyal)
Director

CASH FLOW STATEMENT

PARTICULARS	FOR THE YEAR ENDING		FOR THE YEAR ENDING	
	31st March 2013		31st March 2012	
	(Rs. in Lacs)		(Rs. in Lacs)	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit/(Loss) Before Tax		25.67		11.39
Adjustment for :				
Depreciation and amortization	0.07		0.11	
Finance costs	8.60		1.48	
Liabilities / provisions no longer required written back	-		(7.86)	
Bad Debts Written off	-		15.09	
Sundry balances Written off	1.23		-	
Allowances for diminution in value of investments	-		-	
Loss on Sale of Fixed Assets		9.90	-	8.83
Operating profit before working capital changes		35.56		0.22
Adjustment for :				
(Increase)/Decrease in trade & other receivable		6.31		(11.05)
Increase/(Decrease) in trade and other payables		(34.84)		1.25
Cash generated from operations		7.03		10.42
Finance costs paid		(8.60)		(1.48)
Direct taxes paid		(4.33)		(2.53)
Net Cash Inflow/(outflow) from Operating Activities (A)		(5.90)		6.41
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Proceeds from sale of Fixed Assets		-		-
Net Cash Inflow/(outflow) from Investing Activities (B)		-		-
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Net cash Inflow/(outflow) from financing activities (C)		-		-
Net increase/ (Decrease) in cash and cash equivalents (A+B+C)		5.90		6.41
Cash and cash equivalents at the beginning of the year (Opening Balance)		6.71		0.31
Cash and cash equivalents at the closing of the year (Closing Balance)		0.81		6.72

Note:-

- 1 Previous period's figures have been regrouped / rearranged wherever considered necessary to confirm to make them comparable.
- 2 The above cash flow has been prepared under the Indirect Method as set out in the Accounting Standard-3 Cash Flow Statements issued by The Institute of Chartered Accountants of India.

IN TERMS OF OUR REPORT OF EVEN DATE.

FOR M.B.R. & CO.

CHARTERED ACCOUNTANTS

Firm Registration Number: 021360N

For and on behalf of the Board

MUKESH SHARMA

PARTNER

M. NO.0511275

NEW DELHI

DATE : 30th May'2013

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